

EQUITY COMPENSATION GUIDELINES FOR KEY PERSONNEL

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NaviFloor Robotics, Inc.

Effective Date: January 15, 2024

1. PURPOSE AND SCOPE

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1. These Equity Compensation Guidelines (the "Guidelines") establish the fr

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2. These Guidelines apply to all employees designated as Key Personnel, inc

2. DEFINITIONS

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1. "Equity Awards" means any form of equity-based compensation, including

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2. "Key Personnel" means employees who are critical to the Company's prop

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3. "Vesting Period" means the duration over which Equity Awards become e

3. EQUITY AWARD TYPES AND ALLOCATION

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1. Stock Option Grants

a) Initial Grant: Up to 50,000 options for Director-level and above

b) Annual Refresh: Up to 25,000 options based on performance

c) Strike Price: Fair Market Value on grant date

d) Term: 10 years from grant date

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2. Restricted Stock Units (RSUs)

a) Initial Grant: Up to 25,000 RSUs for Director-level and above

b) Annual Refresh: Up to 12,500 RSUs based on performance

c) Dividend Equivalents: Not eligible

d) Settlement: In shares of common stock

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3. Performance Share Units (PSUs)

a) Eligible Positions: VP-level and above

b) Target Award: Up to 30,000 PSUs

- c) Performance Metrics: Revenue growth, EBITDA, and technology milestones
- d) Performance Period: 3 years

4. VESTING SCHEDULES

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1. Standard Vesting Schedule

- a) 25% cliff vesting after year one
- b) Quarterly vesting thereafter over three years
- c) Total vesting period of four years

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2. Accelerated Vesting

- a) Change in Control: Per terms of Equity Incentive Plan
- b) Death or Disability: 100% immediate vesting

- c) Retirement: Pro-rata vesting based on service

5. ADMINISTRATION AND GOVERNANCE

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1. The Compensation Committee shall:

- a) Approve all Equity Awards for Key Personnel
- b) Review and adjust Guidelines annually
- c) Determine performance metrics and targets
- d) Interpret Guidelines and resolve disputes

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2. Documentation Requirements

- a) Written grant agreements
- b) Annual performance evaluations

- c) Acceptance of confidentiality and IP agreements
- d) Compliance with insider trading policies

6. TERMINATION AND FORFEITURE

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1. Voluntary Termination

- a) Unvested awards forfeit immediately
- b) Vested options exercisable for 90 days
- c) Vested RSUs settle per original schedule

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2. Involuntary Termination

- a) For Cause: All awards forfeit immediately
- b) Without Cause: Pro-rata vesting through termination date

- c) Extended exercise period of 180 days

7. TAX CONSIDERATIONS

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1. The Company shall withhold applicable taxes upon:

- a) Option exercise
- b) RSU/PSU settlement
- c) Dividend equivalent payments
- d) Other taxable events

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2. Recipients are responsible for consulting their tax advisors regarding persons

8. AMENDMENTS AND MODIFICATIONS

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1. These Guidelines may be amended, modified, or terminated by the Board

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2. Annual review and updates will occur in Q4 of each fiscal year.

9. COMPLIANCE AND REPORTING

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1. All Equity Awards shall comply with:

a) Securities laws and regulations

b) Stock exchange requirements

c) Internal control procedures

d) SEC disclosure obligations

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2. Regular reporting to the Board on:

- a) Equity usage and dilution
- b) Performance metric achievement
- c) Vesting and exercise activity
- d) Compliance matters

APPROVAL AND ADOPTION

These Guidelines were approved and adopted by the Board of Directors of NaviFloor Robotics, Inc. on January 15, 2024.

By:

Dr. Sarah Chen

Chief Executive Officer

By: - 9 -

James Wilson

Chief Financial Officer

ATTEST:

Corporate Secretary

