

Board of Directors Composition Document

Nexus Intelligent Systems, Inc.

CONFIDENTIAL DOCUMENT

PRELIMINARY STATEMENT

This Board of Directors Composition Document ("Document") is executed on January 22, 2024, by Nexus Intelligent Systems, Inc., a Delaware corporation (hereinafter referred to as the "Company"), detailing the comprehensive structure, composition, and governance framework of its Board of Directors.

1. BOARD COMPOSITION

1 Total Board Membership

The Board of Directors shall consist of seven (7) total members, comprising:

- Four (4) Independent Directors
- Two (2) Founder/Executive Directors
- One (1) Investor Representative Director

2 Director Classification

a) Independent Directors shall be defined as individuals who:

- Have no material financial relationship with the Company
- Are not current employees or executives
- Provide objective oversight and strategic guidance

b) Founder/Executive Directors shall include:

- Dr. Elena Rodriguez, Chief Executive Officer
- Michael Chen, Chief Technology Officer

c) Investor Representative Director shall be nominated by the Company's primary venture capital investors, currently representing Sequoia Capital and Andreessen Horowitz.

2. DIRECTOR QUALIFICATIONS

1 General Qualifications

All Directors must demonstrate:

- Significant professional experience in technology, enterprise services, or related industries
- Proven track record of strategic leadership
- Advanced academic credentials or equivalent professional achievements
- Commitment to corporate governance best practices

2 Specific Expertise Requirements

The Board shall maintain collective expertise in:

- Artificial Intelligence and Machine Learning
- Enterprise Technology Services
- Financial Management
- Corporate Strategy
- Risk Management
- Regulatory Compliance

3. SELECTION AND APPOINTMENT PROCEDURES

1 Nomination Process

- Independent Directors shall be nominated by the Nominating and Governance Committee
- Investor Representatives shall be nominated by majority investment shareholders
- Founder/Executive Directors are appointed based on their executive roles

2 Election Mechanisms

- Annual election at the Company's shareholders meeting
- Staggered four-year terms to ensure continuity
- Majority vote required for director confirmation

4. BOARD COMMITTEE STRUCTURE

1 Mandatory Committees

The Board shall maintain the following standing committees:

- a) Audit Committee
- b) Compensation Committee
- c) Nominating and Governance Committee

d) Technology and Innovation Committee

2 Committee Composition

- Minimum three directors per committee
- Majority independent director representation
- Chair must be an independent director

5. GOVERNANCE PROVISIONS

1 Conflict of Interest

- Directors must disclose potential conflicts annually
- Mandatory recusal from decisions involving personal interests
- Compliance with SEC and Delaware corporate governance standards

2 Compensation

- Annual compensation package for non-employee directors
- Equity compensation structured to align director interests with shareholder value
- Transparent disclosure of director compensation

6. TERMINATION AND SUCCESSION

1 Removal Provisions

- Directors may be removed with or without cause by majority shareholder vote
- Immediate removal possible for material breach of fiduciary duties
- Replacement directors must meet established qualification criteria

2 Succession Planning

- Continuous evaluation of board composition
- Proactive identification of potential director candidates
- Maintenance of a confidential succession pipeline

7. LEGAL DISCLAIMERS

1 This document represents the Board of Directors composition as of January 22, 2024, and is subject to modification through appropriate corporate governance procedures.

2 All provisions herein are consistent with the Company's Articles of Incorporation and Bylaws.

EXECUTION

Approved and executed by:

—

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024