

SUCCESSION PLANNING FOR LEADERSHIP ROLES

Polar Dynamics Robotics, Inc.

Effective Date: January 15, 2024

Document Version: 2.0

Policy Number: HR-SP-2024-001

1. PURPOSE AND SCOPE

1. This Succession Planning Policy ("Policy") establishes the framework and procedures for identifying, developing, and transitioning leadership talent at Polar Dynamics Robotics, Inc. ("Company") to ensure business continuity and sustained organizational performance.
2. This Policy applies to all C-suite positions, Senior Vice Presidents, Vice Presidents, and other key leadership roles as designated by the Board of Directors ("Critical Positions").

2. DEFINITIONS

1. "Emergency Succession" means the immediate and unplanned transition of leadership due to death, incapacity, or immediate departure.
2. "Planned Succession" means the structured transition of leadership roles through retirement, promotion, or planned departure.
3. "Succession Candidate" means any individual identified as a potential successor for a Critical Position.

3. GOVERNANCE AND OVERSIGHT

1. The Board of Directors shall:
 - a) Review and approve succession plans for the CEO position annually
 - b) Maintain an emergency succession protocol for the CEO position
 - c) Ratify succession appointments for C-suite positions
2. The Compensation Committee shall:
 - a) Oversee the succession planning process
 - b) Review succession candidates quarterly

c) Evaluate development progress of identified successors

3. The Human Resources Department shall:

- a) Maintain succession planning documentation
- b) Coordinate assessment and development activities
- c) Report quarterly on succession readiness metrics

4. SUCCESSION PLANNING PROCESS

1. Critical Position Assessment

- a) Annual review of Critical Positions
- b) Documentation of role requirements
- c) Risk assessment of potential vacancies
- d) Timeline projections for planned transitions

2. Successor Identification

- a) Minimum of two succession candidates per Critical Position
- b) Assessment of internal and external talent pools
- c) Evaluation of technical and leadership competencies
- d) Documentation of readiness levels (Ready Now, Ready 1-2 Years, Ready 3+ Years)

3. Development Planning

- a) Individual development plans for each Succession Candidate
- b) Specified learning objectives and milestones
- c) Quarterly progress reviews
- d) Mentorship program participation

5. EMERGENCY SUCCESSION PROTOCOLS

1. Immediate Actions

- a) Activation of interim leadership protocol
- b) Communication to stakeholders
- c) Regulatory compliance maintenance
- d) Business continuity assurance

2. Transition Management

- a) Formation of transition committee
- b) Implementation of temporary reporting structures
- c) Review of critical business initiatives
- d) Stakeholder relationship maintenance

6. CONFIDENTIALITY AND DOCUMENTATION

1. All succession planning information shall be treated as strictly confidential and maintained in secure HR information systems.

2. Access to succession planning documentation shall be limited to:

- a) Board members
- b) Compensation Committee members
- c) CEO and CHRO
- d) Designated HR personnel

7. SPECIFIC PROVISIONS FOR TECHNICAL LEADERSHIP

1. Given the Company's focus on advanced robotics technology, succession planning for technical leadership positions shall include:

- a) Assessment of technical expertise in cold-environment robotics
- b) Evaluation of proprietary technology knowledge
- c) Understanding of IceNav AI platform architecture
- d) Patent and IP management capabilities

8. REVIEW AND UPDATES

1. This Policy shall be reviewed annually by the Board of Directors.

2. Updates shall be made to reflect:

- a) Changes in organizational structure
- b) New business initiatives
- c) Evolving leadership requirements
- d) Industry best practices

9. COMPLIANCE AND ENFORCEMENT

1. Compliance with this Policy is mandatory for all designated parties.
2. Violations may result in disciplinary action, up to and including termination.

APPROVAL AND EXECUTION

IN WITNESS WHEREOF, this Policy has been approved and adopted by the Board of Directors of Polar Dynamics Robotics, Inc.

By:

Dr. Elena Frost

Chief Executive Officer

By:

Katherine Wells

Chief Financial Officer

By:

Chair, Board of Directors

Date: January 15, 2024