

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM433563

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|---|------------------------------------|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 05/16/2011 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| StreamServe (Luxembourg) S.a.r.l. | | 05/11/2011 | Limited Liability Company: LUXEMBOURG |
| RECEIVING PARTY DATA | | | |
| Name: | Open Text S.A. | | |
| Street Address: | Avenue Monterey 40 | | |
| City: | 2163 Luxembourg | | |
| State/Country: | LUXEMBOURG | | |
| Entity Type: | Société Anonyme (Sa): LUXEMBOURG | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3192836 | STREAMSERVE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 7032737684 | | |
| <i>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.</i> | | | |
| Phone: | 703-273-7680 | | |
| Email: | rshapiro@sasiplaw.com | | |
| Correspondent Name: | Ronald E. Shapiro | | |
| Address Line 1: | 11350 Random Hills Road, Suite 740 | | |
| Address Line 4: | Fairfax, VIRGINIA 22030 | | |
| NAME OF SUBMITTER: | Ronald E. Shapiro | | |
| SIGNATURE: | /Ronald E. Shapiro/ | | |
| DATE SIGNED: | 07/01/2017 | | |
| Total Attachments: 4 | | | |
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OP \$40.00 3192836

**« Open Text S.A. »
société absorbante**

Siège social 26, boulevard Royal, L-2449 Luxembourg
R.C.S. Luxembourg, section B numéro 154.208

**« StreamServe (Luxembourg) S.à r.l.»
société absorbée**

Siège social : 26 boulevard Royal, L-2449 Luxembourg
R.C.S. Luxembourg, section B numéro 158514

PROJET DE FUSION
Du 16 mai 2011

No

In the year two thousand and eleven, on the sixteenth of May,
Before us Maître **Jean-Joseph WAGNER**, notary residing in
Sanem, Grand Duchy of Luxembourg.

There appeared:

1) **Open Text S.A.** (formerly known as Open Text S.à r.l.), a public limited liability company (*société anonyme*), having its registered office at 26, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 154.208, incorporated pursuant to the laws of the State of Delaware, United States of America and whose registered office, principal establishment and central administration has been transferred from the State of Delaware, United States of America to the Grand Duchy of Luxembourg, with full corporate and legal continuance, pursuant to a notarial deed dated June 29, 2010, published in the *Mémorial C, Recueil des Sociétés et Associations* of 21 August 2010 number 1710. The articles of association have been amended for the last time on the 27th July 2010, pursuant to a notarial deed, published in the *Mémorial C, Recueil des Sociétés et Associations* of 9 October 2010 number 2132 ("**Open Text**" or the "**Absorbing Company**"),

here represented by Maître Nadia Tbatou, *Avocat à la Cour*, residing in Luxembourg,

acting as the representative of the board of directors of Open Text (the "**Open Text Board**"), pursuant to a decision of the Open Text Board on 16 May 2011 (the "**Open Text Resolution**"); and

and

2) **StreamServe (Luxembourg) S.à r.l.**, a private limited liability company (*société à responsabilité limitée*), existing under the laws of Luxembourg, having its registered office at 26 boulevard Royal, L-2449 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B.158514, incorporated pursuant to the laws of the

State of Delaware, United States of America and whose registered office, principal establishment and central administration has been transferred from the State of Delaware, United States of America to the Grand Duchy of Luxembourg, with full corporate and legal continuance, pursuant to a deed of Maître WAGNER Jean-Joseph, notary residing in Sanem, Grand Duchy of Luxembourg, dated January 21, 2011, not yet published in the *Mémorial C, Recueil des Sociétés et Associations* ("**StreamServe**" or the "**Absorbed Company**");

here represented by Maître Nadia Tbatou, prenamed, acting as the representative of the board of managers of StreamServe (the "**StreamServe Board**"), pursuant to a decision of the StreamServe Board on 16 May 2011 (the "**StreamServe Resolution**").

Hereinafter, Open Text Resolution and StreamServe Resolution are collectively referred to as the "**Resolutions**".

The said Resolutions, initialed *ne varietur* by the proxyholder of the appearing parties and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing parties, represented as stated above, have required the undersigned notary to record the following:

Joint merger proposal regarding the merger between Open Text S.A. and StreamServe (Luxembourg) S.à r.l.

The Absorbing Company and the Absorbed Company are hereinafter collectively referred to as the "**Merging Companies**",

have, with regard to Resolutions, decided to submit to the approval by the shareholders of Open Text and StreamServe, this

Merger Project

1) The dissolution of the Absorbed Company and the cancellation of the shares of the Absorbed Company shall become effective on the date of the publication of the minutes of the general meeting of shareholders of the Absorbed Company and the Absorbing Company approving this merger project, in the *Mémorial C, Recueil des Sociétés et Associations* (the "**Effective Date**") and will lead simultaneously to the effects set out in article 274 of the law of 10 August 1915 governing commercial companies, as amended (the "**Law**").

2) The Absorbing Company proposes to absorb the Absorbed Company by way of transfer of all assets and liabilities of the Absorbed Company to the Absorbing Company, pursuant to the provisions of articles 257 and following of the Law.

3) As from the migration date of StreamServe Inc. (renamed to StreamServe Luxembourg S.à r.l., being the Absorbed Company) to Luxembourg in accordance with the migration deed, dated 21 January 2011, all operations and transactions of the Absorbed Company are considered for accounting and tax purposes as being carried out on behalf of the Absorbing Company.

4) As of the Effective Date, all rights and obligations of the Absorbed Company vis-à-vis third parties shall be taken over by the Absorbing Company, including employment contracts. The Absorbing Company will in particular take over debts as own debts and all payment obligations of the Absorbed Company. The rights and claims comprised in the assets of the Absorbed Company shall be transferred to the Absorbing Company with all securities, either in rem or personal, attached thereto.

5) The Absorbing Company shall from the Effective Date carry out all agreements and obligations of whatever kind of the Absorbed Company such as these agreements and obligations exist on the Effective Date (as defined above) and in particular carry out all agreements existing, if any,

with the creditors of the Absorbed Company and shall be subrogated to all rights and obligations from such agreements.

6) The shareholders of the Merging Companies have, within one month from the publication of this merger project in the Mémorial C, Recueil des Sociétés et Associations, access at the registered offices of the Merging Companies to all documents listed in article 267 paragraph (1) a), b), c), d) and e) if applicable, of the Law and may obtain copies thereof, free of charge.

7) The amount of the net assets transferred by the Absorbed Company to the Absorbing Company is valued at its fair market value, estimated by the parties at the day of the merger project at an amount of sixty-three million seven hundred and eleven thousand eight hundred and ten United States dollars (USD 63,711,810).

8) In consideration for the transfer by the Absorbed Company of all its assets to the Absorbing Company, the Absorbing Company shall allocate on the Effective Date to the sole shareholder of the Absorbed Company, Vignette Partnership L.P., a limited partnership incorporated and organised under the laws of the State of Delaware, United-States of America, having its registered office at c/o Corporation Service Company, 2711 Centerville Road, Suite 400, County of New Castle, Wilmington, Delaware 19808, and registered with the Division of Corporations of the State of Delaware, United-States of America, under file number 2573386, holding twenty thousand (20,000) shares representing 100% of the share capital of the Absorbed Company, a total of forty million four hundred ninety-six thousand six hundred and fifty-six (40,496,656) ordinary shares without par value in the Absorbing Company and register such new ordinary shares in the share register of the Absorbing Company. The twenty thousand (20,000) shares owned by Vignette Partnership L.P. in the Absorbed Company are evaluated at a price of sixty-three million seven hundred and eleven thousand eight hundred and ten United States dollars (USD 63,711,810). Out of such price, forty million four hundred ninety-six thousand six hundred and fifty-six United States dollars (USD 40,496,656) are contributed to the share capital of the Absorbing Company in exchange for forty million four hundred ninety-six thousand six hundred and fifty-six (40,496,656) ordinary shares without par value in the Absorbing Company and twenty-three million two hundred fifteen thousand and one hundred fifty-four United States dollars (USD 23,215,154) are contributed to the share premium reserve of Absorbing Company. The forty million four hundred ninety-six thousand six hundred and fifty-six (40,496,656) new ordinary shares in the Absorbing Company rank *pari passu* with all other ordinary shares issued by the Absorbing Company and entitle its holder as of the Effective Date to dividend payments.

9) The share capital of the Absorbing Company will be increased by an amount of forty million four hundred ninety-six thousand six hundred and fifty-six United States dollars (USD 40,496,656), in order to increase it from its current amount of one billion seventy million seven hundred sixty-one thousand fifty-eight United States dollars (USD 1,070,761,058) represented by five hundred forty-six million eighty-eight thousand one hundred forty (546,088,140) ordinary shares in registered form, without par value, all in registered form, fully subscribed and fully paid-up and five hundred twenty-four million six hundred seventy-two thousand nine hundred eighteen (524,672,918) non-voting mandatory redeemable preferred shares without par value, all in registered form, fully subscribed and fully paid-up to one billion one hundred and eleven million two hundred fifty-seven thousand seven hundred and fourteen United States dollars

(USD 1,111,257,714), represented by five hundred eighty-six million five hundred eighty-four thousand seven hundred and ninety-six (586,584,796) ordinary shares without par value and five hundred twenty-four million six hundred seventy-two thousand nine hundred eighteen (524,672,918) non-voting mandatory redeemable preferred shares without par value, through the issue of forty million four hundred ninety-six thousand six hundred and fifty-six (40,496,656) ordinary shares without an indication of the par value, while an amount of twenty-three million two hundred fifteen thousand and one hundred fifty-four United States dollars (USD 23,215,154) will be allocated to the merger/share premium.

10) No special rights or advantages have been granted to the directors of the Merging Companies.

11) The mandate of the managers of the Absorbed Company will come to an end and full discharge is granted to the managers of the Absorbed Company for the exercise of their mandates.

12) The Absorbing Company shall itself carry out all formalities, including such announcements as are prescribed by law, which are necessary or useful to carry into effect the merger and the transfer and assignment of the assets and liabilities of the Absorbed Company to the Absorbing Company. Insofar as required by law or deemed necessary or useful, appropriate transfer instruments shall be executed by the Merging Companies to effect the transfer of the assets and liabilities transferred by the Absorbed Company to the Absorbing Company.

13) The expenses, costs, fees and charges resulting from the merger shall be borne by the Absorbing Company.

14) The books and records of the Absorbed Company will be held at the registered office of the Absorbing Company for the period legally prescribed.

15) As a result of the merger, the Absorbed Company shall cease to exist and all its issued shares shall be cancelled.

The undersigned notary hereby certifies the existence and legality of the joint merger project and of all acts, documents and formalities incumbent upon the merging parties pursuant to the law.

Whereof the present notarial deed is drawn up in Luxembourg.

On the day named at the beginning of this document.

The undersigned notary who understands and speaks English, states herewith that on the request of the proxyholder of the above appearing parties, the present deed is worded in English followed by a French translation; on the request of the same proxyholder and in case of divergences between the English and the French texts, the English version will prevail.

The document having been read to the proxyholder of the appearing parties, the said proxyholder signed together with the notary the present deed.

TRADEMARK