

# **BOARD COMMITTEE CHARTERS - AUDIT, COMPENSATION, NOMINATING - 20**

## **BOARD COMMITTEE CHARTERS**

### **NAVIFLOOR ROBOTICS, INC.**

**Effective Date: December 15, 2021**

#### **I. AUDIT COMMITTEE CHARTER**

##### **A. Purpose**

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of NaviFloor Robotics, Inc. (the "Company") to assist the Board

overseeing (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the Company's internal audit function and independent auditors.

#### **B. Committee Membership**

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The Committee shall consist of no fewer than three members of the Board.

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Each member shall meet the independence requirements of the Securities Exchange Act of 1934.

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All members shall be financially literate, and at least one member shall qualify as an independent member.

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Committee members shall be appointed and removed by the Board.

### **C. Meetings and Procedures**

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The Committee shall meet at least quarterly, with authority to convene additional

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The Committee may invite members of management, auditors, or others to attend

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The Committee shall maintain minutes of its meetings and regularly report to the

### **D. Responsibilities and Duties**

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Financial Statement Review

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Review and discuss quarterly and annual financial statements with management

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Review critical accounting policies and significant financial reporting issues

- - 3 -

Review the Company's disclosure controls and procedures

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Independent Auditor Oversight

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Appoint, compensate, and oversee the work of independent auditors

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Pre-approve all audit and non-audit services

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Evaluate auditor independence and performance annually

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Internal Controls

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Review adequacy of internal control systems

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Oversee internal audit function

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Review significant findings and recommendations

## **II. COMPENSATION COMMITTEE CHARTER**

### **A. Purpose**

The Compensation Committee is appointed to discharge the Board's responsibilities relating to compensation of the Company's executives and directors, and to oversee the Company's overall compensation structure, policies, and programs.

### **B. Committee Membership**

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The Committee shall consist of no fewer than three members.

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All members shall meet independence requirements under NASDAQ rules and

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Members shall be appointed and removed by the Board.

### **C. Responsibilities and Duties**

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Executive Compensation

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Review and approve CEO compensation based on performance evaluation

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Review and approve compensation for other executive officers

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Oversee executive compensation policies and programs

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#### Equity-Based Plans

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Administer stock option and other equity-based plans

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Review and recommend changes to equity compensation plans

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Approve equity grants to executive officers

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#### Director Compensation

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Review and recommend director compensation structure

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Evaluate competitiveness of director compensation

#### **D. Procedures**

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The Committee shall meet at least twice annually.

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The Committee may retain independent compensation consultants.

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Regular reports shall be provided to the Board.

### **III. NOMINATING AND CORPORATE GOVERNANCE**

#### **A. Purpose**

The Nominating and Corporate Governance Committee shall identify qualified individuals for Board membership, develop corporate governance principles, oversee Board evaluation.



## **B. Committee Membership**

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The Committee shall consist of no fewer than three independent directors.

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Members shall be appointed and removed by the Board.

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The Committee chair shall be designated by the Board.

## **C. Responsibilities and Duties**

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Board Composition

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Identify and evaluate director candidates

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Recommend nominees for election

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Review Board size and composition

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Develop criteria for director qualification

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Corporate Governance

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Develop and recommend governance guidelines

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Review governance practices annually

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Oversee Board and committee evaluation process

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Monitor compliance with governance policies

- - 10 -

#### Succession Planning

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Review succession plans for Board and key executives

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Evaluate potential successors

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Recommend changes to succession planning process

#### **D. Procedures**

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The Committee shall meet at least twice annually.

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The Committee may retain search firms or advisors.

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Regular reports shall be provided to the Board.

## **IV. GENERAL PROVISIONS (APPLICABLE TO ALL**

### **A. Resources and Authority**

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Each committee may retain independent advisors.

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The Company shall provide appropriate funding for advisors.

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Committees shall have unrestricted access to management.

### **B. Annual Review**

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Each committee shall review its charter annually.

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Recommended changes shall be submitted to the Board.

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Performance self-evaluations shall be conducted annually.

### **C. Amendments**

These charters may be amended by the Board at any time, subject to applicable laws and regulations.

## **V. ADOPTION AND APPROVAL**

Adopted by the Board of Directors of NaviFloor Robotics, Inc. on December 2021.

/s/ Dr. Sarah Chen

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Dr. Sarah Chen

Chief Executive Officer

/s/ Marcus Depth

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Marcus Depth

Secretary of the Board

[CORPORATE SEAL]

