

# **AMENDED AND RESTATED BYLAWS OF**

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

(a Delaware corporation)

Effective as of December 15, 2021

### **ARTICLE I - OFFICES**

#### **Section 1.1 Registered Office**

The registered office of Polar Dynamics Robotics, Inc. (the "Corporation") shall be located in the State of Delaware and shall be at such address as shall be set forth in the Corporation's Certificate of Incorporation.

#### **Section 1.2 Additional Offices**

The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

### **ARTICLE II - STOCKHOLDERS**

#### **Section 2.1 Annual Meetings**

The annual meeting of stockholders shall be held at such date, time, and place as may be designated by the Board of Directors for the purpose of electing directors and transacting such other business as may properly come before the meeting.

#### **Section 2.2 Special Meetings**

Special meetings of stockholders may be called at any time by the Chairman of the Board, the Chief Executive Officer, or by resolution of the Board of Directors, and shall be called upon written request of stockholders holding at least 25% of the outstanding voting stock of the Corporation.

#### **Section 2.3 Notice of Meetings**

Written notice of all meetings of stockholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, stating the place, date, hour, and purpose of such meeting.

### **ARTICLE III - BOARD OF DIRECTORS**

### **Section 3.1 Powers and Duties**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, the Certificate of Incorporation, or these Bylaws directed or required to be exercised or done by the stockholders.

### **Section 3.2 Number and Term**

The number of directors shall be fixed at seven (7), subject to modification by resolution of the Board. Directors shall be elected at each annual meeting of stockholders and shall hold office until their successors are elected and qualified.

### **Section 3.3 Committees**

The Board of Directors may designate one or more committees, including but not limited to an Audit Committee, Compensation Committee, and Technology Committee. Each committee shall consist of one or more directors.

## **ARTICLE IV - OFFICERS**

### **Section 4.1 Executive Officers**

The officers of the Corporation shall include a Chief Executive Officer, Chief Technology Officer, Chief Financial Officer, Chief Operating Officer, and such other officers as the Board may determine. Any two or more offices may be held by the same person.

### **Section 4.2 Term and Removal**

Officers shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board.

## **ARTICLE V - INDEMNIFICATION**

### **Section 5.1 Right to Indemnification**

The Corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, to the fullest extent permitted by Delaware law.

## **ARTICLE VI - STOCK CERTIFICATES**

### **Section 6.1 Issuance and Transfer**

The shares of the Corporation shall be represented by certificates, provided that the Board may provide by resolution that some or all classes or series of stock shall be uncertificated shares. Transfers of shares shall be made on the books of the Corporation only by the record holder or by their duly authorized attorney.

## **ARTICLE VII - AMENDMENTS**

### **Section 7.1 Amendment Procedure**

These Bylaws may be amended, altered, or repealed by the stockholders or by the Board of Directors at any regular meeting or special meeting, provided that notice of such proposed amendment shall have been given in the notice of such meeting.

## **ARTICLE VIII - MISCELLANEOUS**

### **Section 8.1 Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

### **Section 8.2 Corporate Seal**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Delaware."

[CERTIFICATION]

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Amended and Restated Bylaws of Polar Dynamics Robotics, Inc., as adopted by the Board of Directors on December 15, 2021.

/s/ Katherine Wells

Katherine Wells

Secretary

Polar Dynamics Robotics, Inc.

[CORPORATE SEAL]