

# **Insider Trading Prevention Policy**

**Nexus Intelligent Systems, Inc.**

## **1. PURPOSE AND SCOPE**

1 This Insider Trading Prevention Policy ("Policy") establishes comprehensive guidelines and protocols for preventing insider trading at Nexus Intelligent Systems, Inc. (the "Company") in compliance with federal securities laws and regulations.

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

## **2. DEFINITIONS**

1 "Material Non-Public Information" (MNPI) means any confidential information about the Company or its business operations that:

- a) Has not been publicly disclosed
- b) Could reasonably impact the market price of the Company's securities
- c) A reasonable investor would consider important in making an investment decision

2 "Trading Window" refers to designated periods when Covered Persons may execute securities transactions without additional restrictions.

## **3. PROHIBITED ACTIVITIES**

1 Insider Trading Prohibitions

- a) No Covered Person shall trade securities while possessing MNPI
- b) No Covered Person shall communicate MNPI to unauthorized individuals
- c) No Covered Person shall recommend securities transactions based on MNPI

2 Specific Restrictions

- Direct trading of Company securities during blackout periods
- Engaging in short-selling of Company securities
- Purchasing financial instruments designed to hedge or offset potential market value changes in Company equity awards

## **4. TRADING WINDOWS AND BLACKOUT PERIODS**

## 1 Trading Windows

- a) Quarterly trading windows open immediately following official earnings releases
- b) Trading windows remain open for 30 calendar days post-earnings announcement
- c) Pre-clearance required for all transactions during trading windows

## 2 Blackout Periods

- a) Automatic blackout periods commence 15 days prior to quarterly earnings release
- b) Extended blackout periods may be implemented during sensitive corporate transactions
- c) Chief Legal Officer maintains discretion to modify blackout periods

# 5. PRE-CLEARANCE PROCEDURES

## 1 Transaction Approval Process

- a) All proposed securities transactions must receive written pre-clearance
- b) Requests submitted to Compliance Department via official company communication channels
- c) Approval valid for 5 business days from issuance

## 2 Required Disclosures

- Proposed transaction details
- Anticipated transaction volume
- Rationale for transaction
- Current equity holdings

# 6. REPORTING AND COMPLIANCE

## 1 Mandatory Reporting

- a) Section 16 officers must file Form 4 within two business days of transaction
- b) All Covered Persons must report potential policy violations immediately
- c) Annual certification of policy understanding required

## 2 Record Keeping

- Maintenance of comprehensive transaction logs
- Preservation of pre-clearance documentation
- Retention of compliance certifications

# 7. ENFORCEMENT AND PENALTIES

## 1 Potential Consequences

- a) Immediate termination of employment
- b) Potential civil and criminal legal proceedings
- c) Mandatory reimbursement of any improper trading profits
- d) Permanent prohibition from future Company employment

## 2 Whistleblower Protection

- Confidential reporting mechanisms established
- Non-retaliation guarantee for good faith reporting

## **8. ACKNOWLEDGMENT AND CONSENT**

### 1 All Covered Persons must:

- Read and understand this Policy
- Execute formal acknowledgment document
- Comply with all provisions

## **9. POLICY ADMINISTRATION**

1 The Chief Legal Officer maintains primary responsibility for Policy implementation and interpretation.

2 Policy subject to annual review and potential modification.

## **10. DISCLAIMER**

This Policy does not constitute legal advice and is subject to modification at the Company's sole discretion.

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Executed: January 22, 2024

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Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.