

Nomination and Governance Committee Charter

of Nexus Intelligent Systems, Inc.

1. PURPOSE

1 This Nomination and Governance Committee Charter ("Charter") establishes the purpose, composition, responsibilities, and operational guidelines for the Nomination and Governance Committee (the "Committee") of the Board of Directors of Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company").

2 The primary purpose of the Committee is to:

- a) Identify and recommend qualified candidates for Board membership
- b) Develop and recommend corporate governance principles
- c) Oversee the annual evaluation of the Board's performance
- d) Ensure effective succession planning for executive leadership

2. COMPOSITION AND MEMBERSHIP

1 Committee Membership

- a) The Committee shall consist of no fewer than three (3) and no more than five (5) independent directors
- b) Members shall be appointed annually by the Board of Directors
- c) The Board shall designate one member as Committee Chair

2 Independence Requirements

- a) All Committee members must meet the independence standards established by:
 - Delaware corporate law
 - NASDAQ listing requirements
 - Securities and Exchange Commission regulations
- b) No member may serve who has a material relationship with the Company that could interfere with independent judgment

3. COMMITTEE RESPONSIBILITIES

1 Board Nomination Responsibilities

- a) Develop and recommend Board candidate selection criteria
- b) Conduct comprehensive candidate searches
- c) Evaluate potential director nominees based on:
 - Professional expertise
 - Diversity considerations
 - Strategic alignment with Company objectives
 - Independence qualifications

2 Governance Oversight

- a) Annually review and recommend updates to:
 - Corporate governance guidelines
 - Board committee structures
 - Director compensation policies
- b) Monitor compliance with governance best practices
- c) Assess potential conflicts of interest

3 Board Performance Evaluation

- a) Design and implement annual Board performance assessment process
- b) Conduct confidential individual director evaluations
- c) Provide recommendations for Board effectiveness improvements

4 Succession Planning

- a) Develop comprehensive leadership succession strategies
- b) Maintain emergency succession plans for:
 - Chief Executive Officer
 - Senior Executive Officers
 - Board leadership positions

4. MEETINGS AND OPERATIONS

1 Meeting Frequency

- a) Minimum of four (4) meetings annually
- b) Special meetings may be called by Committee Chair
- c) Meetings may be conducted in-person or via secure telecommunications

2 Quorum and Voting

- a) Majority of Committee members constitutes quorum
- b) Decisions require majority vote of members present
- c) Written consent procedures permitted for urgent matters

3 Reporting

- a) Provide regular reports to full Board of Directors
- b) Maintain detailed meeting minutes
- c) Recommend actions requiring Board approval

5. RESOURCES AND AUTHORITY

1 The Committee is authorized to:

- a) Retain independent legal, search, or consulting firms
- b) Approve related professional service fees
- c) Request any information necessary to fulfill responsibilities

6. LIMITATIONS

1 While the Committee makes recommendations, final decisions remain with the full Board of Directors.

7. AMENDMENT

1 This Charter may be amended by majority vote of the Board of Directors.

8. CERTIFICATION

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

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Board Chair, Nomination and Governance Committee