

# **Insider Trading Compliance Manual**

**Nexus Intelligent Systems, Inc.**

## **1. PURPOSE AND SCOPE**

1 This Insider Trading Compliance Manual ("Manual") establishes the comprehensive policy and procedural guidelines for preventing insider trading at Nexus Intelligent Systems, Inc. (the "Company") in strict compliance with federal securities laws and regulations.

2 The Manual applies to all employees, officers, directors, consultants, and other affiliated persons who may have access to material non-public information about the Company or its business partners.

## **2. DEFINITIONS**

1 "Material Non-Public Information" shall mean any confidential information about the Company that:

- a) Has not been publicly disclosed
- b) A reasonable investor would consider important in making an investment decision
- c) Could potentially impact the market price of the Company's securities

2 "Insider" refers to any individual with access to material non-public information, including but not limited to:

- Executive leadership
- Board members
- Employees in strategic roles
- Consultants and external advisors
- Temporary personnel with privileged information access

## **3. PROHIBITED TRADING ACTIVITIES**

1 The following activities are strictly prohibited:

- a) Trading securities while possessing material non-public information
- b) Sharing material non-public information with unauthorized parties
- c) Recommending securities transactions based on non-public information
- d) Engaging in "tipping" or providing insider information to third parties

2 Prohibited trading periods include:

- Quarterly and annual financial reporting blackout periods
- Periods surrounding potential material corporate events
- During active merger, acquisition, or strategic transaction discussions

#### **4. COMPLIANCE PROCEDURES**

1 Pre-Clearance Requirements

- a) All proposed securities transactions must be pre-approved by the Compliance Officer
- b) Insiders must submit a written request at least 48 hours before intended transaction
- c) Approval is contingent upon absence of material non-public information

2 Trading Windows

- Approved trading may only occur during designated open trading windows
- Windows are typically 30-day periods following public financial disclosures
- Exceptions require explicit written authorization from the Compliance Officer

#### **5. REPORTING OBLIGATIONS**

1 Mandatory Reporting

- a) Insiders must promptly report potential violations of this Manual
- b) Section 16 officers must file all required SEC reports (Forms 3, 4, and 5)
- c) Quarterly transaction summaries are required for all designated insiders

2 Internal Disclosure Protocols

- Immediate notification to Compliance Officer of potential information breaches
- Comprehensive documentation of all potential insider trading incidents
- Mandatory participation in annual compliance training

#### **6. ENFORCEMENT AND PENALTIES**

1 Violations of this Manual may result in:

- a) Immediate termination of employment
- b) Potential civil and criminal legal proceedings
- c) Personal financial liability
- d) Permanent prohibition from serving in leadership roles

2 The Company reserves the right to:

- Conduct internal investigations
- Pursue legal remedies
- Cooperate fully with regulatory investigations

## **7. ACKNOWLEDGMENT AND COMPLIANCE**

1 All covered individuals must:

- a) Read and understand this Manual
- b) Execute a formal acknowledgment of compliance
- c) Participate in mandatory annual training

## **8. DISCLAIMER**

1 This Manual does not constitute legal advice and is subject to modification at the Company's discretion. Individuals are encouraged to seek personal legal counsel regarding specific compliance questions.

## **9. EXECUTION**

Approved and Implemented: January 22, 2024

—

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.