

Compensation and Nomination Committee Bylaws

Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024

ARTICLE I: ESTABLISHMENT AND PURPOSE

1 **Establishment**

Pursuant to the bylaws of Nexus Intelligent Systems, Inc. (the "Company"), the Board of Directors hereby establishes the Compensation and Nomination Committee (the "Committee") to provide independent oversight of executive compensation and board composition strategies.

2 **Primary Objectives**

The Committee shall have two fundamental responsibilities:

- (a) Compensation Oversight: Develop and evaluate compensation strategies for executive leadership
- (b) Board Composition: Identify, evaluate, and recommend qualified board member candidates

ARTICLE II: COMMITTEE COMPOSITION

1 **Membership**

- (a) The Committee shall consist of no fewer than three (3) and no more than five (5) independent directors
- (b) All Committee members must be independent as defined by applicable Securities and Exchange Commission regulations
- (c) Members shall be appointed annually by the full Board of Directors

2 **Qualifications**

Committee members must:

- (a) Demonstrate financial literacy
- (b) Possess substantial business or professional experience
- (c) Maintain independence from management compensation decisions
- (d) Exhibit no material conflicts of interest

ARTICLE III: COMPENSATION RESPONSIBILITIES

1 **Executive Compensation Review**

The Committee shall:

- (a) Annually review and approve corporate goals relevant to CEO compensation
- (b) Evaluate CEO performance against established metrics
- (c) Determine and approve CEO compensation levels
- (d) Recommend executive compensation structures to the full Board

2 ****Compensation Philosophy****

The Committee shall develop and maintain a compensation philosophy that:

- (a) Aligns executive compensation with shareholder interests
- (b) Provides competitive total compensation packages
- (c) Incorporates performance-based incentive structures
- (d) Balances short-term and long-term compensation objectives

3 ****Equity Compensation****

The Committee shall oversee all equity-based compensation programs, including:

- (a) Stock option grants
- (b) Restricted stock units
- (c) Performance share awards
- (d) Employee stock purchase plans

ARTICLE IV: NOMINATION RESPONSIBILITIES

1 ****Board Candidate Evaluation****

The Committee shall:

- (a) Develop and maintain board candidate selection criteria
- (b) Conduct comprehensive candidate searches
- (c) Evaluate potential board members' qualifications
- (d) Recommend candidates to the full Board

2 ****Diversity and Inclusion****

The Committee shall prioritize board diversity, considering:

- (a) Professional background diversity
- (b) Gender representation
- (c) Ethnic and cultural perspectives

(d) Complementary skill sets

ARTICLE V: COMMITTEE OPERATIONS

1 **Meeting Frequency**

- (a) The Committee shall meet at least quarterly
- (b) Special meetings may be called by the Committee Chair
- (c) Meetings may be conducted in-person or via secure telecommunications

2 **Reporting**

The Committee shall provide regular reports to the full Board, including:

- (a) Compensation recommendations
- (b) Board candidate assessments
- (c) Compliance with governance standards

ARTICLE VI: MISCELLANEOUS PROVISIONS

1 **Amendment**

These bylaws may be amended by majority vote of the full Board of Directors.

2 **Limitation of Liability**

Committee members shall be indemnified to the fullest extent permitted by Delaware corporate law.

SIGNATURES

Dr. Elena Rodriguez

Chief Executive Officer

Board Chair Signature

Dated: January 22, 2024