

NOTICE OF ORDINARY GENERAL MEETING

By reference to Section 5 of the Articles of Association, the Board of Directors of Shape Robotics A/S, CVR-No. 38 32 26 56, hereby gives notice of an ordinary general meeting to be held on

Friday, April 25, 2025 at 14.00 (2.00 PM CET)

At the Company's main offices at Lyskær 3C, 2730 Herlev, Denmark.

The general meeting will be held in the auditorium located on the ground floor of the Company's main office.

The Board of Directors encourages shareholders who are unable to participate physically to exercise their voting rights by submitting written proxies or postal votes in accordance with the procedures and requirements outlined in this notice of the ordinary general meeting.

Agenda

1. Board of Directors report on the Company's activities in the past year.
2. Presentation and approval of the audited annual report.
3. Decision on distribution of profits or coverage of losses in accordance with the approved annual report.
4. Presentation of the Company's remuneration report for an advisory vote.
5. Election of members to the Board of Directors.
6. Election of state-authorized auditor.
7. Proposals from the Board of Directors or shareholders:
 - a) Approval of Remuneration Policy.
 - b) Approval of the Board of Directors' remuneration for the financial year 2025.
 - c) Proposal to increase the authorization to the Board of Directors in Article 4.2 of the Articles of Association to issue new shares without pre-emption rights for the existing shareholders from nominally DKK 250,000 to nominally DKK 400,000.
8. Any other business

Complete proposals

Re item 1 – Board of Directors' report on the Company's activities in the past year

Re item 2 – Presentation and approval of the audited annual report

The Board of Directors proposes that the presented audited annual report be approved.

Re item 3 – Decision on distribution of profits or coverage of losses in accordance with the approved annual report

The Shape Robotics Group has reported a net profit for the year in the amount of DKK -14,260,000.

In light of the strong growth of the business and the high working capital requirement resulting therefrom, the Board of Directors proposes that the net profit is being applied to facilitate future growth rather than distributing it in whole or in part as dividends. The Board of Directors proposal is thus to carry the net profits for the accounting year 2024 forward.

Re item 4 – Presentation of the Company’s remuneration report for an advisory vote

The Board of Directors proposes that the Company’s Remuneration Report for 2024 be adopted.

The vote on the remuneration report is a non-binding advisory vote and is subject to section 139b of the Danish Companies Act. The remuneration report has been prepared in accordance with the requirements prescribed by section 139b of the Danish Companies Act and contains, inter alia, an overall view of the total remuneration for 2024 of each member of the board of directors and the executive management of the Company.

The Remuneration Report for 2024 is attached as **Appendix 1**.

Re item 5 - Election of members to the Board of Directors

According to Section 10 of the Articles of Association, the Board of Directors shall consist of 4 – 6 members and shall be elected by the shareholders in general meeting for a term of one year. Members can be re-elected.

Currently, the Board of Directors consists of the following 5 members:

- Jeppe Frandsen, chairman
- Anette Lindgreen, deputy chairman
- Helle Rootzén
- Per Ikov
- Aurel Neţin

The majority of the board members were re-elected at the annual general meeting in 2024, and their activity and commitment this past year have served to confirm and reaffirm that their profiles, experience and qualifications serve to further the Company's growth and future plans. Consequently, all of the above-mentioned board members are proposed to be re-elected and all members have confirmed that they are willing to be re-elected. The two board members elected at the recent extraordinary general meeting of shareholders held on January 15th, 2025, Mr. Per Ikov and Mr. Aurel Nețin are proposed to be re-elected at the annual general meeting so as to assure that their one-year term of office lapses simultaneously with that of the other board members.

Anette Lindgreen, who has been a dedicated member of the Board of Directors since 2022 and has served as Deputy Chairman, has chosen to step down and not seek re-election, instead opting to focus on other professional commitments. The Board expresses its sincere gratitude to Anette for her outstanding service, leadership, and commitment over the past three years.

In her stead, the Board of Directors proposes the election of a new independent board member, Mr. Martin Kjær Hansen.

Martin Kjær Hansen is currently the Country CFO of ISS Denmark, with a strong background in the international service industry and equity markets. He began his career as an Analyst at Jyske Bank before joining ISS A/S in 2012, where he played a key role in the company's successful re-listing on NASDAQ OMX in 2014. Following this, he was appointed Head of Investor Relations at ISS A/S and served as Deputy Chairman of the Danish Investor Relations Society (DIRF).

Over the course of more than 13 years with ISS, Martin has held a number of senior finance leadership roles across both Group and Country levels, including Head of Group Business Finance, Head of Group Central Finance, Head of Group Finance Operations, and CFO for Global Operations. These roles have given him broad and deep experience in driving financial strategy and operational excellence within a global organization.

In addition to his current role as CFO of ISS Denmark, Martin is an experienced board member and advisor, with a particular focus on supporting start-ups and scale-ups. His advisory work reflects a passion for helping high-growth companies navigate financial strategy, governance, and organizational development.

Martin holds two Master's degrees: a Cand. Merc. Aud. in Economics & Auditing and a Cand. Merc. FIB. in Finance & International Business.

Information about the board and executive positions held by each of the candidates, cf. Section 120 (3) of the Danish Companies Act, is contained in **Appendix 2**.

Re item 6 – Election of state-authorized auditor

According to Section 15 of the Articles of Association, the Company's annual report shall be audited by a state-authorized auditor.

The Board of Directors proposes re-election of Beierholm Statsautoriseret Revisionspartnerselskab, CVR-no 32 89 54 68, who has confirmed its willingness to be re-elected.

In its proposal, the Board of Directors has not been influenced by third parties and has not been subject to any agreement with a third party restricting the general meeting's election of certain auditors or audit firms.

Re item 7 – Proposals from the Board of Directors or shareholders

a) Approval of the Remuneration Policy

The Board of Directors proposes that Shape Robotics A/S' Remuneration Policy is adopted. The Remuneration Policy is attached as **Appendix 3**.

b) Approval of the Board of Directors' remuneration for the financial year 2025

The Board of Directors proposes that the Board of Directors' base remuneration for the current financial year (2025) be increased from DKK 100,000, compared to that of the last financial year (2024), to DKK 125,000 for all board members. Therefore, the annual cash remuneration for each ordinary board member, including the deputy chairman, shall amount to DKK 125,000, while the annual base cash remuneration to the chairman of the Board of Directors shall amount to 3 times the annual base remuneration fee (DKK 375,000) due to the relevant workload and other Company-oriented commitments the chairman has.

Following an extensive internal review, the Company has determined that the Learning Committee's functions could be better integrated into the broader strategic decision-making processes of the full Board of Directors. The dissolution of the Learning Committee aligns with our commitment to operational efficiency and agile governance, ensuring that learning and curriculum-related decisions are more directly informed by cross-functional expertise.

As the Company expands its operations and seeks to maximize financial sustainability, the Board of Directors has identified the need for a dedicated Investment Committee. This committee will focus on optimizing capital allocation, evaluating strategic growth opportunities, and ensuring that investments align with the Company's long-term vision.

Given the complexity of managing financial resources in a rapidly evolving education sector, the Board of Directors recognizes the importance of a structured approach to investment decision-making. The committee's size—limited to three to four members—ensures a balance between diverse expertise and efficiency, allowing for focused discussions and swift decision-making without unnecessary bureaucracy.

Members will bring a combination of financial acumen, industry insight, and strategic foresight to assess investment opportunities in areas such as digital learning platforms, content development, and technological infrastructure. By creating a specialized body within the Board of Directors, the Company will enhance its ability to navigate financial risks and capitalize on emerging opportunities with agility.

To further strengthen corporate governance and financial oversight, the Board of Directors proposes the expansion of the Audit Committee from two members to three or four members. This change is driven by a commitment to enhanced financial transparency, compliance, and risk management.

A larger Audit Committee provides greater diversity of expertise, allowing for more thorough scrutiny of financial reports, internal controls, and regulatory compliance. As the Company scales, the complexity of financial reporting, tax considerations, and regulatory requirements increases, necessitating broader oversight.

Moreover, the addition of new members will ensure that key areas such as internal controls, fraud prevention, and risk assessment receive dedicated attention, reducing the workload on individual members while fostering a more collaborative approach. This expansion aligns with best practices in corporate governance and reflects the Company's dedication to maintaining the highest standards of accountability and financial integrity.

In addition to the annual base cash remuneration a special cash remuneration shall be paid for participation in the two board committees, the Audit Committee (three to four members) and the Investment Committee (three to four members). The special cash remuneration for such committee participation shall for each member of the Audit Committee amount to DKK 50,000 and for each member of the Investment Committee amount to DKK 25,000

The total board remuneration - including for work in board committees – for 2025 will therefore amount to DKK 1,100,000 – 1,275,000.

Proposal to increase the authorization to the Board of Directors in Article 4.2 of the Articles of Association to issue new shares without pre-emption rights for the existing shareholders from nominally DKK 250,000 to nominally DKK 400,000

Although the Board of Directors has no actual plans to raise additional capital nor any actual plans for acquiring new businesses against consideration in shares, the Board of Directors considers it important that it has a variety of authorizations enabling the Company to always ensure that it has the best possible capitalization position but also provide the Company with the capital raising instruments that for example allow for taking advantage of attractive commercial and/or corporate opportunities that may arise in the future.

Consequently, the Board of Directors proposes that the authority in Section 4.2 is increased with nominally DKK 150,000 new shares from nominally DKK 250,000 to nominally DKK 400,000 new shares but without altering the other terms of the authority. If adopted, the Board of Directors will consequently have authority by one or more times to issue up to 4,000,000 new shares without pre-emptive rights for the existing shareholders. If adopted, Section 4.2 of the Articles of Association will be amended accordingly as follows:

New Section 4.2 (English version)

"Until April 1, 2028, the board of directors is authorized by one or more times to increase the share capital with up to nominally DKK 400,000 without pre-emption rights for the existing shareholders. The new shares shall be subscribed for and be issued against contribution in either cash payment, debt conversion, or as consideration for the Company's acquisition of one or more existing businesses. The new shares shall be subscribed for and issued at market price."

New Section 4.2 (Danish version)

"Bestyrelsen er indtil den 1. april 2028 bemyndiget til ad en eller flere gange at forhøje aktiekapitalen med i alt på til nominelt kr. 400,000 uden fortegningsret for selskabets eksisterende aktionærer. De nye aktier tegnes og udstedes mod kontant betaling, ved gældskonvertering eller som vederlag i forbindelse med selskabets overtagelse af en eller flere bestående virksomheder. Tegning og udstedelse af nye aktier skal ske til markedskurs."

If the proposal is adopted, the updated Articles of Association will be made available at Shape Robotics' website: <http://www.shaperobotics.com/investors>.

Re item 8 – Any other business

Adoption requirements

Adoption of the proposals presented under items 2 – 3 and 5 - 6b) of the agenda are subject to a simple majority of votes, cf. Section 9(1) of the Articles of Association and Section 105 of the Danish Companies Act.

The vote on item 4 is a non-binding advisory vote.

Adoption of the proposal under item 7 c) of the agenda requires that at least 2/3 of the votes cast as well as of the share capital represented at the extraordinary general meeting are in favor of the proposal, cf. Section 9(1) of the Articles of Association and Section 106 of the Danish Companies Act.

Share capital, voting rights and questions

On the date of this notice, the share capital of Shape Robotics A/S amounts to nominally DKK 1,506,616.70, and each share with a nominal value of DKK 0.10 carries one vote at the general meetings of the Company. Consequently, the total number of shares as well as the total number of voting rights are 15,066,167.

All documents to be presented prior to or at the general meeting, including the notice and the complete proposals, will be made available on the Shape Robotics' website: <http://www.shaperobotics.com/investors>.

Shareholders may, prior to the general meeting, submit questions to the Board of Directors and to the Management Board in relation to the items on the agenda and to other matters relating to the Company. Such questions must be made in writing and be sent by e-mail to ir@shaperobotics.com **no later than by Monday, 21 April 2025 at 13.00 (1.00 PM CET)**. The Company may choose to make such questions and the appurtenant responses available at the Company's website: <http://www.shaperobotics.com/investors>.

In addition, shareholders attending the general meeting may at the meeting raise questions to the Company's Board of Directors and Management Board in relation to items on the agenda and in relation to other matters relating to the Company.

No later than by **Friday, 4 April 2025** the following material will be made available on the Company's website :

1. The notice of general meeting, including agenda and complete proposals.
2. Information about the total number of shares and of the voting rights as of the date for the notice.
3. The audited annual report 2024.
4. The remuneration policy
5. The remuneration report 2024
6. Written forms for casting votes in writing either by proxy or by postal voting.

Registration date and access to the general meeting

Pursuant to Section 7.1 of the Articles of Association, a shareholder's right to participate in the general meeting and the number of votes, which the shareholder is entitled to cast, is determined in accordance with the number of shares held by such shareholder on the registration date, which is **Friday, 18 April 2025**.

The number of shares held by each shareholder is determined on the basis of (i) the shareholdings registered in the name of the respective shareholder in the shareholders' register on the registration date and ii) in accordance with any notifications (supported by proper documentation) of shareholdings received no later than on the registration date, but not yet registered, by the Company in the shareholders' register.

A shareholder's right to attend the general meeting is further subject to the shareholder having notified his/her attendance by requesting an admission card within the deadline therefore as described below.

Webcast

As a service to shareholders not being able to attend the general meeting, Shape Robotics A/S will offer such shareholders to follow the general meeting by a broadcasted live webcast.

Shareholders wishing to access the webcast need to send a request by submitting the webcast access request form that is available on Shape Robotics' website <http://www.shaperobotics.com/investors>. The form must be filled out and thereafter be scanned and sent by e-mail to the

Company at the following e-mail address ir@shaperobotics.com so that it received no later than by **Wednesday, 23 April 2025, at 23.59 (11.59 PM CET)**

When registering the shareholders' request the Company will prior to the ordinary general meeting send the shareholder an e-mail with a link to the webcast.

The webcast will **not** include functionalities as to on-line voting and submission of questions and comments. Consequently, shareholders following the general meeting via webcast must exercise their voting rights by submitting proxies or postal voting as described below and within the deadlines provided. Questions, if any, must be sent by e-mail to ir@shaperobotics.com no later than by **Wednesday, 23 April 2025 at 23.59 (11.59 PM CET)** .

Proxy voting

Shareholders have the option to give proxy to the Board of Directors of Shape Robotics A/S to vote on behalf of the shareholder. Alternatively, shareholders may attend the general meeting and be represented by a third party proxy holder. Proxies can be given as follows:

- By use of the proxy/postal voting form available on Shape Robotics' website, <http://www.shaperobotics.com/investors>. The form must be filled out, dated and signed and thereafter be scanned and sent by e-mail to the Company at the following e-mail address ir@shaperobotics.com.

For written proxies to be effective, they must be received by Shape Robotics A/S **no later than by Monday, 21 April 2025, at 23.59 (11.59 PM CET)**.

Contrary to what applies to postal votes, proxies may be revoked. Revocation of a proxy may be made at any time.

Proxy holders attending the general meeting in person must as a condition for participation and for exercising voting rights be able to present at the entrance to the general meeting an admission card issued by the Company together with valid personal ID documentation.

Postal voting

Shareholders have furthermore the option to exercise their voting rights by postal voting. Postal voting can be given as follows:

- By use of the proxy/postal voting form available on Shape Robotics' website, <http://www.shaperobotics.com/investors>. The form must be filled out, dated and signed and thereafter be scanned and sent by e-mail to the Company at the following e-mail address ir@shaperobotics.com

For postal votes to be effective, the postal voting forms must be received by Shape Robotics A/S **no later than by Thursday, 24 April 2025 at 13.00 (1.00 PM CET)** . Postal votes cannot be revoked.

Admission cards and access to webcast

Admission cards

In order to participate in person at the general meeting, a shareholder must have made a timely request for an admission card to be presented at the entrance to the general meeting. The same requirement applies to proxy holders as well as any potential participating advisor, who must also be able to present valid personal ID documentation.

Admission cards (including those issued to proxy holders and advisors) must be requested so that the request is received **no later than by Monday, 21 April 2025, at 23.59 (11.59 PM CET)**. Admission cards can be requested as follows:

- By the use of the admission request form that is available on Shape Robotics' website <http://www.shaperobotics.com/investors>. The form must be filled out and thereafter be scanned and sent by e-mail to the Company at the following e-mail address ir@shaperobotics.com.

Admission cards will be distributed by the Company by e-mail only. Admission cards must be printed, carried along to the general meeting, where voting forms will be provided at the entrance to the general meeting in connection with the registration of attendance.

Processing of personal data

As a result of company law requirements, Shape Robotics A/S processes personal information about its shareholders as part of the Company's register of shareholders and other communications. The following information is processed: Name, address, contact information, VP account number, shareholding and participation in events. Further information about how the Company is processing personal information can be found in the Company's privacy policy that is available on its website: <https://www.shaperobotics.com/privacy-policy>.

Herlev, 3 April 2025

The Board of Directors of Shape Robotics A/S