**Merger Agreement Clause Summaries**

**Concise Summary**

## Termination - Outside Date

### Termination - Outside Date

+ Outside Date = March 23, 2026. The Termination Date shall automatically, without any action on the part of the parties hereto, be extended for three (3) months.

○ References: Section 7.1 (b) (i)

**Fulsome Summary**

## Termination - Outside Date

### Termination - Outside Date

+ Outside Date = March 23, 2026. If conditions in Section 6.1(d) or Section 6.1(e) are not met but all other conditions in Section 6.1 through Section 6.3 are met or waived, the Termination Date extends for three (3) months.

○ References: Section 7.1 (b) (i)

### Extension Discretion

+ The merger agreement stipulates an automatic extension of the Termination Date by three months if, on the original Termination Date, certain conditions outlined in Section 6.1(d) or Section 6.1(e) are not met, but all other conditions are satisfied or waived. No party has sole discretion over this extension.

○ References: Section 7.1 (b) (i)

### Extension Discretion Breach

+ The clause stipulates that if a party's material breach is the primary reason for not closing the merger by the Termination Date, that party loses its right to terminate the agreement. This applies to all parties involved in the agreement.

○ References: Section 7.1 (b) (i)

### Termination Fee

+ The termination fee stated in the merger agreement is $272,000,000.

○ References: Definition > Termination Amount

### Reverse Termination Fee

+ The clause does not provide information about the Reverse Termination Fee in the merger agreement.

## Termination Provisions

### Timeline

+ Signing Date = March 23, 2025  
Confidentiality Sign Date = January 23, 2025  
HSR Filing Date = April 17, 2025 (25 business days after the signing date of March 23, 2025)  
Outside Date = March 23, 2026 (12-month anniversary of the signing date of March 23, 2025)  
Shareholder Vote Date = Cannot be determined (50 days after the effectiveness of the Form F-4, but the date of effectiveness is not provided)  
Closing Date = Cannot be determined (3rd business day after the satisfaction or waiver of conditions, but the date of satisfaction or waiver is not provided)