

Corporate Governance Charter

of Nexus Intelligent Systems, Inc.

PREAMBLE

This Corporate Governance Charter ("Charter") is adopted by the Board of Directors of Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), to establish comprehensive guidelines for corporate governance, strategic oversight, and organizational accountability.

1. CORPORATE GOVERNANCE PRINCIPLES

1.1 Fundamental Governance Framework

The Company commits to maintaining the highest standards of corporate governance, transparency, and ethical conduct. This Charter establishes the fundamental principles governing the relationship between the Board of Directors, executive management, shareholders, and stakeholders.

1.2 Governance Objectives

The primary objectives of this Charter include:

- a) Ensuring strategic alignment with corporate mission and values
- b) Establishing clear lines of organizational accountability
- c) Protecting shareholder interests
- d) Promoting ethical business practices
- e) Maintaining robust internal control mechanisms

2. BOARD OF DIRECTORS

2.1 Board Composition

The Board of Directors shall consist of no fewer than five (5) and no more than nine (9) members, including:

- Independent Directors: Minimum of 60% of total board membership
- Founder/Executive Representatives: Maximum of 40% of total board membership

2.2 Director Qualifications

Directors must demonstrate:

- Significant professional experience in technology, enterprise services, or related industries

- Demonstrated leadership capabilities
- Financial literacy
- Commitment to corporate governance principles
- No material conflicts of interest

2.3 Board Responsibilities

The Board shall have primary responsibility for:

- a) Establishing long-term strategic direction
- b) Approving annual budgets and financial strategies
- c) Overseeing risk management processes
- d) Evaluating executive performance
- e) Ensuring regulatory compliance

3. EXECUTIVE LEADERSHIP

3.1 Executive Roles

The Company shall maintain core executive leadership positions, including:

- Chief Executive Officer (CEO)
- Chief Technology Officer (CTO)
- Chief Financial Officer (CFO)
- Chief Strategy Officer (CSO)

3.2 Leadership Succession Planning

The Board shall maintain a comprehensive succession planning process for critical executive roles, including:

- Identifying potential internal and external candidates
- Developing leadership development programs
- Establishing emergency replacement protocols

4. CORPORATE ETHICS AND COMPLIANCE

4.1 Code of Conduct

The Company adopts a comprehensive Code of Conduct that mandates:

- Highest standards of professional integrity

- Strict conflict of interest disclosure requirements
- Zero tolerance for unethical business practices
- Mandatory annual ethics training for all employees

4.2 Whistleblower Protection

The Company shall maintain a confidential reporting mechanism for employees to report potential ethical violations without fear of retaliation.

5. SHAREHOLDER RIGHTS AND COMMUNICATIONS

5.1 Shareholder Engagement

The Company commits to:

- Annual shareholder meetings
- Transparent financial reporting
- Timely disclosure of material corporate events
- Equitable treatment of all shareholders

6. DOCUMENT AMENDMENT AND INTERPRETATION

6.1 Amendment Procedures

This Charter may be amended by:

- Majority vote of the Board of Directors
- Written consent of at least two-thirds (2/3) of Board members
- Formal documentation of all amendments

6.2 Interpretation

In the event of any ambiguity, this Charter shall be interpreted to:

- Prioritize shareholder interests
- Maintain highest standards of corporate governance
- Comply with applicable Delaware corporate law

EXECUTION

Adopted by Resolution of the Board of Directors on: January 22, 2024

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Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

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Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.