

Board of Directors Composition and Roles

Nexus Intelligent Systems, Inc.

1. PREAMBLE

This Board Composition and Roles Document ("Document") is established by Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), to define the structural, operational, and governance parameters of its Board of Directors as of January 22, 2024.

2. BOARD COMPOSITION

1 Total Board Size

The Board of Directors shall consist of seven (7) members, comprising:

- Three (3) Founder/Management Representatives
- Two (2) Independent External Directors
- Two (2) Venture Capital/Investor Representatives

2 Director Classification

a) Management Directors:

- Dr. Elena Rodriguez (CEO and Founder)
- Michael Chen (CTO)
- Sarah Williamson (Chief Strategy Officer)

b) Independent Directors:

- Dr. James Hartwell (Former Fortune 500 Technology Executive)
- Margaret Chen (Cybersecurity and Governance Expert)

c) Investor Directors:

- Representative from Quantum Ventures
- Representative from Horizon Capital Partners

3. DIRECTOR QUALIFICATIONS

1 Management Directors

Management Directors must:

- Be current executive officers of Nexus Intelligent Systems

- Possess deep understanding of company operations
- Demonstrate strategic leadership capabilities
- Hold minimum equity stake of 5% in company securities

2 Independent Directors

Independent Directors must:

- Have no material financial relationship with the Company
- Possess minimum of 10 years senior executive experience
- Demonstrate expertise in technology, governance, or relevant industry sectors
- Meet SEC and Delaware corporate law independence standards

3 Investor Directors

Investor Directors must:

- Represent institutional investors holding minimum 10% equity
- Possess financial and strategic investment expertise
- Provide oversight without operational management responsibilities

4. BOARD RESPONSIBILITIES

1 Strategic Oversight

- Approve long-term strategic plans
- Review and validate annual business objectives
- Monitor company performance against strategic goals

2 Financial Governance

- Review and approve annual budgets
- Oversee financial reporting and audit processes
- Evaluate major capital expenditures
- Ensure financial compliance and risk management

3 Executive Leadership

- Recruit, evaluate, and compensate senior executive leadership
- Establish executive compensation frameworks
- Conduct annual performance reviews of CEO and executive team

5. MEETING PROTOCOLS

1 Regular Meetings

- Quarterly board meetings (minimum)
- Annual strategic planning session
- Emergency/special meetings as required

2 Quorum and Voting

- Minimum 5 directors required for quorum
- Majority vote determines board decisions
- Investor and independent directors have equal voting rights

6. COMMITTEE STRUCTURE

1 Audit Committee

- Minimum three members
- Oversee financial reporting and external audits
- Ensure regulatory compliance

2 Compensation Committee

- Determine executive compensation strategies
- Review equity allocation and incentive programs

3 Nominating and Governance Committee

- Evaluate board composition
- Recommend new director candidates
- Ensure ongoing governance effectiveness

7. LEGAL DISCLAIMERS

1 This document is subject to amendment by majority board vote.

2 All directors are bound by fiduciary responsibilities to the Company.

3 Conflicts of interest must be immediately disclosed.

8. EXECUTION

Approved and executed on this 22nd day of January, 2024.

—

Dr. Elena Rodriguez

CEO, Nexus Intelligent Systems, Inc.

—

Board Secretary Signature