

OTCQB Certification

I, Michele Cito, Chief Financial Officer of Concord Acquisition Corp II ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

REGISTERED or REPORTING WITH THE SEC:

- Company is registered under Section 12(g) of the Exchange Act
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is reporting under Regulation A (Tier 2)
 Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting with the SEC

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>CNDAW</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>10/09/2024</u>
Total Shares Outstanding	(B)	<u>14,730,522</u>	<u>10/09/2024</u>
Number of Restricted Shares ¹	(C)	<u>5,401,300</u>	<u>10/09/2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>10/09/2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>9,329,222</u>	<u>10/09/2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>63.3%</u>	<u>10/09/2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>101</u>	<u>09/19/2024</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
3/28/2024	600,000	600,000	The date on which the company consummates its initial business combination	\$10/share	0	60,000	Concord Sponsor Group II LLC ^{1,2}	Loan
Total Outstanding Balance:		600,000		Total Shares:	0	60,000		

Use the space below to provide any additional details, including footnotes to the table above:

¹ For more info, see the company’s Form 10-Q for the period ended June 30, 2024.

² Concord Sponsor Group II LLC, the company’s sponsor, is the record holder of the shares of Class B common stock reported herein. The sponsor is governed by a board of managers consisting of three managers, Bob Diamond, David Schamis and Jeff Tuder. Each manager has one vote, and the approval of a majority of the managers is required to approve an action of our sponsor. Under the so-called “rule of three,” if voting and dispositive decisions regarding an entity’s securities are made by three or more individuals, and a voting or dispositive decision requires the approval of

⁴ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁵ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

a majority of those individuals, then none of the individuals is deemed a beneficial owner of the entity's securities. Based upon the foregoing analysis, no manager of our sponsor exercises voting or dispositive control over any of the securities held by our sponsor, even those in which he or she directly holds a pecuniary interest. Accordingly, none of them will be deemed to have or share beneficial ownership of such shares.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Greenberg Traurig, LLP

Jason Simon, Esq.

Tricia Branker, Esq.

Yangyang Jia, Esq.

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below.

For beneficial shareholders that are corporate entities: Provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

For nominee accounts owning 5% or more: Provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, the nominee account does not need to be included in the table below.

For issuers exempt from registration under Exchange Act Rule 12g3-2(b): Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned¹	Percentage of Class of Shares Owned (undiluted)
Bob Diamond	Chairman of the Board	US	-	-	-
Jeff Tuder	Chief Executive Officer	US	-	-	-
Michele Cito	Chief Financial Officer	US	-	-	-
Henry Helgeson	Director	US	-	-	-
Peter Ort	Director	US	25,000	Class B	Less than 1%
Larry Leibowitz	Director	US	25,000	Class B	Less than 1%
Concord Sponsor Group II LLC ²	5% control person	US	6,458,490	Class B	92.2% of Class B shares
CA2 Co-Investment LLC ³	5% control person	US	468,948	Class B	6.7% of Class B shares
Harraden Circle Investments, LLC ⁴	5% control person	US	150,000	Class A	6.8% of Class A shares

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

¹ Shares of Class B common stock are automatically convertible into shares of Class A common stock at the time of the company's initial business combination, or earlier at the option of the holder, initially at a one-for-one ratio but subject to adjustment.

² Concord Sponsor Group II LLC, the company's sponsor, is the record holder of the shares of Class B common stock reported herein. The sponsor is governed by a board of managers consisting of three managers, Bob Diamond, David Schamis and Jeff Tuder. Each manager has one vote, and the approval of a majority of the managers is required to approve an action of our sponsor. Under the so-called "rule of three," if voting and dispositive decisions regarding an entity's securities are made by three or more individuals, and a voting or dispositive decision requires the approval of a majority of those individuals, then none of the individuals is deemed a beneficial owner of the entity's securities. Based upon the foregoing analysis, no manager of our sponsor exercises voting or dispositive control over any of the securities held by our sponsor, even those in which he or she directly holds a pecuniary interest. Accordingly, none of them will be deemed to have or share beneficial ownership of such shares.

³ CA2 Co-Investment LLC is the record holder of the securities reported herein. As the sole member of CA2 Co-Investment LLC, Cowen Investments II LLC may be deemed to beneficially own the securities directly by CA2 Co-Investment LLC. As the sole member of Cowen Investments II, RCG LV Pearl, LLC ("RCG") may be deemed to beneficially own the securities owned directly by CA2 Co-Investment LLC. As the sole member of RCG, Cowen Inc. may be deemed to beneficially own the securities owned by CA2 Co-Investment LLC. As Chief Executive Officer of Cowen Inc., Mr. Jeffrey Solomon may be deemed to beneficially own the securities owned directly by CA2 Co-Investment LLC. The business address of each of CA2 Co-Investment LLC, Cowen Investments II LLC, RCG and Mr. Solomon is 599 Lexington Avenue, 20th Floor, New York, NY 10022.


⁴ Based on a Schedule 13G/A filed on July 10, 2024, by Harraden Circle Investors, LP ("Harraden Fund"), Harraden Circle Special Opportunities, LP ("Harraden Special Op Fund"), Harraden Circle Investors GP, LP ("Harraden GP"), Harraden Circle Investors GP, LLC ("Harraden LLC"), and Harraden Circle Investments, LLC ("Harraden Adviser"); and vi) Frederick V. Fortmiller, Jr. ("Mr. Fortmiller"). Harraden GP is the general partner to Harraden Fund and Harraden Special Op Fund, and Harraden LLC is the general partner of Harraden GP. Harraden Adviser serves as investment manager to Harraden Fund, Harraden Special Op Fund and other high net worth individuals. Mr. Fortmiller is the managing member of each of Harraden LLC and Harraden Adviser. In such capacities, each of Harraden GP, Harraden LLC, Harraden Adviser and Mr. Fortmiller may be deemed to indirectly beneficially own the Shares reported herein directly beneficially owned by Harraden Fund and Harraden Special Op Fund. Each of Harraden Fund, Harraden Special Op Fund and Harraden GP is a Delaware limited partnership. Each of Harraden LLC and Harraden Adviser is a Delaware limited liability company. Mr. Fortmiller is a citizen of the United States of America. The address of the principal business office of each Reporting Person is 299 Park Avenue, 21st Floor, New York, NY 10171.

9. Certification:

Date: 10/14/2024

Name of Certifying CEO or CFO: Michele Cito

Title: Chief Financial Officer

Signature: /s/ 
(Digital Signatures should appear as "/s/ [OFFICER NAME]")