

SERIES C CAP TABLE PRO FORMA

SERIES C CAPITALIZATION TABLE PRO FORMA

NAVIFLOOR ROBOTICS, INC.

As of January 11, 2024

CONFIDENTIAL - FOR DISCUSSION PURPOSES ONLY

This pro forma capitalization table reflects the proposed Series C financing and assumes a \$75,000,000 raise at \$12.50 per share.

1. SUMMARY OF CAPITALIZATION

1.1 Authorized Capital Stock

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Common Stock: 50,000,000 shares

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Preferred Stock: 25,000,000 shares

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Series A Preferred: 5,000,000 shares

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Series B Preferred: 7,500,000 shares

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Series C Preferred: 6,000,000 shares (proposed)

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Undesignated: 6,500,000 shares

1.2 Outstanding Shares (Fully Diluted)

Class of Security	Shares Outstanding	Ownership %	Value at Series C Price
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Common Stock	12,500,000	28.41%	\$156,250,000
Series A Preferred	4,800,000	10.91%	\$60,000,000
Series B Preferred	7,200,000	16.36%	\$90,000,000
Series C Preferred (proposed)	6,000,000	13.64%	\$75,000,000
Employee Stock Option Pool	13,500,000	30.68%	\$168,750,000
Total (Fully Diluted)	44,000,000	100.00%	\$550,000,000

2. DETAILED OWNERSHIP BREAKDOWN

2.1 Founders & Management

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Dr. Sarah Chen (CEO): 4,500,000 common shares (10.23%)

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Marcus Depth (CTO): 4,500,000 common shares (10.23%)

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Richard Torres (COO): 1,250,000 common shares (2.84%)

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Dr. Elena Kovacs (CRO): 1,250,000 common shares (2.84%)

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James Wilson (CFO): 1,000,000 common shares (2.27%)

2.2 Institutional Investors

Series A Investors

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Automation Ventures Fund III: 2,400,000 shares (5.45%)

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RoboTech Capital: 1,440,000 shares (3.27%)

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Industrial Innovation Partners: 960,000 shares (2.18%)

Series B Investors

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Growth Capital Partners: 3,600,000 shares (8.18%)

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Strategic Robotics Fund: 2,160,000 shares (4.91%)

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Manufacturing Tech Ventures: 1,440,000 shares (3.27%)

Series C Investors (Proposed)

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Advanced Mobility Fund: 3,000,000 shares (6.82%)

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Global Tech Growth Fund: 1,800,000 shares (4.09%)

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Industrial IoT Partners: 1,200,000 shares (2.73%)

3. STOCK OPTION POOL

3.1 Allocation Status

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Total Pool Size: 13,500,000 shares

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Options Granted: 8,100,000 shares

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Options Vested: 4,860,000 shares

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Available for Grant: 5,400,000 shares

3.2 Vesting Schedule

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4-year vesting schedule with 1-year cliff

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Monthly vesting thereafter

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Full acceleration upon change of control (double trigger)

4. CONVERSION AND ANTI-DILUTION RIGHTS

4.1 Conversion Rights

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Each share of Preferred Stock convertible into one share of Common Stock

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Automatic conversion upon qualified IPO (minimum \$200M valuation)

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Voluntary conversion at holder's option

4.2 Anti-dilution Protection

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Broad-based weighted average anti-dilution protection

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Customary exceptions for employee stock options

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Price protection until qualified IPO or acquisition

5. DISCLAIMERS AND NOTES

This proforma capitalization table is provided for information purposes only and does not constitute an offer to sell or solicitation of an offer to buy securities. All share counts and percentages are approximate and subject to:

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Completion of definitive documentation

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Board and stockholder approval

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Regulatory compliance and approvals

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Exercise of outstanding options and warrants

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Future equity issuances and adjustments

6. CERTIFICATION

The undersigned officer hereby certifies that this pro forma capitalization table accurately reflects the capital structure of NaviFloor Robotics, Inc. as of the date first written above, subject to the completion of the proposed Series C financing.

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By: _

James Wilson

Chief Financial Officer

NaviFloor Robotics, Inc.

Date: January 11, 2024

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