

NAVIFLOOR ROBOTICS CAPITALIZATION TABLE POST-SERIES C

NAVIFLOOR ROBOTICS, INC.

CAPITALIZATION TABLE AS OF DECEMBER 31, 20

Post-Series C Financing

CONFIDENTIAL AND PROPRIETARY

This document contains confidential information of NaviFloor Robotics, Inc.

1. SUMMARY OF CAPITALIZATION

1.1 Authorized Capital Stock

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Common Stock: 50,000,000 shares, \$0.0001 par value

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Preferred Stock: 25,000,000 shares, \$0.0001 par value

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Series A Preferred: 5,000,000 shares

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Series B Preferred: 7,500,000 shares

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Series C Preferred: 10,000,000 shares

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Undesignated: 2,500,000 shares

1.2 Issued and Outstanding Shares

Total Fully Diluted Shares: 28,750,000

2. DETAILED OWNERSHIP BREAKDOWN

2.1 Common Stock

Total Common Stock Outstanding: 12,500,000 shares

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Founders: 8,750,000 shares (70%)

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Dr. Sarah Chen: 4,375,000 shares

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Marcus Depth: 4,375,000 shares

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Employee Stock Pool: 3,750,000 shares (30%)

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Issued: 2,875,000 shares

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Reserved: 875,000 shares

2.2 Preferred Stock

Total Preferred Stock Outstanding: 16,250,000 shares

Series A Preferred

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Shares Outstanding: 4,000,000

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Price Per Share: \$2.50

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Total Investment: \$10,000,000

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Key Investors:

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Automation Ventures Fund: 2,000,000 shares

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RoboTech Capital: 1,200,000 shares

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Industrial Innovation Partners: 800,000 shares

Series B Preferred

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Shares Outstanding: 5,250,000

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Price Per Share: \$4.75

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Total Investment: \$24,937,500

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Key Investors:

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Growth Capital Partners: 2,500,000 shares

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Strategic Robotics Fund: 1,750,000 shares

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Industrial Tech Ventures: 1,000,000 shares

Series C Preferred

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Shares Outstanding: 7,000,000

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Price Per Share: \$8.50

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Total Investment: \$59,500,000

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Key Investors:

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Global Tech Fund: 3,000,000 shares

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Advanced Manufacturing Capital: 2,000,000 shares

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Innovation Growth Fund: 1,500,000 shares

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Strategic Corporate Investors: 500,000 shares

3. OPTION POOL AND WARRANTS

3.1 Employee Stock Option Plan

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Total Pool Size: 3,750,000 shares

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Options Granted: 2,875,000 shares

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Options Vested: 1,937,500 shares

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Available for Grant: 875,000 shares

3.2 Warrants

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Series B Warrants: 250,000 shares at \$4.75/share

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Series C Warrants: 375,000 shares at \$8.50/share

4. CONVERSION AND ANTI-DILUTION RIGHTS

4.1 Conversion Rights

All series of Preferred Stock are convertible to Common Stock on a 1:1 basis, subject to adjustment for stock splits, combinations, and anti-dilution provisions.

4.2 Anti-dilution Protection

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Series A: Weighted average anti-dilution (broad-based)

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Series B: Weighted average anti-dilution (broad-based)

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Series C: Weighted average anti-dilution (broad-based)

5. FULLY DILUTED CAPITALIZATION

5.1 Ownership Summary (Fully Diluted)

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Common Stock: 43.48%

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Series A Preferred: 13.91%

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Series B Preferred: 18.26%

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Series C Preferred: 24.35%

5.2 Post-Money Valuation (Series C)

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Valuation: \$244,375,000

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Price Per Share: \$8.50

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CERTIFICATION

The undersigned hereby certifies that this Capitalization Table accurately reflects the capital structure of NaviFloor Robotics, Inc. as of December 31, 2023.

NAVIFLOOR ROBOTICS, INC.

By: _

James Wilson

Chief Financial Officer

Date: January 11, 2024

