

# **COMPENSATION COMMITTEE CHARTER**

## **COMPENSATION COMMITTEE CHARTER**

### **POLAR DYNAMICS ROBOTICS, INC.**

*Effective as of March 15, 2024*

#### **I. PURPOSE AND SCOPE**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Polar Dynamics Robotics, Inc. (the "Company") is established to assist the Board in its duties and to discharge the Board's responsibilities relating to compensation of the executive officers and directors. The Committee has overall responsibility

evaluating and approving the Company's compensation plans, policies and programs, particularly those concerning executive compensation.

## **II. COMPOSITION**

1. The Committee shall consist of at least three (3) members of the Board of Directors who:
  - (a) Meet the independence requirements of the Securities Exchange Act of 1934;
  - (b) Qualify as "non-employee directors" under Rule 16b-3 of the Exchange Act;
  - and
  - (c) Meet any additional independence standards required by applicable securities exchange listing requirements.

2. Committee members shall be appointed by the Board upon recommendation of the Committee.

## **III. MEETINGS AND PROCEDURES**

1. The Committee shall meet at least quarterly and more frequently as
2. The Committee shall maintain written minutes of its meetings, which
3. The Committee may form and delegate authority to subcommittees
4. The Committee may request that any directors, officers, or employees

#### **IV. RESPONSIBILITIES AND DUTIES**

1. Executive Compensation
  - (a) Review and approve corporate goals relevant to CEO compensation
  - (b) Evaluate CEO performance in light of established goals
  - (c) Determine and approve CEO compensation including salary, bonus, and equity compensation

- (d) Review and approve compensation for all other executive officers
- (e) Review and approve employment agreements, severance arrangements and change of control agreements

## 2. Compensation Programs

- (a) Review and approve the Company's overall compensation strategy
- (b) Administer and periodically review all annual bonus, long-term incentive plans, equity compensation, stock option, employee pension and welfare benefit plans
- (c) Review and approve all equity compensation plans
- (d) Ensure compensation programs are designed to encourage high performance, attract and retain key personnel, promote accountability and align employee interests with the Company's business strategy

## 3. Specific to Company Context

- (a) Review compensation structures that appropriately incentivize innovation and risk-taking

extreme-condition robotics technology

(b) Ensure compensation plans support retention of key engineering and talent

(c) Align executive incentives with BlueCore(TM) technology platform goals

(d) Structure performance metrics around cold-environment robotics market penetration

## **V. REPORTING AND ASSESSMENT**

1. The Committee shall report regularly to the Board on its activities.
2. Prepare the Compensation Committee Report for inclusion in the Company's annual report.
3. Review and assess the adequacy of this Charter annually and recommend any changes to the Board.

4. Conduct an annual performance evaluation of the Committee.

## **VI. RESOURCES AND AUTHORITY**

1. The Committee shall have the authority to retain or obtain the advice of legal counsel.
2. The Committee shall be directly responsible for the appointment, compensation, and removal of its members.
3. The Company shall provide appropriate funding for payment of reasonable expenses incurred by the Committee.

## **VII. DISCLOSURE OF CHARTER**

This Charter shall be made available on the Company's website at [www.polardynamicsrobotics.com](http://www.polardynamicsrobotics.com).

## **VIII. ADOPTION**

This Charter was adopted by the Board of Directors of Polar Dynamics  
Inc. on March 15, 2024.

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APPROVED:

Dr. Elena Frost

Chief Executive Officer

Victoria Wells

Chief Financial Officer

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Chair, Compensation Committee



