

Voting Rights and Proxy Delegation Policy

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 This Voting Rights and Proxy Delegation Policy ("Policy") establishes the comprehensive framework governing voting rights, proxy delegation, and shareholder participation for Nexus Intelligent Systems, Inc. (the "Company"), a Delaware corporation.

2 The Policy applies to all equity securities, including common stock, preferred stock, and any additional equity instruments issued by the Company, and establishes definitive protocols for shareholder voting mechanisms.

2. DEFINITIONS

1 "Voting Securities" shall mean all equity instruments carrying voting rights, including:

- a) Common Stock
- b) Preferred Stock
- c) Any convertible securities with voting privileges

2 "Proxy" means a written authorization enabling another party to represent and vote on behalf of a shareholder at corporate meetings.

3 "Beneficial Owner" refers to shareholders who possess economic interests in securities, regardless of formal record ownership.

3. VOTING RIGHTS PRINCIPLES

1 Voting Rights Distribution

- a) Common Stock: One vote per share
- b) Preferred Stock: Variable voting rights as specified in respective series terms
- c) No differential voting rights based on non-economic characteristics

2 Voting Eligibility

- Shareholders of record as of the official record date shall be entitled to vote
- Voting rights are proportional to shareholding percentages
- Fractional votes are not permitted

4. PROXY DELEGATION PROTOCOLS

1 Proxy Authorization

- a) Shareholders may delegate voting rights through formal written proxy
- b) Proxies must be:
 - Signed by the registered shareholder
 - Dated within 12 months of the relevant meeting
 - Specify precise voting instructions or grant discretionary authority

2 Proxy Revocation

- Proxies may be revoked through:
 - i. Written notification to the Corporate Secretary
 - ii. Subsequent proxy submission
 - iii. Personal voting attendance at the relevant meeting

3 Proxy Solicitation

- Formal proxy solicitations must comply with SEC regulations
- Detailed disclosure of solicitation materials is mandatory
- Independent verification of solicitation processes required

5. VOTING PROCEDURES

1 Meeting Notification

- Shareholders shall receive written notice at least 30 calendar days prior to shareholder meetings
- Notices must include:
 - a) Meeting date, time, and location
 - b) Proposed agenda
 - c) Voting materials
 - d) Proxy submission instructions

2 Voting Methods

- In-person voting at shareholder meetings
- Written ballot submissions

- Electronic voting through secure corporate platforms
- Validated proxy submissions

6. RESTRICTIONS AND LIMITATIONS

1 Voting Restrictions

- Shares subject to transfer restrictions may have limited voting privileges
- Shareholders with outstanding financial obligations may have voting rights suspended

2 Conflict Resolution

- Voting disputes shall be resolved through internal arbitration
- Final determination vests with the Board of Directors

7. COMPLIANCE AND ENFORCEMENT

1 Periodic Review

- This Policy shall be reviewed annually by the Corporate Governance Committee
- Amendments require Board of Directors approval

2 Reporting

- Voting records and proxy submissions shall be maintained for a minimum of seven years
- Annual transparency report detailing voting activities

8. DISCLAIMER

1 This Policy represents the current governance framework and may be modified at the Board's discretion.

2 All voting and proxy activities remain subject to Delaware corporate law and applicable securities regulations.

9. EXECUTION

Approved by the Board of Directors on: January 22, 2024

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chief Technology Officer