

ARTICLES OF ASSOCIATION

of

Shape Robotics A/S

(CVR No 38322656)

1.	NAME AND OBJECT
1.1	The name of the company is Shape Robotics A/S.
1.2	The secondary name of the company is Fable Robotics A/S.
1.3	The purpose of the company is to develop, commercialize, and sell robotic systems, as well as related software and services.
2.	DOMICILE
2.1	The domicile of the company is in Herlev Municipality.
3	CAPITAL AND SHARE REGISTER
3.1	The company's share capital is DKK 1,903,866.10.
3.2	The share capital is divided into shares of DKK 0.10 each.
3.3	The shares shall be issued in the name of the shareholder and be registered in such name in the company's register of shareholders. There are no restrictions on the transferability of the shares.
3.4	No shares confer any special rights or privileges on the holder.
3.5	No shareholder is obliged to have its shares redeemed.
3.6	The shares are issued through VP Securities A/S. Rights concerning the shares shall be notified to VP Securities A/S according to the applicable rules.
3.7	Dividends shall be paid by transfer to the bank accounts provided by the shareholders in accordance with the current rules of VP Securities A/S.
3.8	The company's share register is kept and maintained by VP Securities A/S, CVR no. 21 59 93 36.
4	AUTHORIZATIONS FOR INCREASES IN SHARE CAPITAL
4.1	Until April 1, 2028, the board of directors is authorized to increase the share capital on one or more occasions with up to nominal DKK 100,000 with pre-emption rights for the existing shareholders. The new shares shall be subscribed for and issued against contribution in cash payment at a

	subscription price to be determined by the board of directors which may be lower than the market price.
4.2	<p>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.</p> <p>On 3 June 2025, the board of directors exercised the authorization in part and resolved to issue 3,500,000 new shares, equivalent to nominally DKK 350,000, as consideration for the Company's acquisition of 100 per cent of the share capital in Sanako Oy. The authorization of the board of directors is hereafter reduced to nominally DKK 50,000.</p> <p>On 28 July 2025, the board of directors exercised the authorization in part and resolved to issue 472,494 new shares, equivalent to nominally DKK 47,249.40, as consideration for the Company's conversion of a debt. The authorization of the board of directors is hereafter reduced to nominally DKK 2,750.60.</p>
4.3	<p>Until April 1, 2028, the board of directors is authorized by one or more times to issue warrants to members of the board of directors and to some of the key employees of the company and/or of the company's subsidiaries entitling the holders to subscribe for up to nominally DKK 50,000 new shares in the company in the same class of shares as the existing shares. 20 % of the authority, equaling nominally DKK 10,000, can be granted to the members of the board of directors. The company's shareholders shall not have pre-emption rights in connection with the board of directors' exercise of its authority. The exercise price for warrants granted to employees may be lower than the market price. The exercise price for warrants granted to the board members shall never be lower than the market price as determined at the time(s) when the warrants are granted. All other terms governing warrants granted under this authorization shall be determined by the board of directors. The board of directors is furthermore authorized by one or more times to complete the share capital increase related to any exercise of warrants granted under this authorization with an amount up to nominally DKK 50,000 without pre-emption rights for the existing shareholders and against consideration in cash payment. Subject to the provisions in the Danish Companies Act as applicable at all relevant times, the board of directors may re-use or re-issue potential lost unexercised warrants, provided always that such re-use or re-issue may be done pursuant to the terms and timely restrictions governing this authorization. Re-use shall be understood as an option to the board of directors to allow a new contractual party to subrogate the rights and obligations of a former contractual party under an already existing warrant agreement. Re-issue shall be understood as an option within the existing authorization to the board of directors to issue new warrants instead of already issued warrants which are lost.</p>
4.4	<p>For capital increases in accordance with Sections 4.1 - 4.3, the new shares shall be issued in the name of the shareholder. The shares shall be negotiable instruments and shall otherwise be treated in all respects like the existing shares, including with respect to pre-emption rights in future increases, rights, redemption, and transferability. The board of directors determines, with respect to the timing of the subscription or conversion, to what extent the new shares shall be entitled to dividends for the year in which the subscription or conversion takes place. The board of directors also determines all other terms applicable to share capital increases carried out in accordance with Sections 4.1 - 4.3 and the board of directors is authorized to make the necessary amendments to the company's articles of association as a result of the exercise of the authorizations.</p>
5	GENERAL MEETINGS

5.1	The general meeting is the highest authority of the company.
5.2	General meetings are held in the Capital Region of Denmark.
5.3	The board is authorized to decide, whenever it deems it appropriate, that a general meeting may be held as a partially or fully electronic general meeting, provided that the general meeting can be conducted in a satisfactory manner and that the other legal requirements regarding a partially or fully electronic general meeting are fulfilled. Shareholders will have the opportunity to participate, express themselves, and vote through electronic solutions. Shareholders participating in the general meeting bear their own expenses related to their participation. Further information on the procedure for registration, participation, and voting will be made available on the company's website, https://www.shaperobotics.com .
5.4	General meetings may, at the board's discretion, be held in English with or without simultaneous interpretation. Documents prepared in connection with or after the general meeting may also be prepared in English, as decided by the board.
5.5	The annual general meeting is held each year with sufficient time for the audited and approved annual report to be received by the Danish Business Authority no later than the end of April.
5.6	An extraordinary general meeting must be held when deemed appropriate by the board, auditor, or a general meeting. An extraordinary general meeting to address a specific topic must also be convened no later than 14 days after receipt of a written request from a shareholder owning at least 1/20 of the company's share capital. The 14 days deadline is calculated from the company's receipt of the shareholder's written request for the extraordinary general meeting.
5.7	The general meeting is convened by the board with a notice period of at least 3 weeks and no more than 5 weeks.
5.8	General meetings are convened by publication on the company's website, www.shaperobotics.com , and electronically by e-mail to all shareholders listed in the company's shareholder register, who have requested such notification by registering their e-mail address with the company.
5.9	The notice must specify the time and place of the general meeting, as well as the agenda specifying the matters to be addressed at the general meeting. If proposals for amendments to the articles of association are to be considered at the general meeting, the notice must include the substantial parts of the contents of the proposals.
5.10	No later than 3 weeks before the general meeting and until the general meeting is held, the following information must be available to the shareholders on the company's website: (1) the notice, (2) the total number of shares and voting rights on the date of the notice, (3) the documents to be presented at the general meeting, (4) the agenda and complete proposals, and (5) the forms that can be used for voting by proxy and postal voting.
6	AGENDA FOR THE GENERAL MEETING, CHAIRPERSON, AND MINUTES

6.1	<p>The audited annual report is presented at the annual general meeting. The agenda for the annual general meeting must include:</p> <ul style="list-style-type: none"> a) The board of directors' report on the company's activities in the past year. b) Decision on approval of the audited annual report. c) Decision on the distribution of profits or coverage of losses in accordance with the approved annual report. d) Election of members to the board of directors. e) Election of a state-authorized auditor. f) Any proposals from the board of directors or shareholders. g) Any other business.
6.2	Proposals from shareholders for the agenda of the annual general meeting must be submitted to the board of directors no later than 6 weeks before the general meeting is to be held.
6.3	The general meeting is chaired by a chairman appointed by the board of directors. The chairman determines all matters concerning the discussions, voting, and the results thereof. Anyone eligible for voting may demand a written vote on the matters subject to discussion.
6.4	Minutes shall be kept of the general meeting, which shall be signed by the chairman. The minutes, including the voting results, shall be made available to the shareholders on the company's website no later than 2 weeks after the general meeting.
7	RIGHT TO ATTEND AND VOTE AT THE GENERAL MEETING
7.1	Any shareholder has the right to attend the company's general meeting when the shareholder has requested an admission card no later than three days before the general meeting and is registered as a shareholder in the company's share register or has notified and documented its ownership to the company for inclusion in the share register on the day that is 1 week before the date of the general meeting.
7.2	A shareholder may attend in person or by proxy. Both the shareholder and the proxy may attend the meeting with an advisor. The proxy must be in writing and be dated. The proxy can be given on a proxy form or be given electronically on the company's website.
7.3	The right to vote at the general meeting belongs to shareholders who have been issued admission cards and who are registered as shareholders in the company's share register on the day that is 1 week before the date of the general meeting or have notified and documented their ownership to the company for inclusion in the share register by that time.
7.4	Any shareholder has the right to vote by means of postal voting prior to the general meeting.
7.5	Each nominal share of DKK 0.10 carries one vote.
8	SIGNATORY RULE
8.1	The company is bound by the joint signatures of the chairman of the board of directors and a member of the management, or by the joint signatures of all members of the board of directors.
9	DECISIONS AT THE GENERAL MEETING, MAJORITY OF VOTES, AND QUORUM

9.1	Matters discussed at the general meeting shall be decided by a simple majority of votes, unless otherwise required by law or these articles of association.
9.2	The board of directors is authorized to file for registration the decisions adopted at the ordinary and extraordinary general meetings with the Danish Business Authority ("Erhvervsstyrelsen") and to make such changes or additions to the minutes of the general meeting or the application for registration as may be required by the Danish Business Authority or other authorities as a condition for the registration of the adopted resolutions.
10	BOARD OF DIRECTORS
10.1	The company's board of directors consists of 4-6 members elected by the general meeting, and the number of additional members to be elected by the employees in accordance with the legislation.
10.2	Board members elected by the general meeting are elected for one year at a time. Retiring members may be reelected.
10.3	If, due to resignations during the year, the number of board members elected by the general meeting becomes less than four, the board shall as soon as possible convene an extraordinary general meeting for election of new board members so that the number is at least four.
10.4	The board of directors and the executive management are responsible for the management of the company's affairs.
10.5	The board of directors elects a chairman and a deputy chairman from amongst its members, with the deputy chairman assuming the chairman's duties in his/her absence.
10.6	The chairman convenes board meetings and presides over them.
10.7	The board is quorate when more than half of its members are present. All decisions of the board are made by a simple majority of votes. In the event of a tie, the chairman's vote, or in the chairman's absence, the deputy chairman's vote, is decisive.
10.8	The board establishes detailed rules of procedure for the execution of its duties. Minutes of the proceedings are kept, and after each meeting, signed by all members of the board.
10.9	The remuneration of the board is determined by the general meeting in connection with the approval of the annual report.
11	EXECUTIVE MANAGEMENT
11.1	The board of directors appoints one or more members of the executive management.
12	COMMUNICATION WITH SHAREHOLDERS
12.1	All communication from the company to the individual shareholders may be conducted electronically, including via e-mail, and general notices will be available to shareholders on the company's website, unless otherwise stipulated by the Companies Act. As an alternative or

	supplement to electronic communication, the company may communicate with individual shareholders by regular postal delivery.
12.2	Notices of the ordinary or extraordinary general meetings, including complete proposals for amendments to the articles of association, agenda, annual report, interim financial statements, key figures, company announcements, proxies and postal votes, minutes of the general meetings, and admission cards, as well as any other general information from the company to its shareholders, may be sent electronically by the company to the shareholders, including via e-mail. Except for admission cards, the documents described in this provision will be made available on the company's website, www.shaperobotics.com .
12.3	The company may decide that requests for admission cards to general meetings must be made electronically on the company's website, www.shaperobotics.com .
12.4	The company is obligated to request registered shareholders to provide an electronic e-mail address to which notices and other general information can be sent. It is the responsibility of each individual shareholder to ensure that the company has the correct e-mail address of the shareholder.
12.5	Shareholders can find details about system requirements and procedures for electronic communication on the company's website.
13	LANGUAGE
13.1	The company's corporate language is English.
13.2	Company announcements may be prepared solely in English, if decided by the board of directors.
14	EXTRAORDINARY DIVIDEND
14.1	The board of directors is authorized to decide on the distribution of extraordinary dividends in accordance with Section 182 of the Companies Act. There are no monetary or other limitations on the board of directors' authorization, other than what is required to safeguard the best interest of the Company, shareholders, potential creditors, and applicable legislation.
15	ACCOUNTING AND AUDIT
15.1	The Company's financial year runs from January 1 to December 31.
15.2	The annual report is prepared with careful consideration to existing assets and liabilities and the necessary depreciations as determined by the board of directors.
15.3	If there are unrecovered losses from previous years, the profits shall first be used to cover these losses.
15.4	The general meeting decides on the allocation of the remaining amount based on the board of directors' proposal.

15.5	The Company's annual report shall be audited by a state-authorized auditor, elected by the general meeting for one year. Reappointment is possible.

As adopted at the extraordinary general meeting on 2 June 2020 and after subscription of the share capital increase on 23 June 2020 and after completion of the share capital increase pursuant to board resolutions of 26 August and 21 September 2021, respectively, as amended on the ordinary general meeting on 26 April 2022, and amended after completion of share capital increase pursuant to board resolution of 19 October 2022 and completion of share capital increase pursuant to board resolutions of 21 and 22 November 2022. Amended at the extraordinary general meeting on 1 March 2023 and after completion of share capital increase pursuant to board resolutions of 8 and 30 March 2023. Amended at the ordinary general meeting on 28 April 2023 and after completion of share capital increase pursuant to board resolution of 19 December 2023. Amended at the extraordinary general meeting on 1 March 2024. Amended after completion of the share capital increase pursuant to board resolutions of 11 and 12 March 2024. Amended at the annual general meetings on 29 April 2024 and 25 April 2025. Amended after completion of the share capital increase pursuant to board resolution of 3 June 2025. Amended after completion of the share capital increase pursuant to board resolution of 28 July 2025.