

Board Meeting Procedural Guidelines

Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024

1. PREAMBLE

1 Purpose

These Board Meeting Procedural Guidelines ("Guidelines") are established by the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company") to provide a comprehensive framework for conducting efficient, transparent, and legally compliant board meetings.

2 Scope of Application

These Guidelines shall govern all meetings of the Board of Directors, including regular, special, and emergency sessions, whether conducted in-person, telephonically, or through electronic means.

2. MEETING CLASSIFICATIONS

1 Regular Meetings

Regular meetings of the Board shall be held quarterly, typically in the final week of March, June, September, and December, unless otherwise determined by the Board Chair.

2 Special Meetings

Special meetings may be called by:

- a) The Board Chair
- b) A majority of Board members
- c) Written request of two (2) independent directors

3 Emergency Meetings

Emergency meetings may be convened with 24-hour notice in extraordinary circumstances requiring immediate Board deliberation and action.

3. NOTICE AND COMMUNICATION PROTOCOLS

1 Standard Notice Requirements

Written notice of meetings shall be provided:

- Regular Meetings: Minimum 7 calendar days in advance

- Special Meetings: Minimum 48 hours in advance
- Emergency Meetings: Minimum 24 hours in advance

2 Notice Delivery Methods

Acceptable notice delivery methods include:

- a) Electronic mail to official director contact information
- b) Certified physical mail
- c) Secure board management platform communication
- d) Registered courier service

3 Meeting Materials

Comprehensive meeting materials, including agenda, financial reports, and supporting documentation, shall be distributed no later than 48 hours prior to the scheduled meeting.

4. QUORUM AND VOTING PROCEDURES

1 Quorum Definition

A quorum shall consist of a majority of seated Board members, with no fewer than three (3) directors present.

2 Voting Mechanisms

- a) Standard votes require simple majority approval
- b) Certain extraordinary actions may require supermajority (2/3) approval
- c) Proxy voting is permitted with prior written authorization
- d) Electronic voting is acceptable for time-sensitive matters

3 Conflict of Interest Provisions

Directors must:

- Disclose potential conflicts prior to discussion
- Recuse themselves from voting on matters presenting direct personal financial interest
- Document potential conflicts in meeting minutes

5. MEETING CONDUCT AND GOVERNANCE

1 Meeting Leadership

The Board Chair shall preside over meetings. In their absence, an independent director shall be

selected to lead the session.

2 Agenda Management

- a) Standardized agenda format shall be utilized
- b) Time allocations for each agenda item
- c) Provision for director-requested agenda items
- d) Clear delineation between informational and decision-making segments

3 Documentation Requirements

- a) Comprehensive minutes shall be maintained
- b) Minutes must record:
 - Attendees and absences
 - Detailed discussion summaries
 - Specific voting records
 - Action items and responsible parties

6. CONFIDENTIALITY AND COMPLIANCE

1 Confidentiality Obligations

All board discussions, materials, and deliberations are considered strictly confidential.

2 Compliance Acknowledgment

Directors must annually sign a compliance statement affirming understanding of these Guidelines.

7. AMENDMENT PROCEDURES

1 Amendment Process

These Guidelines may be amended by:

- a) Majority vote of the full Board
- b) Written consent of 2/3 of Board members
- c) Recommendation of the Governance Committee

8. MISCELLANEOUS PROVISIONS

1 Governing Law

These Guidelines shall be interpreted under Delaware corporate law.

2 Severability

If any provision is deemed invalid, remaining provisions shall remain in full force and effect.

SIGNATURE BLOCK

Approved by the Board of Directors on: January 22, 2024

Dr. Elena Rodriguez

Board Chair, Nexus Intelligent Systems, Inc.

Michael Chen

Secretary, Board of Directors