

**Knightscope, Inc.**

**Certificate as to Adjustments**

Reference is made to the Knightscope, Inc. (the “*Company*”) Amended and Restated Certificate of Incorporation, filed with the Delaware Secretary of State on May 17, 2019 (the “*Charter*”). Capitalized terms used herein but not defined shall have the meaning set forth in the Charter. Article V, Section 4 of the Charter provides for adjustments to the Conversion Price for certain series of the Company’s Preferred Stock in order to give effect to dilutive issuances determined in accordance with the following formula:

$$CP2 = CP1 * (A + B) \div (A + C).$$

For purposes of the foregoing formula, the following definitions shall apply:

(a) “CP2” shall mean the Conversion Price in effect immediately after such issuance or deemed issuance of Additional Shares of Common;

(b) “CP1” shall mean the Conversion Price in effect immediately prior to such issuance or deemed issuance of Additional Shares of Common;

(c) “A” shall mean number of shares of Common Stock outstanding immediately prior to such issuance;

(d) “B” shall mean the number of shares which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common so issued would purchase at such Conversion Price,

(e) “C” shall mean the number of such Additional Shares of Common so issued.

The attached **Exhibit A** shows the adjustments to the Conversion Price and Conversion Rate for (1) the Series S Preferred Stock, (2) the Series m, m-1, and m-2 Preferred Stock, (3) the Series A Preferred Stock, and (4) the Series B Preferred Stock after giving effect to the dilutive issuances.

**Knightscope, Inc.**

By:    
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Mallorie S. Burak

President and Chief Financial Officer

## EXHIBIT A

### Knightscope, Inc. Preferred Stock Summary of Anti-Dilution based on Dilutive Issuances<sup>1</sup>

<b>Series of Preferred Stock</b>	<b>Shares Outstanding (01/05/2024)</b>	<b>Prior Conversion Ratio</b>	<b>Conversion Ratio (as of 01/05/2024)</b>	<b>Prior Conversion Price</b>	<b>Conversion Price (as of 01/05/2024)</b>
Series S	2,642,190	1.8117	1.8554	\$4.4077	\$4.3117
Series S Preferred Stock Warrants	2,941,814	1.8117	1.8554	\$4.4077	\$4.3117
Series m	1,779,653	1.5194	1.5386	\$1.9745	\$1.9404
Series m-1	0	1.5194	1.5386	\$1.9745	\$1.9404
Series m-2	160,000	1.5194	1.5386	\$1.9745	\$1.9404
Series B	3,498,859	1.4036	1.4183	\$1.4535	\$1.4327
Series A	1,418,381	1.1457	1.1627	\$0.7771	\$0.7644

<sup>1</sup> **Weighted-average anti-dilution formula:**  $CP2 = CP1 * (A + B) \div (A + C)$ .

CP2 = Conversion Price After Issuance

CP1 = Conversion Price Before Issuance

A = Fully Diluted Outstanding Common Stock Before Issuance (all shares of Common Stock issuable upon conversion of all outstanding shares of Preferred Stock and the exercise and/or conversion of any other outstanding Convertible Securities and all outstanding Options shall be deemed to be outstanding)

B = number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued or deemed issued at a price per share equal to CP1 (aggregate consideration/CP1)

C = number of Additional Shares issued in such transaction.