

Corporate Conflict of Interest Policy

Nexus Intelligent Systems, Inc.

1. Purpose and Scope

1 This Corporate Conflict of Interest Policy ("Policy") establishes the standards and expectations for identifying, disclosing, and managing potential conflicts of interest for all employees, officers, directors, and key stakeholders of Nexus Intelligent Systems, Inc. (the "Company").

2 The purpose of this Policy is to:

- a) Protect the Company's legitimate business interests
- b) Maintain the highest standards of ethical conduct
- c) Prevent situations that could compromise professional judgment or create unfair advantages
- d) Ensure transparency and accountability in corporate decision-making

2. Definitions

1 "Conflict of Interest" shall mean any situation where an individual's personal interests, financial interests, or external activities potentially interfere with their ability to:

- a) Act in the best interests of the Company
- b) Perform their professional responsibilities objectively and effectively
- c) Make impartial business decisions

2 "Related Party" includes:

- a) Immediate family members
- b) Domestic partners
- c) Business associates
- d) Entities in which an employee has a significant financial interest

3. Prohibited Activities

1 Employees are prohibited from:

- a) Using their corporate position for personal financial gain
- b) Competing directly or indirectly with the Company
- c) Accepting inappropriate gifts or entertainment from vendors, clients, or competitors

d) Engaging in business transactions that create actual or potential conflicts

2 Specific Prohibited Conduct:

a) Accepting personal loans or financial benefits from business partners

b) Participating in decisions involving personal financial interests

c) Utilizing Company resources for personal ventures

d) Maintaining undisclosed external business relationships that could compromise professional responsibilities

4. Disclosure Requirements

1 Annual Disclosure Obligations

a) All employees must complete a comprehensive Conflict of Interest Disclosure Form annually

b) Disclosures must be submitted to the Legal and Compliance Department by January 31st of each calendar year

c) New employees must complete initial disclosure within 30 days of employment

2 Ongoing Disclosure Responsibilities

a) Employees have a continuous obligation to disclose potential conflicts immediately upon discovery

b) Any material changes to previously disclosed information must be reported within 10 business days

5. Review and Evaluation Process

1 The Compliance Review Committee shall:

a) Evaluate all disclosed potential conflicts of interest

b) Determine appropriate mitigation strategies

c) Recommend remedial actions when necessary

2 Potential Mitigation Strategies:

a) Recusal from specific decisions

b) Divestment of conflicting interests

c) Restructuring professional responsibilities

d) Termination of external relationships

6. Consequences of Non-Compliance

1 Violations of this Policy may result in:

- a) Disciplinary action
- b) Potential termination of employment
- c) Legal action to recover damages
- d) Referral to appropriate regulatory authorities

7. Training and Communication

1 The Company shall:

- a) Provide annual conflict of interest training
- b) Distribute this Policy to all employees
- c) Maintain comprehensive documentation of training and acknowledgments

8. Acknowledgment and Consent

1 By signing below, the undersigned acknowledges:

- a) Receipt of the Corporate Conflict of Interest Policy
- b) Understanding of the Policy's requirements
- c) Commitment to full compliance

Executed this 22nd day of January, 2024

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Michael Chen

Chief Technology Officer

Sarah Williamson

Chief Strategy Officer