

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM377242

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |
| <b>EFFECTIVE DATE:</b>       | 08/28/2015     |

## CONVEYING PARTY DATA

| Name        | Formerly | Execution Date | Entity Type              |
|-------------|----------|----------------|--------------------------|
| NEOCUTIS SA |          | 08/28/2015     | Corporation: SWITZERLAND |

## RECEIVING PARTY DATA

|                        |                          |
|------------------------|--------------------------|
| <b>Name:</b>           | ANTEIS SA                |
| <b>Street Address:</b> | Chemin des Aulx 18       |
| <b>City:</b>           | Plan-les-Ouates          |
| <b>State/Country:</b>  | SWITZERLAND              |
| <b>Entity Type:</b>    | Corporation: SWITZERLAND |

## PROPERTY NUMBERS Total: 26

| Property Type        | Number   | Word Mark        |
|----------------------|----------|------------------|
| Serial Number:       | 86555876 | PLASMETICS       |
| Serial Number:       | 86555867 | PLOSMETICS       |
| Serial Number:       | 86555847 | PLASTO-COSMETICS |
| Registration Number: | 4810244  | MICRO SERUM      |
| Registration Number: | 4810243  | MICRO NIGHT      |
| Registration Number: | 4810234  | MICRO EYES       |
| Registration Number: | 4810233  | MICRO DAY        |
| Registration Number: | 4813757  | BIO BODY         |
| Registration Number: | 4553432  | NOUVELLE +       |
| Registration Number: | 4645771  | RÉACTIVE         |
| Registration Number: | 4085277  | PÊCHE            |
| Registration Number: | 4370311  | SWISS REWARDS    |
| Registration Number: | 4449136  | VITAPLEX C       |
| Registration Number: | 4313045  | LUMIÈRE          |
| Registration Number: | 4423251  | SWISS BOOSTERS   |
| Registration Number: | 4132005  | NEOCUTIS         |
| Registration Number: | 4159191  | NOUVELLE 6       |
| Registration Number: | 4258154  | NEO PEEL         |
| Registration Number: | 3119771  | PSP              |

OP \$665.00 86555876

| Property Type        | Number  | Word Mark                                |
|----------------------|---------|--|
| Registration Number: | 3832635 | MELAPLEX                                 |
| Registration Number: | 3684197 | BLANCHE SKIN LIGHTENING CREAM (HYDROQUIN |
| Registration Number: | 4057058 | ROSAPLEX                                 |
| Registration Number: | 4122250 | PERLE                                    |
| Registration Number: | 3908522 | NEO CLEANSE                              |
| Registration Number: | 4125719 | SKINMINUTE                               |
| Registration Number: | 3481339 | HYALIS                                   |

**CORRESPONDENCE DATA**

**Fax Number:** 8602860115  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*  
**Phone:** 8602862929  
**Email:** tmct@cantorcolburn.com  
**Correspondent Name:** Cantor Colburn LLP  
**Address Line 1:** 20 Church Street  
**Address Line 2:** 22nd Floor  
**Address Line 4:** Hartford, CONNECTICUT 06103

|                                |                        |
|--------------------------------|------------------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | NC10140AXX             |
| <b>NAME OF SUBMITTER:</b>      | Christopher J. Whalley |
| <b>SIGNATURE:</b>              | /cjw/                  |
| <b>DATE SIGNED:</b>            | 03/21/2016             |

**Total Attachments: 19**  
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Ref. Nr 02564/2003  
Fed. Nr CH-660.0.481.003-8  
UID CHE-110.041.372

**ANTEIS SA**  
inscrite le 03 mars 2003  
Société anonyme

| Ref.                   | Company name   |               |
|------------------------|--|---------------|
| 26                     | ANTEIS SA<br>(ANTEIS AG)<br>(ANTEIS Ltd)   |               |
| Head office            |  |               |
| 1                      | Plan-les-Ouates  |               |
| Address                |  |               |
| 6                      | chemin des Aulx 18   |               |
| Bylaws date            |  |               |
| 13                     | 19.02.2009   | 26 20.12.2013 |
| Goal, Observations     |  |               |
| 25                     | L'identification sous le numéro CH-660-0481003-8 est remplacée par le numéro d'identification des entreprises (IDE/UID) CHE-110.041.372.   |               |
| 26                     | <u>But:</u><br>développer, fabriquer et commercialiser des produits biomédicaux (cf. statuts pour but complet).  |               |
| Fusions                |  |               |
| 31                     | <u>Fusion:</u><br>reprise des actifs et passifs de Neocutis SA, à Lonay (CHE-109.896.220), selon contrat de fusion du 28.08.2015 et bilan au 30.06.2015, présentant des actifs de CHF 13'897'299, des passifs envers les tiers de CHF 2'982'973, soit un actif net de CHF 10'914'326. La totalité du capital-actions des deux sociétés étant détenue par le même actionnaire, la fusion ne donne pas lieu à une augmentation du capital, ni à une attribution d'actions. |               |
| Transfers of patrimony |  |               |
| 24                     | Selon contrat du 15.11.2013, la société a transféré des actifs pour CHF 661'092 et des passifs envers les tiers pour CHF 173'043, à APTEN SA, à Plan-les-Ouates (CH-660-2491013-5). Contre-prestation: CHF 1'000'000.  |               |
| Publication board      |  |               |
| 1                      | FOSC   |               |
| 26                     | Communication aux actionnaires: par écrit  |               |

| Ref.                         | Capital shares   |             |  |
|------------------------------|--|-------------|--|
|                              | Nominal  | Released    | Shares   |
| 26                           | CHF 540'579  | CHF 540'579 | 540'579 actions de CHF 1, nominatives, liées selon statuts |
| Conditional capital increase |  |             |  |
| 20                           | L'assemblée générale a introduit une clause statutaire relative à une augmentation conditionnelle du capital-actions par décision du 01.06.2011. Pour les détails, voir les statuts. |             |  |

| Ref. |     |      | Administration, review board and people having signing capability |                           |                          |
|------|-----|------|---|---------------------------|--------------------------|
| Regi | Mod | Can. | Name and First names, Origin, Residence                           | Functions                 | Signature mode           |
| 27   | 28  |      | <b>Künzel</b> Martin Rainer, d'Allemagne, à Meyrin                | adm. président et délégué | signature collective à 2 |
| 24   |     |      | <b>Brinkmann</b> Stefan, d'Allemagne, à Oberursel, D              | adm.                      | signature collective à 2 |
|      |     |      | <b>Meyer</b> Lukas, d'Aesch (BL), à Hochwald                      | adm.                      | signature collective à 2 |

TRADEMARK

| Ref. |     |      | Administration, review board and people having signing capability |                    |                          |
|------|-----|------|---|--------------------|--------------------------|
| Regi | Mod | Can. | Name and First names, Origin, Residence                           | Functions          | Signature mode           |
| 28   |     |      | Neukom Beat, de Marthalen, à Frankfurt am Main, D                 | adm.               | signature collective à 2 |
| 30   |     |      | Wagner Torsten, d'Allemagne, à Berlin, DEU                        | adm.               | signature collective à 2 |
| 24   |     |      | KPMG SA (CH-270-9000145-3), succursale à Bâle                     | organe de révision |                          |
| 29   |     |      | Spaelgen Robert, d'Allemagne, à Lausanne                          | directeur          | signature collective à 2 |
| 26   |     |      | Garambois Virginie, de France, à Plan-les-Ouates                  |                    | signature collective à 2 |
| 26   |     |      | Pfeil Michael, d'Allemagne, à Königstein im Taunus, D             |                    | signature collective à 2 |

| Ref. | JOURNAL |            | SOGC PUBLICATION |           | Ref. | JOURNAL |            | SOGC PUBLICATION |            |
|------|---------|------------|------------------|-----------|------|---------|------------|------------------|------------|
|      | Number  | Date       | Date             | Page/Id   |      | Number  | Date       | Date             | Page/Id    |
| 1    | 2564    | 03.03.2003 | 07.03.2003       | 7         | 2    | 4744    | 25.04.2003 | 01.05.2003       | 8/0972412  |
| 3    | 8053    | 07.07.2004 | 13.07.2004       | 7/2356026 | 4    | 7359    | 16.06.2005 | 22.06.2005       | 7          |
| 5    | 10013   | 28.07.2006 | 04.08.2006       | 6/3494620 | 6    | 4287    | 27.03.2007 | 02.04.2007       | 8/3866686  |
| 7    | 15206   | 26.11.2007 | 30.11.2007       | 7/4225590 | 8    | 2163    | 13.02.2008 | 19.02.2008       | 6/4345954  |
| 9    | 2480    | 20.02.2008 | 26.02.2008       | 6/4360650 | 10   | 2731    | 25.02.2008 | 29.02.2008       | 7/4366496  |
| 11   | 4265    | 31.03.2008 | 04.04.2008       | 6/4415492 | 12   | 9401    | 16.07.2008 | 22.07.2008       | 7/4584850  |
| 13   | 2924    | 25.02.2009 | 03.03.2009       | 9         | 14   | 3386    | 04.03.2009 |                  |            |
| 15   | 16285   | 21.10.2009 | 27.10.2009       | 7/5313098 | 16   | 16858   | 30.10.2009 | 05.11.2009       | 10/5329356 |
| 17   | 3128    | 17.02.2011 | 23.02.2011       | 7/6046198 | 18   | 7969    | 10.05.2011 | 13.05.2011       | 0/6161932  |
| 19   | 13925   | 01.09.2011 | 06.09.2011       | 0/6323628 | 20   | 14416   | 12.09.2011 | 15.09.2011       | 0/6336434  |
| 21   | 7920    | 21.05.2012 | 24.05.2012       | 0/6691110 | 22   | 4343    | 11.03.2013 | 14.03.2013       | 0/7104630  |
| 23   | 17266   | 18.10.2013 | 23.10.2013       | 0/1142041 | 24   | 19640   | 21.11.2013 | 26.11.2013       | 0/1201485  |
| 25   |         | Complément | 19.12.2013       | 0/7225832 | 26   | 21728   | 23.12.2013 | 30.12.2013       | 0/1263349  |
| 27   | 6835    | 17.04.2014 | 24.04.2014       | 0/1468137 | 28   | 18544   | 10.11.2014 | 13.11.2014       | 0/1820067  |
| 29   | 242     | 06.01.2015 | 09.01.2015       | 0/1920269 | 30   | 6164    | 16.04.2015 | 21.04.2015       | 0/2109089  |
| 31   | 14106   | 04.09.2015 | 09.09.2015       | 0/2364281 |      |         |            |                  |            |

Geneva, 14 october 2015

*End of excerpt*

**The information above is given with no commitment and is in no way legally binding.**



Ref. Nr 02584/2003  
Fed. Nr CH-660.0481.003-8  
UID CHE-110.041.372

**ANTEIS SA**  
Registered on March 03, 2003  
Corporation

| Ref.                          | Company name  |
|-------------------------------|---|
| 26                            | ANTEIS SA<br>(ANTEIS AG)<br>(ANTEIS Ltd)  |
| <b>Head office</b>            |   |
| 1                             | Plan-les-Ouates   |
| <b>Address</b>                |   |
| 6                             | chemin des Aulx 18  |
| <b>Bylaws date</b>            |   |
| 13                            | February 19, 2009   26   December 20, 2013  |
| <b>Goal Observations</b>      |   |
| 25                            | Identification under number CH-660-0481003-8 is replaced by the company identification number (IDE/UID) CHE-110.041.372.  |
| 26                            | <b>Purpose:</b><br>Development, manufacture, and marketing of biomedical products (see bylaws for complete purpose).  |
| <b>Mergers</b>                |   |
| 31                            | <b>Merger:</b><br><br>Assumption of the assets and liabilities of Neocutis SA in Lonay (CHE-109.896.220), pursuant to a merger agreement dated August 28, 2015 and balance sheet as of June 30, 2015, showing assets in the amount of CHF 13,897,299, liabilities in respect of third parties in the amount of CHF 2,982,973, for total net assets of CHF 10,914,326. Since all shares of the two companies are held by the same shareholder, the merger does not lead to any capital increase or allocation of shares. |
| <b>Transfers of patrimony</b> |   |
| 24                            | Based on a contract dated November 15, 2013, the company transferred assets in the amount of CHF 661,092 and liabilities in respect of third parties in the amount of CHF 173,043 to APTEN SA in Plan-les-Ouates (CH-660-2491013-5). Consideration: CHF 1,000,000.  |
| <b>Publication board</b>      |   |
| 1                             | FOSC  |
| 26                            | Communication to shareholders: in writing   |

| Ref.                                | Capital shares   |             |   |
|-------------------------------------|--|-------------|---|
|                                     | Nominal  | Released    | Shares  |
| 26                                  | CHF 540,579  | CHF 540,579 | 540,579 shares in an amount of CHF 1 each, nominative, connected as per bylaws. |
| <b>Conditional capital increase</b> |  |             |   |
| 20                                  | The General Meeting introduced a clause in the bylaws regarding a conditional capital increase based on a resolution dated June 01, 2011. For details, see the bylaws. |             |   |

| Ref. |     |      | Administration, review board and people having signing capability |                              |                               |
|------|-----|------|---|------------------------------|-------------------------------|
| Regi | Mod | Can. | Name and First names, Origin, Residence                           | Functions                    | Signature mode                |
| 27   | 28  |      | <b>Künzel</b> Martin Rainer, Germany, Meyrin                      | Adm., President and Delegate | Collective signing rights (2) |
|      |     |      | <b>Brinkmann</b> Stefan, Germany, Oberursel, Germany              | Adm.                         | Collective signing rights (2) |
| 24   |     |      | <b>Meyer</b> Lukas, Aesch (BL), Hochwald                          | Adm.                         | Collective signing rights (2) |

| Ref. |     |      | Administration, review board and people having signing capability |           |                               |
|------|-----|------|---|-----------|-------------------------------|
| Regi | Mod | Can. | Name and First names, Origin, Residence                           | Functions | Signature mode                |
| 28   |     |      | <b>Neukom</b> Beat, Marthalen, Frankfurt am Main, Germany         | Adm.      | Collective signing rights (2) |
| 30   |     |      | <b>Wagner</b> Torsten, Germany, Berlin, Germany                   | Adm.      | Collective signing rights (2) |
| 24   |     |      | <b>KPMG SA</b> (CH-270-9000145-3), Basel Office                   | Auditor   |                               |
| 29   |     |      | <b>Spoelgen</b> Robert, Germany, Lausanne                         | Director  | Collective signing rights (2) |
| 26   |     |      | <b>Garambois</b> Virginie, France, Plan-les-Ouates                |           | Collective signing rights (2) |
| 26   |     |      | <b>Pfeil</b> Michael, Germany, Königstein im Taunus, Germany      |           | Collective signing rights (2) |

| Ref. |        | JOURNAL            |                    | SOGC PUBLICATION |    | Ref.   |                    | JOURNAL            |            | SOGC PUBLICATION |  |
|------|--------|--------------------|--------------------|------------------|----|--------|--------------------|--------------------|------------|------------------|--|
|      | Number | Date               | Date               | Page/Id          |    | Number | Date               | Date               | Page/Id    |                  |  |
| 1    | 2564   | March 03, 2003     | March 07, 2003     | 7                | 2  | 4744   | April 25, 2003     | May 01, 2003       | 8/0972412  |                  |  |
| 3    | 8053   | July 07, 2004      | July 13, 2004      | 7/2356026        | 4  | 7359   | June 16, 2005      | June 22, 2005      | 7          |                  |  |
| 5    | 10013  | July 28, 2006      | August 04, 2006    | 6/3494620        | 6  | 4287   | March 27, 2007     | April 02, 2007     | 8/3866686  |                  |  |
| 7    | 15206  | November 26, 2007  | November 30, 2007  | 7/4225590        | 8  | 2163   | February 13, 2008  | February 19, 2008  | 6/4345954  |                  |  |
| 9    | 2480   | February 20, 2008  | February 26, 2008  | 6/4360650        | 10 | 2731   | February 25, 2008  | February 29, 2008  | 7/4366496  |                  |  |
| 11   | 4265   | March 31, 2008     | April 04, 2008     | 6/4415492        | 12 | 9401   | July 16, 2008      | July 22, 2008      | 7/4584850  |                  |  |
| 13   | 2924   | February 25, 2009  | March 03, 2009     | 9                | 14 | 3386   | March 04, 2009     |                    |            |                  |  |
| 15   | 16285  | October 21, 2009   | October 27, 2009   | 7/5313098        | 16 | 16858  | October 30, 2009   | November 05, 2009  | 10/5329356 |                  |  |
| 17   | 3128   | February 17, 2011  | February 23, 2011  | 7/6046198        | 18 | 7969   | May 10, 2011       | May 13, 2011       | 0/6161932  |                  |  |
| 19   | 13925  | September 01, 2011 | September 06, 2011 | 0/6323628        | 20 | 14416  | September 12, 2011 | September 15, 2011 | 0/6336434  |                  |  |
| 21   | 7920   | May 21, 2012       | May 24, 2012       | 0/6691110        | 22 | 4343   | March 11, 2013     | March 14, 2013     | 0/7104630  |                  |  |
| 23   | 17266  | October 18, 2013   | October 23, 2013   | 0/1142041        | 24 | 19640  | November 21, 2013  | November 26, 2013  | 0/1201485  |                  |  |
| 25   |        | Addition           | December 19, 2013  | 0/7225832        | 26 | 21728  | December 23, 2013  | December 30, 2013  | 0/1263349  |                  |  |
| 27   | 6835   | April 17, 2014     | April 24, 2014     | 0/1468137        | 28 | 18544  | November 10, 2014  | November 13, 2014  | 0/1820067  |                  |  |
| 29   | 242    | January 06, 2015   | January 09, 2015   | 0/1920269        | 30 | 6164   | April 16, 2015     | April 21, 2015     | 0/2109089  |                  |  |
| 31   | 14106  | September 04, 2015 | September 09, 2015 | 0/2364281        |    |        |                    |                    |            |                  |  |

Geneva, 14 october 2015

*End of excerpt*

The information above is given with no commitment and is in no way legally binding.



March 18, 2016

**Certification**

**Park IP Translations**

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from French into English of: CHE-110 041 372\_Anteis SA (3).

A handwritten signature in black ink, appearing to read 'Hanna Kang', is positioned above the printed name.

Hanna Kang

Project Manager

Project Number: CACOL\_1603\_009

15 W. 37th Street 8th Floor  
New York, NY 10018  
212.581.8870  
ParkIP.com

**TRADEMARK**  
**REEL: 005753 FRAME: 0912**

**Protokoll**  
**Procès-verbal**

über die Beschlüsse des  
*concernant les résolutions*

Verwaltungsrates  
*du conseil d'administration*

der  
de

**Neocutis AG**  
**Neocutis SA**

(die Gesellschaft)  
*(la Société)*

mit Sitz in Lonay  
*avec siège social à Lonay*

vom 28 August 2015  
(abgehalten als Telefonkonferenz)  
*du 28 août 2015*  
*(tenu par conférence téléphonique)*

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|   |                  |  |
|---|------------------|--|
| <b>Anwesend:</b><br><b>Présents:</b>    | Martin Künzle    | Präsident und Delegierter des<br>Verwaltungsrates<br><i>Président et délégué du conseil<br/>d'administration</i> |
|   | Karsten Kabas    | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |
|   | Beat Neukom      | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |
|   | Torsten Wagner   | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |
| <b>Entschuldigt:</b><br><b>Excusés:</b> | Stefan Brinkmann | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |



**Gast:** Julia Steuerwald

**Invité**

Andrea Sieber

**Traktandum:** Fusionsbeschluss

**Ordre du jour:** *Résolution de fusion*

## **I. Eröffnung (Ouverture)**

Martin Künzel eröffnet die Versammlung und übernimmt den Vorsitz. Er ernennt Karsten Kabas zum Protokollführer und Stimmzähler. Der Vorsitzende stellt die Beschlussfähigkeit des Verwaltungsrates fest.

*Martin Künzel ouvre la séance et prend la présidence. Il nomme Karsten Kabas en qualité de secrétaire et scrutateur. Le Président constate que le conseil d'administration est valablement réuni et peut délibérer.*

## **II. Beschlüsse (Résolutions)**

Fusionsbeschluss (*Résolution de fusion*)

Der Verwaltungsrat beschliesst hiermit, die Gesellschaft – zur Vereinfachung der Gruppenstruktur – mit ihrer 100%-igen Schwestergesellschaft, ANTEIS AG (CH-660.0.481.003-8), Plan-les-Ouates, im Sinne einer erleichterten Absorptionsfusion zu fusionieren, wobei die Gesellschaft die übertragende Gesellschaft ist.

*Le Conseil d'administration résout par la présente, à la simplification de la structure du groupe par la fusion de la Société avec sa société sœur ANTEIS SA (CH-660.0.481.003-8), Plan-les-Ouates, par la voie d'une fusion par absorption simplifiée, où la Société est la société transférante.*

Der Verwaltungsrat stimmt hiermit der Fusion zu und genehmigt den Fusionsvertrag, der ihm vorgängig zur heutigen Sitzung zugestellt worden ist.

*Le conseil d'administration autorise par la présente la fusion et approuve le rapport de fusion qui lui a été présenté à la présente réunion.*

Ferner hält der Verwaltungsrat fest, dass die Gesellschaft ihre Arbeitnehmer unter Beachtung der gesetzlichen Vorschriften vorgängig informiert hat. Eine Konsultationspflicht bestand nicht.

*En outre, le conseil d'administration constate que la Société a informé ses collaborateurs selon les dispositions légales en vigueur. Une obligation de consultation n'a pas lieu d'être.*

Der Vorsitzende:

*Le Président*



**Dr. Martin Künzel**

Präsident des Verwaltungsrates

*Président du conseil d'administration*

Der Protokollführer:

*le Secrétaire*



**Karsten Kabas**

Mitglied des Verwaltungsrates

*Membre du conseil d'administration]*

**Minutes**

regarding the resolutions of the

management board

of

**Neocutis AG**

(the **company**)

with its registered office in Lonay

of August 28, 2015

(conducted as a telephone conference)

---

|                 |                  |  |
|-----------------|------------------|--|
| <b>Present:</b> | Martin Künzle    | President and delegate of the management board |
|                 | Karsten Kabas    | Member of the management board                 |
|                 | Beat Neukom      | Member of the management board                 |
|                 | Torsten Wagner   | Member of the management board                 |
| <b>Excused:</b> | Stefan Brinkmann | Member of the management board                 |

**Guest:** Julia Steuerwald

Andreas Sieber

**Agenda item:** Merger resolution

## **I. Opening**

Martin Künzel opens the meeting and assumes the chairmanship. He appoints Karsten Kabas as secretary and counter of the votes. The chairman determines that the management board has a quorum.

## **II. Resolutions**

Merger resolution

The management board hereby resolves to merge the company – in order to simplify the group structure – with its 100% sister company, ANTEIS AG (CH-660.0.481.003-8), Plan-les-Ouates, within the meaning of a simplified absorption merger, whereby the company is the transferring company.

The management board hereby agrees to the merger and approves the merger agreement which was delivered to the management board in advance of today's meeting.

Furthermore, the management board notes that the company informed its employees in advance in compliance with the legal provisions. An obligation to consult did not exist.

The chairman:

[signature]

**Dr. Martin Künzel**

President of the Management Board

The secretary:

[signature]

**Karsten Kabas**

Member of the Management Board



TRANSPERFECT  
LEGAL SOLUTIONS

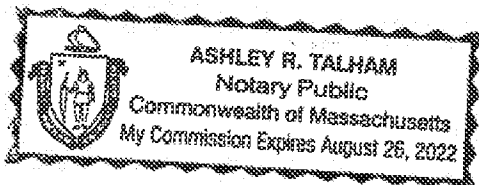
## Affidavit of Accuracy

This is to certify the attached document, **Resolution of Neocutis SA** has been translated from **German** into **English** by staff members of TransPerfect Translations familiar with both the **German** and **English** languages and is to the best of our knowledge, ability and belief, true and accurate translations.

  
\_\_\_\_\_  
Michael McCaffrey  
For TransPerfect Translations

Sworn to before me this  
Wednesday, March 2, 2016

  
\_\_\_\_\_  
Signature, Notary Public



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OFFICES IN 85 CITIES WORLDWIDE

**TRADEMARK**  
**REEL: 005753 FRAME: 0919**

**Protokoll**  
**Procès-verbal**

über die Beschlüsse des  
*concernant les résolutions*

Verwaltungsrates  
*du conseil d'administration*

der  
de

**ANTEIS AG**  
**ANTEIS SA**

(die Gesellschaft)  
*(la Société)*

mit Sitz in Plan-les-Ouates  
*avec siège social à Plan-les-Ouates*

vom 28 August 2015  
(abgehalten als Telefonkonferenz)  
*du 28 août 2015*  
*(tenu par conférence téléphonique)*

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|   |                  |  |
|---|------------------|--|
| <b>Anwesend:</b><br><b>Présents:</b>    | Martin Künzle    | Präsident und Delegierter des<br>Verwaltungsrates<br><i>Président et délégué du conseil<br/>d'administration</i> |
|   | Lukas Meyer      | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |
|   | Beat Neukom      | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |
|   | Torsten Wagner   | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |
| <b>Entschuldigt:</b><br><b>Excusés:</b> | Stefan Brinkmann | Mitglied des Verwaltungsrates<br><i>Membre du conseil<br/>d'administration</i>                                   |

**Gast:** Julia Steuerwald  
**Invité**

Andrea Sieber

**Traktandum:** Fusionsbeschluss  
**Ordre du jour:** *Résolution de fusion*

## **I. Eröffnung (Ouverture)**

Martin Künzel eröffnet die Versammlung und übernimmt den Vorsitz. Er ernennt Lukas Meyer zum Protokollführer und Stimmzähler. Der Vorsitzende stellt die Beschlussfähigkeit des Verwaltungsrates fest.

*Martin Künzel ouvre la séance et prend la présidence. Il nomme Lukas Meyer en qualité de secrétaire et scrutateur. Le Président constate que le conseil d'administration est valablement réuni et peut délibérer.*

## **II. Beschlüsse (Résolutions)**

Fusionsbeschluss (*Résolution de fusion*)

Der Verwaltungsrat beschliesst hiermit, die Gesellschaft – zur Vereinfachung der Gruppenstruktur – mit ihrer 100%-igen Schwwestergesellschaft, Neocutis AG (CH-550.1.033.230-7), Lonay, im Sinne einer erleichterten Absorptionsfusion zu fusionieren, wobei die Gesellschaft die übernehmende Gesellschaft ist.

*Le Conseil d'administration résout par la présente, à la simplification de la structure du groupe par la fusion de la Société avec sa société sœur Neocutis SA (CH-550.1.033.230-7), Lonay, dans le sens d'une fusion par absorption simplifiée, ou la Société est la société absorbante.*

Der Verwaltungsrat stimmt hiermit der Fusion zu und genehmigt den Fusionsvertrag, der ihm vorgängig zur heutigen Sitzung zugestellt worden ist.

*Le conseil d'administration autorise par la présente la a fusion et approuve le rapport de fusion qui lui a été présente à la réunion.*

Ferner hält der Verwaltungsrat fest, dass die Gesellschaft ihre Arbeitnehmer unter Beachtung der gesetzlichen Vorschriften vorgängig informiert hat. Eine Konsultationspflicht bestand nicht.

*En outre, le conseil d'administration constate que la Société a informé ses collaborateurs selon les dispositions légales en vigueur. Une obligation de consultation n'a pas lieu d'être.*

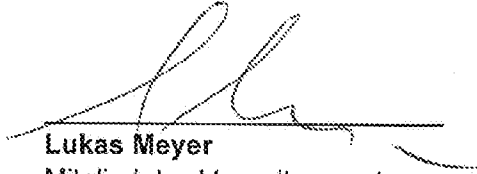


Der Vorsitzende:  
*Le Président*



**Dr. Martin Künzel**  
[Präsident des Verwaltungsrates]  
[Président du conseil d'administration]

Der Protokollführer:  
*le Secrétaire*



**Lukas Meyer**  
Mitglied des Verwaltungsrates  
Membre du conseil d'administration

**Minutes**

regarding the resolutions of the

management board

of

**ANTEIS AG**

(the **company**)

with its registered office in Plan-les-Ouates

of August 28, 2015

(conducted as a telephone conference)

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|                 |                  |  |
|-----------------|------------------|--|
| <b>Present:</b> | Martin Künzle    | President and delegate of the management board |
|                 | Lukas Meyer      | Member of the management board                 |
|                 | Beat Neukom      | Member of the management board                 |
|                 | Torsten Wagner   | Member of the management board                 |
| <b>Excused:</b> | Stefan Brinkmann | Member of the management board                 |

**Guest:** Julia Steuerwald

Andreas Sieber

**Agenda item:** Merger resolution

## **I. Opening**

Martin Künzel opens the meeting and assumes the chairmanship. He appoints Lukas Meyer as secretary and counter of the votes. The chairman determines that the management board has a quorum.

## **II. Resolutions**

Merger resolution

The management board hereby resolves to merge the company – in order to simplify the group structure – with its 100% sister company, Neocutis AG (CH-550.1.033.230-7), Lonay, within the meaning of a simplified absorption merger, whereby the company is the acquiring company.

The management board hereby agrees to the merger and approves the merger agreement which was delivered to the management board in advance of today's meeting.

Furthermore, the management board notes that the company informed its employees in advance in compliance with the legal provisions. An obligation to consult did not exist.

The chairman:

[signature]

**Dr. Martin Künzel**

[President of the Management Board]

The secretary:

[signature]

**Lukas Meyer**

Member of the Management Board



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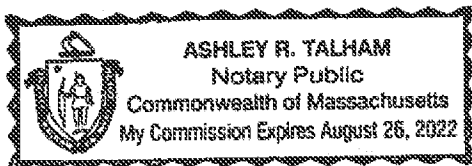
### Affidavit of Accuracy

This is to certify the attached document, **Resolution of Anteis SA** has been translated from **German** into **English** by staff members of TransPerfect Translations familiar with both the **German** and **English** languages and is to the best of our knowledge, ability and belief, true and accurate translations.

  
Michael McCaffrey  
For TransPerfect Translations

Sworn to before me this  
Wednesday, March 2, 2016

  
Signature, Notary Public



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