

Corporate Governance Committee Charter

Nexus Intelligent Systems, Inc.

1. PURPOSE AND ESTABLISHMENT

1 The Corporate Governance Committee (the "Committee") is established by the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company") to provide comprehensive oversight of the Company's corporate governance practices, board composition, and strategic leadership alignment.

2 The Committee shall serve as a critical mechanism for ensuring the highest standards of corporate governance, board effectiveness, and organizational integrity in accordance with Delaware corporate law and best practices for technology-driven enterprises.

2. COMMITTEE COMPOSITION

1 Membership

- The Committee shall consist of no fewer than three (3) and no more than five (5) independent directors
- Members shall be appointed annually by the Board of Directors
- A majority of Committee members must be independent directors as defined by applicable securities regulations

2 Qualifications

- Committee members must demonstrate:
 - a) Substantial corporate governance experience
 - b) Strategic leadership capabilities
 - c) Understanding of technology sector governance dynamics
 - d) No material conflicts of interest with the Company's operations

3. RESPONSIBILITIES

1 Board Composition and Succession Planning

- Develop and recommend Board membership criteria
- Conduct ongoing evaluation of Board composition and individual director performance
- Develop and maintain a strategic succession plan for Board and executive leadership roles

- Identify and recommend potential director candidates

2 Governance Policy Development

- Review and recommend updates to:
 - a) Corporate governance guidelines
 - b) Code of conduct
 - c) Ethical standards and compliance frameworks
- Monitor emerging governance best practices and regulatory requirements
- Assess and recommend governance structural improvements

3 Director Development and Evaluation

- Design and implement annual Board performance assessment processes
- Develop ongoing director education and training programs
- Conduct comprehensive peer and individual director evaluations
- Recommend director compensation structures aligned with market standards

4. MEETINGS AND PROCEDURES

1 Meeting Frequency

- Quarterly regular meetings
- Special meetings may be called by Committee Chair with 48-hour notice
- Minimum annual strategic planning session

2 Quorum and Voting

- Quorum requires 50% of appointed members
- Decisions made by majority vote
- Chair possesses tie-breaking vote

3 Reporting

- Provide comprehensive quarterly reports to full Board of Directors
- Maintain detailed meeting minutes
- Conduct annual review of Committee charter and performance

5. AUTHORITY AND RESOURCES

- 1 The Committee is authorized to:

- Retain independent counsel and governance consultants
- Conduct investigations into any matters within charter scope
- Request any information from executives necessary to fulfill responsibilities
- Direct access to Company records and personnel

2 The Company shall provide:

- Adequate funding for Committee operations
- Administrative support
- Unrestricted access to corporate information systems

6. CONFIDENTIALITY AND ETHICAL STANDARDS

1 Committee members shall:

- Maintain strict confidentiality of all deliberations
- Avoid conflicts of interest
- Disclose any potential conflicts immediately
- Adhere to highest ethical standards

7. AMENDMENT AND REVIEW

1 This charter may be amended by majority vote of the full Board of Directors

2 Annual comprehensive review required

3 Amendments must be documented and communicated to all stakeholders

8. EXECUTION

Approved by Board of Directors on: January 22, 2024

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chairman of the Board