

# **Corporate Governance Committee Charter**

**Nexus Intelligent Systems, Inc.**

## **1. PURPOSE AND ESTABLISHMENT**

1 The Corporate Governance Committee (the "Committee") is established by the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company") to provide comprehensive oversight of the Company's corporate governance practices, board composition, and strategic leadership alignment.

2 The Committee shall serve as a critical mechanism for ensuring the highest standards of corporate governance, board effectiveness, and organizational integrity in alignment with the Company's mission of delivering advanced AI-driven enterprise solutions.

## **2. COMMITTEE COMPOSITION**

### **1 Membership**

- The Committee shall consist of no fewer than three (3) and no more than five (5) independent directors
- A majority of Committee members must be independent directors as defined by applicable securities regulations
- The Board Chair shall appoint Committee members annually, with consideration for expertise in corporate governance, technology leadership, and strategic management

### **2 Qualifications**

- Committee members must demonstrate:
  - a) Substantial experience in corporate leadership
  - b) Understanding of technology sector governance
  - c) Commitment to ethical business practices
  - d) No material conflicts of interest with the Company's operations

## **3. RESPONSIBILITIES AND DUTIES**

### **1 Board Composition and Succession Planning**

- Develop and recommend Board membership criteria
- Conduct ongoing assessment of Board composition and skills matrix
- Identify and evaluate potential Board candidates

- Oversee executive leadership succession planning for key strategic roles

## 2 Governance Policy Development

- Review and recommend updates to:
  - a) Corporate governance guidelines
  - b) Code of conduct
  - c) Ethical standards and compliance frameworks
- Monitor alignment with industry best practices and regulatory requirements

## 3 Board Performance Evaluation

- Design and implement annual Board and Committee performance assessment processes
- Conduct confidential evaluations of individual director performance
- Recommend professional development opportunities for Board members

# 4. MEETINGS AND PROCEDURES

## 1 Meeting Frequency

- Quarterly regular meetings
- Special meetings may be called by Committee Chair with 48-hour notice
- Minimum annual strategic planning session

## 2 Quorum and Voting

- Quorum requires 50% of appointed members
- Decisions made by majority vote
- Chair holds tie-breaking vote if necessary

# 5. REPORTING AND ACCOUNTABILITY

## 1 The Committee shall:

- Provide quarterly reports to the full Board of Directors
- Maintain detailed minutes of all meetings
- Recommend governance improvements based on ongoing assessments

# 6. AUTHORITY

## 1 The Committee is authorized to:

- Retain independent counsel and governance consultants
- Request any information from Company executives
- Conduct investigations into governance matters
- Make binding recommendations to the Board

## **7. CONFIDENTIALITY AND CONFLICT OF INTEREST**

1 Committee members shall:

- Maintain strict confidentiality of all deliberations
- Immediately disclose potential conflicts of interest
- Recuse themselves from discussions involving personal conflicts

## **8. AMENDMENT AND MODIFICATION**

1 This Charter may be amended by majority vote of the full Board of Directors.

## **9. EFFECTIVE DATE**

1 This Charter is effective as of January 22, 2024, superseding all prior governance committee charters.

## **SIGNATURE BLOCK**

Dr. Elena Rodriguez

Chair, Board of Directors

Nexus Intelligent Systems, Inc.

Date of Approval: January 22, 2024