

Conflict of Interest Declaration Policy

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 This Conflict of Interest Declaration Policy ("Policy") establishes the standards and procedures for identifying, disclosing, and managing potential conflicts of interest for Nexus Intelligent Systems, Inc. (the "Company").

2 This Policy applies to all employees, officers, directors, consultants, and contractors of the Company, collectively referred to as "Covered Individuals".

2. DEFINITIONS

1 "Conflict of Interest" shall mean any situation where a Covered Individual's personal interests, financial interests, or external activities potentially compromise, or appear to compromise, their ability to act in the best interests of the Company.

2 "Material Interest" means any financial stake, direct or indirect, that could reasonably be expected to influence an individual's professional judgment or decision-making.

3 "Related Party" includes:

- a) Immediate family members
- b) Domestic partners
- c) Entities in which a Covered Individual holds a significant financial interest
- d) Organizations where a Covered Individual serves in a leadership or advisory capacity

3. GENERAL PRINCIPLES

1 Covered Individuals have an affirmative duty to:

- a) Avoid actual or potential conflicts of interest
- b) Promptly disclose any potential conflicts
- c) Recuse themselves from decisions where a conflict exists
- d) Prioritize the Company's interests over personal interests

2 The Company prohibits:

- a) Using Company position for personal financial gain

- b) Competing with the Company's business interests
- c) Accepting improper benefits from external parties
- d) Engaging in transactions that create actual or perceived conflicts

4. DISCLOSURE REQUIREMENTS

1 Annual Disclosure

- a) All Covered Individuals must complete a comprehensive Conflict of Interest Declaration Form annually
- b) Initial disclosure must occur within 30 days of employment or engagement
- c) Updates must be submitted within 15 days of any material change

2 Disclosure Form Contents

- a) Current and anticipated external business interests
- b) Significant financial investments
- c) Leadership roles in external organizations
- d) Family member employment in related industries
- e) Potential competitive activities

5. REVIEW AND EVALUATION PROCESS

1 The Company's Compliance Committee shall:

- a) Review all submitted declarations
- b) Assess potential conflicts objectively
- c) Determine appropriate mitigation strategies
- d) Maintain confidential records of all disclosures

2 Potential Mitigation Strategies

- a) Disclosure and transparency
- b) Recusal from specific decisions
- c) Restructuring of responsibilities
- d) Divestment of conflicting interests
- e) Termination of engagement, if necessary

6. CONSEQUENCES OF NON-COMPLIANCE

1 Failure to disclose a conflict of interest may result in:

- a) Disciplinary action
- b) Potential termination of employment
- c) Legal action for breach of fiduciary duty
- d) Potential financial penalties

7. CONFIDENTIALITY

1 All conflict of interest disclosures shall be treated as confidential and shared only with authorized personnel involved in the review process.

8. ACKNOWLEDGMENT AND CONSENT

1 By signing below, the Covered Individual acknowledges:

- a) Receipt of this Policy
- b) Understanding of disclosure obligations
- c) Commitment to compliance

9. POLICY ADMINISTRATION

1 The Chief Compliance Officer shall have primary responsibility for Policy implementation and interpretation.

2 This Policy shall be reviewed annually and updated as necessary.

10. EXECUTION

Approved and Executed:

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024

Michael Chen

Chief Compliance Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024