

Voting Rights and Shareholder Protocols

Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024

PREAMBLE

WHEREAS, Nexus Intelligent Systems, Inc. (hereinafter "the Corporation") is a Delaware corporation engaged in enterprise AI services and predictive analytics;

WHEREAS, the Corporation seeks to establish clear and comprehensive protocols governing shareholder voting rights and governance mechanisms;

NOW, THEREFORE, the following Voting Rights and Shareholder Protocols are hereby adopted:

1. DEFINITIONS

1 "Common Stock" shall mean the Corporation's authorized common shares with standard voting rights.

2 "Preferred Stock" shall mean the Corporation's Series A and Series B preferred equity instruments with specific voting and liquidation preferences.

3 "Qualified Shareholder" refers to any equity holder owning more than 5% of outstanding shares.

4 "Board" means the Corporation's Board of Directors.

2. VOTING RIGHTS FRAMEWORK

1 Common Stock Voting Rights

- a) Each common share shall be entitled to one (1) vote on all matters submitted to shareholder vote.
- b) Common shareholders may vote in annual and special meetings of shareholders.
- c) Voting shall occur through written ballot, electronic transmission, or in-person participation.

2 Preferred Stock Voting Rights

- a) Preferred shareholders shall have voting rights proportional to their equity percentage.
- b) Certain fundamental corporate actions require supermajority approval from preferred shareholders.
- c) Preferred shareholders shall have weighted voting rights on specific strategic decisions.

3. SHAREHOLDER MEETING PROTOCOLS

1 Annual Meeting

- a) The Corporation shall conduct an annual shareholder meeting no later than 120 days following fiscal year-end.
- b) Written notice of annual meetings must be provided at least 30 days in advance.
- c) Quorum shall require shareholders representing 50% of outstanding voting shares.

2 Special Meetings

- a) Special meetings may be called by:
 - Board of Directors majority vote
 - Shareholders representing 25% or more of outstanding shares
- b) Notice requirements mirror annual meeting protocols.

4. VOTING PROCEDURES

1 Proxy Voting

- a) Shareholders may designate a proxy to vote on their behalf.
- b) Proxy designations must be submitted in writing 48 hours prior to meeting.
- c) Proxies shall be valid for specific meetings and expire upon meeting conclusion.

2 Electronic Voting

- a) Electronic voting platforms shall be secured with multi-factor authentication.
- b) Electronic votes carry equal legal weight as physical ballots.
- c) Voting records must be maintained for a minimum of seven (7) years.

5. SHAREHOLDER COMMUNICATION PROTOCOLS

1 Information Rights

- a) Qualified Shareholders shall receive:
 - Quarterly financial statements
 - Annual audited financial reports
 - Material event notifications
- b) Information shall be provided electronically within 15 business days of preparation.

2 Confidentiality

- a) Shareholders receiving corporate information must maintain strict confidentiality.
- b) Unauthorized disclosure may result in legal action and potential share forfeiture.

6. DISPUTE RESOLUTION

1 Internal Mediation

- a) Voting and governance disputes shall first undergo internal mediation.
- b) Mediation panel shall consist of:

- One Board member
- One shareholder representative
- Neutral third-party arbitrator

2 Binding Arbitration

- a) Unresolved disputes shall proceed to binding arbitration.
- b) Arbitration shall occur in Delaware pursuant to American Arbitration Association rules.

7. AMENDMENT PROCEDURES

1 These protocols may be amended by:

- a) Majority Board approval
- b) Concurrent approval from 75% of preferred shareholders
- c) Written notification to all shareholders within 10 business days of amendment

EXECUTION

IN WITNESS WHEREOF, the undersigned hereby adopt these Voting Rights and Shareholder Protocols.

—

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

—

Date of Execution