

Shapeways Holdings, Inc. Compensation and Human Capital Committee Charter

August 8, 2023

Purpose

The purpose of the Compensation and Human Capital Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Shapeways Holdings, Inc. (the “**Company**”) is to assist the Board with its oversight of the compensation for the Company’s executive officers and directors, to administer the Company’s compensation and incentive plans for employees and other service providers, including the Company’s equity incentive plans (the “**Stock Plans**”) and to provide advice and guidance to the Company with regard to its talent management and development programs. This Charter sets forth the composition, authority, and responsibilities of the Committee.

A. Composition

1. Membership and Appointment

The Committee shall be composed of at least two (2) members of the Board. The exact number of Committee members will be determined by the Board from time to time, upon recommendation of the Nominating and Corporate Governance Committee, except as otherwise permitted under the rules of The Nasdaq Stock Market LLC (as such may be amended from time to time, the “**Rules**”). The Board or the Committee may designate a chairperson of the Committee. The Board retains the sole authority to appoint and remove each member of the Committee. Each member shall serve until his or her resignation, retirement, or removal by the Board and/or until his or her successor is appointed.

2. Qualifications

Each member of the Committee shall be (i) an “independent director” as defined under the Rules; (ii) “independent” for compensation committee membership purposes as set forth in the Rules; and (iii) a “non-employee director,” as defined in the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

B. Responsibilities and Duties

In addition to the responsibilities and duties expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Rules.

1. Executive Compensation

The Committee shall:

- Review annually and determine and approve all compensation to be paid or awarded to the chief executive officer (“**CEO**”). In consultation with the CEO, review annually and determine and approve all compensation to be paid or awarded to all (i) other executive “officers,” as defined in the rules promulgated under Section 16 of the Exchange Act, of the Company, and (ii) other employees that report directly to the CEO, including, in the case of each of clause (i) and (ii), any severance or change in control agreements, and special or supplemental benefits applicable to such executive officers and employees. The CEO may not be present during voting or deliberations on his or her compensation.
- Establish annually corporate performance goals and objectives relevant to compensation for the CEO. Evaluate annually the CEO’s performance against any corporate performance goals and objectives relevant to the CEO’s compensation.
- Establish annually, in consultation with the CEO, corporate performance goals and objectives relevant to compensation for executive officers other than the CEO. Evaluate annually, in consultation with the CEO, other executive officer performance against any corporate goals and objectives relevant to such officers’ compensation.

- Maintain oversight of the Company's overall compensation structure and material benefit plans, including reviewing periodic reports from management as to whether any risks arising from the Company's compensation programs and policies are reasonably likely to have a material adverse effect on the Company. The Committee shall also, as appropriate, review and recommend compensation and benefit plans for Board approval. The Committee may delegate routine administration of such plans to an administrative committee consisting of Company officers or other employees.
- Recommend to the Board, for approval by the Board, the form and amount of cash- and equity-based and other compensation to be paid to the non-employee members of the Board.
- Review the impact of the Company's executive compensation policies and practice and the performance metrics underlying those compensation programs.
- Annually review the Company's compensation philosophy and strategy.

2. Equity Incentive Plans

The Committee shall:

- Review periodically and make recommendations to the Board with respect to adoption and approval of, or amendments to, Stock Plans.
- Administer and interpret the Stock Plans, including making grants of awards thereunder and setting the terms and conditions (including performance conditions) of such awards. To the extent permitted by applicable law and the terms of the applicable Stock Plan, the Committee may delegate one or more officers of the Company the authority to grant awards under such Stock Plan to employees or other service-providers of the Company or of any subsidiary of the Company, except for any awards granted to any member of the Board or any officer of the Company subject to Section 16 of the Exchange Act. Any such delegation shall be subject to the limits required by applicable law and those set forth in one or more resolutions of the Board and/or the Committee, as applicable.

3. Director Compensation

The Committee is responsible for reviewing, at least every two years, compensation for non-employee members of the Board and making recommendations to the Board for its approval.

4. Corporate Governance

The Committee shall:

- As and when required by applicable rules and regulations, participate in the preparation of the Compensation Discussion and Analysis to be included in the Company's filings with the Securities and Exchange Commission and generally oversee the Company's compensation-related disclosure. In addition, to the extent required under applicable rules and regulations, the Committee will provide a Compensation Committee Report for inclusion in the Company's proxy statement or annual report on Form 10-K.
- Oversee the Company's submission to stockholder votes of matters relating to compensation, including stockholder proposals or advisory votes on executive compensation and the frequency of such votes, as well as stockholder proposals on incentive and other compensation plans, and amendments to such plans.
- Review the results of the advisory "say-on-pay" vote and consider whether any adjustments to the Company's executive compensation policies and practices are necessary or appropriate in light of such vote, while taking into account such factors as the Committee deems appropriate.
- Determine stock ownership guidelines and review compliance with such guidelines annually.

- Oversee the management of risks associated with the Company's human capital management, and compensation policies and programs. Such oversight shall include an annual review of the Company's risk management processes related to its compensation programs, including to determine whether any such program encourages undue or inappropriate risk-taking by Company personnel that is reasonably likely to have a material adverse effect on the Company.
- Review and assess the adequacy of this Charter annually and submit any recommended changes to the Charter to the Board for approval.
- Evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee.

5. Human Capital

The Committee shall:

- Regularly review and provide guidance to management with regard to the Company's policies and strategies relating to talent management and development, including but not limited to those regarding talent acquisition, retention, talent development, succession planning, career progression, culture, diversity, belonging and inclusion.
- Oversee the overall performance evaluation of the CEO.
- Provide input to the Nominating and Corporate Governance Committee on management succession, including potential development plans and retention strategies.

C. Meetings and Procedures

In addition to the responsibilities and duties expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Rules.

1. Meetings

The Committee will meet at least twice each year and at such times and places as the Committee determines. The CEO shall be notified of the Committee's meeting schedule and the agenda of each meeting. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

2. Attendees

The CEO may attend each Committee meeting but shall not participate in any review of his or her own compensation and shall not attend any executive session of the Committee. The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities.

3. Quorum

At all Committee meetings, a majority of the Committee members shall constitute a quorum for the transaction of business and any act of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be an act of the Committee.

4. Reporting to the Board

Consistent with this Charter, the Committee shall report regularly to the Board with respect to the Committee's activities and recommendations. The Committee may form subcommittees, and may delegate power and authority to such subcommittees, for any purpose that the Committee deems appropriate.

5. Authority to Retain Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel, or other advisors of its choosing. Any such consultant, counsel, or advisor is referred to as an “Advisor” and this term expressly excludes in-house legal counsel and any consultant, counsel, or advisor with respect to whose activities no disclosure is required under Regulation S-K Item 407(e)(3)(iii) (generally relating to broad-based plans and information not specifically developed and customized for the Company). The Committee shall be directly responsible for the appointment, compensation, termination, and oversight of the work of such Advisors. The Company must provide for appropriate funding for payment of reasonable fees to any such Advisor retained by the Committee. Except as otherwise permitted by applicable rules and regulations, the Committee may select or receive advice from an Advisor only after taking into consideration the advisor independence factors set forth in the Rules, including all factors relevant to that person’s independence from management, including the following:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

Nothing in the preceding paragraphs shall be construed to require the Committee to (i) retain or obtain advice from Advisors, (ii) retain or obtain advice from Advisors determined to be independent, (iii) implement or act consistently with the advice or recommendations of any Advisor, or (iv) otherwise affect the Committee’s ability or obligation to exercise its own judgment in fulfilling its duties.

6. Access to Information

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibility with full access to all books, records, facilities, and personnel of the Company.

7. Subcommittees

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate power and authority to such subcommittees as the Committee deems appropriate. Each designated subcommittee shall establish its own schedule and maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation, or listing standard to be exercised by the Committee as a whole.

8. Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Board in its sole discretion.

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The Board has formed the Committee to assist the Board in directing the Company’s affairs, and this charter has been adopted in furtherance of this purpose. While this charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.

Revision History:

Revised March 3, 2022; August [], 2023