

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

NOMINATING AND GOVERNANCE COMMITTEE

POLAR DYNAMICS ROBOTICS, INC.

Effective as of March 15, 2024

I. PURPOSE AND SCOPE

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

- - 1 -

Identify qualified candidates for Board membership

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Recommend director nominees for election at annual meetings

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Develop and recommend corporate governance guidelines

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Oversee Board and committee evaluation processes

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Monitor compliance with corporate governance principles

II. COMPOSITION AND MEETINGS

A. Composition

- - 2 -

The Committee shall consist of at least three (3) directors.

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Each member shall meet independence requirements under applicable SEC r

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Members shall be appointed by the Board upon recommendation of the Com

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The Board shall designate one Committee member as Chairperson.

B. Meetings

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The Committee shall meet at least quarterly and additionally as circumstance

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A majority of Committee members shall constitute a quorum.

- - 3 -

The Committee shall maintain written minutes of meetings.

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The Committee may request any officer or employee to attend meetings.

III. RESPONSIBILITIES AND DUTIES

A. Board Composition and Nominations

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Develop criteria for Board membership, including:

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Industry expertise in robotics, automation, and cold-chain logistics

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Technical knowledge of autonomous systems

- - 4 -

Financial and operational management experience

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Public company governance experience

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Identify and evaluate director candidates considering:

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Professional background and expertise

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Independence requirements

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Diversity considerations

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Time availability and commitment

- - 5 -

Potential conflicts of interest

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Recommend to the Board:

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Director nominees for election at annual meetings

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Committee memberships and chairs

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Filling of Board vacancies

B. Corporate Governance

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Develop and review annually:

- - 6 -

Corporate Governance Guidelines

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Code of Business Conduct and Ethics

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Committee charters

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Board leadership structure

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Monitor and assess:

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Board size and composition

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Committee structure and operations

- - 7 -

Director independence

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Related party transactions

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Conflicts of interest

C. Board Effectiveness

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Oversee annual evaluation of:

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Board performance

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Committee effectiveness

- - 8 -

Individual director contributions

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CEO performance (in coordination with Compensation Committee)

-

Develop and oversee:

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Director orientation program

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Continuing education requirements

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Succession planning for Board and committees

IV. AUTHORITY AND RESOURCES

- - 9 -

The Committee shall have authority to:

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Retain and terminate search firms

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Engage independent counsel

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Obtain advice from external consultants

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Access internal resources and personnel

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The Company shall provide appropriate funding for:

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Committee-retained advisors

- - 10 -

Ordinary administrative expenses

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Professional development

V. REPORTING AND EVALUATION

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The Committee shall:

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Report regularly to the Board

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Review charter annually

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Conduct annual performance self-evaluation

- - 11 -

Make recommendations for charter amendments

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Reports shall include:

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Committee activities and decisions

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Recommendations for Board action

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Significant issues and findings

VI. LIMITATIONS

Nothing in this Charter is intended to expand applicable standards of liability

under statutory or regulatory requirements for the Board members or Committee members.

VII. AMENDMENT

This Charter may be amended by majority vote of the Board, subject to applicable laws, regulations, and Nasdaq listing requirements.

Adopted by the Board of Directors on March 15, 2024

APPROVED:

Dr. Elena Frost

Chief Executive Officer

Victoria Wells

Corporate Secretary

[Name]

Chairperson, Nominating and Governance Committee

