



New York Stock Exchange  
11 Wall Street  
New York, NY 10005

March 3, 2021

Chief, Information Technology  
Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the following securities of M3-Brigade Acquisition II Corp., under the Exchange Act of 1934:

- Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-third of one redeemable warrant
- Class A common stock included as part of the units
- Redeemable warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50

Sincerely,

A handwritten signature in black ink, appearing to read "Ben Savage", written in a cursive style.