

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM819321

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	09/30/2022		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fontem Holdings B.V.		09/29/2022	Besloten Vennootschap (B.V.): NETHERLANDS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fontem Ventures B.V.		
<b>Street Address:</b>	Radarweg 60		
<b>City:</b>	Amsterdam		
<b>State/Country:</b>	NETHERLANDS		
<b>Postal Code:</b>	1043 NT		
<b>Entity Type:</b>	Besloten Vennootschap (B.V.): NETHERLANDS		
<b>PROPERTY NUMBERS Total: 34</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5459327	BLU ECIG PLUS+	
<b>Registration Number:</b>	5396687	BLU ECIGS PLUS+	
<b>Registration Number:</b>	5396671	BLU PLUS +	
<b>Registration Number:</b>	5459380	BLU PLUS + TANKS	
<b>Serial Number:</b>	90286587	EASY AS BLU	
<b>Registration Number:</b>	4750245	BLU	
<b>Registration Number:</b>	4818803	BLU	
<b>Registration Number:</b>	4750246	BLU	
<b>Registration Number:</b>	5666948	BLU	
<b>Serial Number:</b>	86790562	BLU FILL	
<b>Serial Number:</b>	86790559	BLU FILL	
<b>Serial Number:</b>	86790529	BLU GO	
<b>Serial Number:</b>	86790535	BLU GO	
<b>Registration Number:</b>	5494890	BLU MAX	
<b>Registration Number:</b>	4769443	BLUNATION	
<b>Registration Number:</b>	5841056	BLUNATION	
<b>Serial Number:</b>	86790550	BLU PRO	
<b>Serial Number:</b>	86790546	BLU PRO	

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Property Type	Number	Word Mark
Registration Number:	5078357	BLU TANKS
Serial Number:	86790555	FILL
Serial Number:	97163783	GET UNLIT
Serial Number:	86790573	GO
Registration Number:	4546911	
Registration Number:	5494889	JUST YOU & BLU
Registration Number:	4500851	MAGNUM
Registration Number:	5683569	MY BLU
Registration Number:	5725503	MY CARE
Registration Number:	4949000	PLUS+
Registration Number:	4823175	PLUS+
Serial Number:	86790554	PRO
Registration Number:	5671627	RESPONSIVE DRAW
Registration Number:	5746850	SALT OF THE EARTH
Registration Number:	5747062	SALT OF THE EARTH
Registration Number:	5813967	SOMETHING BETTER

#### CORRESPONDENCE DATA

Fax Number:

*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.*

Email: tm@bates-bates.com

Correspondent Name: Kevin J. Dawson

Address Line 1: 1890 Marietta Blvd NW

Address Line 4: Atlanta, GEORGIA 30318

NAME OF SUBMITTER: Kevin J. Dawson

SIGNATURE: /Kevin J. Dawson/

DATE SIGNED: 06/23/2023

#### Total Attachments: 7

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source=Merger 2 - FH to FV effective September 30 2022#page2.tif

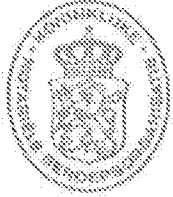
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**STATEMENT ABOUT DEED OF MERGER**

The undersigned,

Joyce Johanna Cornelia Aurelia Leemrijse, civil law notary in Amsterdam, the Netherlands,

hereby declares:

the attached document is a fair English translation of the deed of merger between:

Fontem Ventures B.V., having its official seat in Amsterdam, the Netherlands, as the Acquiring Company; and  
Fontem Holdings B.V., having its official seat in Amsterdam, the Netherlands,  
Fontem Holdings 1 B.V., having its official seat in Amsterdam, the Netherlands,  
Fontem Holdings 2 B.V., having its official seat in Amsterdam, the Netherlands,  
Fontem Holdings 3 B.V., having its official seat in Amsterdam, the Netherlands, as the Disappearing Companies,

executed on 29 September 2022, before J.J.C.A. Leemrijse, civil law notary aforementioned, which merger comes into effect on 30 September 2022.

In preparing the attached document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the Dutch text will by law govern.

In the attached document, Dutch legal concepts are expressed in English terms and not in their original Dutch terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Amsterdam, the Netherlands, 29 September 2022.



EUO3: 2009303675.1

## DEED OF MERGER

*(Fontem Ventures B.V., Fontem Holdings B.V., Fontem Holdings 1 B.V., Fontem Holdings 2 B.V. and Fontem Holdings 3 B.V.)*

This twenty-ninth day of September two thousand and twenty-two, there appeared before me, Joyce Johanna Cornelia Aurelia Leemrijse, civil law notary in Amsterdam, the Netherlands:

Kaoutar Laachir, born in Amsterdam, the Netherlands, on the twenty-eighth day of May nineteen hundred and ninety-five, employed by Allen & Overy LLP (Amsterdam office), Apollolaan 15, 1077 AB Amsterdam, the Netherlands, in this respect acting as attorney-in-fact of:

1. Fontem Ventures B.V., a private limited liability company under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), having its official seat in Amsterdam, the Netherlands, its office address at Radarweg 60, 1043 NT Amsterdam, the Netherlands, and registered in the Dutch Commercial Register under number 56714955 (the **Acquiring Company**);
2. Fontem Holdings B.V., a private limited liability company under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), having its official seat in Amsterdam, the Netherlands, its office address at Radarweg 60, 1043 NT Amsterdam, the Netherlands, and registered in the Dutch Commercial Register under number 61926248 (**Fontem Holdings**);
3. Fontem Holdings 1 B.V., a private limited liability company under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), having its official seat in Amsterdam, the Netherlands, its office address at Radarweg 60, 1043 NT Amsterdam, the Netherlands (and its former office address at Barbara Strozilaan 101 12th Floor, 1083 HN Amsterdam, the Netherlands), and registered in the Dutch Commercial Register under number 58467521 (**Fontem Holdings 1**);
4. Fontem Holdings 2 B.V., a private limited liability company under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), having its official seat in Amsterdam, the Netherlands, its office address at Radarweg 60, 1043 NT Amsterdam, the Netherlands (and its former office address at Barbara Strozilaan 101 12th Floor, 1083 HN Amsterdam, the Netherlands), and registered in the Dutch Commercial Register under number 58467556 (**Fontem Holdings 2**);

5. Fontem Holdings 3 B.V., a private limited liability company under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), having its official seat in Amsterdam, the Netherlands, its office address at Radarweg 60, 1043 NT Amsterdam, the Netherlands (and its former office address at Barbara Strozilaan 101 12th Floor, 1083 HN Amsterdam, the Netherlands), and registered in the Dutch Commercial Register under number 60117176 (**Fontem Holdings 3**, and together with Fontem Holdings, Fontem Holdings 1 and Fontem Holdings 2: the **Disappearing Companies**),  
(the Acquiring Company and the Disappearing Companies jointly, the **Merging Companies**).

The aforementioned proxies to the person appearing appear from five (5) written powers of attorney attached to this deed (Annexes).

The person appearing has declared the following.

#### **CHAPTER 1. GENERAL.**

##### **Artikel 1. Main elements of the Merger.**

- 1.1 It is proposed to effect a statutory merger between the Merging Companies in accordance with Section 2:309 DCC (the **Merger**), as a result of which:
- (a) the Disappearing Companies will cease to exist; and
  - (b) the Acquiring Company will acquire all the assets and liabilities of the Disappearing Companies under universal title of succession (*algemene titel*).
- 1.2 The Acquiring Company is the sole shareholder of the Disappearing Companies. Section 2:333(1) DCC applies to the Merger.
- 1.3 The Merger will be effectuated without any new shares in the capital of the Acquiring Company being issued (*geen toekenning van aandelen*).
- 1.4 With respect to each of the Disappearing Companies, there are no:
- (a) persons who – as a pledgee or usufructuary of shares or as a holder of depositary receipts issued for shares – hold the right to attend general meetings of shareholders of the company;
  - (b) persons holding a right of pledge or a usufruct over shares in the capital of the company;
  - (c) holders of non-voting shares or non-profit-sharing shares; and
  - (d) persons who otherwise than as a shareholder have special rights – such as profit participating certificates or share options issued by the company – the legal position of whom requires special attention in the context of the Merger.
- 1.5 None of the Merging Companies has been dissolved (*ontbonden*), declared bankrupt (*failliet*) or granted a suspension of payments (*surseance van betaling*).

- 1.6 All actions, required by law and the articles of association of the Merging Companies for the completion of the Merger have been performed.
- 1.7 The Merger will come into effect as of the day after the day this deed has been executed, therefore on the thirtieth day of September two thousand and twenty-two (the **Merger Date**).
- 1.8 As of the first day of October two thousand and twenty-one the Acquiring Company will account for the financial data of the Disappearing Companies in its own annual accounts. The last financial year of the Disappearing Companies therefore ended on the thirtieth day of September two thousand and twenty-one.

## **CHAPTER 2. PREPARATION OF THE MERGER.**

The following has been completed and established in preparation for the Merger:

### **Artikel 2. The Merger Proposal.**

- 2.1 The management boards of the Merging Companies have prepared a merger proposal on the seventeenth day of August two thousand and twenty-two as referred to in Section 2:312(1) of the Dutch Civil Code (the **Merger Proposal**), which proposal (without attachments) is attached to this deed (Annex).
- 2.2 With respect to the observance of statutory requirements concerning the explanatory statement referred to in Section 2:313(1) of the Dutch Civil Code, reference is made to the contents of the Merger Proposal. A statement of consent by the sole shareholder of the Acquiring Company approving the omission of an explanatory statement is attached to this deed (Annex). The consent of the sole shareholder of the Disappearing Companies approving the omission of an explanatory statement appears from the signing of the Merger Proposal by the entire management board of the Acquiring Company, therefore also acting as the sole shareholder of the Disappearing Companies.

### **Artikel 3. Publication of Merger Documents and Opposition Procedure.**

- 3.1 On the eighteenth day of August two thousand and twenty-two each of the Merging Companies filed the documents referred to in Section 2:314(1) of the Dutch Civil Code with the Dutch Commercial Register, where said documents have been available for inspection for everybody during the time prescribed by law.
- 3.2 On the eighteenth day of August two thousand and twenty-two the management boards of the Merging Companies have deposited the documents referred to in Section 2:314(2) of the Dutch Civil Code at the offices of the Merging Companies, where said documents have been available for inspection by the persons indicated in Section 2:314(2) of the Dutch Civil Code during the time prescribed by law.

- 3.3 The announcement in a newspaper prescribed by Section 2:314(3) of the Dutch Civil Code has occurred on the twentieth day of August two thousand and twenty-two.
- 3.4 On the twenty-first day of September two thousand and twenty-two the Official Clerk of the District Court in Amsterdam, the Netherlands, declared that no creditor has opposed the Merger Proposal. Said declaration is attached to this deed (Annex).

**Artikel 4. Works Council and unions.**

- 4.1 The Acquiring Company has established a (Dutch) works council. The works council has not advised on the Merger within the meaning of Section 25 of the Works Councils Act.
- 4.2 Unions which have employees of the Merging Companies among their members (if any), have not given advice in respect of the Merger.

**Artikel 5. Developments since the preparation of the Merger Proposal.**

The shareholders of the Merging Companies have agreed that there is no obligation to provide information as referred to in Section 2:315(1) of the Dutch Civil Code (if any). This consent of the sole shareholder of the Acquiring Company is included in the statement of consent referred to in 2.2 hereinabove. A copy of the statements of consent by the sole shareholder of the Disappearing Companies approving the omission of an explanatory statement as referred to in Section 2:315(1) of the Dutch Civil Code, are attached to this deed (Annexes).

**Artikel 6. Resolutions to Effectuate the Merger.**

- 6.1 Within the Acquiring Company, the resolution to effectuate the Merger has been adopted by the general meeting, which is evidenced by a notarial record of proceedings of the meeting which was executed on the twenty-ninth day of September two thousand and twenty-two before J.J.C.A. Leemrijse, civil law notary in Amsterdam.
- 6.2 Within each of the Disappearing Companies, the resolution to effectuate the Merger has been adopted by the general meeting, which is evidenced by notarial records of proceedings of the meetings which were executed on the twenty-ninth day of September two thousand and twenty-two before J.J.C.A. Leemrijse, civil law notary in Amsterdam.

**Close.**

The person appearing is known to me, civil law notary.

This deed was executed in Amsterdam, the Netherlands, on the date first above written. Before reading out, a concise summary and an explanation of the contents of this deed were given to the person appearing. The person appearing then declared to have taken note of and to agree to the contents of this deed and that the deed did not have to be read out completely. Thereupon, after limited reading, this deed was signed

by the person appearing and by me, civil law notary.



**Declarations at the end.**

The undersigned, J.J.C.A. Leemrijse, civil law notary in Amsterdam, declares to have established that the regulations for all resolutions proscribed in accordance with Title 7 of Book 2 of the Dutch Civil Code and the articles of association of Fontem Ventures B.V., having its official seat in Amsterdam, the Netherlands, Fontem Holdings B.V., having its official seat in Amsterdam, the Netherlands, Fontem Holdings 1 B.V., having its official seat in Amsterdam, the Netherlands, Fontem Holdings 2 B.V., having its official seat in Amsterdam, the Netherlands, and of Fontem Holdings 3 B.V., having its official seat in Amsterdam, the Netherlands, required to effect the Merger (as defined in the above deed) have been met and that the other regulations set forth in said Title and in the articles of association have been fulfilled.

Signed in Amsterdam on 29 September 2022.