MERIDIAN GLOBAL HOLDINGS

OFFICE OF THE CHIEF EXECUTIVE OFFICER | STRATEGIC GROWTH

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Jonathan Vance, Meridian Global Holdings Inc., 100 Financial Center Plaza, Suite 4200, New York, NY 10005, USA

Vertex Technologies Inc.
Attn: Executive Committee & Board of Directors
c/o Ms. Eleanor Sterling, Managing Director
500 Innovation Boulevard, Suite 1800
San Francisco, CA 94105
United States

Your ref.	Our ref.	Date
VTX-BD-2026-04	MGH-CEO-2026-894	July 24, 2026

CONFIDENTIAL: Non-Binding Proposal for Strategic Acquisition and Joint Integration of Vertex Technologies Inc.

Dear Ms. Sterling and Members of the Executive Committee,

On behalf of Meridian Global Holdings Inc. ("Meridian"), I am pleased to submit this formal proposal regarding a strategic business combination between Meridian and Vertex Technologies Inc. ("Vertex"). Following extensive analysis of Vertex's cloud orchestration architecture and market position, our Board of Directors has authorized this proposal to acquire 100% of the issued and outstanding common stock of Vertex.

We hold the technical leadership, management team, and customer-centric culture of Vertex in the highest regard. We strongly believe that combining Vertex's distributed edge capabilities with Meridian's enterprise global reach will create an industry-defining cloud infrastructure platform.

Transaction Highlights & Proposed Valuation

- **Enterprise Valuation:** $420,000,000 USD
- **Implied Multiple:** 14.5x LTM ARR
- **Equity Premium:** +32.4% over 30-Day VWAP
- **Consideration Mix:** 70% Cash / 30% MGH Stock
- **Retention Pool:** $35,000,000 Key Talent Pool
- **Target Closing:** Q4 2026 (Subject to Approval)

1. Strategic Rationale & Synergy Potential

The proposed combination offers transformative value for both organizations, driven by three core strategic pillars:

- **Global Enterprise Scale:** Vertex's proprietary micro-service orchestration matrix will immediately integrate into Meridian's Tier-1 data center network spanning 42 countries, accelerating Vertex's enterprise roadmap by an estimated 24 months.
- **Commercial Cross-Selling:** Meridian's existing client base of over 450 Fortune 500 enterprises provides an immediate expansion vector for Vertex's premium security compliance suite.
- **Accelerated R&D Investment:** Meridian commits to establishing an initial $85,000,000 dedicated R&D innovation fund over 36 months to advance next-generation autonomous edge networks.

2. Governance & Leadership Structure

Preserving Vertex's innovation engine is paramount to this transaction. Under the proposed structure:

1. Vertex will operate as a distinct, wholly-owned business unit within Meridian, retaining the Vertex brand identity and core operational autonomy.
2. Vertex's current executive leadership team will remain in place, with Ms. Eleanor Sterling assuming the role of Chief Executive Officer of the Vertex Infrastructure Division and joining Meridian's Senior Executive Council.
3. Two designated seats on Meridian's Board of Directors will be allocated to Vertex founders.

3. Indicative Transaction Timeline & Key Milestones

We are prepared to deploy dedicated legal, financial, and technical teams immediately upon execution of an exclusivity agreement. Below is our proposed timeline to achieve a definitive closing:

Phase	Target Period	Key Deliverables & Objectives	Status
Phase I	Weeks 1–2	Exclusivity Agreement Execution & Virtual Data Room Setup	Pending
Phase II	Weeks 3–5	Confirmatory Legal, Financial, Tax & Technical Diligence	Scheduled
Phase III	Weeks 6–7	Negotiation & Drafting of Definitive Merger Agreement	Scheduled
Phase IV	Weeks 8–10	Regulatory Submissions (FTC / CFIUS) & Board Approval	Scheduled
Phase V	Target Q4 2026	Transaction Closing, Share Transfer & Joint Integration Kick-off	Target

4. Confirmatory Due Diligence & Exclusivity

This proposal is conditioned upon the completion of customary confirmatory due diligence, which will focus primarily on technical architecture validation, key contract review, and financial audit reconciliation.

To enable both parties to dedicate the necessary executive resources to finalize definitive agreements expeditiously, we request an exclusivity period of **45 days** from the signing of the attached Exclusivity Memorandum. During this period, Meridian and its advisors will work diligently toward transaction execution.

5. Confidentiality & Non-Binding Effect

This letter constitutes an expression of mutual interest and does not create any legally binding obligations between Meridian and Vertex, save for the provisions of the Non-Disclosure Agreement executed between the parties on June 12, 2026. Legally binding obligations will arise only upon the execution of definitive transaction documentation approved by both respective Boards of Directors.

We are genuinely excited about the prospect of bringing our two companies together to build the definitive market leader in enterprise cloud infrastructure. We look forward to discussing this proposal with your Board of Directors at your earliest convenience.

Respectfully submitted,

Jonathan Vance
Chief Executive Officer
Meridian Global Holdings Inc.

Marcus Thorne
Executive Vice President & CFO
Meridian Global Holdings Inc.

encl:

- Appendix A: Comprehensive Valuation Methodology & Financial Model Summary
- Appendix B: Draft Exclusivity Agreement & Confirmatory Diligence Request List
- Appendix C: Executive Retention Pool Structure & Governance Charter