

Board of Directors Composition and Roles Document

Nexus Intelligent Systems, Inc.

1. PREAMBLE

This Board of Directors Composition and Roles Document ("Document") is established by Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), effective as of January 22, 2024, to formally define the structure, responsibilities, and governance framework of the Company's Board of Directors.

2. DEFINITIONS

1 "Board" shall mean the Board of Directors of Nexus Intelligent Systems, Inc.

2 "Independent Director" shall mean a board member who has no material financial, professional, or personal relationship with the Company, beyond their directorship.

3 "Executive Director" shall mean a board member who is also a current employee or executive of the Company.

3. BOARD COMPOSITION

1 Total Board Size

The Board shall consist of seven (7) members, comprising:

- Four (4) Independent Directors
- Two (2) Executive Directors
- One (1) Investor Representative Director

2 Director Qualifications

All Board members must:

- a) Demonstrate expertise in technology, enterprise services, AI/machine learning, or related strategic domains
- b) Maintain high ethical standards
- c) Possess demonstrated leadership experience in technology or enterprise environments
- d) Commit to fiduciary responsibilities of corporate governance

4. BOARD ROLES AND RESPONSIBILITIES

1 Chair of the Board

The Chair shall be an Independent Director responsible for:

- Setting Board meeting agendas
- Facilitating Board discussions
- Ensuring effective Board governance
- Serving as primary liaison between Board and executive management

2 Committee Structure

The Board shall maintain the following standing committees:

- a) Audit Committee
- b) Compensation Committee
- c) Nominating and Governance Committee
- d) Technology and Innovation Committee

3 Committee Composition Requirements

- Minimum three (3) members per committee
- Majority Independent Director representation
- Chair must be an Independent Director

5. DIRECTOR SELECTION AND TENURE

1 Selection Process

Directors shall be selected through:

- Nomination by Nominating and Governance Committee
- Majority vote of existing Board members
- Consideration of diversity, expertise, and strategic alignment

2 Term Limits

- Initial term: Three (3) years
- Maximum consecutive terms: Two (2)
- Staggered election process to ensure continuity

6. MEETING PROTOCOLS

1 Regular Meetings

- Quarterly Board meetings
- Minimum four (4) meetings annually
- Option for special meetings with 72-hour notice

2 Quorum and Voting

- Quorum: Five (5) directors
- Decisions require majority vote
- Proxy voting permitted with written authorization

7. COMPENSATION AND INDEMNIFICATION

1 Director Compensation

- Annual retainer: \$75,000 for Independent Directors
- Additional committee chair compensation
- Equity grant of restricted stock units (RSUs)

2 Indemnification

The Company shall indemnify Directors to the fullest extent permitted by Delaware law, including advancement of legal expenses.

8. CONFIDENTIALITY AND CONFLICT OF INTEREST

1 Confidentiality Obligations

Directors must maintain strict confidentiality regarding Company information, with potential legal consequences for breaches.

2 Conflict of Interest Disclosure

Annual mandatory disclosure of potential conflicts, with mandatory recusal from related discussions and decisions.

9. AMENDMENT PROCEDURES

This document may be amended by:

- Majority Board vote
- Written consent of two-thirds (2/3) of Board members
- Formal documentation of amendments

10. EXECUTION

APPROVED AND ADOPTED this 22nd day of January, 2024.

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chair of the Board