

VCA PLATFORMS LLC

LAQUAN JAMES 2.5 PERCENT PARTICIPATION GRANT FRAMEWORK

Standalone Participation Agreement

Document ID: VCA-PLAT-019 | Status: Draft / Transaction Implementation Record

This document is part of the VCA Platforms LLC definitive transaction implementation package and is intended to implement the commercially agreed framework without independently expanding or renegotiating those terms.

1. PARTICIPATION

VCA Platforms LLC will establish an aggregate 2.5% participation for Laquan James in accordance with the Final Agreed Terms Schedule and the definitive capitalization documents.

2. PRE-FUNDING CREDIT

A portion of the 2.5% will be treated as earned or vested in recognition of Laquan James's material pre-funding contribution. The exact credited portion will be inserted in the definitive grant before execution.

3. PROSPECTIVE VESTING

The balance will be subject to a reasonable prospective service-based vesting schedule to be stated in the definitive grant without changing the agreed aggregate 2.5%.

4. VESTED RIGHTS

Once vested, participation will not be forfeited merely because Laquan's employment, title or operating role later changes, subject to customary transfer restrictions, Cause provisions and other protections contained in the definitive documents.

5. NO PERFORMANCE RECHARACTERIZATION

The grant will not be recharacterized as entirely future performance-based participation. The pre-funding contribution is an expressly recognized component of the grant.

6. ECONOMIC POOL COORDINATION

The 2.5% participation will be documented consistently with the separately agreed 10% economic participation pool and the Company's capitalization records, without altering the 50% Founder Side / 50% Acorn Capital Holdings LLC principal ownership structure.

7. DEFINITIVE GRANT

The final instrument will specify the vested-at-closing percentage, remaining vesting schedule, transfer restrictions, Cause treatment, tax treatment and administrative mechanics.

8. STATUS

DRAFT / IMPLEMENTATION RECORD until the definitive participation grant and capitalization schedule are executed.

ACKNOWLEDGMENT / EXECUTION

VCA PLATFORMS LLC

By: _____
Name: Vince Carol
Title: Founder / Chief Executive Officer
Date: _____

ACORN CAPITAL HOLDINGS LLC

By: _____
Name: Duane F. Guilford
Title: Authorized Representative
Date: _____

PARTICIPANT — LAQUAN JAMES

By: _____
Name: Laquan James
Date: _____