

# **MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS**

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### **POLAR DYNAMICS ROBOTICS, INC.**

**(a Delaware corporation)**

**Date: June 15, 2023**

**Time: 10:00 AM Eastern Time**

**Location: Virtual Meeting via Secure Video Conference**

**Record Date: May 1, 2023**

## 1. CALL TO ORDER AND ATTENDANCE

The 2023 Annual Meeting of Stockholders of Polar Dynamics Robotics Corporation ("Corporation") was called to order at 10:00 AM ET by Dr. Elena Frost, Executive Officer and Chairperson of the Board. Victoria Wells, Chief Financial Officer, served as Secretary of the meeting.

The Secretary confirmed that:

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Notice of the meeting was duly given to all stockholders of record as of the record date.

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A quorum was present, with 87.3% of the outstanding voting shares represented.

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The list of stockholders entitled to vote was available for examination.

## **2. MATTERS PRESENTED FOR STOCKHOLDER VOTE**

### **2.1 Election of Directors**

The following individuals were nominated for election to the Board of Directors:

-

Dr. Elena Frost (Class III)

-

Marcus Chen (Class III)

-

Katherine Blackwood (Class III)

-

Robert Hernandez (Class III)

**RESOLVED**, that the stockholders elected all nominated directors.

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Dr. Elena Frost: 96.8% in favor

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Marcus Chen: 94.2% in favor

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Katherine Blackwood: 92.7% in favor

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Robert Hernandez: 91.5% in favor

## **2.2 Ratification of Independent Auditors**

**RESOLVED**, that the stockholders ratified the appointment of De

## **2.3 Advisory Vote on Executive Compensation**

**RESOLVED**, that the stockholders approved, on an advisory basis

### 3. BUSINESS UPDATE

Dr. Frost presented the Corporation's business highlights for fiscal year

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Achievement of \$31.5M in annual revenue, representing 72% year-over

-

Successful launch of BlueCore(TM) 2.0 platform with enhanced cold-c

-

Expansion into pharmaceutical cold chain market with 3 major custom

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Completion of Series C funding round raising \$45M

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Growth of employee base to 142 full-time employees

## 4. STOCKHOLDER QUESTIONS

The meeting was opened for stockholder questions. Notable topics addressed included:

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Strategic expansion plans for European markets

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R&D roadmap for extreme environment robotics

- 

Competition in the cold storage automation space

- 

Environmental sustainability initiatives

- 

Capital allocation strategy

## **5. ADJOURNMENT**

There being no further business to come before the meeting, upon motion made and seconded, the meeting was adjourned at 11:45 AM ET.

## **6. 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 Dynamics Robotics, Inc. held on June 15, 2023.

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—

Victoria Wells

Corporate Secretary

Date: ~~June~~ June 15, 2023

APPROVED:

—

Dr. Elena Frost

Chief Executive Officer and Chairperson of the Board

Date: June 15, 2023

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## **7. ATTACHMENTS**

The following documents are incorporated into these minutes by reference:

List of Stockholders of Record as of May 1, 2023

Notice of Annual Meeting and Proxy Statement



Voting Results Certification from Independent Inspector of Elections

Annual Report for Fiscal Year 2022

CEO Business Update Presentation Materials

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*These minutes were prepared and filed in accordance with the Delaware*

