

# **AUTHORIZED SHARE CAPITAL RESOLUTION**

## **WHEREAS CLAUSES**

WHEREAS, Nexus Intelligent Systems, Inc. (the "Corporation"), a Delaware corporation with its principal place of business at 1200 Technology Park Drive, San Jose, California 95134, desires to amend its authorized share capital structure;

WHEREAS, the Board of Directors has determined that modifying the Corporation's authorized shares will facilitate future capital raising and strategic equity transactions;

WHEREAS, pursuant to Section 151 of the Delaware General Corporation Law and Article IV of the Corporation's Amended and Restated Certificate of Incorporation, the Board possesses the authority to authorize and designate share classes;

## **RESOLUTION**

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Nexus Intelligent Systems, Inc. hereby approves the following resolutions:

### **1. Authorized Share Capital Modification**

1 The total authorized capital stock of the Corporation shall be increased to Twenty Million (20,000,000) shares, consisting of:

- a) Fifteen Million (15,000,000) shares of Common Stock, par value \$0.0001 per share
- b) Five Million (5,000,000) shares of Preferred Stock, par value \$0.0001 per share

### **2. Common Stock Characteristics**

1 Common Stock shall have the following characteristics:

- Voting rights of one (1) vote per share
- No preemptive rights
- Equal rights to dividends and distributions
- Fully transferable subject to applicable securities regulations

### **3. Preferred Stock Characteristics**

1 Preferred Stock shall have the following characteristics:

- Non-voting, except as required by Delaware law
- Liquidation preference of \$1.00 per share
- Convertible into Common Stock at a 1:1 ratio
- Potential for cumulative dividend rights

#### **4. Authorization and Issuance**

1 The Board of Directors is authorized to:

- Issue shares from the authorized capital stock
- Determine specific terms of share issuances
- Execute all necessary documentation for share transactions

#### **5. Regulatory Compliance**

1 All share issuances shall comply with:

- Delaware General Corporation Law
- Securities and Exchange Commission regulations
- Corporation's existing bylaws and governance documents

### **EXECUTION**

This resolution was duly adopted by unanimous written consent of the Board of Directors on January 22, 2024.

### **SIGNATURES**

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.

## **CORPORATE SEAL**

[Corporate Seal of Nexus Intelligent Systems, Inc.]

## **CERTIFICATION**

I, Sarah Williamson, Chief Strategy Officer, hereby certify that the foregoing is a true and correct copy of the resolution adopted by the Board of Directors.

Sarah Williamson

Chief Strategy Officer

Date: January 22, 2024