

Board Governance and Oversight Charter

Nexus Intelligent Systems, Inc.

1. PREAMBLE

1 Purpose

This Board Governance and Oversight Charter ("Charter") establishes the fundamental principles, responsibilities, and operational guidelines governing the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company"), a Delaware corporation, to ensure effective corporate governance, strategic oversight, and fiduciary accountability.

2 Effective Date

This Charter shall be effective as of January 22, 2024, and shall remain in full force until modified or rescinded by formal board resolution.

2. BOARD COMPOSITION AND STRUCTURE

1 Board Membership

- (a) The Board shall consist of no fewer than five (5) and no more than nine (9) directors.
- (b) Directors shall be elected annually by shareholders and serve staggered three-year terms.
- (c) The Board shall maintain an independent majority, with at least 60% of directors classified as independent under SEC guidelines.

2 Director Qualifications

Directors shall possess:

- (a) Demonstrated expertise in technology, enterprise services, or relevant industry sectors
- (b) Proven leadership experience in public or private corporate environments
- (c) Demonstrated ethical standards and commitment to corporate governance
- (d) No material conflicts of interest that would compromise independent judgment

3. BOARD RESPONSIBILITIES

1 Strategic Oversight

The Board shall:

- (a) Provide strategic guidance and approve long-term corporate objectives

- (b) Monitor management's execution of strategic initiatives
- (c) Evaluate and approve annual strategic plans and budgetary allocations
- (d) Assess enterprise-level risks and mitigation strategies

2 Financial Governance

The Board shall:

- (a) Review and approve annual financial statements
- (b) Oversee external audit processes
- (c) Establish and monitor financial control frameworks
- (d) Evaluate capital allocation and investment strategies

3 Executive Leadership Oversight

The Board shall:

- (a) Recruit, evaluate, and compensate senior executive leadership
- (b) Establish performance metrics for executive compensation
- (c) Conduct annual performance reviews of CEO and executive team
- (d) Develop leadership succession plans

4. COMMITTEE STRUCTURE

1 Mandatory Committees

The Board shall maintain the following standing committees:

- (a) Audit Committee
- (b) Compensation Committee
- (c) Nominating and Governance Committee

2 Committee Composition

- (a) Each committee shall have a minimum of three directors
- (b) Committee chairs must be independent directors
- (c) Committee membership shall rotate periodically to ensure fresh perspectives

5. MEETING PROTOCOLS

1 Regular Meetings

- (a) Quarterly board meetings shall be mandatory

- (b) Annual strategic planning session required
- (c) Special meetings may be called with 72-hour written notice

2 Meeting Procedures

- (a) Quorum requires 66% of board members present
- (b) Voting requires majority consensus
- (c) Detailed minutes shall be maintained for all meetings

6. COMPLIANCE AND ETHICS

1 Ethical Standards

Directors shall:

- (a) Adhere to highest ethical standards
- (b) Disclose potential conflicts of interest
- (c) Maintain strict confidentiality
- (d) Comply with all applicable securities regulations

2 Continuous Education

The Board shall:

- (a) Provide ongoing governance and industry training
- (b) Conduct annual governance effectiveness assessments
- (c) Stay informed about emerging technological and regulatory landscapes

7. AMENDMENT PROCEDURES

1 Charter Modifications

- (a) This Charter may be amended by 75% board approval
- (b) Proposed amendments must be submitted in writing 30 days prior to voting
- (c) Amendments become effective immediately upon board approval

8. DISCLAIMER

This Charter represents a framework for governance and does not constitute a binding contract. The Board retains discretion to interpret and apply these guidelines in the best interests of the Company and its shareholders.

EXECUTION

Approved by the Board of Directors on: January 22, 2024

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chairman of the Board