

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 discharge the Board's responsibilities relating to compensation of the Company's executive officers and directors. The Committee has overall responsibility for 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) directors appointed by the Board, each of whom shall:
 - (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 established by applicable law or stock exchange rules.
2. Committee members shall serve until their successors are duly appointed or their earlier resignation or removal.
3. The Board shall designate one member as Committee Chairperson.

III. MEETINGS AND PROCEDURES

1. The Committee shall meet at least quarterly and additionally as circumstances require.
2. The Committee may invite executives, including the CEO, to attend meetings but shall also meet regularly in executive session without management present.
3. A majority of Committee members shall constitute a quorum.
4. The Committee shall maintain written minutes of its meetings, which shall be filed with Board meeting minutes.

IV. RESPONSIBILITIES AND DUTIES

1. Executive Compensation

- (a) Review and approve annual compensation for the CEO, including:
 - Base salary
 - Annual incentive opportunities
 - Long-term incentive awards
 - Employment agreement terms
- (b) Review and approve compensation for other executive officers
- (c) Evaluate performance metrics and achievement of goals
- (d) Review executive compensation strategy relative to industry standards

2. Equity Compensation Plans

- (a) Administer the Company's equity incentive plans
- (b) Review and approve equity award guidelines
- (c) Monitor aggregate equity compensation levels
- (d) Ensure compliance with stockholder-approved plans

3. Compensation Risk Management

- (a) Evaluate compensation programs for appropriate risk/reward balance
- (b) Review compensation policies' impact on risk-taking behavior
- (c) Ensure alignment with long-term stockholder interests
- (d) Monitor compliance with regulatory requirements

4. Board Compensation

- (a) Review and recommend director compensation
- (b) Evaluate board compensation relative to peer companies
- (c) Ensure alignment with stockholder interests

V. AUTHORITY AND RESOURCES

- 1. The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel, or other advisers.
- 2. The Committee shall be directly responsible for the appointment, compensation, and oversight of

any adviser it retains.

3. The Company shall provide appropriate funding for payment of reasonable compensation to advisers retained by the Committee.

VI. REPORTING AND EVALUATION

1. The Committee shall regularly report to the Board on significant matters discussed at Committee meetings.

2. The Committee shall review and assess its performance annually and report results to the Board.

3. The Committee shall review this Charter at least annually and recommend changes to the Board as needed.

VII. SPECIFIC DELEGATIONS

1. The Committee may delegate to one or more officers the authority to make grants of equity-based compensation to eligible individuals who are not executive officers.

2. Any delegation must specify the total number of shares that may be granted and the terms of such grants.

VIII. LIMITATION OF COMMITTEE DUTIES

While Committee members have the duties and responsibilities set forth in this Charter, nothing contained herein is intended to create, or should be construed as creating, any responsibility or liability of Committee members, except to the extent otherwise provided under applicable federal or state law.

IX. AMENDMENT

This Charter may be amended at any time by majority vote of the Board.

Adopted by the Board of Directors of Polar Dynamics Robotics, Inc. on March 15, 2024

—

Katherine Wells

Corporate Secretary

Polar Dynamics Robotics, Inc.