

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hansgrohe AG		10/20/2011	CORPORATION: GERMANY

RECEIVING PARTY DATA

Name:	Hansgrohe SE
Street Address:	Auestrasse 5-9
City:	Schiltach
State/Country:	GERMANY
Postal Code:	D-77761
Entity Type:	CORPORATION: GERMANY

PROPERTY NUMBERS Total: 66

Property Type	Number	Word Mark
Serial Number:	77564291	ECORIGHT
Serial Number:	77715097	PURAVIDA
Serial Number:	77894718	EASYCLICK
Serial Number:	85056922	PHARO
Serial Number:	85228948	MAGFIT
Serial Number:	85248459	PRIMAVERA
Serial Number:	85293664	QUICKCLEAN
Serial Number:	85369268	FIXFIT
Serial Number:	85523975	MAG FIT
Serial Number:	85550977	ORGANIC
Registration Number:	1638998	PHARO
Registration Number:	1680230	QUICK-CLEAN
Registration Number:	1796258	ALLEGROH
Registration Number:	1808421	CLUBMASTER

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Registration Number:	1812027	SELECTA
Registration Number:	1826086	HANSGROHE
Registration Number:	1876388	QUICLEAN
Registration Number:	1919513	WATERDIMMER
Registration Number:	1919522	AKTIVA
Registration Number:	1932508	AXOR
Registration Number:	1996411	CARLTON
Registration Number:	2057684	AQUASUR
Registration Number:	2057685	ALFIE
Registration Number:	2098540	PHARO
Registration Number:	2136544	CROMA
Registration Number:	2162996	RUB IT
Registration Number:	2405170	SATINOX
Registration Number:	2593746	TERRANO
Registration Number:	2594397	TYPHOON
Registration Number:	2663279	TECHNIFLEX
Registration Number:	2844246	UNICA
Registration Number:	2851330	THERMOBALANCE
Registration Number:	2932857	RAINFALL
Registration Number:	2961902	SWING
Registration Number:	2961905	LIMBO
Registration Number:	2961906	TANGO
Registration Number:	2997006	RAINAIR
Registration Number:	3040035	AQUADEMIE
Registration Number:	3040383	RAINDANCE
Registration Number:	3044377	RAINJET
Registration Number:	3060556	MONSOON
Registration Number:	3102925	AQUAFUN
Registration Number:	3214646	ALLROUNDER
Registration Number:	3310005	METRIS
Registration Number:	3313761	TYPHOON
Registration Number:	3314855	TALIS
Registration Number:	3332045	AQUOS
Registration Number:	3332819	SOLARIS
Registration Number:	3332820	STRATOS

	3386090	ECOAIR
Registration Number:	3424629	AQUAERA
Registration Number:	3424716	AQUOS
Registration Number:	3440574	HELIS
Registration Number:	3482357	SHOWERARC
Registration Number:	3486388	ALLEGRO
Registration Number:	3514909	SENSOFLEX
Registration Number:	3532300	NOVUS
Registration Number:	3545897	RAINBRAIN
Registration Number:	3578754	ICONTROL
Registration Number:	3601011	IMODUL
Registration Number:	3681973	LOGIS
Registration Number:	3797396	IBOX
Registration Number:	3973199	AIRPOWER
Registration Number:	4008340	ARCO
Registration Number:	4101446	ECOSTAT
Registration Number:	4101510	SECUFLEX

CORRESPONDENCE DATA

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Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 3137926572
Email: raj_pariikh@mascohq.com
Correspondent Name: Nirav D. Parikh - Masco Corporation
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Address Line 4: Taylor, MICHIGAN 48180

ATTORNEY DOCKET NUMBER: 154-9407-G (HANSGROHE SE)

DOMESTIC REPRESENTATIVE

Name: Nirav D. Parikh - Masco Corporation
Address Line 1: 21001 Van Born Road
Address Line 4: Taylor, MICHIGAN 48180

NAME OF SUBMITTER: Nirav D. Parikh

Signature: /Nirav D. Parikh/

Date: 05/10/2012

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**Minutes
for the Extraordinary General Meeting
of Hansgrohe AG,
with registered seat in Schiltach,**

as of 20 October 2011

At the request of

Hansgrohe AG

with its registered seat in Schiltach

- hereinafter "**Company**" -

the undersigned, officially appointed agent of the public notary Hagen Krzywon with seat of office in Stuttgart,

the civil-law notary prior to appointment for life ("*Notariatsassessor*"), Mr. Frank Bochtler,
with seat of office in Stuttgart,

on 20 October 2011 resorted to the business rooms of the Company in Aquademie, Room Aquamax, Werk Schiltach Aue, to record the minutes of the

extraordinary general meeting

of the above named Company which was scheduled for today at 9.00 am.

The following persons attended the general meeting:

A. Of the supervisory board being composed of

1. Klaus Grohe, Schiltach, Germany
- chairman of the supervisory board -,
2. Lau Frandsen, Odense, Denmark
- vice chairman of the supervisory board -,
3. Gerald Volas, Canton, Michigan, USA,
4. Thomas Voss, Remich, Luxemburg,
5. Manfred Hübner, Schiltach, Germany,
6. Stefan Krischak, Wolfach, Germany,

all members;

B. Of the managing board being composed of

1. Siegfried Gänßlen
- chairman of the managing board -,
2. Richard Grohe
- vice chairman of the managing board -,
3. Marc Griggel (deputy member of the managing board),
4. Frank Semling (deputy member of the managing board),

all members;

C. Of the shareholders of the Company all shareholders and representatives of shareholders as included in the list of participants which was signed by the chairman of the extraordinary general meeting. The list of participants is kept by the Company.

I.
Opening

The chairman of the supervisory board, Mr. Klaus Grohe, opened the extraordinary general meeting of Hansgrohe AG (hereinafter "**Company**") at 9.00 am and assumed the chair of the meeting.

He declared that the extraordinary general meeting had been summoned in due form and time by registered letter dated 26 August 2011. The agenda with the suggestions of the management and the supervisory board was provided together with the invitation and is attached to these minutes as **Annex 1**.

The chairman declared that the invitation to the extraordinary general meeting of today was made according to the rules and that the general meeting has a quorum.

The chairman declared that the conversion plan including the articles of association of Hansgrohe SE attached thereto as annex, the conversion report and the confirmation pursuant to art. 37 para. 6 SE Regulation by the court-appointed independent expert each were exhibited for inspection in the offices of the company as from the day of summoning this extraordinary general meeting and were also exhibited for inspection today. Upon request, copies of these documents were furnished to individual shareholders without undue delay and free of charge.

The chairman declared that the list of participants was already laid out and available for inspection to all participants and that its content was correct. According to this list in accordance with the share register of the company, all 12,160,000 ordinary shares of the Company were represented today, which represents 100 per cent of the share capital amounting to 61,156,320 €.

Furthermore, the chairman declared that since all shares were represented, the general meeting had a quorum even without observing the statutory time and form requirements and the requirements as specified in the articles of association on the summoning and conducting of the general meeting, as long as no shareholder would object to the decision making. Out of utmost precaution, the chairman then suggested that all shareholders should establish the quorum of the general meeting. He then declared that no objections were raised and consequently all shareholders had established the quorum out of utmost precaution.

The chairman then read out the agenda as follows:

1. Consent to the conversion of Hansgrohe AG into a European Stock Corporation (Societas Europaea - SE); appointment of an auditor for the first business year of Hansgrohe SE;
2. Elections to the first supervisory board of Hansgrohe SE.

II.

Voting Procedure

The chairman then declared the following rules for the voting procedure:

Each ordinary share grants one vote. The voting shall take place by acclamation in a way that shareholders, who want to vote against the suggestion, will raise their hand in reply to my question. Shareholders willing to abstain from voting will react in the same way in reply to my corresponding question. The result will then be calculated by the so called subtraction procedure: the votes in favor are identified by subtracting the votes against the suggestion and the abstentions from all votes being present.

The chairman then pointed out the following: Shareholders who exist in the legal form of a GmbH & Co. KG may exercise their rights in the general meeting only through their managing directors with power of representation or through representatives authorized by them in writing.

The chairman declared that with regard to the agenda no counter motions or suggestions for additional items to be voted separately were submitted to the Company by its shareholders. He then dealt with the agenda as follows:

III.

Dealing with the Agenda Items and Voting

1 **Consent to the conversion of Hansgrohe AG into a European Stock Corporation (Societas Europaea - SE); appointment of an auditor for the first business year of Hansgrohe SE**

The chairman outlined the project of the conversion of Hansgrohe AG into a European Stock Corporation (Societas Europaea – SE), which the managing board in coordination with the shareholders and with the consent of the supervisory board has moved forward with. To create the legal basis for the conversion, the consent of the general meeting to the conversion is now requested.

The chairman explained the suggestion of the managing board and the supervisory board regarding the conversion of Hansgrohe AG into a European Stock Corporation (SE) whereas he pointed out that the suggestion regarding the appointment of PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Karlsruhe, as auditor for the first business year of the future Hansgrohe SE (cf. section 13 of the conversion plan) is only made by the supervisory board pursuant to sec. 124 para. 3 sentence 1 German Stock Corporation Act:

Consent is granted to the conversion plan dated 26 August 2011 (roll of deeds number 2653/2011 of notary public Hagen Krzywon with his seat of office in Stuttgart) concerning the conversion of Hansgrohe AG into a European Stock Corporation (Societas Europaea - SE) and approval is given to the articles of association of Hansgrohe SE being attached thereto as annex 1.

Since no comments were made, the chairman then put the suggestion to the vote.

According to the suggestion of the supervisory board and the managing board the general meeting then consented by resolution to the conversion including the appointment of PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Karlsruhe, as auditor for the first business year of the future Hansgrohe SE, whereas the latter suggestion was only made by the supervisory board, by unanimous vote and without any abstentions from voting.

The chairman declared that the resolution was passed by unanimous vote and pronounced the resolution.

2 **Elections to the first supervisory board of Hansgrohe SE**

The chairman then outlined the voting procedure regarding the election to the first supervisory board of the Hansgrohe SE. According to art. 40 para. 2 sentence 1, para. 3 SE Regulation, sec. 17 para. 1 German SE Execution Act, sec. 8 para. 1 of the articles of association of Hansgrohe SE, the supervisory board consists of six members, four of which are elected by the general meeting upon suggestion by the shareholders and – subject to any different agreement after completing the employee co-determination procedure – two of which are elected by the general meeting upon suggestion by the employees. Concerning the election of the shareholders' representatives to the supervisory board of the converted Company, the general meeting is not bound by any suggestions made.

To grant the widest discretion possible to the shareholders regarding the composition of the first supervisory board of Hansgrohe SE, the chairman suggested to allow for separate

votes on each of the four shareholders' representatives to the supervisory board as well as on the two substitute members for Lau Frandsen, Thomas Voss and Gerald Volas.

According to the suggestion of the chairman the general meeting approved the above given voting procedure.

The chairman declared that the resolution was passed by unanimous vote and pronounced the resolution.

The chairman then explained the suggestion of the supervisory board and put the suggestion to the vote after no comments had been made. According to the suggestion of the supervisory board the general meeting then passed the following resolutions by separate vote on each of the full members of the supervisory board and on each substitute member by unanimous vote and without any abstentions:

- (i) Mr. Klaus Grohe, political and business economist, resident in Schiltach, is elected as shareholders' representative to the supervisory board of Hansgrohe SE for a period until the end of the second ordinary general meeting following the beginning of his appointment period, but no longer than for a period of six years;
- (ii) Mr. Lau Frandsen, former President of Tvilum ApS, resident in Odense (Denmark), is elected as shareholders' representative to the supervisory board of Hansgrohe SE for a period until the end of the general meeting which decides on the formal approval for the fourth business year after the beginning of the appointment period, whereas the business year in which the appointment period begins, is not counted, but no longer than for a period of six years;
- (iii) Mr. Thomas Voss, President of Masco Europe S.à. r.l., resident in Remich (Luxembourg), is elected as shareholders' representative to the supervisory board of Hansgrohe SE for a period until the end of the general meeting which decides on the formal approval for the fourth business year after the beginning of the appointment period, whereas the business year in which the appointment period begins, is not counted, but no longer than for a period of six years;
- (iv) Mr. Gerald Volas, Group President of Masco Corporation, resident in Canton, Michigan (USA), is elected as shareholders' representative to the supervisory board of Hansgrohe SE for a period until the end of the general meeting which decides on the formal approval for the fourth business year after the beginning of the appointment period, whereas the business year in which the appointment period begins, is not counted, but no longer than for a period of six years.
- (v) The following persons are elected as substitute members for Lau Frandsen, Thomas Voss and Gerald Volas:
 - 1. substitute member: Mr. Graham Balls, managing director, resident in Steinheim,
 - 2. substitute member: Mr. Darius Padler, managing director of Hüppe GmbH, resident in Bad Zwischenahn.

For this purpose, Mr. Graham Balls shall be prior substitute member. Only if Mr. Graham Balls is not available as substitute member any more, Mr. Darius Padler will be available as substitute member.

The chairman declared that the above given resolutions under clause 2 were passed by unanimous vote and pronounced the resolutions.

Mr. Grohe, Mr. Frandsen, Mr. Voss, Mr. Volas and Mr. Graham Balls all accepted their election as member of the supervisory board. The chairman of the managing board, Mr. Gänßlen, declared that Mr. Darius Padler had accepted the vote in advance, should he be elected.

As suggestion of the supervisory board the chairman then handed out to the shareholders rules on the remuneration of the members of the supervisory board of Hansgrohe SE being attached to these minutes as **Annex 2**.

The chairman then put the suggestion to the vote.

The general meeting then approved by resolution the rules on the remuneration for the supervisory board of the future Hansgrohe SE being attached to these minutes as **Annex 2** by unanimous vote and without any abstentions.

The chairman declared that the resolution was passed by unanimous vote and pronounced the resolution.

IV.

Questions, Objections and Other Issues

All votings were proceeded according to the rules as set out by the chairman before, all voting results were calculated according to the procedure as declared by him and all resolutions were passed by the majorities as declared and pronounced by him.

No objections were registered.

Since there were no open questions, the chairman closed this extraordinary general meeting at 9.29 am.

Bochtler, agent of the public notary