

# **DIRECTOR INDEPENDENCE CERTIFICATION**

## **CERTIFICATION OF INDEPENDENT DIRECTOR STATUS**

**EXECUTED BY:** [Director Name]

**DATE OF EXECUTION:** January 22, 2024

**COMPANY:** Nexus Intelligent Systems, Inc.

### **1. DEFINITIONS AND INTERPRETATIVE PROVISIONS**

1 For purposes of this Director Independence Certification ("Certification"), the following terms shall have the meanings specified:

- a) "Company" shall mean Nexus Intelligent Systems, Inc., a Delaware corporation with principal offices at 1200 Technology Park Drive, San Jose, California 95134.
- b) "Independent Director" means a board member who meets the independence standards established by applicable securities regulations, including but not limited to SEC Rule 10A-3 and NASDAQ listing requirements.
- c) "Material Relationship" means any financial, professional, familial, or other connection that could reasonably be expected to interfere with the exercise of independent judgment.

### **2. INDEPENDENCE REPRESENTATIONS**

1 Director Independence Status

I hereby certify that as of the date of execution, I meet the following independence criteria:

- a) I am not, and have not been within the past three (3) years, an employee or executive officer of Nexus Intelligent Systems, Inc. or any of its subsidiaries;
- b) I have no direct or indirect material financial interest in the Company beyond standard director compensation;
- c) I am not engaged in any consulting, advisory, or other compensated relationship with the Company outside of my board service;
- d) I have no familial relationships with any executive officers or other board members that could compromise my independence.

### **3. MATERIAL RELATIONSHIP DISCLOSURE**

#### **1 Comprehensive Disclosure**

I affirm that I have fully disclosed any potential conflicts of interest or relationships that might reasonably be perceived as compromising my independent status, including but not limited to:

- a) Any current or past employment relationships with the Company;
- b) Any consulting or professional service arrangements;
- c) Any significant financial investments or business partnerships;
- d) Any familial connections to Company executives or board members.

### **4. ONGOING OBLIGATION**

#### **1 Continuous Disclosure Requirement**

I acknowledge an ongoing obligation to immediately report to the Audit Committee any changes in circumstances that might affect my independent status, including:

- a) New employment or business relationships with the Company;
- b) Significant financial transactions involving the Company;
- c) Personal or professional relationships that could create potential conflicts of interest.

### **5. LEGAL REPRESENTATIONS AND WARRANTIES**

#### **1 Representations**

I hereby represent and warrant that:

- a) All information provided in this Certification is true, complete, and accurate to the best of my knowledge;
- b) I have the legal capacity and authority to execute this Certification;
- c) I understand that any material misrepresentation may result in immediate disqualification from board service.

### **6. GOVERNING LAW AND JURISDICTION**

1 This Certification shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to its conflict of laws principles.

## **7. SIGNATURE AND EXECUTION**

By signing below, I affirm the truthfulness and completeness of the representations made herein:

[Director Signature]

Print Name: [Full Legal Name]

Date: January 22, 2024

## **8. CORPORATE ACKNOWLEDGMENT**

Accepted and received by:

[Corporate Secretary Signature]

Nexus Intelligent Systems, Inc.

Date of Corporate Acknowledgment: January 22, 2024

## **9. DISCLAIMER**

This Certification is executed for the exclusive purpose of establishing director independence and does not constitute a comprehensive disclosure of all potential relationships or conflicts.