

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

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Mynd.ai, Inc.**

(Exact name of Registrant as specified in its charter)

**Cayman Islands**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

(I.R.S employer identification no.)

**Maples Corporate Services Limited  
PO Box 309  
Ugland House,  
Grand Cayman KY1-1104  
Cayman Islands**

(Address of principal executive offices, including zip code)

**MYND.AI, INC. EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Allyson Krause  
General Counsel  
Mynd.ai, Inc.  
4550 North Point Parkway  
Suite 370  
Alpharetta GA 30022  
(888) 652-2848**

(Name, address and telephone number of agent for service)

*Copies to:*  
**Lori A. Gelchion, Esq.  
Smith Gambrell & Russell, LLP  
1105 W. Peachtree St. N.E., Suite 1000  
Atlanta, GA 30309  
(404) 815-3500**

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 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	..	Accelerated filer	..
Non-accelerated filer	x	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 is filed by Mynd.ai, Inc. (the “Registrant”) for the purpose of registering additional ordinary shares, par value \$0.001 per share (“Ordinary Shares”), of the Registrant under the Mynd.ai, Inc. Equity Incentive Plan (the “Plan”).

Pursuant to the Evergreen Provision and the Amendment (each as defined below), an aggregate of 162,105,960 Ordinary Shares are registered under this Registration Statement.

The number of Ordinary Shares available for issuance under the Plan is subject to an automatic annual increase on the first day of each calendar year during the term of the Plan equal to the lesser of (i) five percent (5%) of the number of outstanding Ordinary Shares, on a fully diluted basis, on the last day of the immediately preceding fiscal year and (ii) such smaller number of Ordinary Shares as determined by the Registrant’s Board of Directors (the “Board”), in its discretion (the “Evergreen Provision”). Consequently, pursuant to the Evergreen Provision, the number of Ordinary Shares available for issuance under the Plan increased by an aggregate of 27,731,110 Ordinary Shares and 28,374,850 Ordinary Shares on January 1, 2025 and January 1, 2026, respectively, which Ordinary Shares are registered under this Registration Statement.

In addition, on June 17, 2026, the Board approved an amendment to the Plan (the “Amendment”) to increase the number of Ordinary Shares available for issuance under the Plan by a one-time amount equal to 106,000,000 Ordinary Shares, which Ordinary Shares are also registered under this Registration Statement.

Pursuant to Instruction E of Form S-8, the contents of the Registrant’s prior registration statement on Form S-8 registering Ordinary Shares under the Plan (File No. 333-278480) (the “Prior Registration Statement”) is hereby incorporated by reference herein, and the information otherwise required by Form S-8 is omitted, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

This registration statement on Form S-8 hereby incorporates by reference the contents of the following reports of the Registrant filed with the Securities and Exchange Commission (the “SEC”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- (a) The Registrant’s Annual Report on Form 20-F for the fiscal year ended December 31, 2025, filed with the SEC on May 29, 2026;
- (b) The Registrant’s Reports on Form 6-K furnished to the SEC on June 5, 2026 and June 23, 2026;
- (c) The description of the Registrant’s securities contained in the Registrant’s registration statement on Form 8-A, filed with the SEC on December 11, 2023 (File No. 001-38203), including all other amendments and reports filed for the purpose of updating such description; and
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2025.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act 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 filing of such documents. Reports on Form 6-K that the Registrant furnishes to the SEC will only be deemed incorporated by reference into this registration statement if such report on Form 6-K so states that it is incorporated by reference herein. 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 herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

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Item 8. Exhibits.

EXHIBIT INDEX

Exhibit Number	Description of Document
4.1	<a href="#">Sixth Amended and Restated Memorandum and Articles of Association of the Registrant, effective December 13, 2023</a> (incorporated by reference to Exhibit 1.1 to the Form 20-F filed on March 27, 2024 (File No. 001-38203)).
4.2	Form of Deposit Agreement, dated September 26, 2017, among the Registrant, CITIBANK, N.A., as depository, and all holders from time to time of American Depositary Receipts issued hereunder (incorporated by reference to the Form S-8 filed on March 23, 2018, as amended (File No. 333-223864)).
4.3	<a href="#">Registrant's Specimen American Depositary Receipt</a> (incorporated herein by reference to the Registrant's prospectus filed on December 13, 2023, relating to the Form F-6 filed on September 13, 2017, as amended (File No. 333-220440)).
4.4	<a href="#">Registrant's Specimen Certificate for Ordinary Shares</a> (incorporated by reference to Exhibit 2.2 to the Form 20-F filed on March 27, 2024 (File No. 001-38203)).
5.1*	<a href="#">Opinion of Maples and Calder (Cayman) LLP, Cayman Islands counsel to the Registrant, regarding the legality of the Ordinary Shares being registered.</a>
23.1*	<a href="#">Consent of Maples and Calder (Cayman) LLP (included in Exhibit 5.1).</a>
23.2*	<a href="#">Consent of Deloitte &amp; Touche LLP, an independent registered public accounting firm.</a>
24.1*	<a href="#">Power of Attorney</a> (contained on the signature pages hereto).
99.1	<a href="#">Mynd.ai, Inc. Equity Incentive Plan</a> (incorporated by reference to Exhibit 4.1 to the Form 20-F filed on March 27, 2024).
99.2*	<a href="#">Amendment to Mynd.ai, Inc. Equity Incentive Plan.</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Alpharetta, Georgia, on June 23, 2026.

**MYND.AI, INC.**

By: /s/ Arthur Giterman  
Name: Arthur Giterman  
Title: Chief Executive Officer, Chief Financial Officer & Director

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Arthur Giterman and Allyson Krause, each of them severally, his or her true and lawful attorneys-in-fact and agents, each of whom may act 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 sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to sign any related registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, 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, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in 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 any of them, or his, her 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 has been signed by the following persons in the capacities indicated on June 23, 2026.

<b>Signature</b>	<b>Capacity</b>
<u>/s/ Arthur Giterman</u> Arthur Giterman	Chief Executive Officer, Chief Financial Officer and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Simon Leung Lim Kin</u> Simon Leung Lim Kin	Director and Chairman of the Board
<u>/s/ Robin Mendelson</u> Robin Mendelson	Director
<u>/s/ Denise Merle</u> Denise Merle	Director
<u>/s/ Joel Getz</u> Joel Getz	Director

**Calculation of Filing Fee Table**

**Form S-8**

*(Form Type)*

**Mynd.ai, Inc.**

*(Exact Name of Registrant as Specified in its Charter)*

**Table 1: Newly Registered Securities**

<b>Security Type</b>	<b>Security Class Title<sup>(1)</sup></b>	<b>Fee Calculation Rule<sup>(2)</sup></b>	<b>Amount Registered<sup>(3)</sup></b>	<b>Proposed Maximum Offering Price Per Unit<sup>(2)</sup></b>	<b>Maximum Aggregate Offering Price<sup>(2)</sup></b>	<b>Fee Rate</b>	<b>Amount of Registration Fee<sup>(2)</sup></b>
Equity	Ordinary Shares, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	162,105,960	\$0.04005	\$6,492,343.70	\$0.0001381	\$896.59
<b>Total Offering Amounts</b>					\$6,492,343.70		\$896.59
<b>Total Fee Offsets</b>							-
<b>Net Fee Due</b>							\$896.59

- (1) The Ordinary Shares (the “Ordinary Shares”) of Mynd.ai, Inc. (the “Registrant”) registered hereunder may be represented by the Registrant’s American Depositary Shares (“ADSs”), each of which represents ten (10) Ordinary Shares. The Registrant’s ADSs issuable upon deposit of the Ordinary Shares have been registered under a separate registration statement on Form F-6 (File No. 333-220440).
- (2) Estimated in accordance with Rule 457(c) and 457(h) of the Securities Act of 1933, as amended (the “Securities Act”) for the purpose of calculating the registration fee on the basis of the average of the high and the low prices of the ADSs, as reported on the New York Stock Exchange American on June 16, 2026, adjusted for the ADS to Ordinary Share ratio.
- (3) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement on Form S-8 shall also cover any additional Ordinary Shares that become issuable under the Mynd.ai, Inc. Equity Incentive Plan, as amended, by reason of any stock dividend, stock split, recapitalization or any other similar transaction that results in an increase in the number of outstanding Ordinary Shares.



Mynd.ai, Inc.  
PO Box 309, Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

19 June 2026

**Mynd.ai, Inc.**

We have acted as counsel as to Cayman Islands law to Mynd.ai, Inc. (the "**Company**") in connection with the Company's registration statement on Form S-8 (the "**Form S-8**") filed with the United States Securities and Exchange Commission (the "**Commission**") under the United States Securities Act of 1933, as amended (the "**Act**") (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration with the Commission of 106,000,000 Ordinary Shares of a par value of US\$0.001 each in the capital of the Company (the "**Shares**") authorised for issuance pursuant to the Company's Equity Incentive Plan adopted by the directors of the Company on 9 January 2024 as amended pursuant to the Amendment to the Mynd.ai, Inc. Equity Incentive Plan of the Company dated 17 June 2026 (as amended, the "**Plan**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

**1 Documents Reviewed**

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 The certificate of incorporation of the Company dated 11 January 2007 and the certificates of incorporation on change of name of the Company dated 23 June 2017, 13 May 2022 and 13 December 2023.
  - 1.2 The sixth amended and restated memorandum and articles of association of the Company as adopted by special resolution passed on 11 September 2023 and effective on 13 December 2023 (the "**Memorandum and Articles**").
  - 1.3 The minutes (the "**Minutes**") of the meeting of the board of directors of the Company held on 9 January 2024 (the "**Meeting**").
  - 1.4 The following corporate records of the Company maintained at its registered office in the Cayman Islands, each as at the date of this opinion letter:
    - (a) the Register of Directors; and
    - (b) the Register of Mortgages and Charges.
  - 1.5 The unanimous written consent of the board of directors of the Company dated 2 April 2024 (the "**2024 Resolutions**") and the unanimous written resolutions of the board of directors of the Company dated 17 June 2026 (the "**2026 Resolutions**" and together with the 2024 Resolutions, the "**Resolutions**").
  - 1.6 A certificate from a director of the Company a copy of which is attached to this opinion letter (the "**Director's Certificate**").
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1.7 The Registration Statement.

1.8 The Plan.

## 2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving the following opinions, we have relied (without further verification) upon the completeness and accuracy, as at the date of this opinion letter, of the Director's Certificate. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 The Plan has been or will be authorised and duly executed and unconditionally delivered by or on behalf of all relevant parties in accordance with all relevant laws (other than, with respect to the Company, the laws of the Cayman Islands).
  - 2.2 The Plan is, or will be, legal, valid, binding and enforceable against all relevant parties in accordance with their terms under the laws of Delaware (the "**Relevant Law**") and all other relevant laws (other than, with respect to the Company, the laws of the Cayman Islands).
  - 2.3 The choice of the Relevant Law as the governing law of the Plan has been made in good faith and would be regarded as a valid and binding selection which will be upheld by the courts of Delaware and any other relevant jurisdiction (other than the Cayman Islands) as a matter of the Relevant Law and all other relevant laws (other than the laws of the Cayman Islands).
  - 2.4 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, and translations of documents provided to us are complete and accurate.
  - 2.5 All signatures, initials and seals are genuine.
  - 2.6 The capacity, power, authority and legal right of all parties under all relevant laws and regulations (other than, with respect to the Company, the laws and regulations of the Cayman Islands) to enter into, execute, unconditionally deliver and perform their respective obligations under the Plan.
  - 2.7 There is no contractual or other prohibition or restriction (other than as arising under Cayman Islands law) binding on the Company prohibiting or restricting it from entering into and performing its obligations under the Plan.
  - 2.8 No monies paid to or for the account of any party under the Plan or any property received or disposed of by any party to the Plan in each case in connection with the Plan or the consummation of the transactions contemplated thereby represent or will represent proceeds of criminal conduct or criminal property or terrorist property (as defined in the Proceeds of Crime Act (As Revised) and the Terrorism Act (As Revised), respectively).
  - 2.9 There is nothing contained in the minute book or corporate records of the Company (which, other than the records set out in paragraphs 1.1, 1.2, 1.3 and 1.4 of this opinion letter, we have not inspected) which would or might affect the opinions set out below.
  - 2.10 There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out below. Specifically, we have made no independent investigation of the Relevant Law.
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- 2.11 The Company will receive money or money's worth in consideration for the issue of the Shares and none of the Shares were or will be issued for less than par value. Upon the issuance of any Shares pursuant to the terms of the Plan, the Company will have sufficient authorised but unissued share capital in order to facilitate the issuance of Shares pursuant to the Plan.
- 2.12 There are no circumstances or matters of fact existing which may properly form the basis for an application for an order for rectification of the register of members of the Company.
- 2.13 The Registration Statement has been, or will be, authorised and duly executed and delivered by or on behalf of all relevant parties in accordance with all relevant laws.
- 2.14 No invitation has been made or will be made by or on behalf of the Company to the public in the Cayman Islands to subscribe for any of the Shares.
- 2.15 The Shares to be issued pursuant to the Plan have been, or will be, duly registered, and will continue to be registered, in the Company's register of members (shareholders).

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion letter.

### **3 Opinions**

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that the Shares to be issued by the Company pursuant to the provisions of the Plan, have been duly authorised for issue, and when such Shares are issued by the Company pursuant to the provisions of the Plan and in accordance with the Minutes and the Resolutions for the consideration fixed thereto and duly registered in the Company's register of members (shareholders), will be validly issued, fully paid and non-assessable. As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders).

### **4 Qualifications**

The opinions expressed above are subject to the following qualifications:

- 4.1 The obligations assumed by the Company under the Plan will not necessarily be enforceable in all circumstances in accordance with their terms. In particular:
    - (a) enforcement may be limited by bankruptcy, insolvency, liquidation, reorganisation, readjustment of debts or moratorium or other laws of general application relating to protecting or affecting the rights of creditors and/or contributories;
    - (b) enforcement may be limited by general principles of equity. For example, equitable remedies such as specific performance may not be available, *inter alia*, where damages are considered to be an adequate remedy;
    - (c) where obligations are to be performed in a jurisdiction outside the Cayman Islands, they may not be enforceable in the Cayman Islands to the extent that performance would be illegal under the laws of that jurisdiction; and
    - (d) some claims may become barred under relevant statutes of limitation or may be or become subject to defences of set off, counterclaim, estoppel and similar defences.
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- 4.2 Under Cayman Islands law, the register of members (shareholders) is *prima facie* evidence of title to shares and this register would not record a third party interest in such shares. However, there are certain limited circumstances where an application may be made to a Cayman Islands court for a determination on whether the register of members reflects the correct legal position. Further, the Cayman Islands court has the power to order that the register of members maintained by a company should be rectified where it considers that the register of members does not reflect the correct legal position. As far as we are aware, such applications are rarely made in the Cayman Islands and for the purposes of the opinion given in paragraph 3, there are no circumstances or matters of fact known to us on the date of this opinion letter which would properly form the basis for an application for an order for rectification of the register of members of the Company, but if such an application were made in respect of the Shares, then the validity of such shares may be subject to re-examination by a Cayman Islands court.
- 4.3 In this opinion letter the phrase "non-assessable" means, with respect to the issuance of shares, that a shareholder shall not, in respect of the relevant shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the references to our firm in the Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under section 7 of the Act or the Rules and Regulations of the Commission thereunder.

We express no view as to the commercial terms of the Plan or whether such terms represent the intentions of the parties and make no comment with regard to warranties or representations that may be made by the Company.

The opinions in this opinion letter are strictly limited to the matters contained in the opinions section above and do not extend to any other matters. We have not been asked to review and we therefore have not reviewed any of the ancillary documents relating to the Plan and express no opinion or observation upon the terms of any such document.

This opinion letter is addressed to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose. This opinion letter is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ Maples and Calder (Cayman) LLP  
Maples and Calder (Cayman) LLP

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Mynd.ai, Inc.  
PO Box 309, Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

To: Maples and Calder (Cayman) LLP  
PO Box 309, Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

17 June 2026

**Mynd.ai, Inc.** (the "**Company**")

I, the undersigned, being a director of the Company, am aware that you are being asked to provide an opinion letter (the "**Opinion**") in relation to certain aspects of Cayman Islands law. Unless otherwise defined herein, capitalised terms used in this certificate have the respective meanings given to them in the Opinion. I hereby certify that:

- 1 The Memorandum and Articles remain in full force and effect and are unamended.
  - 2 The Company has not entered into any mortgages or charges over its property or assets other than those entered in the register of mortgages and charges of the Company.
  - 3 The Minutes are a true and correct record of the proceedings of the Meeting, which was duly convened and held, and at which a quorum was present throughout in the manner prescribed in the Memorandum and Articles. The Resolutions and the resolutions set out in the Minutes were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect.
  - 4 The authorised share capital of the Company is US\$1,000,000 divided into 1,000,000,000 shares comprising of (i) 990,000,000 Ordinary Shares of a par value of US\$0.001 each and (ii) 10,000,000 shares of a par value of US\$0.001 each of such class or classes (however designated) as the board of directors may determine in accordance with Article 9 of the Articles of Association of the Company. The issued share capital of the Company is 456,477,820 Ordinary Shares, which have been duly authorised and are validly issued as fully-paid and non-assessable.
  - 5 The shareholders of the Company (the "**Shareholders**") have not restricted the powers of the directors of the Company in any way.
  - 6 The directors of the Company at the date of the 2024 Meeting and the date of the 2024 Resolutions were as follows: Joel A. Getz, Simon Leung Lim Kim, Robin Mendelson, Denise Merle, John Quelch, Vincent Riera and Tarek Shawki. The directors of the Company at the date of the 2026 Resolutions and at the date of this certificate were and are as follows: Joel A. Getz, Simon Leung Lim Kim, Robin Mendelson, Denise Merle and Arthur Giterman.
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- 7 The minute book and corporate records of the Company as maintained at its registered office in the Cayman Islands and made available to you are complete and accurate in all material respects, and all minutes and resolutions filed therein represent a complete and accurate record of all meetings of the Shareholders and directors (or any committee thereof) of the Company (duly convened in accordance with the Memorandum and Articles) and all resolutions passed at the meetings or passed by written resolution or consent, as the case may be.
- 8 Prior to, at the time of, and immediately following the approval of the transactions contemplated by the Plan, the Company was, or will be, able to pay its debts as they fell, or fall, due and has entered, or will enter, into the transactions contemplated by the Plan for proper value and not with an intention to defraud or wilfully defeat an obligation owed to any creditor or with a view to giving a creditor a preference.
- 9 Each director of the Company considers the transactions contemplated by the Plan to be of commercial benefit to the Company and has acted in good faith in the best interests of the Company, and for a proper purpose of the Company, in relation to the transactions which are the subject of the Opinion.
- 10 To the best of my knowledge and belief, having made due inquiry, the Company is not the subject of legal, arbitral, administrative or other proceedings in any jurisdiction and neither the directors nor Shareholders have taken any steps to have the Company struck off or placed in liquidation. Further, no steps have been taken to wind up the Company or to appoint restructuring officers or interim restructuring officers, and no step has been taken to appoint a receiver in relation to any of the Company's property or assets.
- 11 To the best of my knowledge and belief, having made due inquiry, there are no circumstances or matters of fact existing which may properly form the basis for an application for an order for rectification of the register of members of the Company.
- 12 The Company is not a central bank, monetary authority or other sovereign entity of any state and is not a subsidiary, direct or indirect, of any sovereign entity or state.

(Signature Page follows)

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I confirm that you may continue to rely on this certificate as being true and correct on the day that you issue the Opinion unless I shall have previously notified you personally to the contrary.

Signature: /s/ Dr. Simon Leung Lim Kim

Name: Dr. Simon Leung Lim Kim

Title: Director

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 28, 2026, relating to the financial statements of Mynd.ai, Inc. appearing in this Annual Report on Form 20-F of Mynd.ai, Inc. for the year ended December 31, 2025.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington

June 23, 2026

**AMENDMENT TO THE MYND.AI, INC. EQUITY INCENTIVE PLAN**

This Amendment (this “Amendment”) to the Equity Incentive Plan (the “Plan”) of Mynd.ai, Inc., a company organized under the laws of the Cayman Islands (the “Company”), is made effective as of June 17, 2026. Unless otherwise specifically defined herein, each capitalized term used herein shall have the meaning afforded such term under the Plan.

**WHEREAS**, each of the Board of Directors of the Company (the “Board”) and the Compensation Committee have determined it to be in the best interests of the Company to amend the Plan to increase the aggregate number of ordinary shares, par value \$0.001 per share (“Ordinary Shares”) of the Company authorized for issuance thereunder by a one-time additional amount of 106,000,000 Ordinary Shares (corresponding to 10,600,000 ADS).

**NOW, THEREFORE**, be it resolved that the Plan is hereby amended as follows:

1. Section 3.1 of the Plan is hereby deleted in its entirety and replaced with the following:

“Subject to adjustment as provided under the Plan, the maximum number of Shares that are available for Awards under this Plan shall initially be 54,777,338. Notwithstanding the foregoing, the number of Shares available for Awards under this Plan shall (A) automatically increase on January 1st of each year beginning in 2025 and ending with a final increase on January 1, 2034, by a number of Shares equal to 5% of the aggregate number of issued and outstanding Shares on a fully diluted basis on the last day of the immediately preceding fiscal year, unless the Committee should decide to increase the number of Shares available under this Plan by a lesser amount and (B) on June 17, 2026, the total number of Shares available for issuance under the Plan shall also be increased by a one-time amount equal to 106,000,000 Ordinary Shares. Shares to be issued pursuant to this Plan may be authorized and unissued Shares, Shares that have been repurchased by the Company which are cancelled and thereafter form part of the authorized but unissued share capital of the Company, treasury Shares or any combination of the foregoing, as may be determined from time to time by the Board or by the Committee. Additionally, at the discretion of the Committee, any Shares issued pursuant to an Award may be represented by ADSs. If the number of Shares represented by an ADS is other than on a one-to-one basis, the limitations of Section 3.1 shall be adjusted to reflect the issuance of ADSs in lieu of Shares. Any of the authorized Shares may be used for any type of Award under this Plan, and any or all of the Shares may be allocated to Incentive Stock Options.”

2. To record the adoption of this Amendment to the Plan by the Board, the Company has caused its authorized officer to execute the same as of the date first set forth above.

*/s/ Simon Leung Lim Kin*

\_\_\_\_\_  
Simon Leung Lim Kin

*/s/ Arthur Giterman*

\_\_\_\_\_  
Arthur Giterman

*/s/ Denise Merle*

\_\_\_\_\_  
Denise Merle

*/s/ Robin Mendelson*

\_\_\_\_\_  
Robin Mendelson

*/s/ Joel Getz*

\_\_\_\_\_  
Joel Getz