

SHARE CAPITAL

OUR SHARE CAPITAL

As of the Latest Practicable Date, the authorized share capital of our Company was EUR1,000,000 divided into 10,000,000,000 ordinary shares of a par value of EUR0.0001, and the issued share capital of our Company consisted of 10,000,000,000 ordinary shares of a par value of EUR0.0001.

Immediately following the Share Consolidation and the completion of the [REDACTED], the authorized share capital of our Company will be EUR[REDACTED] divided into [REDACTED] Shares.

Immediately following the Share Consolidation and the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no additional Shares are issued pursuant to our Pre-[REDACTED] Share Schemes), the issued share capital of our Company will be as follows:

	Number of Shares	% of total issued share capital
Shares in issue	[REDACTED]	[REDACTED]%
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]%
Total	[REDACTED]	100.00%

Immediately following the Share Consolidation and the completion of the [REDACTED] (assuming the [REDACTED] is fully exercised and no additional Shares are issued pursuant to our Pre-[REDACTED] Share Schemes), the issued share capital of our Company will be as follows:

	Number of Shares	% of total issued share capital
Shares in issue	[REDACTED]	[REDACTED]%
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]%
Total	[REDACTED]	100.00%

RANKING

The [REDACTED] are ordinary shares in the share capital of our Company and will rank equally in all respects with all Shares in issue or to be issued as set out in the above table and will qualify and rank equally for all dividends or other distributions declared, made or paid after the date of this document.

GENERAL MEETINGS

Upon completion of the [REDACTED], our Company has only one class of Shares, namely ordinary shares, each of which ranks *pari passu* with the other Shares.

Pursuant to the Cayman Companies Act and the terms of the Memorandum and the Articles, our Company may by ordinary resolution (a) increase its share capital by the creation of new shares of such amount and with such rights, priorities and privileges attached to such Shares as the members may determine; (b) consolidate and divide all or any of its share capital into Shares of a larger amount than its existing shares; (c) sub-divide its shares or any of them into shares of an amount smaller than that fixed by the Memorandum; (d) cancel any Shares which, as of the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the Shares so canceled; (e) make provision for the allotment and issue of

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Shares which do not carry any voting rights; (f) change the currency of denomination of its share capital; and/or (g) reduce its share premium account in any manner authorized, and subject to any conditions prescribed by law. In addition, our Company may by special resolution reduce its share capital or any capital redemption reserve subject to the Cayman Companies Act. For more details, see “Summary of the Constitution of the Company and the Company Laws of the Cayman Islands” in Appendix III.

If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attached to any class of Shares for the time being issued (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of at least three-fourths of the issued Shares of that class (excluding treasury Shares), or with the approval of a resolution passed by at least three-fourths of the votes cast by the holders of the Shares of that class (excluding treasury Shares) present and voting in person (whether physically or by virtual attendance with the use of electronic facilities) or by proxy at a separate meeting of such holders. Further, our Company will also hold general meetings from time to time as may be required under the Articles. For details, see “Summary of the Constitution of the Company and the Company Laws of the Cayman Islands” in Appendix III.

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Subject to the conditions stated in “Structure of the [REDACTED]—Conditions of the [REDACTED],” our Directors have been granted general unconditional mandates to issue and repurchase our Shares.

For further details of these general mandates, see “Statutory and General Information—A. Further Information about Our Group—4. Resolutions of Our Shareholders” in Appendix IV.

SHARE SCHEMES

For details of our Pre-[REDACTED] Share Schemes, see “Statutory and General Information—D. Pre-[REDACTED] Share Schemes” in Appendix IV.