

Corporate Voting Rights and Shareholder Protocols

Nexus Intelligent Systems, Inc.

PREAMBLE

THIS DOCUMENT establishes the definitive protocols governing voting rights, shareholder engagement, and corporate governance for Nexus Intelligent Systems, Inc. (hereinafter "the Corporation"), a Delaware corporation with principal offices located at 1200 Technology Park Drive, San Jose, California 95134.

1. DEFINITIONS

1 "Common Stock" shall mean the Corporation's authorized common shares, par value \$0.001 per share.

2 "Preferred Stock" shall mean the Corporation's Series A and Series B preferred shares, as issued to institutional investors.

3 "Voting Securities" shall collectively refer to all issued common and preferred stock with voting rights.

4 "Qualified Shareholder" shall mean any individual or institutional investor holding not less than 5% of outstanding Voting Securities.

2. VOTING RIGHTS FRAMEWORK

1 Common Stock Voting Rights

- Each share of Common Stock shall be entitled to one (1) vote on all matters submitted to shareholder vote
- Voting rights shall be proportional to outstanding share ownership
- Cumulative voting is expressly prohibited

2 Preferred Stock Voting Rights

- Series A Preferred Shareholders shall receive 1.5 votes per share
- Series B Preferred Shareholders shall receive 1.25 votes per share
- Preferred shareholders shall have enhanced voting rights on specific corporate transformation and capitalization events

3. SHAREHOLDER MEETING PROTOCOLS

1 Annual Meetings

- Annual shareholder meetings shall be conducted no later than 120 days following fiscal year conclusion
- Written notice must be provided minimum 30 days prior to meeting date
- Meetings may be conducted via physical assembly or secure digital platform

2 Special Meetings

- Special meetings may be called by:
 - a) Board of Directors majority vote
 - b) Shareholders representing 25% or more of outstanding Voting Securities
- Notice requirements identical to annual meeting protocols

4. VOTING PROCEDURES

1 Quorum Requirements

- Annual and special meetings require presence (physical or digital) of shareholders representing 66.7% of Voting Securities
- If quorum not achieved, meeting shall be rescheduled within 30 days

2 Voting Mechanisms

- Proxy voting permitted with authenticated documentation
- Electronic voting platforms must ensure:
 - Verifiable shareholder identification
 - Secure transmission protocols
 - Immutable vote recording

5. SHAREHOLDER COMMUNICATION PROTOCOLS

1 Information Rights

- Qualified Shareholders shall receive:
 - Quarterly financial statements
 - Annual audited financial reports
 - Material event notifications within 5 business days

2 Confidentiality

- Shareholders granted information access must execute non-disclosure agreements
- Unauthorized information dissemination shall result in immediate voting rights suspension

6. DISPUTE RESOLUTION

1 Internal Mediation

- All shareholder disputes shall first undergo mandatory internal mediation
- Mediation panel composed of:
 - One Board member
 - One independent arbitrator
 - One shareholder representative

2 Arbitration

- Unresolved disputes subject to binding arbitration
- Venue: Santa Clara County, California
- Governing Law: Delaware Corporate Code

7. AMENDMENT PROCEDURES

1 This document may be amended by:

- Affirmative vote of 75% of Voting Securities
- Unanimous Board of Directors approval

EXECUTION

EXECUTED this 22nd day of January, 2024

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.

[Corporate Seal]