

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM826889

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2023		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tristate Trinovation IP SA		04/28/2023	Corporation: SWITZERLAND
RECEIVING PARTY DATA			
Name:	Tristate International SA		
Street Address:	Riva Albertolli 1		
City:	Lugano		
State/Country:	SWITZERLAND		
Postal Code:	6900		
Entity Type:	Société Anonyme (Sa): SWITZERLAND		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1354202	C.P. COMPANY	
Registration Number:	1627235	C.P. COMPANY	
Registration Number:	5754653	C.P. COMPANY	
CORRESPONDENCE DATA			
Fax Number:			
	<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:	9082309105		
Email:	Tim@TJKIPLaw.com		
Correspondent Name:	Timothy J. Kelly		
Address Line 1:	PO Box 128		
Address Line 4:	Bay Head, NEW JERSEY 08742		
DOMESTIC REPRESENTATIVE			
Name:	Timothy J Kelly, TJ Kelly IP Law, PC		
Address Line 1:	PO Box 128		
Address Line 4:	Bay Head, NEW JERSEY 08742		
NAME OF SUBMITTER:	Timothy J. Kelly		
SIGNATURE:	/tjk/		

OP \$90.00 1354202

DATE SIGNED:	07/25/2023
---------------------	------------

Total Attachments: 5

source=Tristate International SA -- DEED OF MERGER FOR INCORPORATION#page1.tif

source=Tristate International SA -- DEED OF MERGER FOR INCORPORATION#page2.tif

source=Tristate International SA -- DEED OF MERGER FOR INCORPORATION#page3.tif

source=Tristate International SA -- DEED OF MERGER FOR INCORPORATION#page4.tif

source=Tristate International SA -- DEED OF MERGER FOR INCORPORATION#page5.tif

DEED OF MERGER FOR INCORPORATION

(ex art.3, cpv.1, lett.A, LFus)

Stipulated between

Tristate International SA, with legal address in Lugano, c/o TALENTURE SA, Riva Albertolli 1, 6900 Lugano (legally represented by a board of directors composed of Messrs. Giuseppe Costantino with legal address in Lugano (CH), Cocchia Luca with legal address in Lonate Ceppino (IT), Osti Lorenzo with legal address in Bologna (IT), Chan Man Ying with legal address in Hong Kong (HK), Wang Kin Chung Peter with legal address in Hong Kong (HK)

hereinafter also referred to as “TISA” or “Transferee”

and

Tristate Trinnovation IP SA, with legal address in Lugano, c/o TALENTURE SA, Riva Albertolli 1, 6900 Lugano (legally represented by a board of directors composed of Messrs. Giuseppe Costantino with legal address in Lugano (CH), Cocchia Luca with legal address in Lonate Ceppino (IT), Choi Chak Wah with legal address in Hong Kong (HK), Chan Man Ying with legal address in Hong Kong (HK)

hereinafter also referred to as “TTIP” or “Transferor”

Whereas:

-TISA is a limited company under Swiss law with share capital equal to CHF 1'600'000 – divided into 1600 registered shares with a par value of CHF 1000 - each, fully paid up;

-TTIP is a limited company under Swiss law with share capital equal to CHF 100'000 – divided into 100'000 registered shares with a par value of CHF 1.00 - each, fully paid up;

-The Transferee and the Transferor, as demonstrated in both shareholder registers (attachments No. 1 and No.2), are entirely owned by a single shareholder, namely, Tristate Trinnovation Hong Kong Limited, a limited liability company under foreign law, with legal address in 66-72 LEI MUK ROAD, HONG KONG (HK).

-for the sake of business administration it becomes appropriate to merge the companies pursuant to art. 3 cpv.1, lett.a, LFus;

- the conditions to proceed with a facilitated merger by the art. 23m cpv.1, lett.b, LFus are met.

In light of the above, to serve as an integral and substantive part of this agreement, both parties agree to proceed to their merger according to the following conditions.

1. MERGER

The parties agree to the merger by incorporation pursuant to art. 3 cpv.1 lett.a LFus, meaning that TISA assumes all assets and liabilities by universal succession of the TTIP company, which will therefore be cancelled.

As a result of the merger, all registered shares of TTIP will be consequently cancelled.

2. MERGER BALANCE

The merger takes place on the basis of the corporate balance sheets as of December 31, 2022, as approved by the general meetings of the respective companies:

- TISA's balance sheet, which shows assets of CHF 79'534'981,20 liabilities to third parties of CHF 33,818,631.19, and, therefore, equity of CHF 45'716'350,00 (attachment No. 3)

- TTIP's balance sheet, which shows assets of CHF 19'998'623,53 liabilities to third parties of CHF 8'385'418,33, and, therefore, equity of CHF 11'613'205.20 (attachment No. 4)

Both parties state that after the end of the reporting period as of December 31, 2022, no major changes pursuant to art.11 LFus have occurred.

3. EXCHANGE RATIO, ALLOWANCE

Considering that both companies are 100% owned by the same legal entity, no exchange ratio under art.7 or any allowance under art.8 is made. No capital increase will be carried out.

4. EFFECTIVENESS OF THE MERGER

The merger takes effect as of January 1, 2023. As of that date, all business of the Transferor will be deemed to have been performed in the name and on behalf of the Transferee. The TTIP transactions, therefore, will be charged to TISA's financial statements retroactively as of January 1, 2023. The backdating of the accounting and tax effects is expressly permitted in the context of the merger by Swiss law under art.13 cpv. 1 let. g LFus (*in the message in support of the Federal Law on Merger, Demerger, Transformation and Transfer of Assets, it is expressly stated that art.13 cpv.1 lett.g allows companies participating in a merger to attribute a retroactive effect to it, particularly for accounting and tax reasons. Retroactivity takes effect only between the companies participating in the merger; it may be opposed to third parties as of its entry in the Commercial Register, respectively to its publication in the Swiss Official Gazette of Commerce*).

5. PARTICULAR ADVANTAGES

In the context of this merger, no special advantage is granted to members of the management or administrative bodies under art.13, lett.h, LFus.

6. INFORMATION TO EMPLOYEES AND CREDITORS

In accordance with art. 28 LFus and art. 333a CO, the employees of the merging parties were informed of the reasons for the merger and its consequences.

The parties further agree to inform creditors about their rights through a triple publication in the Swiss Official Gazette of Commerce according to art. 25 cpv.2, LFus.

7. FURTHER FORMALITIES

This contract is signed by all the members of the Board of Directors of the respective companies. Therefore, the approval of this contract does not need to be further evidenced by the extracts and minutes of the companies' higher management or administrative bodies, in accordance with art.131 cpv.3 of the Federal Commercial Register Ordinance (ORC).

8. PLACE OF JURISDICTION

The place of jurisdiction to settle any direct or indirect dispute relating to this contract or its interpretation, which may arise between the parties, is that of the registered office of the Transferee.

9. APPLICABLE LAW

This agreement is governed solely by Swiss law. In particular, the provisions of the Swiss Code of Obligations, the Swiss Federal Law on Obligations, the Federal Commercial Registry Act, and the Federal Commercial Registry Ordinance shall apply to all matters not regulated in this contract.

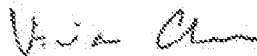
10. COMMUNICATIONS

Communications between parties, unless otherwise expressly provided for in this contract, shall be made exclusively in writing, which shall be addressed to the domicile of the parties as indicated in this contract.

This agreement is redacted in three copies, one for each of the merging companies and one for the Commercial Registry Office, and in two languages, Italian and English. The Italian language is the one that has legal validity.

Made and signed on April 28, 2023

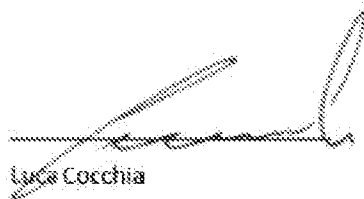
For TRISTATE INTERNATIONAL SA:



Chan Man Ying



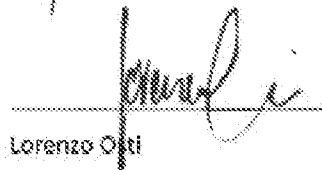
Wang Kin Chung Peter



Luca Cocchia

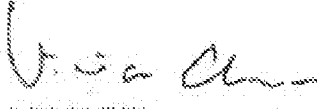


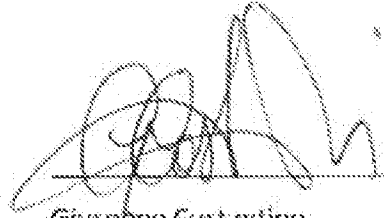
Giuseppe Costantino



Lorenzo Otti

For TRISTATE TRINOVATION IP SA:



Chan Man Ying

Giuseppe Custantino

Choi Chak Wah

Licia Cocchia

Attachments:

1. TISA shareholder register
2. TTIP shareholder register
3. TISA's approved budget as of December 31, 2022
4. TTIP's approved budget as of December 31, 2022

