

2019 ANNUAL STOCKHOLDER MEETING MINUTES

MINUTES OF THE 2019 ANNUAL MEETING OF

NAVIFLOOR ROBOTICS, INC.

(a Delaware corporation)

The annual meeting of stockholders of NaviFloor Robotics, Inc. (the "Corporation") was held at 10:00 a.m. PDT on May 15, 2019, at the Corporation's headquarters located at 2500 Harbor Bay Parkway, Alameda, California 94501.

1. CALL TO ORDER AND ATTENDANCE

Dr. Sarah Chen, Chief Executive Officer and Chairperson of the Board, called the meeting to order and served as Chairperson. James Wilson, Chief Financial Officer, served as Secretary of the meeting.

The Secretary reported that:

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Notice of the meeting was duly given to all stockholders of record as of April 1, 2019.

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A quorum was present, with 87.3% of the outstanding shares represented either in person or by proxy.

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The stock transfer books were closed on April 1, 2019.

2. PRESENTATION OF AGENDA

The Chairperson presented the following agenda items for stockholder consideration:

consideration:

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Election of Directors

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Ratification of Independent Auditors

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Approval of 2019 Equity Incentive Plan

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Business Update and Strategy Review

3. ELECTION OF DIRECTORS

The following individuals were nominated to serve as directors until the next annual meeting:

-

Dr. Sarah Chen

-

Marcus Depth

-

Richard Torres

-

Dr. Elena Kovacs

-

James Wilson

-

Dr. Michael Rahman (Independent)

-

Patricia Stewart (Independent)

Upon motion duly made and seconded, the stockholders approved the election

all nominated directors by the following vote:

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FOR: 12,456,789 shares (94.2%)

-

AGAINST: 567,890 shares (4.3%)

-

ABSTAIN: 198,765 shares (1.5%)

4. RATIFICATION OF INDEPENDENT AUDITORS

The Chairperson presented the Audit Committee's recommendation to ratify appointment of Deloitte & Touche LLP as the Corporation's independent auditor for the fiscal year ending December 31, 2019.

Upon motion duly made and seconded, the stockholders approved the ratification

by the following vote:

-

FOR: 12,987,654 shares (98.2%)

-

AGAINST: 123,456 shares (0.9%)

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ABSTAIN: 112,334 shares (0.9%)

5. APPROVAL OF 2019 EQUITY INCENTIVE PLAN

The Chairperson presented the proposed 2019 Equity Incentive Plan, which provides for:

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Reserve of 2,500,000 shares for issuance

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Four-year vesting schedule for standard grants

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Double-trigger acceleration provisions

-

Annual evergreen provision of 4%

Upon motion duly made and seconded, the stockholders approved the 2019 E

Incentive Plan by the following vote:

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FOR: 11,789,012 shares (89.2%)

-

AGAINST: 1,234,567 shares (9.3%)

-

ABSTAIN: 199,865 shares (1.5%)

6. BUSINESS UPDATE AND STRATEGY REVIEW

Dr. Chen presented the Corporation's business update and strategic initiatives including:

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Launch of NaviFleet 2.0 platform

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Expansion into European markets

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R&D progress on next-generation terrain mapping technology

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Strategic partnership with leading warehouse automation providers

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Financial performance and growth metrics

7. QUESTIONS AND ANSWERS

The Chairperson opened the floor for stockholder questions. Notable topics addressed included:

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International expansion timeline

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Competition in the AMR market

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Patent protection strategy

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Capital allocation priorities

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Projected growth rates

8. ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at 11:45 a.m. PDT.

CERTIFICATION

The undersigned hereby certifies that the foregoing minutes are a true and correct record of the proceedings of the annual meeting of stockholders of NaviFloor Robotics, Inc. held on May 15, 2019.

Dated: May 15, 2019

—

James Wilson

Secretary of the Meeting

APPROVED:

—

Dr. Sarah Chen

Chairperson of the Meeting

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ATTACHMENTS

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Exhibit A: Attendance Record

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Exhibit B: Proxy Tabulation Report

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Exhibit C: 2019 Equity Incentive Plan

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Exhibit D: Presentation Materials

[Corporate Seal]

