

Nomination and Governance Committee Charter

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 This Nomination and Governance Committee Charter ("Charter") establishes the purpose, composition, responsibilities, and operational guidelines for the Nomination and Governance Committee (the "Committee") of Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company").

2 The Committee shall serve as a critical oversight mechanism to ensure effective board composition, director succession planning, corporate governance standards, and strategic leadership development for the Company.

2. COMMITTEE COMPOSITION

1 Membership

- a) The Committee shall consist of no fewer than three (3) and no more than five (5) independent directors.
- b) Members shall be appointed annually by the Board of Directors.
- c) The Board shall designate one Committee member as Chairperson.

2 Qualifications

- a) Committee members must demonstrate:
 - Significant corporate governance experience
 - Strategic leadership expertise
 - Demonstrated commitment to ethical business practices
 - Independence from management and material business relationships

3. PRIMARY RESPONSIBILITIES

1 Board Composition and Succession Planning

- a) Develop and recommend Board candidate selection criteria
- b) Conduct comprehensive candidate searches and evaluations
- c) Assess current and future Board composition needs

- d) Develop and maintain a strategic Board succession plan

2 Corporate Governance Oversight

- a) Review and recommend corporate governance policies
- b) Assess Board and Committee performance annually
- c) Monitor compliance with governance best practices
- d) Recommend updates to governance documentation

3 Director Evaluation and Development

- a) Implement director performance assessment protocols
- b) Design ongoing director education and development programs
- c) Evaluate individual and collective Board effectiveness
- d) Recommend director training and skill enhancement initiatives

4. MEETING PROTOCOLS

1 Meeting Frequency

- a) Regular meetings: Quarterly
- b) Special meetings: As required, upon Chairperson's discretion
- c) Annual comprehensive strategic planning session

2 Quorum and Voting

- a) Minimum of two (2) members required for quorum
- b) Decisions made by majority vote
- c) Chairperson holds tie-breaking vote

5. REPORTING AND ACCOUNTABILITY

1 Board Reporting

- a) Provide quarterly written reports to full Board
- b) Present annual comprehensive governance assessment
- c) Recommend strategic governance improvements

2 Documentation

- a) Maintain detailed meeting minutes
- b) Preserve confidential candidate and evaluation records

- c) Ensure compliance with regulatory documentation requirements

6. AUTHORITY AND RESOURCES

1 The Committee is authorized to:

- a) Engage independent consultants
- b) Access Company records and information
- c) Interview management and employees
- d) Recommend budget allocations for governance initiatives

7. LIMITATIONS

1 The Committee shall not:

- a) Supersede full Board decision-making authority
- b) Interfere with day-to-day management operations
- c) Make final employment or compensation decisions

8. AMENDMENT AND REVIEW

1 This Charter may be amended by majority Board vote

2 Comprehensive Charter review: Annually

9. ACKNOWLEDGMENT

By signature below, the undersigned affirm their understanding and acceptance of this Nomination and Governance Committee Charter.

Dr. Elena Rodriguez

Chief Executive Officer

Date: [Current Date]

Board Chairperson

Date: [Current Date]

10. DISCLAIMER

This Charter is a governance instrument and does not constitute a contractual obligation. The Company reserves the right to modify this document as necessary.