

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM609853

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/06/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Frans Nooren Afdichtingsystemen B.V.		06/05/2020	Besloten Vennootschap (B.V.): NETHERLANDS
RECEIVING PARTY DATA			
Name:	Seal for Life Global Dutch Holding B.V.		
Street Address:	Gasselterstraat 20		
City:	Stadskanaal		
State/Country:	NETHERLANDS		
Postal Code:	9503JB		
Entity Type:	Besloten Vennootschap (B.V.): NETHERLANDS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2468282	STOPAQ	
CORRESPONDENCE DATA			
Fax Number:	2127557306		
<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:	216-586-7005		
Email:	nytef@jonesday.com		
Correspondent Name:	Kerry A. Barrett		
Address Line 1:	Jones Day		
Address Line 2:	250 Vesey Street		
Address Line 4:	New York, NEW YORK 10281		
ATTORNEY DOCKET NUMBER:	988791-999052		
DOMESTIC REPRESENTATIVE			
Name:	Kerry A. Barrett		
Address Line 1:	Jones Day		
Address Line 2:	250 Vesey Street		
Address Line 4:	New York, NEW YORK 10281		
NAME OF SUBMITTER:	Kerry A. Barrett		

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SIGNATURE:	/Kerry A. Barrett/
DATE SIGNED:	11/19/2020
Total Attachments: 8 source=Deed of Merger#page1.tif source=Deed of Merger#page2.tif source=Deed of Merger#page3.tif source=Deed of Merger#page4.tif source=Deed of Merger#page5.tif source=Deed of Merger#page6.tif source=Deed of Merger#page7.tif source=Deed of Merger#page8.tif	



DEED OF MERGER

On this day, the fifth day of June two thousand twenty, appeared before me, Martinus Ary Rijkaart van Cappellen, civil-law notary (*notaris*) in Amsterdam, the Netherlands (the “notary”):_____

Stefanie van der Weide, born in Venlo, the Netherlands, on the fifteenth day—of January nineteen hundred and eighty-nine, for this purpose electing as her-domicile the office of the notary (Concertgebouwplein 20, 1071 LN_____ Amsterdam, the Netherlands), acting upon written powers of attorney granted-by and as such representing:_____

1. **Seal for Life Global Dutch Holding B.V.**, a private company with_____ limited liability governed by the laws of the Netherlands, having its_____ corporate seat in Stadskanaal, the Netherlands, with office address at_____ Gasselterstraat 20, 9503 JB Stadskanaal, the Netherlands, registered_____ with the Commercial Register of the Dutch Chamber of Commerce_____ under number 75224771 (“Acquiring Company”);_____
2. **Frans Nooren Afdichtingssystemen B.V.**, a private company with_____ limited liability governed by the laws of the Netherlands, having its_____ corporate seat in Stadskanaal, the Netherlands, with office address at_____ Gasselterstraat 20, 9503 JB Stadskanaal, the Netherlands, registered_____ with the Commercial Register of the Dutch Chamber of Commerce_____ under number 02327158 (the “Disappearing Company”)._____

The appearing person, acting as aforementioned, declared:_____



1. INTENDED MERGER_____

The Acquiring Company and Disappearing Company (hereinafter jointly also referred to as the "Companies"), by executing this merger deed, wish to conclude a legal merger (*juridische fusie*), within the meaning of article 2:309 of the Dutch Civil Code, whereby the Acquiring Company acquires all assets and liabilities of the Disappearing Company under universal title of transfer (*algemene titel*) and the Disappearing Company ceases to exist.

2. RELEVANT FACTS_____

2.1 Legal form of the Companies_____

The legal form of the Companies is a private limited liability company.

2.2 Simplified procedure_____

Article 2:333 paragraph 1 of the Dutch Civil Code ("simplified procedure") applies to the proposed merger, the Acquiring Company is holder of the entire issued share capital of the Disappearing Company.

2.3 Shares in the capital of the Companies_____

All shares in the capital of the Companies have been paid-up in full, no depositary receipts for shares have been issued and these shares have not been encumbered with any usufruct. The shares in the capital each of the Companies have been encumbered with a right of pledge.

2.4 Dissolution, bankruptcy, suspension of payments_____

The Companies have not been dissolved, have not been declared bankrupt or granted a suspension of payments (*surséance van betaling*).

2.5 Financial year of the Companies_____

The financial year of the Acquiring Company as well as the Disappearing Company runs from the first day of October of any given year and ends on the thirtieth day of September of the subsequent year. The present financial year of the Acquiring Company as well as of the Disappearing Company ends on the thirtieth day of September two thousand twenty.

2.6 No supervisory board_____



The Companies do not have a supervisory board, therefore the requirements for approval and co-signing of the merger proposal by the supervisory board members do not apply.

2.7 Approval merger proposal

The articles of association of the Companies do not contain any provisions that the resolution of the board of managing directors to propose the merger is subject to any approval.

3. PREPARATIONS

3.1 Merger Proposal

The boards of managing directors of the Companies have drawn up a joint proposal, as referred to in article 2:312 of the Dutch Civil Code, which proposal has been signed on the twenty-seventh day of March two thousand twenty by all managing directors of the Companies (the "Merger Proposal").

3.2 Explanatory Notes

Pursuant to article 2:313 paragraph 4 of the Dutch Civil Code, the shareholders of the Companies have agreed with refraining from preparing written explanatory notes, in which the reasons of the merger are laid down as referred to in article 2:313 paragraph 1 of the Dutch Civil Code.

3.3 Deposit with the Commercial Register

The Merger Proposal, including the required financial documents, have been deposited for public inspection with the Commercial Register on the twenty-seventh day of March two thousand twenty by the Companies, as confirmed by a statement from said Commercial Register (the "Deposit Statement").

3.4 Deposit at the offices of the Companies

On the twenty-seventh day of March two thousand twenty, the boards of managing directors of the Companies have deposited at the respective offices of the Companies the documents referred to in article 3.3 of this deed, including annual accounts and annual reports which need not be deposited for public inspection. The documents deposited at the offices of the Acquiring Company will remain available for inspection until six (6) months after the merger.



3.5 Announcement of the deposit in a daily nationally distributed newspaper

On the twenty-eighth day of March two thousand twenty, the Companies have announced in Trouw (a daily newspaper nationally distributed in the Netherlands) that the documents mentioned under article 3.3 and article 3.4 of this deed have been deposited, including a specification of the addresses of the respective offices of the Companies.

The aforementioned announcement furthermore contains the statement that the board of managing directors of the Acquiring Company intends to resolve to the merger as referred to in article 2:331 paragraph 1 of the Dutch Civil Code.

3.6 Advice or observation of works council, co-determination council or association of employees

No written advice or observations of any works council or co-determination council related to the Companies, or any association of employees has been submitted to the Companies.

3.7 Changes to the Merger Proposal

The Merger Proposal has not changed and the boards of managing directors of the Companies are not aware of any substantial changes to the assets and liabilities of the Companies, which could have affected the information in the Merger Proposal.

3.8 Statement of no-opposition

No creditors (*schuldeiser*) have opposed to the Merger Proposal by filing a petition with the Court of Noord-Nederland, the Netherlands as appears from one (1) statement from the Registrar of said Court (the "No-Opposition Statement").

3.9 Resolutions to merge

On the third day of June two thousand twenty, and the fifth day of June two thousand twenty respectively the board of managing directors of each of the Companies have resolved to merge in accordance with the Merger Proposal (the "Board Resolutions").

3.10 Approval to the resolutions to merge

The articles of association of the Companies do not contain any provisions that the resolution to merge is subject to any approval.



4. MERGER_____

4.1 Merger_____

The Companies hereby conclude to a legal merger, within the meaning of article 2:309 of the Dutch Civil Code, whereby the Acquiring_____ Company acquires all assets and liabilities of the Disappearing_____ Company under universal title of transfer and the Disappearing_____ Company ceases to exist._____

4.2 Merger in conformity with the Merger Proposal_____

With regard to the merger, the Companies state the following:_____

- a. The merger becomes effective as of the day after the date on_____ which this deed has been executed._____
- b. The articles of association of the Acquiring Company will not be_____ amended pursuant to the merger._____
- c. No special rights chargeable to the Disappearing Company, such- as a right to profit distributions or the right to subscribe for shares, have been issued to persons other than shareholders of the_____ Disappearing Company. As a consequence, no rights or_____ compensatory payments chargeable to the Acquiring Company_____ will be allocated to such persons._____
- d. In connection with this merger, no benefits will be allocated to_____ managing directors of the Companies or to any other person_____ involved in this merger._____
- e. The composition of the board of managing directors of the_____ Acquiring Company will not be changed as a result of the merger.-
- f. The financial data in relation to the Disappearing Company will be accounted for in the annual accounts of the Acquiring Company_____ as per the first day of October two thousand nineteen._____
- g. As a result of the merger, the shares in the capital of the_____ Disappearing Company will be cancelled by operation of law. No_____ shares in the capital of the Acquiring Company will be redeemed or allocated._____
- h. It is intended that the activities of the Companies will be continued by the Acquiring Company._____
- i. The merger will have no effect on the size of the goodwill and no_____ effect on the distributable reserves of the Acquiring Company,_____



since the Acquiring Company already holds all issued shares in the capital of the Disappearing Company and the Disappearing Company has been accounted for in the books of the Acquiring Company by using the net asset value method as of the date of the acquisition by the Acquiring Company.

5. FINAL PROVISIONS

5.1 Notarial certification at the end of this deed

In accordance with article 2:318 paragraph 2 of the Dutch Civil Code, the notary will at the end of this deed declare that he has convinced himself of the fact that all formal requirements with regard to all proceedings required by Title 7 Book 2 of the Dutch Civil Code and the articles of association of the Companies have been complied with.

5.2 Registration of this deed with the Commercial Register

The Acquiring Company will, within eight (8) days after the execution of this deed of merger, register this merger with the Commercial Register and deposit a certified copy of this deed (including the notarial certification as referred to under article 5.1 of this deed) with such Commercial Register.

5.3 Registration of the merger with other public registers

Within one (1) month after the execution of this deed of merger, the Acquiring Company will, if necessary, notify the keepers of other public registers in which any devolution of rights or the merger may be registered.

5.4 Documents attached to this deed of merger

The following documents are attached to this deed:

- a. a copy of the Merger Proposal;
- b. a copy of the Deposit Statement;
- c. a copy of the No-Opposition Statement; and
- d. copies of the Board Resolutions containing the power of attorney.

The headings in this deed have been included for ease of reference only.

The appearing person is known to me, notary,

WITNESSED THIS DEED,

the original of which was drawn up and executed in Amsterdam, the Netherlands, on the date in the first paragraph of this deed. The substance of this deed and the consequences for the parties thereto was stated and



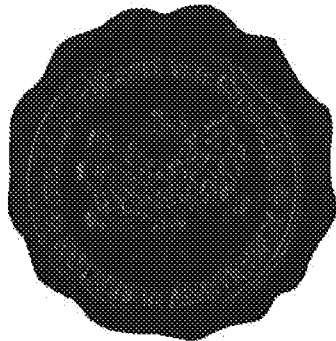
The undersigned

M.A. Rijkaart van Cappellen, civil law notary in Amsterdam, the Netherlands
(the "notary")

**Hereby declares in accordance with the provisions of article 2:318
paragraph 2 of the Dutch Civil Code**

that I, the notary, have convinced myself of the fact that all formal requirements with regard to all resolutions required pursuant to the Sections 2 and 3 of Chapter 7 of Book 2 of the Dutch Civil Code and the articles of association of the Companies have been complied with and that the further requirements for the merger pursuant to the Sections 2 and 3 of Chapter 7 of Book 2 of the Dutch Civil Code and the articles of association of the Companies have been performed.

Signed in Amsterdam, the Netherlands, on June 5, 2020.



A handwritten signature in black ink, written over a circular notary seal. The seal is for M.A. Rijkaart van Cappellen, Notaris te Amsterdam, and features a coat of arms with a crown. The signature is written in a cursive style.