

Succession Planning Guidelines

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 These Succession Planning Guidelines ("Guidelines") are established by the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company") to ensure strategic continuity and organizational resilience in leadership transitions.

2 The purpose of these Guidelines is to:

- a) Establish a comprehensive framework for identifying and developing critical leadership talent
- b) Mitigate organizational risk during executive and key personnel transitions
- c) Maintain operational stability and strategic momentum
- d) Align leadership development with long-term corporate objectives

2. DEFINITIONS

1 "Key Personnel" shall mean executive officers, senior management, and critical technical leadership roles that are essential to the Company's strategic execution.

2 "Succession Pool" refers to identified internal candidates with demonstrated potential for advancement into critical leadership positions.

3 "Readiness Assessment" means a comprehensive evaluation of an individual's capabilities, potential, and preparedness for assuming expanded organizational responsibilities.

3. GOVERNANCE AND OVERSIGHT

1 The Compensation and Governance Committee shall have primary responsibility for:

- a) Reviewing and approving succession planning strategies
- b) Conducting annual comprehensive succession reviews
- c) Monitoring leadership development initiatives
- d) Recommending external recruitment strategies when internal candidates are insufficient

2 The Chief Executive Officer shall:

- a) Maintain an active succession planning process
- b) Develop and maintain a confidential succession readiness report

- c) Provide quarterly updates to the Board of Directors

4. SUCCESSION PLANNING METHODOLOGY

1 Identification of Critical Roles

- a) Executive leadership positions
- b) Mission-critical technical roles
- c) Strategic business unit leadership
- d) Specialized technical expertise positions

2 Talent Assessment Criteria

- Leadership potential
- Technical competence
- Strategic thinking capabilities
- Organizational cultural alignment
- Performance history
- Demonstrated adaptability

3 Development Strategies

- a) Mentorship programs
- b) Cross-functional rotation assignments
- c) Leadership training and development initiatives
- d) External executive education opportunities

5. EMERGENCY SUCCESSION PROTOCOLS

1 Immediate Replacement Procedures

- a) Identification of interim leadership candidates
- b) Predefined communication protocols
- c) Operational continuity mechanisms

2 Emergency Succession Triggers

- Unexpected executive departure
- Extended medical leave
- Performance-related transitions

- Strategic restructuring requirements

6. CONFIDENTIALITY AND DISCLOSURE

1 All succession planning documentation shall be considered strictly confidential and accessible only to authorized Board members and senior executives.

2 Unauthorized disclosure of succession planning materials constitutes a material breach of fiduciary responsibility.

7. LEGAL DISCLAIMER

1 These Guidelines do not constitute a contractual obligation and are subject to modification at the Board's discretion.

2 The Company reserves the right to deviate from these Guidelines when extraordinary circumstances require alternative approaches.

8. IMPLEMENTATION AND REVIEW

1 These Guidelines shall be reviewed annually by the Compensation and Governance Committee.

2 Substantive modifications require formal Board approval.

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

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Board Secretary Signature