

# **PREFERRED STOCK RIGHTS AND PREFERENCES**

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**NaviFloor Robotics, Inc.**

(A Delaware Corporation)

### **ARTICLE I - GENERAL PROVISIONS**

1 **\*\*Authorization\*\***. The total number of shares of Preferred Stock that

2 **\*\*Ranking\*\***. The Series A, Series B, and Series C Preferred Stock shall

## ARTICLE II - DIVIDEND RIGHTS

1 **\*\*Dividend Rate\*\***. Holders of Preferred Stock shall be entitled to receive

2 **\*\*Non-Cumulative\*\***. Dividends shall be non-cumulative. No right to

## ARTICLE III - LIQUIDATION PREFERENCES

1 **\*\*Liquidation Preference\*\***. In the event of any liquidation, dissolution

(a) Series C: \$12.50 per share, plus declared but unpaid dividends

(b) Series B: \$8.75 per share, plus declared but unpaid dividends

(c) Series A: \$5.00 per share, plus declared but unpaid dividends

2 **\*\*Participation Rights\*\***. After the payment of the Liquidation Preference

## ARTICLE IV - CONVERSION RIGHTS

1 **Optional Conversion**. Each share of Preferred Stock shall be convertible into the number of shares of Common Stock as follows:

2 **Automatic Conversion**. Each share of Preferred Stock shall automatically convert into the number of shares of Common Stock as follows:

(a) The closing of a firm commitment underwritten public offering with proceeds of at least \$100,000,000; or

(b) The written consent of holders of at least 66 % of the outstanding Preferred Stock.

## ARTICLE V - VOTING RIGHTS

1 **General Voting Rights**. Each holder of Preferred Stock shall be entitled to vote on the following matters:

2 **Protective Provisions**. The Corporation shall not, without first obtaining the written consent of holders of at least 66 % of the outstanding Preferred Stock, take any of the following actions:

- (a) Alter or change rights, preferences, or privileges of Preferred Stock
- (b) Increase or decrease authorized number of shares of Preferred Stock
- (c) Create any new class of shares having rights senior to Preferred Stock
- (d) Merge or consolidate with another entity
- (e) Sell, lease, or dispose of substantially all corporate assets

## ARTICLE VI - REDEMPTION

1 **\*\*Redemption at Option of Holders\*\***. At any time after March 15, 20

## ARTICLE VII - MISCELLANEOUS

1 **\*\*Amendment\*\***. Any amendment to these Preferred Stock Rights a

2 **\*\*Notices\*\***. Any notice required by these provisions shall be given i

ADOPTED on March 15, 2023

NAVIFLOOR ROBOTICS, INC.

**By:** \_

Dr. Sarah Chen

Chief Executive Officer

ATTEST:

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James Wilson

Secretary

