

## **2022 ANNUAL STOCKHOLDER MEETING MINUTES**

### **MINUTES OF THE 2022 ANNUAL MEETING OF**

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

(a Delaware corporation)

The annual meeting of stockholders (the "Meeting") of NaviFloor Robotics, a Delaware corporation (the "Corporation"), was held at 10:00 a.m. Eastern Time on May 17, 2022, at the Corporation's headquarters located at 2500 Innovation Drive, Cambridge, Massachusetts 02142, and virtually via secure video conference.

## **I. CALL TO ORDER AND ATTENDANCE**

Dr. Sarah Chen, Chief Executive Officer and Chairperson of the Board, called the Meeting to order at 10:00 a.m. ET. James Wilson, Chief Financial Officer, served as Secretary of the Meeting.

The Secretary reported that:

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Notice of the Meeting was duly given to all stockholders of record as of April 1, 2024.

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

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

## **II. PRESENTATION OF AGENDA ITEMS**

The Chairperson presented the following agenda items for stockholder consideration:

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Election of Directors

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Ratification of Independent Auditors

-

Approval of 2022 Equity Incentive Plan

-

Advisory Vote on Executive Compensation

### **III. ELECTION OF DIRECTORS**

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

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Dr. Sarah Chen

-

Marcus Depth

-

Richard Torres

-

Dr. Elena Kovacs

-

James Wilson

-

Patricia Montgomery (Independent)

-

Dr. Robert Kessler (Independent)

-

Michael Chang (Independent)

Upon motion duly made and seconded, and following discussion, the stockholders approved the election of all nominated directors by the following vote:

-

FOR: 42,567,890 shares (94.8%)

-

AGAINST: 1,876,543 shares (4.2%)

-

ABSTAIN: 450,000 shares (1.0%)

#### **IV. RATIFICATION OF INDEPENDENT AUDITORS**

The Chairperson presented the Audit Committee's recommendation to ratify the appointment of Deloitte & Touche LLP as the Corporation's independent registered

public accounting firm for the fiscal year ending December 31, 2022.

Upon motion duly made and seconded, the stockholders approved the ratification by the following vote:

-

FOR: 44,456,433 shares (98.8%)

-

AGAINST: 238,000 shares (0.5%)

-

ABSTAIN: 200,000 shares (0.7%)

## **V. APPROVAL OF 2022 EQUITY INCENTIVE PLAN**

The Chairperson presented the proposed 2022 Equity Incentive Plan, which provides for the issuance of up to 5,000,000 shares of common stock for

equity-based compensation.

Upon motion duly made and seconded, the stockholders approved the 2022 Executive Incentive Plan by the following vote:

-

FOR: 41,234,567 shares (91.8%)

-

AGAINST: 2,859,866 shares (6.4%)

-

ABSTAIN: 800,000 shares (1.8%)

## **VI. ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The Chairperson presented the advisory vote on the compensation of the Corporation's named executive officers as disclosed in the proxy statement.

Upon motion duly made and seconded, the stockholders approved the executive compensation by the following vote:

-

FOR: 40,567,890 shares (90.3%)

-

AGAINST: 3,876,543 shares (8.6%)

-

ABSTAIN: 450,000 shares (1.1%)

## **VII. MANAGEMENT PRESENTATION**

Dr. Chen provided a comprehensive overview of the Corporation's performance in 2021 and strategic initiatives for 2022, highlighting:

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Revenue growth of 156% year-over-year



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Successful launch of NaviFleet 3.0 platform

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Expansion into European markets

-

R&D progress on next-generation terrain mapping technology

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Strategic partnerships with key manufacturing clients

## **VIII. QUESTION AND ANSWER SESSION**

The Chairperson opened the floor for stockholder questions. Notable topics addressed included:

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International expansion strategy

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Competition in the AMR market

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Supply chain resilience

-

Research and development roadmap

-

ESG initiatives

## **IX. ADJOURNMENT**

There being no further business to come before the Meeting, upon motion duly made and seconded, the Meeting was adjourned at 11:45 a.m. ET.

Respectfully submitted,

/s/ James Wilson

James Wilson

Secretary of the Meeting

APPROVED:

/s/ Dr. Sarah Chen

Dr. Sarah Chen

Chairperson of the Meeting

Date: May 17, 2022

[CORPORATE SEAL]

