

**BOARD RESOLUTION OF**  
**POLAR DYNAMICS ROBOTICS, INC.**

**Amendment to 2018 Stock Option Plan**

WHEREAS, Polar Dynamics Robotics, Inc., a Delaware corporation (the "Corporation"), maintains the Polar Dynamics Robotics, Inc. 2018 Stock Option Plan (the "Plan");

WHEREAS, Section 12 of the Plan provides that the Board of Directors of the Corporation (the "Board") may amend the Plan from time to time, subject to certain limitations;

WHEREAS, the Board desires to amend the Plan to increase the number of shares of common stock available for issuance thereunder and make certain other modifications;

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended, effective as of January 15, 2024, as follows:

**\*\*Share Reserve Increase\*\***. Section 4(a) of the Plan is amended to increase the maximum aggregate number of shares of common stock that may be issued under the Plan from 2,500,000 shares to 3,750,000 shares, subject to adjustment as provided in Section 11 of the Plan.

**\*\*Option Exercise Period\*\***. Section 7(f) of the Plan is amended to extend the period during which vested options may be exercised following termination of employment without cause from ninety (90) days to one hundred and eighty (180) days.

**\*\*Early Exercise\*\***. A new Section 7(k) is added to the Plan to read as follows:

"The Committee may, in its discretion, provide that an Option may be exercised prior to vesting, provided that the shares received upon exercise shall be subject to the same vesting schedule as the Option, and the Corporation shall have the right to repurchase any unvested shares at the exercise price paid in the event of the Participant's termination of service."

**\*\*RSU Authority\*\***. Section 3(b) of the Plan is amended to explicitly authorize the grant of restricted stock units ("RSUs") in addition to stock options, with appropriate modifications throughout the Plan to accommodate RSU awards.

**\*\*Performance Criteria\*\***. Section 8 of the Plan is amended to add the following performance criteria for performance-based awards:

- Revenue growth related to robotics deployment
- Cold-environment operational metrics
- Customer satisfaction scores
- System uptime in sub-zero environments
- Market share in temperature-controlled logistics segment

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to take such actions and execute such documents as may be necessary or appropriate to implement and carry out the intent of the foregoing resolutions;

FURTHER RESOLVED, that all actions taken by the officers of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

This Resolution may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument. Electronic signatures shall be deemed original signatures for all purposes.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Corporation, have executed this Resolution as of January 11, 2024.

DIRECTORS:

Dr. Elena Frost, Chairperson

Katherine Wells

Dr. James Barrett

Sarah Nordstrom

Marcus Chen

## CERTIFICATION

I, Jennifer Martinez, Secretary of Polar Dynamics Robotics, Inc., hereby certify that the foregoing is a true and correct copy of resolutions duly adopted by the Board of Directors of the Corporation on January 11, 2024, and that such resolutions have not been modified or rescinded and remain in full force and effect as of the date hereof.

Jennifer Martinez, Secretary

Date: January 11, 2024

[CORPORATE SEAL]