

# **Voting Rights and Shareholder Voting Procedures**

**Nexus Intelligent Systems, Inc.**

**Effective Date: January 22, 2024**

## **1. PREAMBLE**

1 Purpose. This document establishes the comprehensive voting rights, procedures, and governance protocols for shareholders of Nexus Intelligent Systems, Inc. (the "Corporation"), a Delaware corporation, in accordance with the corporation's bylaws and Delaware General Corporation Law.

2 Scope. These procedures shall govern all shareholder meetings, voting processes, and equity participation rights for common and preferred stockholders.

## **2. DEFINITIONS**

1 "Common Stock" shall mean the standard equity shares issued by the Corporation, representing basic ownership and voting rights.

2 "Preferred Stock" shall mean the priority equity shares with specific rights and preferences as outlined in the Corporation's certificate of incorporation.

3 "Voting Securities" shall collectively refer to all shares carrying voting rights, including Common and Preferred Stock.

## **3. SHAREHOLDER VOTING RIGHTS**

### **1 General Voting Principles**

a) Each share of Common Stock shall be entitled to one (1) vote on all matters submitted to shareholders.

b) Preferred Stock voting rights shall be determined by the specific terms of issuance for each series of Preferred Stock.

### **2 Voting Eligibility**

a) Only shareholders of record as of the designated record date shall be eligible to vote.

b) Beneficial owners must provide appropriate documentation to exercise voting rights.

### **3 Voting Methods**

a) In-Person Voting: Shareholders may cast votes directly at annual or special meetings.

- b) Proxy Voting: Shareholders may designate a representative to vote on their behalf.
- c) Electronic Voting: The Corporation may implement secure electronic voting mechanisms for shareholder convenience.

#### **4. MEETING PROCEDURES**

##### **1 Annual Meetings**

- a) The Corporation shall hold an annual shareholders meeting no later than six (6) months following the end of the fiscal year.
- b) Written notice of annual meetings shall be provided no less than thirty (30) days prior to the meeting date.

##### **2 Special Meetings**

- a) Special meetings may be called by:
  - The Board of Directors
  - Shareholders holding at least 25% of outstanding voting securities
- b) Notice requirements for special meetings shall be consistent with annual meeting protocols.

##### **3 Quorum Requirements**

- a) A quorum shall consist of shareholders representing a majority of outstanding voting securities.
- b) If a quorum is not present, the meeting may be adjourned and rescheduled.

#### **5. VOTING THRESHOLDS**

##### **1 Standard Matters**

- a) Routine corporate matters shall require a simple majority of votes cast.
- b) Election of directors shall be determined by plurality vote.

##### **2 Extraordinary Transactions**

- a) Mergers, acquisitions, and fundamental corporate changes shall require:
  - 66.67% approval of outstanding Common Stock
  - Separate class votes for Preferred Stock as specified in their respective terms

#### **6. VOTING RESTRICTIONS**

##### **1 Conflicts of Interest**

- a) Shareholders with material conflicts on specific matters may be restricted from voting.

b) The Board of Directors shall have discretion in determining voting eligibility.

## 2 Transfer Restrictions

a) Voting rights shall transfer concurrently with share ownership.

b) Partial transfers may result in proportional voting rights.

## 7. DISPUTE RESOLUTION

### 1 Voting Disputes

a) Any challenges to voting procedures must be submitted in writing within ten (10) business days of the vote.

b) The Board of Directors shall have final interpretative authority on voting procedures.

## 8. AMENDMENTS

1 This document may be amended by:

a) Majority vote of the Board of Directors

b) Approval of shareholders holding 66.67% of outstanding voting securities

## 9. SIGNATURE BLOCK

Approved and Executed:

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date of Execution