

NOTICE OF EXTRAORDINARY GENERAL MEETING

By reference to Section 5.6 of the Articles of Association, the Board of Directors of Shape Robotics A/S (the "Company"), CVR-No. 38 32 26 56, hereby gives notice of an extraordinary general meeting to be held on

22 January 2026 at 14.00 (2.00 PM CET)

at the Company's main offices, located at Business Centre Winghouse, Øerestads Boulevard 73, 2300 Copenhagen, Denmark.

The Board of Directors of the Company has, with the authority vested in it pursuant to Section 5 (4) in the Articles of Association, resolved to hold the extraordinary general meeting in the English language without simultaneous interpretation and to prepare all documents related to the extraordinary general meeting in the English language only.

No food or drinks will be served in connection with the extraordinary general meeting, and the Board of Directors encourages shareholders to participate and exercise their voting rights by submitting written proxies or postal votes in accordance with the procedures and requirements outlined in this notice of extraordinary general meeting.

Agenda

1. Proposal to amend Section 10.1 of the Articles of Association so that the Board of Directors shall consist of 3 to 8 members elected by the general meeting.
2. Election of four new members to the Board of Directors and reelection of Mr. Aurel Netin.
3. Increase of the authorization in Section 4.2 of the Articles of Association and updated wording.
4. Proposal to amend Section 2.1 of the Articles of Association so that the Company's registered office is changed from *Herlev Municipality* to *Københavns Kommune*.
5. Proposal to replace Section 10.7 of the Articles of Association with new wording on quorum and electronic participation in Board meetings.

[Complete proposals](#)

Re. Item 1 - Proposal to amend Section 10.1 of the Articles of Association so that the Board of Directors shall consist of 3 to 8 members elected by the general meeting.

The Board of Directors proposes that Section 10.1 of the Articles of Association be amended so that the Board shall consist of 3 to 8 members elected by the general meeting.

This adjustment provides greater flexibility in future board composition, enabling the Company to adapt its governance structure to its current size, international expansion, and the differing competences required across education-technology, finance, and manufacturing. The minimum of three members remains in line with Danish corporate-governance recommendations.

Re. Item 2 - Election of four new members to the Board of Directors and reelection of Mr. Aurel Net  n

Following the stepping down of Mr. Martin Kj  r Hansen, Ms. Helle Rootz  n and Mr. Andre Reinhard Fehr from the Board of Directors of the Company, the current Board therefore consists solely of Mr. Aurel Net  n as Chairman.

In order to ensure that the Company maintains compliance with the minimum four or three-member threshold currently prescribed by the Articles of Association depending on whether item 1 on the Agenda is adopted by the general meeting, the Board proposes that four new members be elected and Mr. Aurel Net  n be reelected at this extraordinary general meeting.

The election of four new members would safeguard continuity and stability following the aforementioned resignations of several Board members and strengthen the Board's capacity in light of the Company's continued expansion and increasing international operations. Additionally, the reelection of Mr. Net  n would serve to preclude a circumstance where Mr. Net  n's mandate would expire before his fellow Board members', thus necessitating a potential new extraordinary general meeting of shareholders.

In light of the Company's current financial and operational circumstances, the incoming Board of Directors is expected to prioritise the comprehensive restructuring and stabilisation of the Shape Robotics Group, including operational streamlining, optimisation

of the Group's legal and financing structure, potential divestments of assets or subsidiaries, and any other measures deemed necessary to secure the long-term viability of the Group. While the Board of Directors holds a full mandate pursuant to Danish law and the Articles of Association, the shareholders are expressly informed that the principal focus of the new Board during the upcoming mandate period will be to carry out such restructuring actions as may be required in the best interests of the Company and all of its stakeholders.

Consequently, the board of directors proposes election or reelection, as the case may be, of the following five candidates as members of the board of directors:

- Mr. Aurel Netin
- Madam Elise Tarvainen
- Mr. Edouard Meylan
- Mr. Jussi Manninen, and
- Mr. Kim Okkola

Information about the board and executive positions held by each of the candidates, cf. Section 120 (3) of the Danish Companies Act, appears from Appendix 1.

Re. Item 3 - Increase of the authorization in Section 4.2 of the Articles of Association and updated wording

The Board of Directors proposes that the authorization in Section 4.2 of the Articles of Association be increased so that the Board of Directors shall have an authorization to issue new shares without pre-emptive rights for a total nominal amount of DKK 2,500,000 and that the authorization be updated accordingly to allow the Board of Directors to determine the subscription price and other terms of issuance in the best interests of the Company. The increased authorization supplements the Company's existing capital authorizations in Sections 4.1 and 4.3 and is intended to provide the Board of Directors with sufficient flexibility to execute capital increases in support of the Company's current financing strategy and operational requirements.

Following this amendment, the Board of Directors will be authorized, until 1 April 2029, to issue new shares under Section 4.2 in one or more tranches within the expanded nominal limit. The authorization may be used for capital increases against cash contribution, by conversion of debt, or as consideration for acquisitions, as well as for directed issuances

to institutional and strategic investors as part of the Company's financing arrangements, including long-term subscription commitment programs designed to secure ongoing access to equity capital.

The new Section 4.2 will read as follows:

"Until 1 April 2029, the Board of Directors is authorized on one or more occasions to increase the share capital by up to nominally DKK 2,500,000 without pre-emptive rights for the existing shareholders.

New shares may be issued against contribution in cash, by conversion of debt, or as consideration for the Company's acquisition of one or more existing businesses, including issuances to institutional and strategic investors in connection with financing arrangements and long-term subscription commitment programs. The subscription price and other terms of issuance shall be determined by the Board of Directors in the best interests of the Company and in compliance with applicable law and stock-exchange requirements.

The new shares shall be issued in the name of the shareholder, shall be negotiable instruments, and shall in all respects be of the same class and carry the same rights as the existing shares. The Board of Directors shall determine the timing and other terms of subscription and shall be authorized to make the necessary consequential amendments to the Articles of Association."

This amendment increases the Board of Directors' issuance capacity under Section 4.2 while maintaining the existing authorizations set out in Sections 4.1 and 4.3. The expanded authorization is intended to provide the Company with the flexibility required to strengthen its capital structure, support restructuring efforts and secure continued financing opportunities without convening further general meetings for each capital increase.

Re. Item 4 - Proposal to amend Section 2.1 of the Articles of Association so that the Company's registered office is changed from *Herlev Municipality* to *Københavns Kommune*.

The Board of Directors proposes that Section 2.1 of the Articles of Association be amended so that the Company's domicile is changed from *Herlev Municipality* to *Københavns Kommune*.

The Company has now relocated its headquarters to *Business Centre Winghouse, Ørestads Boulevard 73, 2300 Copenhagen, Denmark*, which lies within Copenhagen Municipality. The amendment simply aligns the Articles of Association with the Company's actual operational and registered office address.

Re. Item 5 – Replacement of Section 10.7 (quorum and electronic meetings)

The Board of Directors proposes replacing Section 10.7 with the following wording:

"The Board of Directors is quorate when at least half of its members are present, either in person or participating via electronic means enabling the members to participate fully in the meeting.

All decisions of the Board of Directors are adopted by a simple majority of the votes cast. In the event of a tie, the chairman of the Board of Directors shall have the casting vote. Board meetings may be held by telephone, video conference or other electronic means of communication.

Board resolutions may be adopted in writing (by circulation) or electronically, provided that all members of the Board of Directors have been given the opportunity to participate and all members agree to the adoption of the resolution without holding a meeting."

The purpose of this amendment is to modernize the Board's procedural rules, formally recognizing electronic participation and written or electronic resolutions as valid forms of decision-making, practices already widely used in listed companies and consistent with Shape Robotics' international governance standards.

All amendments to the Articles of Association adopted under Agenda items 1 and 3–5 will take effect upon registration of the updated Articles of Association with the Danish Business Authority following the extraordinary general meeting on 22 January 2025.

The resolutions adopted under Agenda item 2 regarding the election and reelection of members of the Board of Directors will take effect upon adoption by the extraordinary general meeting.

Adoption requirements

Amendments to the Articles of Association require adoption by at least two-thirds of both the votes cast and of the share capital represented at the general meeting, in accordance with Section 91 of the Articles of Association and Section 106 of the Danish Companies Act.

Adoption of the proposal under item 2 of the Agenda is subject to a simple majority of votes, in accordance with Section 9(1) of the Articles of Association and Section 105 of the Danish Companies Act.

Share capital and voting rights

On the date of this notice, the share capital of Shape Robotics A/S amounts to nominally DKK 1,903,866.10, 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 is 19,038,661.

Availability of documents, questions and answers

All documents to be presented prior to or at the extraordinary 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 extraordinary general meeting, submit questions to the Board of Directors and to the Executive Management 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.

The Company may choose to make such questions and the appurtenant responses available at the Company's website: <http://www.shaperobotics.com/investors>.

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

No later than 01 January 2026, the following materials will be made available on the Company's website:

1. Notice of extraordinary general meeting, 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. Documents to be presented at the extraordinary general meeting.
4. Written forms for casting votes in writing either by proxy or by postal voting.

Registration date and access to the extraordinary general meeting

Pursuant to Section 7.1 of the Articles of Association, a shareholder's right to participate in the extraordinary general meeting and the number of votes which the shareholder is entitled to cast are determined in accordance with the number of shares held by such shareholder on the registration date, which is Thursday, 15 January 2026.

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 extraordinary 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.

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 extraordinary 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 Monday, 19 January 2026, 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 extraordinary general meeting in person must as a condition for participation and for exercising voting rights be able to present at the entrance to the extraordinary 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 Wednesday, 21 January 2026, at 13:00 (1:00 PM CET). Postal votes cannot be revoked.

Admission cards

In order to participate in person at the extraordinary general meeting, a shareholder must have made a timely request for an admission card to be presented at the entrance to the extraordinary 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, 19 January 2026, 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 extraordinary general meeting, where voting forms will be provided at the entrance to the extraordinary 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>.

Copenhagen, 01 January 2026

The Board of Directors of Shape Robotics A/S