

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM S-8**

REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Aeries Technology, Inc.**  
(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of  
incorporation or organization)

98-1587626

(I.R.S. Employer  
Identification No.)

60 Paya Lebar Road, #08-13  
Paya Lebar Square  
Singapore  
(Address of principal executive offices)

Aeries Technology, Inc. 2023 Equity Incentive Plan  
(Full title of the plan)

Sudhir Appukuttan Panikassery  
Chief Executive Officer  
c/o Aeries Technology, Inc.  
P.O. Box 309  
Ugland House, South Church Street,  
George Town, Grand Cayman KY1-1104  
(Name and address of agent for service)

(919) 228-6404  
(Telephone number, including area code, of agent for service)

*Copies to:*  
Rajiv Khanna  
Norton Rose Fulbright US LLP  
1301 Avenue of the Americas  
New York, New York 10019-6022  
Tel: (212) 318-3000

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified by Part I, Items 1 and 2, of Form S-8 have been or will be delivered to participants in the plan covered by this Registration Statement, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of the Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

Aeries Technology, Inc. (the “Registrant”) hereby incorporates by reference in this Registration Statement the following documents previously filed with the Commission:

- (a) The Registrant’s prospectus contained in the Registration Statement on [Form S-1](#) (File No. 333-276173) filed with the Commission on May 3, 2024, which contains audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) The Registrant’s audited financial statements included in the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 filed with the Commission on March 31, 2023;
- (c) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2023](#), [June 30, 2023](#), and [September 30, 2023](#), and [December 31, 2023](#), filed with the Commission on May 22, 2023, August 15, 2023, November 14, 2023, and February 20, 2024, respectively;
- (d) The Registrant’s Current Reports on Form 8-K filed with the Commission on [March 13, 2023](#) (excluding Item 7.01 and the related exhibits), [April 3, 2023](#), [April 12, 2023](#), [April 19, 2023](#), [May 18, 2023](#), [June 6, 2023](#) (excluding Item 7.01 and the related exhibit), [July 5, 2023](#), [July 14, 2023](#) (excluding Item 7.01 and the related exhibit), [October 10, 2023](#), [October 11, 2023](#), [October 13, 2023](#), [October 18, 2023](#), [October 25, 2023](#), [October 30, 2023](#), [November 3, 2023](#), [November 3, 2023](#), [November 6, 2023](#), [November 13, 2023](#) (excluding Item 7.01 and the related exhibit), [November 30, 2023](#), [November 30, 2023](#) (excluding Item 2.02 and the related exhibit), [December 13, 2023](#), [December 13, 2023](#), [February 7, 2024](#), [February 21, 2024](#), [April 9, 2024](#) and [April 12, 2024](#) (excluding Item 7.01 and the related exhibit);
- (e) The description of the Registrant’s Class A ordinary shares contained in the Registrant’s Registration Statement on [Form S-1](#) (File No. 333-276173) filed with the Commission on May 3, 2024, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (excluding any documents or portions of such documents that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K and any exhibits included with such Items), on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement 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 herein and to be a part hereof from the date of the filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration 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.**

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of directors and officers, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, fraud or the consequences of committing a crime. The Amended and Restated Memorandum and Articles of Association of the Registrant provide for indemnification of our directors and officers to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud, willful neglect or willful default. We have entered into agreements with our directors and officers to provide contractual indemnification in addition to the indemnification provided for in the Amended and Restated Memorandum and Articles of Association. We have also purchased a policy of directors' and officers' liability insurance that insures our directors and officers against the cost of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our directors and officers.

Our indemnification obligations may discourage shareholders from bringing a lawsuit against our officers or directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against our officers and directors, even though such an action, if successful, might otherwise benefit us and our shareholders. Furthermore, a shareholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against our officers and directors pursuant to these indemnification provisions.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#">Amended &amp; Restated Memorandum and Articles of Association of Aeries Technology, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Commission on November 13, 2023).</a>
5.1	<a href="#">Opinion of Walkers (Cayman) LLP.</a>
23.1	<a href="#">Consent of Walkers (Cayman) LLC (included in Exhibit 5.1)</a>
23.2	<a href="#">Consent of Marcum LLP, independent registered accounting firm for Aeries Technology, Inc.</a>
23.3	<a href="#">Consent of KNAV CPA LLP, independent registered public accounting firm for AARK Singapore Pte. Ltd. and its subsidiaries.</a>
24.1	<a href="#">Power of Attorney (included on signature page)</a>
99.1	<a href="#">Aeries Technology, Inc. 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.31 to the Company's current report on Form 8-K filed with the Commission on November 13, 2023).</a>
107	<a href="#">Filing Fee Table.</a>

**Item 9. Undertakings.**

a) 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;
- 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. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 (a)(1)(i) and (a)(1)(ii) above 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 this 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.

b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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.

c) 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 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.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Singapore, on May 7, 2024.

Aeries Technology, Inc.

By: /s/ Sudhir Appukuttan Panikassery  
Sudhir Appukuttan Panikassery  
Chief Executive Officer and Director

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sudhir Appukuttan Panikassery, Rajeev Gopala Krishna Nair, and Venu Raman Kumar, and each of them, as his or her true and lawful attorneys-in-fact and agents, 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 sign the Registration Statement on Form S-8 of Aeries Technology, Inc., and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sudhir Appukuttan Panikassery</u> Sudhir Appukuttan Panikassery	Chief Executive Officer and Director (Principal Executive Officer)	May 7, 2024
<u>/s/ Rajeev Gopala Krishna Nair</u> Rajeev Gopala Krishna Nair	Chief Financial Officer (Principal Financial and Accounting Officer)	May 7, 2024
<u>/s/ Venu Raman Kumar</u> Venu Raman Kumar	Director and Chairman of the Board	May 7, 2024
<u>/s/ Daniel S. Webb</u> Daniel S. Webb	Director	May 7, 2024
<u>/s/ Alok Kochhar</u> Alok Kochhar	Director	May 7, 2024
<u>/s/ Biswajit Dasgupta</u> Biswajit Dasgupta	Director	May 7, 2024
<u>/s/ Nina B. Shapiro</u> Nina B. Shapiro	Director	May 7, 2024
<u>/s/ Ramesh Venkataraman</u> Ramesh Venkataraman	Director	May 7, 2024



7 May 2024

AERIES TECHNOLOGY, INC.  
c/o Maples Corporate Services Limited  
P.O. Box 309  
Ugland House, South Church Street  
George Town  
Grand Cayman, KY1-1104  
Cayman Islands

Dear Addressees

**AERIES TECHNOLOGY, INC.**

We act as Cayman Islands legal advisers to Aeries Technology, Inc. (the “**Company**”), and we have examined the Registration Statement on Form S-8 to be filed by the Company with the United States Securities and Exchange Commission (including all supplements and amendments thereto, the “**Registration Statement**”), relating to the registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), of up to an aggregate of 9,031,027 Class A ordinary shares with a par value of US\$0.0001 per share in the capital of the Company (the “**Shares**”) for issuance pursuant to the Company’s 2023 Equity Incentive Plan (the “**Plan**”).

For the purposes of giving this opinion, we have examined and relied upon the originals or copies of the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability and validly existing under the laws of the Cayman Islands with full corporate power and authority to issue the Shares. The Company is in good standing with the Registrar of Companies of the Cayman Islands (the “**Registrar**”).
2. The Shares to be issued by the Company have been duly authorised by all necessary corporate action of the Company and, upon the issue of the Shares (by the entry of the name of the registered owner thereof in the register of members of the Company confirming that such Shares have been issued credited as fully paid), delivery and payment therefore by the purchaser in accordance with the Memorandum and Articles of Association (as defined in Schedule 1) and the Plan and in the manner contemplated by the Registration Statement, the Shares will be validly created, legally issued, fully paid and non-assessable (meaning that no additional sums may be levied on the holder thereof by the Company).

**Walkers**

190 Elgin Avenue, George Town

Grand Cayman KY1-9001, Cayman Islands

T +1 345 949 0100 F +1 345 949 7886 www.walkersglobal.com

With effect from 1 July 2021, Walkers (Cayman) has converted to Walkers (Cayman) LLP but will continue to trade as Walkers.

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We have relied upon the statements and representations of directors, officers and other representatives of the Company as to factual matters.

Our opinion as to the good standing of the Company is based solely upon receipt of the Certificate of Good Standing (as defined in Schedule 1) issued by the Registrar. The Company shall be deemed to be in good standing under Section 200A of the Companies Act (as amended) of the Cayman Islands (the “**Companies Act**”) on the date of issue of the Certificate of Good Standing if all fees and penalties under the Companies Act have been paid and the Registrar has no knowledge that the Company is in default under the Companies Act.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and the benefit of your legal advisers acting in that capacity in relation to this transaction and may not be relied upon by any other person, other than persons entitled to rely upon it pursuant to the provisions of the Securities Act, without our prior written consent.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully

/s/ Walkers (Cayman) LLP  
**Walkers (Cayman) LLP**

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## SCHEDULE 1

### LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 5 March 2021, Certificate of Incorporation on Change of Name dated 7 November 2023, Register of Directors and Register of Officers, the Amended and Restated Memorandum and Articles of Association of the Company dated 2 November 2023 and effective on 6 November 2023 (the “**Memorandum and Articles of Association**”), in each case, of the Company, copies of which have been provided to us by its registered office in the Cayman Islands (the “**Company Records**”).
  2. The Cayman Online Registry Information System (CORIS), the Cayman Islands’ General Registry’s online database, searched on 7 May 2024.
  3. The Register of Writs and other Originating Process of the Grand Court of the Cayman Islands kept at the Clerk of Court’s Office, George Town, Grand Cayman, examined at 9.00 am on 7 May 2024.
  4. A Certificate of Good Standing dated 1 May 2024 in respect of the Company issued by the Registrar (the “**Certificate of Good Standing**”).
  5. A copy of the executed minutes of the board of directors of the Company dated 7 November 2023 (the “**Resolutions**”).
  6. The Registration Statement.
  7. The Plan.
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## SCHEDULE 2

### Assumptions

This opinion is given based upon the following assumptions:

1. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the documents reviewed are genuine and are those of a person or persons given power to execute the documents under the Resolutions (as defined in Schedule 1). All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals.
  2. The Memorandum and Articles of Association will be the memorandum and articles of association of the Company in force on the date of the issuance of the Shares.
  3. The accuracy and completeness of all factual representations made in the Registration Statement and all other documents reviewed by us.
  4. The Company will receive consideration in money or money's worth for each Share offered by the Company when issued at the agreed issue price as per the terms of the Registration Statement, such price in any event not being less than the stated par or nominal value of each Share.
  5. There are no provisions of the laws of any jurisdiction outside the Cayman Islands which would be contravened by issuance and allotment of the Shares and, insofar as any obligation expressed to be incurred under any of the documents is to be performed in or is otherwise subject to the laws of any jurisdiction outside the Cayman Islands, its performance will not be illegal by virtue of the laws of that jurisdiction.
  6. The Company Records are complete and accurate and all matters required by law and the Memorandum and Articles of Association to be recorded therein are completely and accurately so recorded.
  7. The Resolutions are and shall remain in full force and effect and have not been and will not be rescinded or amended. The Resolutions were duly adopted at duly convened meetings of the Board of Directors and such meetings were held and conducted in accordance with the Memorandum and Articles of Association in force at the relevant time.
  8. The Registration Statement and the Plan conform in every material respect to the latest drafts of the same produced to us and, where provided in successive drafts, have been marked up to indicate all changes to such documents.
  9. Each of the Registration Statement and the Plan (including each grant notice issued pursuant thereto) will be duly authorised, executed and delivered by or on behalf of all relevant parties prior to the issue of the Shares and will be legal, valid, binding and enforceable against all relevant parties in accordance with their terms under all relevant laws (other than the laws of the Cayman Islands).
  10. All preconditions to the issue of the Shares under the terms of the Plan will be satisfied or duly waived prior to the issue of the Shares and there will be no breach of the terms of the Plan.
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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Aeries Technology, Inc. (f/k/a Worldwide Webb Acquisition Corp.) on Form S-8 of our report dated March 31, 2023, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the financial statements of Worldwide Webb Acquisition Corp. as of December 31, 2022 and 2021 and for the year ended December 31, 2022 and for the period from March 5, 2021 (inception) through December 31, 2021, which report appears in the Annual Report on Form 10-K of Worldwide Webb Acquisition Corp. for the fiscal year ended December 31, 2022 and is incorporated by reference into this Registration Statement. We were dismissed as auditors on February 1, 2024 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Prospectus for the periods after the date of our dismissal.

/s/ Marcum LLP

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Marcum LLP

Los Angeles, CA

May 7, 2024

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Aeries Technology, Inc. (formerly Worldwide Webb Acquisition Corp.) of our report dated August 9, 2023 (except for the effects of Restatement no. 1 disclosed in Notes 3(a), as to which the date is September 12, 2023, and the effects of Restatement no. 2 in Notes 3(b), as to which the date is December 12, 2023), on our audit of the carve-out consolidated financial statements of AARK Singapore Pte. Ltd. and subsidiaries (as restated) as of and for the years ended March 31, 2023 and 2022, which includes an emphasis of matter paragraph that states that the accompanying carve-out consolidated financial statements reflect the assets, liabilities, revenue, expenses and cash flows directly attributable to the Carve-Out Entity as well as allocations deemed reasonable by the management. We also consent to the reference to our firm under the heading "Experts" in this Registration Statement.

/s/ KNAV CPA LLP (formerly KNAV P.A.)

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KNAV CPA LLP (formerly KNAV P.A.)

Atlanta, Georgia

May 7, 2024

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## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)

**Aeries Technology, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

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
Equity	Class A ordinary shares, par value \$0.0001 per share	457(c) and 457(h)	9,031,027	\$2.01 (3)	\$18,152,364.27	0.0001476	\$2,679.29
<b>Total Offering Amount</b>					\$18,152,364.27		\$2,679.29
<b>Total Fee Offsets</b>							----
<b>Net Fee Due</b>							\$2,679.29

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement ("Registration Statement") also covers an additional indeterminate number of additional shares of Class A ordinary shares, par value \$0.0001 per share ("Ordinary Shares") of Aeries Technology, Inc. (the "Registrant"), which may be offered and issued under the Aeries Technology, Inc. 2023 Equity Incentive Plan (the "Plan") by reason of any stock dividends, stock splits, recapitalizations or other similar transactions effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Ordinary Shares.

(2) Estimated solely for the purpose of calculating the registration fee which was computed in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act.

(3) The amount to be registered represents shares of Ordinary Shares reserved for future award grants under the Plan. The corresponding proposed maximum offering price per share, estimated solely for the purposes of calculating the registration fee under Rule 457(h) of the Securities Act is based on the average of the high and low sales prices per share of the Ordinary Shares as reported on the Nasdaq Capital Market on April 30, 2024.