

Board of Directors Governance Policy

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 This Board of Directors Governance Policy ("Policy") establishes the fundamental principles, responsibilities, and operational guidelines governing the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company"), a Delaware corporation.

2 The Policy is designed to ensure effective corporate governance, strategic oversight, and alignment with the Company's mission of delivering advanced AI-driven enterprise solutions.

2. BOARD COMPOSITION AND QUALIFICATIONS

1 Board Membership

- a) The Board shall consist of no fewer than five (5) and no more than nine (9) directors.
- b) A majority of Board members must be independent directors as defined by applicable securities regulations.

2 Director Qualifications

a) Directors must possess:

- Demonstrated expertise in technology, enterprise services, or related industries
- Strategic leadership experience
- Proven track record of corporate governance
- Ability to exercise independent judgment
- Commitment to the Company's mission and values

3 Selection and Nomination

- a) The Nominating and Governance Committee shall conduct comprehensive candidate evaluations.
- b) Candidates must undergo rigorous background checks and professional assessments.
- c) Board composition shall prioritize diversity of expertise, background, and perspective.

3. BOARD RESPONSIBILITIES

1 Strategic Oversight

- a) Provide strategic guidance and critical evaluation of Company's long-term objectives

- b) Review and approve annual strategic plans
- c) Monitor organizational performance against strategic goals

2 Fiduciary Duties

- a) Exercise duty of care in all corporate decision-making
- b) Maintain strict confidentiality of sensitive corporate information
- c) Avoid conflicts of interest and disclose potential conflicts immediately

3 Risk Management

- a) Establish comprehensive risk management frameworks
- b) Review quarterly risk assessment reports
- c) Ensure robust internal control mechanisms

4. MEETING PROTOCOLS

1 Regular Meetings

- a) Minimum of four (4) quarterly meetings annually
- b) Additional special meetings may be called by Board Chair or majority vote
- c) Meetings may be conducted in-person or via secure telecommunications platforms

2 Meeting Attendance

- a) Directors are expected to attend minimum 75% of scheduled meetings
- b) Advance notice required for any anticipated absence
- c) Persistent non-attendance may result in committee removal

5. COMMITTEES

1 Mandatory Committees

- a) Audit Committee
- b) Compensation Committee
- c) Nominating and Governance Committee
- d) Strategic Planning Committee

2 Committee Composition

- a) Each committee shall have minimum three (3) members
- b) Independent directors must constitute majority of each committee

- c) Annual committee membership rotation recommended

6. COMPENSATION AND EVALUATION

1 Director Compensation

- a) Annual retainer and per-meeting fees
- b) Equity compensation aligned with long-term Company performance
- c) No performance-based compensation that might compromise independence

2 Performance Evaluation

- a) Annual comprehensive Board and individual director assessments
- b) 360-degree feedback mechanisms
- c) External independent evaluation every three (3) years

7. COMPLIANCE AND ETHICS

1 Ethical Standards

- a) Strict adherence to Company Code of Conduct
- b) Mandatory annual ethics training
- c) Zero tolerance for misconduct

2 Disclosure Requirements

- a) Immediate disclosure of potential conflicts of interest
- b) Transparent reporting of related-party transactions
- c) Compliance with SEC and corporate governance regulations

8. AMENDMENT AND INTERPRETATION

1 This Policy may be amended by majority Board vote.

2 The Nominating and Governance Committee shall serve as primary interpreter of Policy provisions.

9. EXECUTION

Approved and executed this 22nd day of January, 2024.

Dr. Elena Rodriguez

Board Chair

Nexus Intelligent Systems, Inc.

Michael Chen

Secretary

Nexus Intelligent Systems, Inc.