

## **BOARD CONSENT - SERIES A FINANCING - JULY 2019**

### **ACTION BY UNANIMOUS WRITTEN CONSENT**

Pursuant to Section 141(f) of the Delaware General Corporation Law and the Bylaws of NaviFloor Robotics, Inc., a Delaware corporation (the "Company"), the undersigned, constituting all of the members of the Board of Directors (the "Board") of the Company, hereby take the following actions and adopt the following resolutions by written consent without a meeting:

### **WHEREAS**

WHEREAS, the Board has determined that it is in the best interests of the

Company to raise additional capital through the sale and issuance of up to 4,500,000 shares of the Company's Series A Preferred Stock, par value \$0.00 per share (the "Series A Preferred"), at a purchase price of \$4.00 per share for an aggregate purchase price of up to \$18,000,000 (the "Series A Financing")

WHEREAS, in connection with the Series A Financing, the Board has reviewed and considered the terms and conditions of the following agreements and documents (collectively, the "Transaction Documents"):

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Series A Preferred Stock Purchase Agreement

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Amended and Restated Certificate of Incorporation

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Investors' Rights Agreement

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Right of First Refusal and Co-Sale Agreement

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Voting Agreement

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Management Rights Letters

## **SERIES A FINANCING APPROVAL**

NOW, THEREFORE, BE IT RESOLVED, that the Series A Financing and the  
Documents are hereby approved in all respects;

RESOLVED FURTHER, that the Series A Preferred shall have the rights,  
preferences, privileges and restrictions set forth in the Amended and Restated  
Certificate of Incorporation;

RESOLVED FURTHER, that the officers of the Company are hereby authorized

and issue up to 4,500,000 shares of Series A Preferred at a purchase price of \$4.00 per share to those investors listed in the Schedule of Purchasers attached to the Series A Preferred Stock Purchase Agreement;

## **AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

RESOLVED, that the Amended and Restated Certificate of Incorporation in the form presented to the Board is hereby approved;

RESOLVED FURTHER, that the officers of the Company are hereby authorized to execute the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware;

## **APPROVAL OF AGREEMENTS**

RESOLVED, that the form, terms and provisions of the Transaction Documents

hereby approved and adopted in all respects, and the officers of the Company  
hereby authorized and directed to execute and deliver the Transaction Document  
on behalf of the Company;

## **STOCK OPTION POOL INCREASE**

RESOLVED, that, subject to stockholder approval, the Company's 2018 Stock Option Plan  
shall be amended to increase the aggregate number of shares of Common Stock  
reserved for issuance thereunder by 1,500,000 shares to accommodate additional  
equity incentive grants to employees, consultants, and directors;

## **GENERAL AUTHORIZATION**

RESOLVED, that the officers of the Company are hereby authorized and directed to  
take any and all actions and execute and deliver any and all documents as may be  
necessary or appropriate to effectuate the purposes of each of the foregoing

resolutions;

RESOLVED FURTHER, that any actions taken by the officers of the Company on or after the date of these resolutions that are within the authority conferred hereby are hereby ratified, confirmed and approved as the acts and deeds of the Company.

## **COUNTERPARTS**

This Action by Written Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument. This Action by Written Consent may be executed by facsimile or PDF signature.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of July 15, 2019.

DIRECTORS:

Dr. Sarah Chen

Director

Marcus Depth

Director

James Wilson

Director

Dr. Elena Kovacs

Director

Richard Torres

Director

## **EXHIBIT A**

Schedule of Series A Preferred Stock Purchasers

[Schedule to be attached]



