

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM856917

| | | | |
|---|-----------------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 07/31/2023 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| ProMetic BioTherapeutics, Inc. | | 07/25/2023 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | KEDRION BIOPHARMA INC. | | |
| Street Address: | 400 Kelby Street, Suite 1200 | | |
| City: | Fort Lee | | |
| State/Country: | NEW JERSEY | | |
| Postal Code: | 07024 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5929628 | RYPLAZIM | |
| Registration Number: | 5929629 | RYPLAZIM PLASMINOGEN | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6123329081 | | |
| <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: | 6123325300 | | |
| Email: | crogers@merchantgould.com | | |
| Correspondent Name: | Merchant & Gould P.C. | | |
| Address Line 1: | P.O. Box 2910 | | |
| Address Line 4: | Minneapolis, MINNESOTA 55402-0910 | | |
| ATTORNEY DOCKET NUMBER: | 07587.0762US01 | | |
| NAME OF SUBMITTER: | Lindsay Jones | | |
| SIGNATURE: | /Lindsay Jones/ | | |
| DATE SIGNED: | 11/29/2023 | | |
| Total Attachments: 10 | | | |
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PROMETIC BIOTHERAPEUTICS INC.", A DELAWARE CORPORATION, WITH AND INTO "KEDRION BIOPHARMA INC." UNDER THE NAME OF "KEDRION BIOPHARMA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2023, AT 5:19 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JULY, A.D. 2023 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4958883 8100M
SR# 20233092444

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203834734
Date: 07-26-23

TRADEMARK
REEL: 008272 FRAME: 0280

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Kedrion Biopharma Inc., and the name of the corporation being merged into this surviving corporation is Prometic Biotherapeutics Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Kedrion Biopharma Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective at 11:59 p.m. Eastern Time on July 31, 2023.

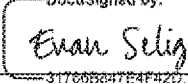
SIXTH: The Agreement of Merger is on file at 400 Kelby Street, Suite 1200, Fort Lee, New Jersey 07024, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 25th day of July 2023.

KEDRION BIOPHARMA INC.

DocuSigned by:

By:  _____
317008272-4F25-AE87-6FC1467AC71A

Name: Evan Selig

Title: Secretary

**AGREEMENT AND PLAN OF MERGER
OF
PROMETIC BIOTHERAPEUTICS INC.,
A DELAWARE CORPORATION,
AND
KEDRION BIOPHARMA INC.,
A DELAWARE CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of July 25, 2023 (the “*Agreement*”), is between PROMETIC BIOTHERAPEUTICS INC., a Delaware corporation (“*Prometic*”), and KEDRION BIOPHARMA INC., a Delaware corporation (“*Kedrion*”). Prometic and Kedrion are sometimes referred to herein as the “*Constituent Corporations*.”

RECITALS

A. Prometic is a corporation duly incorporated and existing under the laws of the State of Delaware.

B. Kedrion is a corporation duly incorporated and existing under the laws of the State of Delaware.

C. The board of directors of each of Prometic and Kedrion have determined that it is advisable and in the best interests of such corporations and Kedrion S.p.A., the sole stockholder of each such corporation (the “*Stockholder*”), that Prometic merge with and into Kedrion upon the terms and conditions herein provided.

D. The board of directors and the Stockholder of each of Prometic and Kedrion have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Prometic and Kedrion hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. THE MERGER

1.1 Merger. In accordance with the provisions of this Agreement and the Delaware General Corporation Law, as amended (the “*DGCL*”), Prometic shall be merged with and into Kedrion (the “*Merger*”), the separate existence of Prometic shall cease, and Kedrion shall continue as the surviving corporation. Kedrion, as the surviving corporation after the Merger, is herein sometimes referred to as the “*Surviving Corporation*.”

1.2 Filing and Effectiveness. The Merger shall be effective at 11:59 p.m. Eastern Time on July 31, 2023, contingent upon the filing of a Certificate of Merger, in substantially the form attached hereto as Exhibit A (the “*Certificate of Merger*”), with the Secretary of State of the State of Delaware. The date and time when the Merger shall become effective, as aforesaid, is herein called the “*Effective Time*.”

1.3 Effect of the Merger. Upon the Effective Time, the separate existence of Prometic shall cease and Kedrion, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time, (b) shall be subject to all actions previously taken by its and Prometic's directors and officers, (c) shall succeed, without other transfer, to all of the assets, rights, powers and property of Prometic, (d) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Time, and (e) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Prometic in the same manner as if Kedrion had itself incurred them, all as more fully provided under the applicable provisions of the DGCL.

II. CERTIFICATE OF INCORPORATION AND BYLAWS; DIRECTOR AND OFFICERS

2.1 Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of Kedrion as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Directors and Officers. The board of directors and officers of Kedrion immediately prior to the Effective Time shall be the board of directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law or the Bylaws of the Surviving Corporation.

III. EFFECT ON OUTSTANDING SHARES

3.1 Shares of Prometic. Subject to the terms and conditions of this Agreement, at the Effective Time, by virtue of the Merger and without any action on the part of any person, all of the issued and outstanding shares of Prometic shall be automatically extinguished and shall cease to exist and no consideration shall be paid or delivered upon surrender and cancellation of such shares.

3.2 Shares of Kedrion. Subject to the terms and conditions of this Agreement, at the Effective Time, by virtue of the Merger and without any action on the part of any person, all of the issued and outstanding shares of Kedrion as the Surviving Corporation shall not be altered in any manner as a result of the Merger and will remain outstanding shares of the Surviving Corporation.

IV. GENERAL

4.1 Further Assurances. From time to time, if and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Prometic such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation and Prometic such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Prometic and otherwise to carry out the purposes of this Agreement, and the officers of the Surviving Corporation are fully authorized in the name

and on behalf of Prometic or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the officers of Prometic or the officers of Kedrion, or both, notwithstanding the approval of this Agreement by the Stockholder.

4.3 Amendment. The officers of Prometic and the officers of Kedrion may amend this Agreement by mutual agreement at any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

4.4 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and the merger provisions of the Delaware General Corporation Law.

4.5 Counterparts. In order to facilitate the execution of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument. Signatures delivered by facsimile, e-mail or other functionally equivalent electronic means of transmission (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, e.g., www.docuSign.com) will have the same effect as originals.

[NEXT PAGE IS THE SIGNATURE PAGE]

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the board of directors and the Stockholder of each of Prometic and Kedrion, is hereby executed on behalf of each such Constituent Corporation.

PROMETIC BIOTHERAPEUTICS INC.
a Delaware corporation

DocuSigned by:
Giorgio Masetti-Zannini
By: _____
Name: Giorgio Masetti-Zannini
Title: President

KEDRION BIOPHARMA INC.
a Delaware corporation

DocuSigned by:
Evan Selig
By: _____
Name: Evan Selig
Title: Secretary

EXHIBIT A

Form of Certificate of Merger

See attached.

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Kedrion Biopharma Inc., and the name of the corporation being merged into this surviving corporation is Prometic Biotherapeutics Inc.

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SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 25th day of July 2023.

KEDRION BIOPHARMA INC.

By: _____

Name:

Title:

[Signature Page to Certificate of Merger]