

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

UNIQUE N.V.

(Exact Name of Registrant as Specified in its Charter)

Netherlands
(State or Other Jurisdiction of Incorporation or
Organization)
Paasheuvelweg 25a,
1105 BP Amsterdam, The Netherlands
(Address of Principal Executive Offices)

N/A
(I.R.S. Employer Identification
No.)

N/A
(Zip Code)

Inducement Equity Awards to Various Employees
(Full Title of the Plan)

uniQure, Inc.
113 Hartwell Avenue
Lexington, MA 02421
(Name and Address of Agent For Service)

Tel: +31 20 566 7394
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Timothy J. Corbett
Benjamin Stein
Morgan, Lewis & Bockius UK LLP
Condor House, 5-10 St. Paul's Churchyard
London EC4M 8AL United Kingdom
+44.20.3201.5690

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by uniQure N.V. (the “Registrant”) solely to register (i) 501,900 ordinary shares, par value €0.05 per share, of the Registrant (the “Ordinary Shares”) issuable upon the vesting and settlement of restricted share units (“RSUs”), and (ii) 451,100 Ordinary Shares issuable upon the vesting and exercise of options (the “Options” and, together with the RSUs, the “Inducement Equity Awards”). The Inducement Equity Awards were issued by the Registrant to certain individuals as an inducement that is material to each such individual’s employment with the Registrant. The Inducement Equity Awards were granted as detailed below:

- On February 23, 2023, 31 of the Registrant’s new employees received an aggregate of 63,300 RSUs and options to purchase 57,500 Ordinary Shares, with such options having an exercise price of \$20.06 per share, the closing price per Ordinary Share as reported by the Nasdaq Global Select Market (“Nasdaq”) on the date of grant. As of the filing of this Registration Statement, 39,500 RSUs and options to purchase 26,000 Ordinary Shares remain outstanding and are registered hereby.
- On April 24, 2023, 38 of the Registrant’s new employees received an aggregate of 64,400 RSUs and options to purchase 36,500 Ordinary Shares, with such options having an exercise price of \$19.72 per share, the closing price per Ordinary Share as reported by Nasdaq on the date of grant. As of the filing of this Registration Statement, 57,300 RSUs and options to purchase 32,000 Ordinary Shares remain outstanding and are registered hereby.
- On June 13, 2023, 25 of the Registrant’s new employees received an aggregate of 113,500 RSUs and options to purchase 146,800 Ordinary Shares, with such options having an exercise price of \$20.18 per share, the closing price per Ordinary Share as reported by Nasdaq on the date of grant. As of the filing of this Registration Statement, 106,500 RSUs and options to purchase 144,800 Ordinary Shares remain outstanding and are registered hereby.
- On June 26, 2023, one of the Registrant’s new employees received an aggregate of 67,200 RSUs and options to purchase 115,800 Ordinary Shares, with such options having an exercise price of \$11.47 per share, the closing price per Ordinary Share as reported by Nasdaq on the date of grant.
- On September 27, 2023, 42 of the Registrant’s new employees received 98,900 RSUs and options to purchase 90,500 Ordinary Shares, with such options having an exercise price of \$6.90 per share, the closing price per Ordinary Share as reported by Nasdaq on the date of grant. As of the filing of this Registration Statement, 89,100 RSUs and options to purchase 80,000 Ordinary Shares remain outstanding and are registered hereby.
- On December 7, 2023, 28 of the Registrant’s new employees received 142,300 RSUs and options to purchase 52,500 Ordinary Shares, with such options having an exercise price of \$7.30 per share, the closing price per Ordinary Share as reported by Nasdaq on the date of grant.

The Inducement Equity Awards were approved by the Registrant’s Compensation Committee in compliance with and in reliance on Nasdaq Listing Rule 5635(c)(4). The Inducement Equity Awards were granted outside the Registrant’s 2014 Share Incentive Plan, as amended and amended and restated and as then currently in effect.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement on Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed on February 27, 2023](#);
- (b) The Registrant's Quarterly Reports on Form 10-Q filed on [May 9, 2023](#), [August 1, 2023](#) and [November 7, 2023](#);
- (c) The Registrant's Current Reports on Form 8-K filed on [January 31, 2023](#), [February 21, 2023](#), [April 5, 2023](#), [May 16, 2023](#), [June 16, 2023](#), [June 22, 2023](#), [October 5, 2023](#) and [November 17, 2023](#); and
- (d) The description of the securities contained in the registrant's registration statement on [Form 8-A \(Registration No. 001-36294\) filed with the Commission on January 31, 2014](#), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Although Dutch law does not expressly provide for the indemnification of officers and directors, the concept of indemnification of directors of a company for liabilities arising from their actions as members of the board is, in principle, accepted in the Netherlands. The registrant's articles of association provide for indemnification of the board of directors by the company to the fullest extent permitted by Dutch law against liabilities, expenses and amounts paid in settlement relating to claims, actions, suits or proceedings to which a director becomes a party as a result of his or her position.

In addition, the registrant maintains insurance on behalf of its directors and certain other representatives against damages resulting from their conduct when acting in their capacities as such directors or representatives.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

A list of exhibits filed herewith is contained in the Exhibit Index that immediately precedes the signature page hereto and is incorporated herein by reference.

Item 9. Undertakings.

1. Item 512(a) of Regulation S-K. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the “Securities Act”);

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. Item 512(b) of Regulation S-K. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Item 512(h) of Regulation S-K. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Number	Description
<u>4.1</u>	<u>Form of Inducement Share Option Agreement (incorporated by reference to Exhibit 4.2 of the Registrant's registration statement on Form S-8 (File No. 333-222051) filed with the Securities and Exchange Commission on December 14, 2017).</u>
<u>4.2</u>	<u>Form of Inducement Restricted Share Unit Agreement (incorporated by reference to Exhibit 4.3 of the Registrant's registration statement on Form S-8 (File No. 333-222051) filed with the Securities and Exchange Commission on December 14, 2017).</u>
<u>5.1*</u>	<u>Opinion of Rutgers & Posch N.V. counsel to the Registrant</u>
<u>23.1*</u>	<u>Consent of Rutgers & Posch N.V. (included in Exhibit No. 5.1)</u>
<u>23.2*</u>	<u>Consent of KPMG Accountants N.V., Independent Registered Public Accounting Firm</u>
<u>24.1*</u>	<u>Power of attorney (included on the signature pages of this registration statement)</u>
<u>107*</u>	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Amsterdam, the Netherlands, on December 8, 2023.

UNIQUE N.V.

By: /s/ Matthew Kapusta

Matthew Kapusta
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew Kapusta and Christian Klemt, and each of them, as his or her true and lawful agent, proxy and attorney-in-fact, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign, and file with the SEC any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act and (iv) take any and all actions which may be necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
<u>/s/ Matthew Kapusta</u> Matthew Kapusta	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	December 8, 2023
<u>/s/ Christian Klemt</u> Christian Klemt	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	December 8, 2023
<u>/s/ Madhavan Balachandran</u> Madhavan Balachandran	Director	December 8, 2023
<u>/s/ Robert Gut</u> Robert Gut	Director	December 8, 2023
<u>/s/ Rachelle Jacques</u> Rachelle Jacques	Director	December 8, 2023
<u>/s/ Jack Kaye</u> Jack Kaye	Director	December 8, 2023
<u>/s/ David Meek</u> David Meek	Director	December 8, 2023
<u>/s/ Leonard Post</u> Leonard Post	Director	December 8, 2023
<u>/s/ Paula Soteropoulos</u> Paula Soteropoulos	Director	December 8, 2023
<u>/s/ Jeremy P. Springhorn</u> Jeremy P. Springhorn	Director	December 8, 2023

AUTHORIZED UNITED STATES REPRESENTATIVE

Pursuant to the requirement of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the aforementioned Registrant, has signed this Registration Statement on December 8, 2023.

UNIQUE, INC.

By: /s/ Jeannette Potts

Name: Jeannette Potts

Title: Chief Legal and Compliance Officer

uniQure N.V.
Paasheuvelweg 25
1105 BP Amsterdam
The Netherlands

Our ref
20210387/1665907/1
Date
8 December 2023

Re: **uniQure N.V. - SEC form S-8 filing opinion letter**

Dear Sir, Madam,

1. Introduction

We have acted as legal counsel to the Company as to certain matters of Dutch Law in connection with the Registration Statement.

2. Definitions

Certain terms used in this opinion letter are defined in Annex 1 (*Definitions*) hereto.

3. Dutch Law

We express an opinion on Dutch Law only, (i) including case law but only if published in printed form, and (ii) excluding tax, competition and procurement laws and, for the avoidance of doubt, the laws of the European Union insofar as not implemented in Dutch Law or directly applicable in the Netherlands. Our investigation has further been limited to the text of the documents. We have not investigated the meaning and effect of any document governed by a law other than Dutch Law. The opinions expressed herein are rendered only as at the date of this opinion letter and we assume no obligation to advise you of facts, circumstances, events or changes in Dutch Law that may hereafter arise or be brought to our attention and that may alter, affect or modify the opinions expressed herein.

4. Scope of investigation

For the purpose of this opinion letter, we have examined and relied solely upon copies of the following documents:

4.1. the Equity Award Documentation;

The general terms and conditions of Rutgers & Posch N.V. in Amsterdam (Traderegister no. 56919891), which stipulate a limitation of liability, the applicability of Dutch law and the exclusive jurisdiction of the district court in Amsterdam, are applicable to all work performed. The general terms and conditions are available at www.rutgersposch.com.

- 4.2. the Registration Statement;
- 4.3. the Extract;
- 4.4. the Deed of Incorporation;
- 4.5. the Articles of Association; and
- 4.6. the Company Certificate.

In addition, we have performed such other investigations as we considered necessary for the purpose of this opinion letter.

5. Assumptions

For the purpose of this opinion letter, we have assumed that:

- 5.1. all copies of documents conform to the originals and that all originals are authentic and complete;
 - 5.2. each signature is the genuine signature of the individual concerned;
 - 5.3. the equity award documentation as executed by the parties thereto conforms to the Equity Award Documentation;
 - 5.4. all factual matters, statements in documents, confirmations and other results of our investigation, relied upon or assumed herein, are true and accurate as at the date of this opinion letter;
 - 5.5. the Registration Statement has been or will be filed with the SEC in the form referred to in this opinion letter;
 - 5.6. the issue of any Shares (or of any rights to acquire any Shares) has been or will be validly authorised in accordance with the articles of association of the Company in force and effect at the time of authorisation;
 - 5.7. any pre-emptive rights in respect of the issue of any Shares (or of any rights to acquire any Shares) have been or will be observed or validly excluded in accordance with the articles of association of the Company in force and effect at the time of observance or exclusion;
 - 5.8. the authorised share capital of the Company at the time of the issue of any Shares was or will be sufficient to allow for the issue;
 - 5.9. any Shares have been or will be (i) issued in the form and manner prescribed by the articles of association of the Company in force and effect at the time of issue, and (ii) accepted by the subscribers for them in accordance with all applicable laws (including, for the avoidance of doubt, Dutch Law); and
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5.10. the nominal amount of any Shares and any agreed share premium thereon have been or will be validly paid.

6. Opinion

Based upon the foregoing and subject to any factual matters and documents not disclosed to us in the course of our investigation, and subject to paragraph 7, we express the following opinion:

6.1. The Shares, when issued, have been or will have been validly issued, have been or will have been fully paid and are or will be non-assessable.¹

7. Reliance

7.1. This opinion letter is furnished to you in order to be filed as an exhibit to the Registration Statement and may only be relied upon by you for the purpose of the Registration. We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under section 7 of the U.S. Securities Act or the rules and regulations promulgated thereunder.

7.2. This opinion letter may only be relied upon by you on the condition, and by accepting this opinion letter you agree with us, that (i) this opinion letter including the agreement in this paragraph 7.2 and any issues of interpretation or liability arising hereunder will be governed by Dutch Law and be brought before a court in the Netherlands exclusively, (ii) no person other than Rutgers & Posch N.V. will have any liability pursuant to or in connection with this opinion letter, and (iii) any possible liability of Rutgers & Posch N.V. is limited to the amount available and payable under Rutgers & Posch N.V.'s professional malpractice insurance coverage.

Sincerely yours,

Rutgers & Posch N.V.

¹ The term "non-assessable" has no equivalent in Dutch and as used in this letter means that a holder of a share will not, by reason of merely being such a holder, be subject to assessments or calls by the Company or its creditors for further payment (in addition to the amount required for the share to be fully paid) on such share.

Annex 1**Definitions**

“**Annual Report**” means the Annual Report on Form 10-K for the year ended December 31, 2022, filed by the Company with the SEC on February 27, 2023.

“**Articles of Association**” means the articles of association (*statuten*) of the Company, dated 22 June 2021, as deposited with the Chamber of Commerce and filed as Exhibit 3.1 to the Annual Report;

“**Chamber of Commerce**” means the Dutch Chamber of Commerce;

“**Company**” means uniQure N.V., a public limited liability company (*naamloze vennootschap*) incorporated under Dutch Law, having its corporate seat in Amsterdam, the Netherlands, and registered with the trade register of the Chamber of Commerce under number 54385229;

“**Company Certificate**” means the certificate dated 8 December 2023 attached as Annex 2 (*Company Certificate*) hereto;

“**Deed of Incorporation**” means the deed of incorporation of the Company, dated 9 January 2012, as deposited with the Chamber of Commerce;

“**Dutch Law**” means the laws of the Kingdom of the Netherlands excluding Aruba, Bonaire, Curacao, Saba, Sint Eustatius and Sint Maarten (“**the Netherlands**”) as they currently stand and are applied by the courts of the Netherlands;

“**Equity Award Documentation**” means (i) the form of restricted share unit agreement filed as Exhibit 10.66 to the Annual Report, and (ii) the form of share option agreement filed as Exhibit 10.65 to the Annual Report;

“**Extract**” means an extract from the trade register of the Chamber of Commerce relating to the Company, dated 8 December 2023;

“**Insolvency**” means a suspension of payments (*surseance van betaling*), a bankruptcy (*faillissement*) or any equivalent or analogous regime under the laws of any foreign country;

“**Shares**” means (i) 501,900 ordinary shares in the share capital of the Company with a nominal value of EUR 0.05 each, to be issued by the Company upon the vesting and settlement of restricted share units pursuant to the Registration Statement, and (ii) 451,100 ordinary shares in the share capital of the Company with a nominal value of EUR 0.05 each, to be issued by the Company issuable upon the vesting and exercise of options issued by the Company pursuant to the Registration Statement;

“**Registration**” means the registration of the Shares with the SEC under the U.S. Securities Act;

“**Registration Statement**” means the registration statement on form S-8 in relation to the Registration filed or to be filed with the SEC as at the date hereof (excluding any documents incorporated by reference in it and any exhibits to it);

“**SEC**” means the U.S. Securities and Exchange Commission; and

“**U.S. Securities Act**” means the U.S. Securities Act of 1933, as amended.

Annex 2

Company Certificate

From: the executive director of uniQure N.V.

Dated: 8 December 2023

The undersigned:

Matthew Kapusta, acting in his capacity as executive director of uniQure N.V., a public limited liability company (*naamloze vennootschap*) incorporated under Dutch law, having its corporate seat in Amsterdam, the Netherlands, and registered with the trade register of the Dutch Chamber of Commerce under number 54385229 (the “**Company**”).

Background:

- A. The Company intends to seek the Registration with the SEC of the Registration Statement;
- B. In connection with the Registration, as at the date of this Company Certificate, Rutgers & Posch N.V. intends to issue a legal opinion in the form attached to this certificate (the “**Legal Opinion**”);
- C. This Company Certificate is the “Company Certificate” as defined in the Legal Opinion; and
- D. The undersigned makes the certifications in this Company Certificate after due and careful consideration and after having made all necessary enquiries.

1. Construction

- 1.1 Terms defined in the Legal Opinion have the same meaning in this Company Certificate.
- 1.2 In this Company Certificate “including” means “including without limitation”.

2. Certification

The undersigned certifies the following:

2.1 Authenticity

As at the date of this Company Certificate the Extract accurately and completely reflects the matters purported to be evidenced thereby, except that the Extract does not reflect the up-to-date share capital of the Company.

2.2 Solvency

The Company is not subject to any Insolvency, dissolution, liquidation, statutory merger or demerger and its assets are not under administration.

2.3 Issue

The number of ordinary shares in the share capital of the Company - with a nominal value of EUR 0.05 each - issued or to be issued pursuant to the Registration Statement will not exceed a maximum of 19.9% of our aggregate issued share capital at the time of issuance.

2.4 General

The undersigned is not aware of:

- (a) any claim (whether actual or threatened and including any claim, litigation, arbitration or administrative or regulatory proceedings) to the contrary of the certifications in this Company Certificate; or
- (b) any fact or circumstance which he understands or suspects has or might have any impact on the correctness of the Legal Opinion and which has not been disclosed to Rutgers & Posch N.V. in writing.

3. Reliance

Rutgers & Posch N.V. may rely on this Company Certificate (without personal liability for the undersigned).

In evidence whereof this Company Certificate was signed in the manner set out below.

Matthew Kapusta

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 27, 2023, with respect to the consolidated financial statements of uniQure N.V., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG Accountants N.V.
Amstelveen, The Netherlands
December 8, 2023

CALCULATION OF REGISTRATION FEE
Form S-8
(Form Type)
uniQure N.V.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee ⁽²⁾
Equity	Ordinary Shares, par value €0.05 per share	Rule 457(h)	65,500 ⁽³⁾	\$20.06	\$1,313,930.00	\$147.60 per \$1,000,000	\$193.94
Equity	Ordinary Shares, par value €0.05 per share	Rule 457(h)	89,300 ⁽⁴⁾	\$19.72	\$1,760,996.00	\$147.60 per \$1,000,000	\$259.92
Equity	Ordinary Shares, par value €0.05 per share	Rule 457(h)	251,300 ⁽⁵⁾	\$20.18	\$5,071,234.00	\$147.60 per \$1,000,000	\$748.51
Equity	Ordinary Shares, par value €0.05 per share	Rule 457(h)	183,000 ⁽⁶⁾	\$11.47	\$2,099,010.00	\$147.60 per \$1,000,000	\$309.81
Equity	Ordinary Shares, par value €0.05 per share	Rule 457(h)	169,100 ⁽⁷⁾	\$6.90	\$1,166,790.00	\$147.60 per \$1,000,000	\$172.22
Equity	Ordinary Shares, par value €0.05 per share	Rule 457(h)	194,800 ⁽⁸⁾	\$7.30	\$1,422,040.00	\$147.60 per \$1,000,000	\$209.89
Total Offering Amounts					\$12,834,000.00		\$1,894.29
Total Fee Offsets							—
Net Fee Due							\$1,894.29

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, (the “Securities Act”), this Registration Statement shall be deemed to cover an indeterminate amount of additional ordinary shares that may be offered and issued as a result of any share split, share dividend or similar transactions.
- (2) Calculated pursuant to Rule 457(h) of the Securities Act, solely for the purpose of computing the registration fee, on the basis of the average of the high and low prices per share of the Registrant’s Ordinary Shares, as reported by the Nasdaq Global Select Market.
- (3) Represents ordinary shares reserved for issuance pursuant to Restricted Stock Units (“RSUs”) and option awards granted to certain individuals on February 23, 2023 as a material inducement to such individuals’ employment.
- (4) Represents ordinary shares reserved for issuance pursuant to RSUs and option awards granted to certain individuals on April 24, 2023 as a material inducement to such individuals’ employment.
- (5) Represents ordinary shares reserved for issuance pursuant to RSUs and option awards granted to certain individuals on June 13, 2023 as a material inducement to such individuals’ employment.
- (6) Represents ordinary shares reserved for issuance pursuant to RSUs and option awards granted to an individual on June 26, 2023 as a material inducement to such individual’s employment.
- (7) Represents ordinary shares reserved for issuance pursuant to RSUs and option awards granted to certain individuals on September 27, 2023 as a material inducement to such individuals’ employment.
- (8) Represents ordinary shares reserved for issuance pursuant to RSUs and option awards granted to certain individuals on December 7, 2023 as a material inducement to such individuals’ employment.