

# **NOMINATING COMMITTEE CHARTER**

## **Polar Dynamics Robotics, Inc.**

*Effective Date: January 11, 2024*

### **1. PURPOSE AND SCOPE**

1. The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Polar Dynamics Robotics, Inc. (the "Company") is established to assist the Board in:

- (a) Identifying qualified individuals to become Board members;
- (b) Determining the composition of the Board and its committees;
- (c) Developing and implementing corporate governance principles; and
- (d) Overseeing the evaluation of the Board and management.

### **2. COMPOSITION AND ORGANIZATION**

1. The Committee shall consist of at least three (3) directors, each of whom shall:
  - (a) Meet the independence requirements of applicable securities laws and exchange rules;
  - (b) Be free from any relationship that would interfere with independent judgment; and
  - (c) Be appointed and removed by the Board.
2. The Board shall designate one Committee member as Chairperson.
3. The Committee shall meet at least quarterly and additionally as circumstances require.

### **3. DUTIES AND RESPONSIBILITIES**

#### **1. Board Composition and Nominations**

- (a) Develop criteria for Board membership, emphasizing:
  - Experience in industrial automation, robotics, or related technologies
  - Financial and operational expertise
  - Corporate governance experience
  - Diversity considerations
  - Independence requirements

(b) Identify and evaluate candidates for Board membership, considering:

- Professional background and expertise
- Industry knowledge specific to autonomous mobile robots
- Leadership experience in technology companies
- Potential conflicts of interest
- Time availability and commitment

## 2. Corporate Governance

(a) Review and recommend corporate governance principles

(b) Oversee Board and committee evaluation processes

(c) Review Board size and composition annually

(d) Monitor compliance with governance guidelines

(e) Review director independence annually

## 3. Succession Planning

(a) Develop succession plans for Board members

(b) Review succession planning for CEO and key executives

(c) Maintain candidate pool for potential directors

## **4. AUTHORITY AND RESOURCES**

1. The Committee shall have the authority to:

(a) Retain and terminate search firms or consultants

(b) Approve related fees and retention terms

(c) Access internal resources and personnel

(d) Obtain external professional advice

2. The Company shall provide appropriate funding for:

(a) Search firms and consultants

(b) Ordinary administrative expenses

(c) Professional development for Committee members

## **5. PROCEDURES AND ADMINISTRATION**

### **1. Meetings**

- (a) The Committee shall maintain written minutes
- (b) A majority of members constitutes a quorum
- (c) Actions require majority vote of members present
- (d) Meetings may be held in person or virtually

### **2. Reports to the Board**

- (a) Regular reports on Committee activities
- (b) Annual performance self-evaluation
- (c) Recommendations for Board action as needed

## **6. SPECIFIC CONSIDERATIONS FOR POLAR DYNAMICS**

### **1. Industry Expertise**

The Committee shall ensure Board composition includes expertise in:

- (a) Autonomous mobile robot technology
- (b) Cold-environment operations
- (c) Industrial automation systems
- (d) Artificial intelligence and machine learning

### **2. Growth Stage Requirements**

Given the Company's growth stage, the Committee shall prioritize candidates with:

- (a) Scale-up experience in technology companies
- (b) International market expansion expertise
- (c) Experience with venture-backed companies
- (d) M&A and capital markets experience

## **7. AMENDMENTS AND REVIEW**

- 1. This Charter shall be reviewed annually by the Committee.

2. Any amendments require Board approval.

## **8. ADOPTION**

Adopted by the Board of Directors of Polar Dynamics Robotics, Inc. on January 11, 2024.

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**By: \_**

Dr. Elena Frost

Chief Executive Officer

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**By: \_**

Katherine Wells

Corporate Secretary