

# CONFLICT OF INTEREST POLICY

**Polar Dynamics Robotics, Inc.**

*Effective Date: January 1, 2024*

*Policy Number: GOV-2024-001*

## 1. PURPOSE AND SCOPE

1. This Conflict of Interest Policy (the "Policy") establishes guidelines and procedures for identifying, disclosing, and managing actual, potential, or perceived conflicts of interest within Polar Dynamics Robotics, Inc. (the "Company").

2. This Policy applies to all directors, officers, employees, contractors, and consultants (collectively, "Covered Persons") of the Company.

## 2. DEFINITIONS

1. "Conflict of Interest" means any circumstance where a Covered Person's personal interests interfere or appear to interfere with the interests of the Company, including:

- a) Financial interests in competitors, suppliers, customers, or strategic partners
- b) Outside employment or consulting arrangements
- c) Personal relationships affecting business decisions
- d) Use of Company proprietary information for personal gain
- e) Business opportunities discovered through Company position

2. "Material Financial Interest" means direct or indirect ownership of more than 5% in any entity that does business with the Company.

3. "Related Party" means any family member, household member, or entity controlled by a Covered Person.

## 3. DISCLOSURE REQUIREMENTS

1. Initial Disclosure: All Covered Persons must complete a Conflict of Interest Disclosure Form upon:

- a) Commencement of employment or engagement

- b) Appointment to the Board of Directors
- c) Promotion to officer position
- d) Annual renewal date

2. Ongoing Disclosure: Covered Persons must promptly disclose new conflicts as they arise to the Chief Compliance Officer.

#### **4. PROHIBITED ACTIVITIES**

1. Covered Persons shall not:

- a) Use Company's proprietary cold-resistant actuator technology or IceNav platform information for personal gain
- b) Engage in competitive activities with autonomous mobile robot manufacturers
- c) Accept gifts exceeding \$250 from suppliers or customers
- d) Participate in business decisions affecting Related Parties
- e) Serve on boards of competing robotics or industrial automation companies

#### **5. MANAGEMENT OF CONFLICTS**

1. The Chief Compliance Officer shall:

- a) Maintain a confidential register of all disclosed conflicts
- b) Review disclosures within 10 business days
- c) Determine appropriate management strategies
- d) Document management decisions and rationale

2. Management strategies may include:

- a) Recusal from specific decisions or activities
- b) Modified reporting relationships
- c) Reassignment of duties
- d) Divestment of conflicting interests

#### **6. SPECIAL PROVISIONS FOR R&D ACTIVITIES**

1. Given the Company's focus on proprietary robotics technology, additional restrictions apply to:

- a) External research collaborations
- b) Patent applications and intellectual property
- c) Technical advisory roles
- d) Academic publications

## **7. ENFORCEMENT AND PENALTIES**

1. Violations of this Policy may result in:

- a) Disciplinary action up to termination
- b) Legal action for breach of fiduciary duty
- c) Disgorgement of improper benefits
- d) Reporting to relevant authorities

## **8. POLICY ADMINISTRATION**

1. The Board of Directors shall review this Policy annually.

2. The Chief Compliance Officer shall:

- a) Maintain all disclosure records
- b) Provide training on this Policy
- c) Issue periodic compliance reminders
- d) Report significant violations to the Board

## **9. ACKNOWLEDGMENT**

I acknowledge that I have read and understand this Conflict of Interest Policy:

**Signature:** \_

**Name:** \_

**Title:**

**Date:**

## **10. REVISION HISTORY**

Version 1.0 - January 1, 2024 - Initial Policy

Approved by Board Resolution No. 2024-001

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*This Policy supersedes all previous conflict of interest policies and shall be reviewed annually by the Board of Directors of Polar Dynamics Robotics, Inc.*