

SHAREHOLDER VOTING RIGHTS AMENDMENT

PREAMBLE

THIS SHAREHOLDER VOTING RIGHTS AMENDMENT (the "Amendment") is adopted by Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), effective as of January 22, 2024.

RECITALS

WHEREAS, Nexus Intelligent Systems, Inc. is a technology enterprise specializing in AI-driven predictive maintenance and digital transformation solutions;

WHEREAS, the Company's existing corporate governance structure requires strategic refinement to ensure balanced representation and equitable voting mechanisms;

WHEREAS, the Board of Directors has determined that modifications to existing shareholder voting rights will enhance corporate governance and investor confidence;

NOW, THEREFORE, the Company hereby establishes the following Shareholder Voting Rights Amendment:

1. DEFINITIONS

1 "Voting Securities" shall mean all outstanding common stock and preferred equity instruments issued by the Company.

2 "Qualified Investor" shall mean any institutional investor holding more than 5% of outstanding Voting Securities.

3 "Extraordinary Transaction" shall include mergers, acquisitions, asset sales exceeding 25% of corporate value, and fundamental corporate restructuring events.

2. VOTING RIGHTS MODIFICATIONS

1 Proportional Voting Structure

a) Common Stock shareholders shall receive one (1) vote per share.

b) Preferred Stock shareholders shall receive weighted voting rights proportional to their investment

tranche.

2 Qualified Investor Protections

- a) Qualified Investors shall receive enhanced voting rights on Extraordinary Transactions.
- b) Voting thresholds for Extraordinary Transactions shall require:
 - i. 66.7% approval from all Voting Securities
 - ii. Majority consent from Qualified Investors

3. VOTING PROCEDURAL REQUIREMENTS

1 Notice of Voting Events

- a) Written notice of shareholder meetings must be provided no less than 30 calendar days prior to the scheduled vote.
- b) Notices shall include comprehensive meeting agenda, proposed resolutions, and relevant supporting documentation.

2 Electronic Voting Mechanisms

- a) The Company shall implement secure electronic voting platforms.
- b) Electronic votes shall have equivalent legal standing as physical ballot submissions.

4. INVESTOR CONSENT RIGHTS

1 Consent Thresholds

- a) Certain fundamental corporate actions shall require specific investor consent, including:
 - i. Material changes to corporate bylaws
 - ii. Issuance of new equity classes
 - iii. Significant capital restructuring events

2 Minority Investor Protections

- a) Investors holding 10% or more of Voting Securities may initiate special review proceedings.
- b) Such proceedings must be evaluated by an independent committee within 45 days of formal request.

5. IMPLEMENTATION AND EFFECTIVENESS

- 1 This Amendment shall become immediately effective upon Board approval.

2 All previous shareholder voting provisions inconsistent with this Amendment are hereby superseded.

6. MISCELLANEOUS PROVISIONS

1 Severability

If any provision of this Amendment is determined to be invalid, the remaining provisions shall remain in full force and effect.

2 Governing Law

This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware.

EXECUTION

IN WITNESS WHEREOF, the undersigned authorized representatives of Nexus Intelligent Systems, Inc. execute this Shareholder Voting Rights Amendment.

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024