

# **Board of Directors Organizational Charter**

**Nexus Intelligent Systems, Inc.**

## **PREAMBLE**

WHEREAS, Nexus Intelligent Systems, Inc. (hereinafter referred to as the "Corporation") is a Delaware corporation engaged in enterprise AI services and predictive analytics;

WHEREAS, the Board of Directors serves as the primary governing body responsible for strategic oversight and fiduciary management of the Corporation;

NOW, THEREFORE, the Corporation hereby establishes this Board of Directors Organizational Charter to define the fundamental principles, responsibilities, and operational guidelines governing the Board's conduct and governance.

## **1. BOARD COMPOSITION AND STRUCTURE**

### **1 Board Membership**

- The Board shall consist of no fewer than five (5) and no more than nine (9) directors
- Directors shall be elected annually by shareholders at the Corporation's annual meeting
- Initial board composition shall include:
  - a) Two (2) founder representatives
  - b) Three (3) independent external directors
  - c) One (1) representative from primary institutional investors

### **2 Director Qualifications**

Directors must demonstrate:

- Substantial professional experience in technology, enterprise services, or related industries
- Proven track record of strategic leadership
- Demonstrated commitment to corporate governance principles
- No material conflicts of interest that would compromise independent judgment

### **3 Board Leadership Roles**

- Chair of the Board: Responsible for overall board governance and strategic coordination
- Lead Independent Director: Provides independent oversight and serves as primary liaison

between management and independent directors

- Committee Chairs: Lead specific board committees with defined charters and responsibilities

## **2. BOARD RESPONSIBILITIES AND AUTHORITIES**

### **1 Strategic Oversight**

The Board shall:

- Approve long-term strategic plans
- Review and validate annual corporate objectives
- Monitor corporate performance against strategic goals
- Provide guidance on major strategic initiatives

### **2 Financial Governance**

- Review and approve annual budgets
- Oversee financial reporting and audit processes
- Evaluate and approve significant capital expenditures
- Ensure robust financial controls and risk management frameworks

### **3 Executive Leadership Management**

- Recruit, evaluate, and compensate senior executive leadership
- Establish performance metrics for CEO and executive team
- Develop executive succession planning
- Resolve potential leadership conflicts

## **3. BOARD MEETING PROTOCOLS**

### **1 Meeting Frequency**

- Quarterly regular meetings
- Special meetings may be called with 72-hour written notice
- Annual strategic planning session
- Emergency meetings permitted with 24-hour notice

### **2 Quorum and Voting**

- Minimum of 60% of directors must be present to constitute a quorum
- Decisions require majority vote

- Proxy voting permitted with written authorization
- Abstentions counted as non-votes

### 3 Meeting Documentation

- Formal minutes shall be maintained for all meetings
- Confidential executive sessions permitted
- Written records preserved for minimum seven (7) years

## **4. COMMITTEE STRUCTURE**

### 1 Mandatory Committees

- Audit Committee
- Compensation Committee
- Nominating and Governance Committee

### 2 Committee Charters

Each committee shall develop a detailed charter defining:

- Specific responsibilities
- Membership requirements
- Reporting obligations
- Decision-making authorities

## **5. COMPLIANCE AND ETHICS**

### 1 Ethical Standards

- Directors must adhere to highest standards of professional conduct
- Annual conflict of interest disclosures required
- Strict confidentiality obligations
- Compliance with all applicable securities regulations

## **6. AMENDMENT PROVISIONS**

### 1 Charter Modifications

- Amendments require two-thirds board approval
- Written notice of proposed changes must be provided 30 days in advance
- Amendments become effective immediately upon board approval

## **EXECUTION**

IN WITNESS WHEREOF, the undersigned hereby adopt this Board of Directors Organizational Charter on this 22nd day of January, 2024.

—

Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chair of the Board

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Independent Director Representative

[Corporate Seal]