As filed with the Securities and Exchange Commission on November 2, 2026.

Registration No. 333-

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

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

PASQAL HOLDING SA
(Exact name of registrant as specified in its charter)

France	**Not applicable**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

Pasqal Holding SA
24, rue Emile Baudot
91120 Palaiseau
France
+33 (0) 7 49 63 73 31
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2026 Restricted Stock Units Plan
2026 Founder Share Subscription Warrants (BSPCE) Program
2026 Stock Option Program
Pasqal Holding SAS BSPCE-Employees Plan
Pasqal Holding SAS BSPCE-Management Plan
(Full title of the plans)

Cogency Global Inc.
Chief Executive Officer
122 East 42nd Street, 18th Floor
New York, NY 10168
Telephone: 212-947-7200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Albert W. Vanderlaan
Marsha Mogilevich
Orrick, Herrington & Sutcliffe LLP
51 West 52nd Street
New York, New York 10019
(617) 880-2219

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 the 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	☒	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 on Form S-8 is being filed by Pasqal Holding SA for the purpose of registering ordinary shares, nominal value €0.02 per share (*"Ordinary Shares*"), (i) issuable under the 2026 Restricted Stock Units Plan, the 2026 Founder Share Subscription Warrants (BSPCE) Program and the 2026 Stock Option Program and (ii) issuable upon the exercise of outstanding founder share subscription warrants (*bons de souscription de parts de créateur d'entreprise*) granted under the Pasqal Holding SAS BSPCE-Management Plan and the Pasqal Holding SAS BSPCE-Employees Plan (the *"Rollover BSPCEs*").

On August 27, 2026, Bleichroeder Acquisition Corp. II (*"Bleichroeder*"), Bleichroeder Acquisition France Merger Sub 2, a French *société anonyme* and a subsidiary of Bleichroeder (*"Merger Sub*"), and Pasqal Holding SAS (*"Legacy Pasqal*") consummated the business combination (the *"Business Combination*") contemplated by the Agreement and Plan of Merger, dated February 28, 2026 (as amended), by and among Bleichroeder, Merger Sub and Legacy Pasqal. As part of the Business Combination, (i) Bleichroeder merged with and into Merger Sub (the *"Reincorporation Merger*"), with Merger Sub continuing as the surviving company (the *"Bleichroeder Surviving Corporation*"), and (ii) Legacy Pasqal then merged with and into the Bleichroeder Surviving Corporation (the *"Merger*"), with the Bleichroeder Surviving Corporation continuing as the surviving company. In connection with the Merger, the Bleichroeder Surviving Corporation changed its name to Pasqal Holding SA. At the effective time of the Merger, each then issued and outstanding Rollover BSPCE was assumed by Pasqal Holding SA and grants the right to subscribe for Ordinary Shares, with the number of shares adjusted to reflect the exchange ratio, on the same terms and conditions (including vesting, exercise period and expiration date) as were applicable to the Rollover BSPCEs immediately prior to the effective time of the Merger. The 2026 Restricted Stock Units Plan, the 2026 Founder Share Subscription Warrants (BSPCE) Program and the 2026 Stock Option Program were approved in connection with the Business Combination and became effective on August 27, 2026.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the *"**Securities Act***"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents furnished or filed by Pasqal Holding SA (the "***Registrant***", "***we***," "***us***" or "***our***") with the U.S. Securities and Exchange Commission (the "***Commission***") are incorporated by reference into this Registration Statement:

(a) The Registrant's Shell Company Report on Form 20-F filed with the Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the *"**Exchange Act***"), on September 2, 2026 (File No. 001-43463), which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed;

(b) The Registrant's Reports on Form 6-K furnished to the Commission on August 27, 2026 (excluding Exhibit 99.1 attached thereto), September 24, 2026 (excluding Exhibit 99.1 attached thereto), and September 28, 2026; and

(c) The description of the Registrant's Ordinary Shares contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on August 27, 2026 (File No. 001-43463) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and all reports on Form 6-K, or portions thereof, subsequently furnished by the Registrant which state that they are incorporated by reference herein, on or 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 such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents; provided, however, that documents or information deemed to have been furnished (except for documents or information deemed to have been specifically incorporated by reference as discussed in (b) above) and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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 subsequently filed or furnished 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under French law, provisions of by-laws that limit the liability of directors are prohibited. However, French law allows *sociétés anonymes* to contract for and maintain liability insurance against civil liabilities incurred by any of their directors and officers involved in a third-party action, provided that they acted in good faith and within their capacities as directors or officers of the company. Criminal liability cannot be indemnified under French law, whether directly by the company or through liability insurance.

We maintain liability insurance for our directors and officers, including insurance against liability under the Securities Act, and we have entered into agreements with our directors and executive officers to provide contractual indemnification. With certain exceptions and subject to limitations on indemnification under French law, these agreements provide for indemnification for damages and expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding arising out of his or her actions in that capacity.

These agreements may discourage shareholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and executive officers, even though such an action, if successful, might otherwise benefit us and our shareholders. Furthermore, a shareholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these insurance agreements.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amended and Restated Articles of Association (*Statuts*) of Pasqal Holding SA, dated August 27, 2026 (English translation) (incorporated by reference to Exhibit 1.1 to the Company's Shell Company Report on Form 20-F filed on September 2, 2026).
5.1*	Opinion of Orrick, Herrington & Sutcliffe (Europe) LLP with respect to the legality of the securities being offered.
23.1*	Consent of Orrick, Herrington & Sutcliffe (Europe) LLP (included in Exhibit 5.1 to this Registration Statement).
23.2*	Consent of PricewaterhouseCoopers Audit, independent registered public accounting firm of Pasqal SAS.
23.3*	Consent of WithumSmith+Brown, PC, independent registered public accounting firm of Bleichroeder Acquisition Corp. II.
99.1	2026 Restricted Stock Units Plan and related form agreements (incorporated by reference to Exhibit 4.18 to the Company's Shell Company Report on Form 20-F filed on September 2, 2026).
99.2	2026 Founder Share Subscription Warrants (BSPCE) Program and related form agreements (incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form F-4, as amended (File No. 333-296239)).
99.3	2026 Stock Option Program and related form agreements (incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form F-4, as amended (File No. 333-296239)).
99.4	Pasqal Holding SAS BSPCE-Employees Plan and related form of notice of grant (incorporated by reference to Exhibit 10.17 to the Company's Registration Statement on Form F-4, as amended (File No. 333-296239)).
99.5	Pasqal Holding SAS BSPCE-Management Plan and related form of notice of grant for Wasiq Bokhari (incorporated by reference to Exhibit 10.31 to the Company's Registration Statement on Form F-4, as amended (File No. 333-296239)).
99.6	Pasqal Holding SAS BSPCE-Management Plan and related form of notice of grant for Loïc Henriet (incorporated by reference to Exhibit 10.32 to the Company's Registration Statement on Form F-4, as amended (File No. 333-296239)).
107*	Filing Fee Table

* Filed herewith

Item 9. Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

i. To include any prospectus required by section 10(a)(3) of the Securities Act;

ii. To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" in the effective Registration Statement.

iii. To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of 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 the City of Paris, France on November 2, 2026.

PASQAL HOLDING SA

By: /s/ Wasiq Bokhari
Wasiq Bokhari
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Wasiq Bokhari Wasiq Bokhari	Chief Executive Officer and Director (*Principal Executive Officer*)	November 2, 2026
/s/ Stéphane Rougeot Stéphane Rougeot	Chief Financial Officer (*Principal Financial and Accounting Officer*)	November 2, 2026
/s/ Georges-Olivier Reymond Georges-Olivier Reymond	Director	November 2, 2026
/s/ Alain Aspect Alain Aspect	Director	November 2, 2026
/s/ Andrew Gundlach Andrew Gundlach	Director	November 2, 2026
Michel Combes	Director	
/s/ Barbara Dalibard Barbara Dalibard	Director	November 2, 2026
/s/ Michael Blitzer Michael Blitzer	Director	November 2, 2026
/s/ Nicolas Berdou Bpifrance Investissement, represented by Mr. Nicolas Berdou	Director	November 2, 2026
/s/ Jean Raby Jean Raby	Director	November 2, 2026

AUTHORIZED U.S. REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in its capacity as the duly authorized representative of Pasqal Holding SA, in the United States, on November 2, 2026.

Cogency Global Inc.
Authorized U.S. Representative

By: /s/ Colleen A. De Vries
Name: Colleen A. De Vries
Title: Sr. Vice President on behalf of Cogency Global Inc.

Exhibit 5.1

November 2, 2026

Pasqal Holding SA
24, rue Emile Baudot
91120 Palaiseau
France

Re: Registration Statement on Form S-8 of Pasqal Holding SA

Ladies and Gentlemen:

We are acting as special French counsel for Pasqal Holding SA (the "Company"), a French *société anonyme*, in connection with the filing of the Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of ordinary shares of the Company, nominal value €0.02 per share (the "Shares"), (i) issuable pursuant to the Company's 2026 Restricted Stock Units Plan, 2026 Founder Share Subscription Warrants (BSPCE) Program and 2026 Stock Option Program (collectively, the "2026 Plans") and (ii) issuable upon the exercise of outstanding founder share subscription warrants (*bons de souscription de parts de créateur d'entreprise*) (the "Rollover BSPCEs") granted under the Pasqal Holding SAS BSPCE-Management Plan and the Pasqal Holding SAS BSPCE-Employees Plan (together, the "Legacy Plans" and, together with the 2026 Plans, the "Plans"), which Rollover BSPCEs were assumed by the Company in connection with the merger of Pasqal Holding SAS with and into the Company completed on August 27, 2026.

In connection with the opinion expressed herein, we have examined (i) a certified copy of the Company's *statuts* (by-laws), (ii) the Plans and (iii) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company as we have deemed relevant or necessary for purposes of such opinion. We have assumed the legal capacity of all-natural persons, the genuineness of all signatures, the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. In rendering this opinion, as to certain factual matters, we have, with your consent, relied upon oral and written representations of officers of the Company with respect to the accuracy of the factual matters addressed in such representations.

In such examination, we have assumed that the entry into the Plans and the issuance of the Shares by the Company are (a) in the Company's corporate interest and (b) serving the Company's corporate purpose (*objet social*) as set forth in its *statuts* or other constitutional documents.

In rendering the opinion below, we have assumed that (1) the Company will take no action inconsistent with the Plans and the resolutions authorizing the Company to issue the Shares, (2) the resolutions authorizing the Company to issue the Shares pursuant to the respective Plans as adopted by the combined general meeting (ordinary and extraordinary) of the shareholders of the Company dated August 27, 2026 (the "Shareholders' Meeting"), the Board of Directors of the Company (the "Board") and the Chief Executive Officer (*directeur général*) of the Company, if applicable, have not been or will not be amended or superseded, have been or will be duly passed at duly convened and held meetings and, with respect to the Board, of duly appointed members, (3) the resolutions authorizing the Company to issue the Shares pursuant to the respective Plans as adopted by the Shareholders' Meeting, the Board and the Chief Executive Officer (*directeur général*) of the Company, if applicable, and the applicable award agreements have been or will be in full force and effect on the date of such awards, (4) for any awards under the 2026 Plans, such awards will be approved by the Board and, if applicable, the Chief Executive Officer (*directeur général*) of the Company in accordance with applicable law, the resolutions of the Shareholders' Meeting and with the terms of the relevant Plan, (5) the amount of Shares awarded under the Plans have been and will remain within the limits of the then authorized but unissued amounts of Shares pursuant to the resolutions set forth in (2) above, (6) all Shares issued under the Plans will be issued in compliance with applicable law and with the relevant terms of the Plans, (7) the Rollover BSPCEs have been validly issued and granted by Pasqal Holding SAS in accordance with applicable law and the terms of the Legacy Plans, and the rights of their holders have been validly maintained by the Company in connection with the merger of Pasqal Holding SAS with and into the Company, and (8) the Plans submitted to us have not been or will not be amended or superseded.

Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued pursuant to the 2026 Plans have been duly authorized by the Shareholders' Meeting and that the Shares that may be issued pursuant to the Plans, including upon exercise of the Rollover BSPCEs, when issued in accordance with the respective Plans and against payment of due consideration therefor (to the extent applicable, including payment of the exercise price), will be validly issued, fully paid and non-assessable.

The term "non-assessable", which has no recognized meaning in French law, for the purposes of this opinion means that no present or future holder of Shares issued under the Plans will be subject to personal liability, by reason of being such a holder, for additional payments or calls for further funds by the Company or any other person after the issuance of the Shares issued under the Plans.

The opinion expressed herein is given at the date set out above. We express no opinions as to the effect that any future event, or any act of the Company, may have on the matter referred to in this opinion. We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in French law or factual matters arising after the date of effectiveness of this Registration Statement.

The opinion set out above is subject to the following qualifications:

1. we have not investigated or verified the truth, accuracy or appropriateness of any representations of factual nature made by the parties in the Registration Statement, or of any information, opinion or statement of facts relating to the Company, or the Shares contained in the aforementioned document, nor have we been responsible for ensuring that no material information has been omitted from it;

2. this opinion is subject to any limitation arising from ad hoc mandate (*mandat ad hoc*), conciliation (*conciliation*), accelerated safeguard (*sauvegarde accélérée*), safeguard (*sauvegarde*), judicial reorganisation (*redressement judiciaire*), judicial liquidation (*liquidation judiciaire*) (including a provision that creditors' proofs of debts denominated in foreign currencies would be converted into euros at the rate applicable on the date of the court decision instituting the accelerated safeguard (*sauvegarde accélérée*), the safeguard (*sauvegarde*), the judicial reorganisation (*redressement judiciaire*) and the judicial liquidation (*liquidation judiciaire*) proceedings), insolvency, moratorium and other laws of general application affecting the rights of creditors; and

3. it should be noted that any such event affecting the Company does not necessarily give rise to immediate formalities at the relevant Register of Commerce and Companies (*Registre du Commerce et des Sociétés*) and that, once such formalities have been carried out, they are not necessarily recorded immediately on the Kbis extract (*extrait K-bis*) or the non-bankruptcy certificate (*certificat de recherche négative en matière de procédures collectives*), which are accordingly not conclusive as to the occurrence of any such event. It should also be noted that the opening of ad hoc mandate (*mandat ad hoc*) or conciliation (*conciliation*) proceedings never appears on such document.

We are members of the Paris bar and this opinion is limited to the laws of the Republic of France as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction. This opinion is subject to the sovereign power of the French courts to interpret agreements and assess the facts and circumstances of any adjudication. This opinion is given on the basis that it is to be governed by, and construed in accordance with, the laws of the Republic of France.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement filed by the Company to effect registration of the Shares to be issued and sold pursuant to each Plan under the Securities Act. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the U.S. Securities and Exchange Commission promulgated thereunder.

Very truly yours,
/s/ Orrick, Herrington & Sutcliffe (Europe) LLP

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Pasqal Holding SA (formerly named Bleichroeder Acquisition France Merger Sub 2) of our report dated May 26, 2026 relating to the financial statements of Pasqal SAS and its subsidiaries, which appears in Amendment N°1 to the Registration statement on Form F-1 (N°333-298830).

/s/ PricewaterhouseCoopers Audit

Neuilly-sur-Seine, France

November 2, 2026

Exhibit 23.3

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Prospectus constituting a part of this Registration Statement on Form S-8 of our report dated March 16, 2026, relating to the financial statements of Bleichroeder Acquisition Corp. II as of December 31, 2025 and for the period from August 27, 2025 (inception) through December 31, 2025. which is contained in this Registration Statement. We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PCa

East Brunswick, New Jersey
November 2, 2026

CALCULATION OF FILING FEE TABLES

S-8

Pasqal Holding SA

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, nominal value EUR 0.02 per share, reserved for issuance under (i) the 2026 Restricted Stock Units Plan, (ii) the 2026 Founder Share Subscription Warrants (BSPCE) Program and/or (iii) the 2026 Stock Option Program	(1)	Other	32,092,423	$ 5.43	$ 174,261,856.89	0.000087	$ 15,160.78
Equity	Ordinary Shares, nominal value EUR 0.02 per share, issuable upon the exercise of outstanding founder share subscription warrants (BSPCE) granted under the Pasqal Holding SAS BSPCE-Management Plan and the Pasqal Holding SAS BSPCE-Employees Plan	(2)	Other	32,703,460	$ 2.4486	$ 80,077,692.16	0.000087	$ 6,966.76
					Total Offering Amounts:	$ 254,339,549.05		22,127.54
					Total Fee Offsets:			0.00
					Net Fee Due:			$ 22,127.54

Offering Note(s)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares that may be issued to prevent dilution resulting from any share splits, share dividends, recapitalizations or similar transactions.

The shareholders' authorization relating to the Ordinary Shares reserved for issuance under the 2026 Restricted Stock Units Plan, the 2026 Founder Share Subscription Warrants (BSPCE) Program and the 2026 Stock Option Program (together, the "2026 Plans") covered by this registration statement further restricts the aggregate number of Ordinary Shares issuable pursuant to restricted stock units, founder share subscription warrants (BSPCE), stock options and/or warrants (bons de souscription d'actions) under the 2026 Plans to an aggregate of 32,092,423 Ordinary Shares. Accordingly, the aggregate amount issuable pursuant to grants under the 2026 Plans cannot exceed 32,092,423 Ordinary Shares. The Proposed Maximum Offering Price Per Unit and the Maximum Aggregate Offering Price have been estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act based upon the price of $5.43 per Ordinary Share, which was the average of the high and low prices of the Ordinary Shares as reported on The Nasdaq Stock Market LLC ("Nasdaq") on October 29, 2026.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares that may be issued to prevent dilution resulting from any share splits, share dividends, recapitalizations or similar transactions.

Represents 32,703,460 Ordinary Shares issuable upon the exercise of outstanding founder share subscription warrants (BSPCE) granted under the Pasqal Holding SAS BSPCE-Management Plan and the Pasqal Holding SAS BSPCE-Employees Plan. The Proposed Maximum Offering Price Per Unit and the Maximum Aggregate Offering Price have been estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act based upon the exercise price of such founder share subscription warrants (BSPCE) of EUR 2.20 per Ordinary Share, expressed in U.S. dollars based on the European Central Bank euro reference exchange rate for U.S. dollars on October 29, 2026 (EUR1.00 = $1.1130).