

CORPORATE GOVERNANCE GUIDELINES

POLAR DYNAMICS ROBOTICS, INC.

As Adopted by the Board of Directors on March 15, 2024

1. INTRODUCTION AND PURPOSE

These Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors (the "Board") of Polar Dynamics Robotics, Inc. (the "Company") to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws, the Company's certificate of incorporation, bylaws, and other corporate governance documents.

2. BOARD COMPOSITION AND DIRECTOR QUALIFICATIONS

2.1 Size of the Board

The Board shall consist of such number of directors as determined by the Board from time to time, consistent with the Company's certificate of incorporation and bylaws. The Board currently consists of seven (7) members and believes this size is appropriate for effective oversight and governance.

2.2 Independence Requirements

A majority of the Board shall consist of directors who meet the criteria for independence established by the Securities and Exchange Commission and any applicable stock exchange rules. The Board shall review annually the relationships that each director has with the Company to determine independence.

2.3 Director Qualifications

The Nominating and Corporate Governance Committee shall be responsible for reviewing the qualifications of potential director candidates and recommending to the Board those candidates to be nominated for Board membership. Candidates should possess:

- Expertise relevant to industrial automation, robotics, or related technologies
- Senior leadership experience in technology or manufacturing companies
- Financial literacy and business acumen
- High ethical standards and integrity
- Commitment to representing stockholder interests

3. BOARD LEADERSHIP AND OPERATIONS

3.1 Selection of Chairman and CEO

The Board shall select its Chairman and the Company's Chief Executive Officer in the manner it determines to be in the best interests of the Company. The positions of Chairman and CEO may be held by the same person or may be held by different persons.

3.2 Lead Independent Director

If the Chairman is not an independent director, the independent directors shall select a Lead Independent Director who shall have duties and responsibilities approved by the independent directors.

3.3 Board Meetings

The Board shall hold at least four (4) regular meetings each year. Directors are expected to attend all Board meetings and meetings of committees on which they serve. Materials related to agenda items shall be provided sufficiently in advance of meetings.

4. BOARD COMMITTEES

4.1 Standing Committees

The Board shall maintain the following standing committees:

- Audit Committee
- Compensation Committee
- Nominating and Corporate Governance Committee
- Technology and Innovation Committee

4.2 Committee Composition

Each standing committee shall be composed entirely of independent directors who meet applicable regulatory requirements. Committee members shall be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee.

5. DIRECTOR RESPONSIBILITIES AND COMPENSATION

5.1 Basic Responsibilities

Directors must exercise their business judgment to act in good faith and in a manner they reasonably believe to be in the best interests of the Company and its stockholders. Directors shall be entitled to

rely on the honesty and integrity of the Company's senior executives and outside advisors and auditors.

5.2 Director Compensation

The Compensation Committee shall review and recommend to the Board the form and amount of director compensation. Director compensation shall be sufficient to attract and retain qualified non-employee directors and shall align directors' interests with stockholders' long-term interests.

6. MANAGEMENT SUCCESSION AND EVALUATION

6.1 CEO Evaluation

The Board shall conduct an annual review of the CEO's performance. The Compensation Committee shall oversee this evaluation process and present its findings to the independent directors.

6.2 Succession Planning

The Board shall work with the CEO to plan for CEO succession, as well as to develop plans for interim succession in the event of an unexpected occurrence. The Board shall also oversee succession planning for other senior executive positions.

7. BOARD AND COMMITTEE EVALUATION

The Board and each committee shall conduct annual self-evaluations to determine whether they are functioning effectively. The Nominating and Corporate Governance Committee shall oversee this evaluation process and report annually to the Board.

8. AMENDMENT AND REVIEW

These Guidelines shall be reviewed annually by the Nominating and Corporate Governance Committee, which shall recommend any proposed changes to the Board. The Board may amend these Guidelines from time to time as it deems necessary or appropriate.

Adopted: March 15, 2024

Last Amended: March 15, 2024