

# **Annual Shareholder Meeting Protocol**

**Nexus Intelligent Systems, Inc.**

**Delaware Corporation**

## **1. PRELIMINARY PROVISIONS**

### **1 Purpose**

This Annual Shareholder Meeting Protocol ("Protocol") establishes the comprehensive procedural framework governing the annual shareholder meeting for Nexus Intelligent Systems, Inc. (the "Corporation"), defining governance, participation, voting mechanisms, and administrative protocols consistent with Delaware corporate law and the Corporation's bylaws.

### **2 Definitions**

- a) "Board" shall mean the Board of Directors of Nexus Intelligent Systems, Inc.
- b) "Shareholders" shall mean registered equity holders of record as of the official meeting record date
- c) "Meeting" refers to the Corporation's Annual Shareholder Meeting
- d) "Quorum" represents the minimum number of shareholders required for valid meeting proceedings

## **2. MEETING LOGISTICS**

### **1 Date and Location**

The Annual Shareholder Meeting shall be conducted on the third Wednesday of April annually, with potential hybrid physical/virtual participation options as determined by the Board of Directors.

### **2 Notice Requirements**

- a) Written notice of the meeting shall be dispatched no less than 30 calendar days prior to the scheduled date
- b) Notice shall include:
  - Precise date, time, and participation modalities
  - Proposed meeting agenda
  - Voting record date
  - Instructions for proxy submissions

### **3 Participant Eligibility**

Shareholders of record as of the designated voting record date shall be entitled to:

- Attend the meeting
- Participate in discussions
- Cast votes proportional to their equity holdings
- Submit proposals consistent with corporate bylaws

### **3. VOTING PROCEDURES**

#### **1 Voting Mechanisms**

- a) Direct voting by shareholders present
- b) Proxy voting through authorized representatives
- c) Electronic voting via secure corporate platform

#### **2 Voting Thresholds**

- Standard resolutions: Majority (>50%) of votes cast
- Extraordinary resolutions: Supermajority (>66.67%) of votes cast
- Board composition changes: Majority of outstanding shares

#### **3 Proxy Submission**

Proxy documentation must:

- Be submitted electronically or via certified mail
- Include verifiable shareholder identification
- Specify voting instructions
- Be received no later than 72 hours before meeting commencement

### **4. MEETING GOVERNANCE**

#### **1 Agenda Structure**

- a) CEO Annual Performance Report
- b) Financial Statement Presentation
- c) Board of Directors Election
- d) Proposed Resolutions
- e) Shareholder Question & Answer Session

#### **2 Procedural Protocols**

- Roberts Rules of Order shall govern meeting conduct

- The Board Chair shall serve as meeting moderator
- Formal parliamentary procedures will be observed

## **5. DOCUMENTATION AND RECORDS**

### **1 Meeting Minutes**

Official minutes shall:

- Document all proceedings
- Record voting outcomes
- Capture substantive discussions
- Be certified by the Corporate Secretary
- Distributed to shareholders within 14 business days

### **2 Compliance Documentation**

All meeting materials and proceedings shall comply with:

- Delaware General Corporation Law
- Securities and Exchange Commission regulations
- Corporation's internal governance policies

## **6. MISCELLANEOUS PROVISIONS**

### **1 Amendment Procedures**

This Protocol may be amended by:

- Majority Board resolution
- Shareholder supermajority vote
- Consultation with corporate legal counsel

### **2 Limitation of Liability**

The Corporation and its officers shall not be liable for technical interruptions or reasonable administrative challenges during meeting execution.

## **7. EXECUTION**

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

Dr. Elena Rodriguez  
Chief Executive Officer  
Nexus Intelligent Systems, Inc.

Michael Chen  
Chief Technology Officer  
Nexus Intelligent Systems, Inc.