

OTCQB Certification

I, Jarett Goldman, Chief Financial Officer of Constellation Acquisition Corp I ("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

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>CSTWF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>200,000,000</u>	<u>12/26/2023</u>
Total Shares Outstanding	(B)	<u>10,333,275¹</u>	<u>12/26/2023</u>
Number of Restricted Shares ²	(C)	<u>0</u>	<u>12/26/2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates ³	(D)	<u>0</u>	<u>12/26/2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>10,333,275</u>	<u>12/26/2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ⁴	(F)	<u>100%</u>	<u>12/26/2023</u>

¹ This number includes fractional warrants/ shares part of the units. Constellation Sponsor LP (the "Sponsor") holds 5,466,667 private placement warrants, that are not currently trading.

² 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.

³ This number does not include the private placement warrants held by the Sponsor.

⁴ 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.

Number of Beneficial Shareholders of at least 100 shares ^{5 6}	(G)	203	12/26/2023
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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 ⁷	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁸	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

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

There are some promissory notes where the payee has the option to convert the note into private placement warrants, which we have not included in this table because the private placement warrants are not trading currently.

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.)

Kirkland & Ellis LLP; Peter Seligson

Ongoing Disclosure and Administrative Services:

⁵ 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.

⁶ This number does not include the private placement warrants held by the Sponsor.

⁷ 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.

⁸ 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.

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. **If any of the beneficial shareholders 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. 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, add a note confirming this.**

Constellation Sponsor LP (the "Sponsor") holds 5,466,667 private placement warrants, that are not trading.

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 owned	Percentage of Class of Shares Owned (undiluted)

Constellation Sponsor LP ⁹ 1011	5% Control Person	Delaware	7,633,750 Class B ordinary shares	Class B	62.35% ¹²
Owl Creek Assest Management, L.P. ¹³	5% Control Person	New York, New York	250,000 Class A Shares	Class A Shares	5.56% ¹⁴
Nicole Schepanek ¹⁰ 1516	Director	Berlin, Germany	38,750 Class B Shares	Class B Shares	0.32%
Heiko Faass ¹⁰ 1517	Director	Puerto Rico, USA	38,750 Class B Shares	Class B Shares	0.32%
Bob Stefanowski ¹⁰ 1518	Director	Wisconsin, USA	38,750 Class B Shares	Class B Shares	0.32%
Chandra R. Patel ¹⁰	Director/Officer	New York, UsA	—	—	—
Jarett Goldman ¹⁰	Officer	Florida, USA	—	—	—
Richard C. Davis ¹⁰	Director/Officer	Connecticut, USA	—	—	—

⁹ In connection with the closing of the transactions contemplated by the Investment Agreement, on January 26, 2023, Constellation Sponsor GmbH & Co. KG, a German limited partnership (the “Old Sponsor”), underwent a reorganization pursuant to which the limited partners of the Old Sponsor transferred all of their limited partnership interests to the Sponsor. On January 26, 2023, the Old Sponsor was liquidated pursuant to applicable law by the retirement of the general partner of the Old Sponsor (the second to last partner of the Old Sponsor) and all securities held by the Old Sponsor were distributed by operation of law to its sole remaining limited partner, the Sponsor, following which, on January 30, 2023, control of the Old Sponsor was transferred to affiliates of Antarctica Capital Partners, LLC, including Antarctica Endurance Manager, LLC. Antarctica Endurance Manager, LLC, is the general partner of the Sponsor. There are three managers of Antarctica Endurance Manager, LLC. Each manager has one vote, and the approval of a majority is required to approve an action of Antarctica Endurance Manager, LLC. 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. This is the situation with regards to Antarctica Endurance Manager, LLC. Based upon the foregoing analysis, no individual manager of Antarctica Endurance Manager, LLC exercises voting or dispositive control over any of the securities held by the 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 securities.

¹⁰ The business address of each of the following entities and individuals is 200 Park Avenue, 32nd Floor, New York, New York 10166.

¹¹ Interests shown consist solely of founder shares, classified as Class B Ordinary Shares. The Class B Ordinary Shares will automatically convert into Class A Ordinary Shares at the time of our Business Combination.

¹² Calculated based on (i) 4,493,843 Class A Shares outstanding as of December 26, 2023, as increased by (ii) 7,750,000 Class B Shares held by Constellation Sponsor LP and directors.

¹³ Owl Creek Credit Opportunities Master Fund, L.P., a Cayman Islands exempted limited partnership, to which Owl Creek Asset Management, L.P., a Delaware limited partnership, serves as investment manager. Jeffrey A. Altman (“Mr. Altman”) is the managing member of the general partner of the Investment Manager. Each of the Investment Manager and Mr. Altman disclaims beneficial ownership of the securities to which this filing relates for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, except to the extent of his or its pecuniary interest therein, if any. The business address is 640 Fifth Avenue, 20th Floor, New York, New York 10019.

¹⁴ Calculation based on (i) 4,493,843 Class A Shares outstanding as of December 26, 2023

¹⁵ Interests shown consist solely of founder shares, classified as Class B Ordinary Shares. The Class B Ordinary Shares will automatically convert into Class A Ordinary Shares at the time of our Business Combination.

¹⁶ Includes 38,750 shares of Class B Ordinary Shares beneficially owned directly by Ms. Schepanek.

¹⁷ Includes 38,750 shares of Class B Ordinary Shares beneficially owned directly by Mr. Faass.

¹⁸ Includes 38,750 shares of Class B Ordinary Shares beneficially owned directly by Mr. Stefanowski.


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

9. Certification:

Date: January 11, 2024

Name of Certifying CEO or CFO: Jarett Goldman

Title: Chief Financial Officer

Signature: The signature is a handwritten-style digital signature in black ink, reading "/s/ JARETT GOLDMAN". It is enclosed in a blue rectangular box. Above the box, the text "DocuSigned by:" is visible. Below the box, a long alphanumeric string "D0CEC4A95AF7405..." is partially visible.

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