

Board Committee Charters and Responsibilities

Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024

1. PREAMBLE

1 Purpose

This document establishes the formal charter, responsibilities, and operational guidelines for the Board of Directors' committees at Nexus Intelligent Systems, Inc. (the "Company"), a Delaware corporation engaged in enterprise AI services and predictive analytics.

2 Governance Framework

The Board of Directors shall maintain the following standing committees to ensure comprehensive corporate governance, strategic oversight, and operational excellence:

- a) Audit Committee
- b) Compensation Committee
- c) Nominating and Governance Committee
- d) Technology and Innovation Committee

2. AUDIT COMMITTEE

1 Composition

- Minimum of three independent directors
- At least one member with demonstrated financial expertise
- Chair must be a financial professional with public company experience

2 Primary Responsibilities

(a) Financial Reporting Oversight

- Review quarterly and annual financial statements
- Evaluate internal financial control mechanisms
- Assess external auditor independence and performance

(b) Risk Management

- Identify and evaluate enterprise-level financial and compliance risks

- Monitor internal audit function effectiveness
- Review cybersecurity and data protection risk protocols

3 Meeting Frequency

- Quarterly regular meetings
- Additional special sessions as required
- Mandatory annual meeting with external auditors

3. COMPENSATION COMMITTEE

1 Composition

- Minimum of three independent directors
- Expertise in executive compensation and human capital strategies
- No current executive team members permitted

2 Primary Responsibilities

(a) Executive Compensation

- Design and implement executive compensation strategies
- Benchmark compensation against industry standards
- Approve equity grants and performance-based incentives

(b) Talent Management

- Review succession planning for key leadership roles
- Evaluate overall employee compensation and benefits structures
- Monitor diversity and inclusion compensation metrics

3 Meeting Frequency

- Bi-annual comprehensive reviews
- Ad-hoc meetings during critical hiring or restructuring periods

4. NOMINATING AND GOVERNANCE COMMITTEE

1 Composition

- Minimum of three independent directors
- Diverse professional backgrounds
- Strong understanding of corporate governance principles

2 Primary Responsibilities

(a) Board Composition

- Identify and evaluate potential board member candidates
- Assess board diversity and skill matrix
- Recommend board refreshment strategies

(b) Governance Practices

- Review and update corporate governance policies
- Ensure compliance with regulatory requirements
- Manage board evaluation and performance assessment processes

5. TECHNOLOGY AND INNOVATION COMMITTEE

1 Composition

- Minimum of three directors with technology and strategic innovation expertise
- Include external technology advisors as non-voting members

2 Primary Responsibilities

(a) Strategic Technology Oversight

- Evaluate emerging technology trends
- Review R&D investment strategies
- Assess technological competitive positioning

(b) Innovation Governance

- Monitor AI and machine learning development roadmaps
- Review intellectual property portfolio
- Evaluate potential technology partnerships and acquisitions

6. GENERAL PROVISIONS

1 Committee Authority

Each committee is empowered to:

- Engage independent advisors
- Request information from management
- Make recommendations to the full board

2 Reporting Requirements

- Quarterly written reports to full board
- Annual comprehensive performance review
- Immediate disclosure of material findings

7. DISCLAIMER

This charter is subject to periodic review and modification by the Board of Directors. No provision herein shall be construed as creating any guaranteed rights or employment commitments.

Approved by the Board of Directors

Nexus Intelligent Systems, Inc.

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Dr. Elena Rodriguez

Chief Executive Officer

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Date of Execution