

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4539685

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
SOCIETE DE CONSEILS DE RECHERCHES ET D'APPLICATIONS SCIENTIFIQUES, S.A.S.	11/28/2008
RECEIVING PARTY DATA	
Name:	IPSEN PHARMA S.A.S.
Street Address:	65 QUAI GEORGES GORSE
City:	BOULOGNE-BILLANCOURT
State/Country:	FRANCE
Postal Code:	92100
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	15587426
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:	6176798536
Email:	patents.us@ipsen.com
Correspondent Name:	D MACPHERSON @ IPSEN BIOSCIENCE INC.
Address Line 1:	650 EAST KENDALL STREET
Address Line 4:	CAMBRIDGE, MASSACHUSETTS 02142
ATTORNEY DOCKET NUMBER:	146P2/PCT2/US-C
NAME OF SUBMITTER:	DAWN M MACPHERSON
SIGNATURE:	/dawn m macpherson/
DATE SIGNED:	08/08/2017
Total Attachments: 9	
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TRANSLATION

[Translated from French]

S.C.R.A.S.

Société de Conseils de Recherches et d'Applications Scientifiques
65 Quai Georges Gorse - 92100 Boulogne-Billancourt
Simplified Joint Stock Company with a capital of Euro 5,425,000
308,197 185 RCS Nanterre - Code APE 7010 Z - TVA FR 80 308 197 185

**MINUTES OF THE DECISIONS OF THE SOLE PARTNER
OF NOVEMBER 28, 2008**

In the year two thousand and eight, on the twenty-eighth of November, at 10.45 a.m, in Boulogne-Billancourt (92100), at 65 Quai Georges Gorse.

The company IPSEN,
A Joint Stock Company with a capital of Euro 84,043,183,
The registered office of which is located in Boulogne-Billancourt (92650), at 65 Quai Georges Gorse,
Registered with the Register of Trade and Companies ("*Registre du Commerce et des Sociétés*")
under No. 419 838 529 RCS, Nanterre,
Represented by Mr. Jean-Luc BELINGARD, Chairman,

Owner of all the 175,000 shares comprising the capital of the company SCRAS SAS, sole partner of said company,

The following were in attendance:

Mr. Christophe PERRAU, representative of DELOITTE & ASSOCIÉS SA,
Statutory Auditor, absent and excused,
Ms. Caroline VILETTE, representative of KPMG, Auditor,
Mr. Christophe DOUTEAUX, representative of the workers' council, absent and excused,
Ms. Valérie FEUILLIE, representative of the workers' council, absent and excused,
Mr. Gérard VARONA, representative of the Board of Merger Commissioners.

The President declares that all documents and information stipulated by law and regulations were been made available at the registered office, as of the date of summons of this meeting

- Copy of the letter of summons to the sole partner and to the representatives of the worker's council;
- Copy of the letter of summons from the commissioner return receipt requested;
- Register of attendance;
- President's report;
- Reports of the merger commissioners;
- Merger project;
- Receipt of filing of the merger project with the court clerk;
- Receipt of filing of the report of the merger commissioners;
- Draft by-laws;
- Text of decisions.

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Expert près la Cour d'Appel de Paris
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I – HAS MADE THE FOLLOWING DECISIONS REGARDING:

- Analysis of the President's report,
- Analysis of the merger commissioners' reports,
- Approval of the merger proposal pertaining to the transfer of assets and liabilities of the company BEAUFOUR IPSEN PHARMA to the benefit of the company "SOCIETE DE CONSEILS, DE RECHERCHES ET D'APPLICATIONS SCIENTIFIQUES" (S.C.R.A.S.) ;
- Capital increase,
- Declaration of the final realization of the merger operation and establishment of correlative modifications in articles 7 and 8 of the by-laws,
- Allocation of the merger premium,
- Modification of the object of the company and correlative modification of article 2 of the by-laws,
- Modification of the corporate name and correlative modification of article 3 of the by-laws,
- Suppression of the limitations of the Chief Executive Officer's power - Modification of articles 13.1 and 15.1 of the by-laws,
- Powers to appoint a Pharmaceutical Managing Director heading the team of Deputy Managing Directors - Modification of article 13 of the by-laws,
- Appointment of a second statutory and deputy auditor,
- Consequences of the merger operation on secondary and pharmaceutical sites,
- Power-of-Attorney given to the Chief Executive Officer, in particular to sign the regularity and conformity statement,
- Power-of-Attorney to carry out formalities.

FIRST DECISION

After taking cognizance of the merger project that includes the total transfer of assets and liabilities of the company BEAUFOUR IPSEN PHARMA to the company, of the reports by the Chief Executive Officer and merger commissioners, the sole partner hereby approves the project and all its provisions and in particular:

- The proposed share exchange ratio proposal, to wit: 1 share of the absorbing company against 16.165 shares of the absorbed company,
- The evaluation of the accounting value of the assets and liabilities transferred,
- The value of the assets and liabilities transferred evaluated as amounting to Euro 99,510,540,

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- The estimated merger premium, to wit: Euro 5,960,551.56,
- The estimated merger incentive, to wit: Euro 9,817,810.44 that shall be taken into account in the financial result of the company, of the rights of the company over the company absorbed, accrued since the takeover date, of the amounts not yet distributed and reliably determined,
- The transfer of the pharmaceutical responsibility related to the operating of the pharmaceutical firm

SECOND DECISION

Consequently, the sole partner approves the merger defined in the project signed with the company BEAUFOUR IPSEN PHARMA and the subsequent increase in capital by Euro 282,844, held by 9,124 new ordinary shares the face value of which is Euro 31 each, to be allotted to a share-holder other than the absorbing company, namely, BEAUFOUR IPSEN INDUSTRIE, in accordance with the approved share exchange ratio.

The new shares shall be eligible for the first time to dividends for the financial year in progress beginning on January 1, 2008.

For the surplus, upon their creation, they shall be considered as ordinary former shares and shall be subject to the same statutory provisions.

The capital is therefore increased from Euro 5,425,000 to Euro 5,707,844

THIRD DECISION

The sole partner finds that, following the adoption of the previous decision, and, as justified to it, the approval of the merger by the share holders of the absorbed company, the merger between BEAUFOUR IPSEN PHARMA and "SOCIETE DE CONSEILS, DE RECHERCHES ET D'APPLICATIONS SCIENTIFIQUES" (S.C.R.A.S.), by virtue of the absorption of the first by the second is final.

It therefore decides to modify articles 7 and 8 of the by-laws as follows:

Article 7- CONTRIBUTIONS

"When the company was incorporated, only cash contributions were made.

Under the terms of a decision of the sole partner made on November 28, 2008, the company's capital was increased to Euro 282,844 by issuing 9,124 shares the face value of which is Euro 31 each, in order to increase the capital from Euro 5,425,000 to Euro 5,707,844, as a consequence the merger - absorption of the company BEAUFOUR IPSEN PHARMA.

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Article 8 – SHARE CAPITAL

The share capital is fixed at Euro 5,707,844.

It is divided into 184,124 ordinary shares, of the face value of which is Euro 31, entirely paid up and of the same category.

FOURTH DECISION

The sole partner decides to draw from the merger premium:

A sum of Euro 425,111 in order to re-constitute regulatory provisions that appear in the balance sheet of the absorbed company for the following amounts:

- Capital cost allowances: Euro 241,356
- Allowance for investments: Euro 183,755

Total Euro 425,111

An amount of Euro 28,284.40 in order to reconstitute the statutory reserve equal to one-tenth of the new capital,

The sole partner decides to authorize the Chief Executive Officer to charge the external expenses out laid further to the merger that was carried out to the merger premium.

FIFTH DECISION

The sole partner decides to modify article 2 of the by-laws as follows:

Article 2 – PURPOSES OF THE COMPANY

“The company’s main purposes in France and abroad are:

- Carrying out all studies and research activities, developing, analyzing and controlling all products, formulae and processing, for its own use and for that of third parties, either alone or in association, in the fields of chemistry, pharmacy, cosmetology and, generally, in all fields related to health, hygiene or cosmetics;
- Evaluating these studies, works and research, in all appropriate forms;
- Creating, filing for and acquiring all patents, trademarks, processing and manufacturing formulae, taking on lease industrial property rights, and granting licenses;
- Carrying out studies, research with the aim of preparing and developing formulae and manufacturing processing that could assist pharmaceutical, veterinary and plant health care product manufacturers in obtaining marketing authorizations for medicines and health products;

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- Providing to companies and firms, as part of the services, and in compliance with the professional rules in force, administrative assistance, especially in the fields of finance, accounts, tax, legal, social and insurance matters, and software, as well as in industrial logistics and the safeguard of industrial, literary or artistic property or rights.;
- Developing, manufacturing, purchasing, transforming, processing, promoting, and selling all chemical, biological, opotherapeutic and phytotherapeutic products, meant to preserve human health and to ensure hygiene or beauty, and, especially, for all food, pharmaceutical, stomatologic, dietetic, perfumery and cosmetic products, irrespective of the fact that these products are specialist products or not, simple or compound, as well as animal health products;
- Organizing information for the distribution and for the sale of these products, either itself or by a third party on its behalf;
- Carrying out market research and determining the operating conditions depending upon the situations specific to each country;
- Promoting its products, especially by advertising, publicizing, giving out free samples, participating in or organizing various science symposiums or meetings or conducting all science-related activities likely to promote the products;
- Searching, on the basis of the regulatory requirements, local business partners interested in dealing in the products;
- Contacting all useful local administrations in order to obtain necessary permits to deal in the said products;
- Participating in all companies or firms with similar, related or complementary activities;
- And, in general, carrying out all operations, whatever the nature thereof may be, directly or indirectly related to this purpose or that are likely to allow or further its achievement.

In order to achieve these purposes, the company may:

- Obtain or acquire all patents, licenses, process and trademarks, use, transfer, or award all operating permits in all countries and, generally;
- Carry out all commercial, industrial, financial, securities or real estate transactions that could have a direct or an indirect connection with the purpose of the company or with similar or related purposes, or which are liable to promote the realization and development thereof;
- Take, under and form whatsoever, all interest and participations in all companies and firms, French or foreign, with a similar purpose or contributing to its own business development by incorporating new companies, subscribing or purchasing securities or ownership rights, by merger or otherwise."

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SIXTH DECISION

After taking cognizance of the Chief Executive Officer's report, the sole partner hereby decides to change the current corporate name "SOCIETE DE CONSEILS DE RECHERCHES ET D'APPLICATIONS SCIENTIFIQUES" (S.C.R.A.S.) to "IPSEN PHARMA", effective this day.

Consequently, the sole partner hereby decides to modify article 3 (paragraph 1) of the by-laws as follows:

Article 3 – CORPORATE NAME

Paragraph 1 has been modified as follows; the rest of the article remains unaltered:

The corporate name is "IPSEN PHARMA"

SEVENTH DECISION

The sole partner hereby decides to suppress the limits the Chief Executive Officer's powers as defined by the by-laws and consequently modifies articles 13.1 and 15.1 as follows:

Paragraph 3 of 13.1 of article 13 is modified as follows. The rest of the article remains unaltered.

"In accordance with le law, the Chief Executive Officer represents the company vis-à-vis third parties and he is vested with the widest powers to act in all circumstances on behalf of the company within the scope of the purpose of the company."

Paragraph 4 of 15.1 of article 15 is modified as follows. The rest of the article remains unaltered.

"Furthermore, the following operations shall come under the remit of the General Meeting:

- Modification of share capital: Increase, decrease, amortization;
- Merger, division or partial contribution of assets;
- Dissolution;
- Appointment of commissioners;
- Approval of annual accounts and allocation of results;
- Approval of regulatory conventions;
- Transfer of the registered office to a foreign country;
- Transformation of the company into another form of company."

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EIGHTH DECISION

The sole partner hereby decides:

- In compliance with the Public Health Code "*Code de la Santé publique*", to empower the Chief Executive Officer to appoint a Pharmaceutical Managing Director,
- To provide him the power to appoint, in addition to Managing Directors, one or more Deputy Managing Directors upon the suggestion of a Managing Director,
- Consequently, to modify article 13 of the by-laws:

Article 13 – MANAGEMENT

Paragraph 13.1 remains unaltered. Paragraph

13.2 is modified as follows and paragraphs

13.3 and 13.4 are create on

- 13.2 « In compliance with the provisions of article L 227-5 of the "*Code de Commerce*", the Chief Executive Officer, by virtue of these by-laws, has all powers to appoint one or more Managing Directors if he so deems necessary.

In accordance with the same provisions and with article R. 5124-34 of the "*Code de la Santé Publique*", the Chief Executive Officer also has all powers to appoint a Pharmaceutical Managing Director, who shall be in charge of the missions and have the powers mentioned in article R. 5124-36 of the same Code, for the purpose of applying the rules laid out in the interests of public health. The Chief Executive Officer shall also have the authority to appoint a temporary pharmacist-in-charge.

The term of the mandate of the Managing Directors, including that of the Pharmaceutical Managing Director, is as long as the Chief Executive Officer's mandate. In the event the Chief Executive Officer ceases his duties, they maintain their duties until the new President is nominated, unless the partners decide otherwise.

Each Managing Director, including the Pharmaceutical Managing Director in charge, has the same powers vis-à-vis third parties as those attributed by this article to the Chief Executive Officer of the Company, except such powers specifically awarded to the latter by other articles and, on the other hand, the power to initiate collective decisions.

- 13.3 Upon the recommendation of the Managing Director, the Chief Executive Officer may also appoint one or more Deputy Managing Directors.

The term of the mandate of the Deputy Managing Directors is as long as the Chief Executive Officer's mandate. In the event the Chief Executive Officer ceases his duties, they maintain their duties until the new Chief Executive Officer is nominated, unless the partners decide otherwise.

Each Deputy Managing Director has the same powers vis-à-vis third parties as those attributed by this article to the Chief Executive Officer of the Company, except on the one name, such powers as may specifically awarded to the latter by other articles and, on the other hand, the power to initiate collective decisions.

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- 13.4 The representatives of the workers' council shall exercise the rights laid down by article L. 2323-62 of the Labor Code ("*Code du Travail*") with the Chief Executive Officer unless a delegation of power is awarded subsequently by the latter.

NINTH DECISION

The sole partners, appoints as a second principal and deputy commissioner for a term of six financial years, to wit: until the decision of the sole partner called to rule upon the accounts of the financial year ending on December 31, 2013:

- DELOITTE & ASSOCIÉS, a Joint Stock Company with a capital of Euro 1,723,040, the registered office of which is located in Neuilly sur Seine (92200), at 185 avenue Charles de Gaulle, registered with the Register of Trade and Companies ("*Registre du Commerce et des Sociétés*") under No. 572 028 041 RCS Nanterre as the statutory auditor,
- B.E.A.S., a Limited Liability Company with a capital of Euro 8.000 with the registered office of which is located in Neuilly sur Seine (92200), at 7-9 Villa Houssay, registered the Register of Trade and Companies ("*Registre du Commerce et des Sociétés*") under No. 315 172 445 RCS Nanterre as the deputy auditor.

They declare that they accept their duties.

TENTH DECISION

The sole partner indicates that the secondary site located at 4 rue Doguereau and 5 avenue du Canada shall remain as is.

The marketing authorizations for pharmaceutical products, held by BEAUFOUR IPSEN PHARMA are transferred to IPSEN PHARMA.

The pharmaceutical firm BEAUFOUR IPSEN PHARMA located at 65 Quai Georges Gorse at Boulogne-Billancourt (92100), shall be transferred to the company IPSEN PHARMA.

ELEVENTH DECISION

As a consequence of the above decisions, the sole partner delegates to Mr. Jean-Luc BELINGARD, Chief Executive Officer, with the possibility of substitution, the widest powers in order to:

- Sign the merger treaty and incorporate therein all the necessary precisions for the performance thereof;
- Make undertakings, on behalf of the company IPSEN PHARMA, in particular with the tax authorities,
- Sign the regularity and conformity statement,

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- For the above purposes, sign all documents, deeds and letters, provide an address for service, substitute and delegate all or part of the powers granted, and, generally, carry out whatsoever may be necessary in view of the realization of the merger.

TWELFTH DECISION

The sole partner grants all powers to the holder of an original, copy or extract of these minutes in order to carry out the formalities of filing and publication required by law.

Nothing else being on the agenda, the meeting ended at 11.45 p.m.

These minutes were drawn up regarding the above matters and was signed by the sole partner.

I, THE UNDERSIGNED CERTIFIED COURT TRANSLATOR WITH AND FOR THE COURT OF APPEALS OF PARIS, FRANCE, DULY COMMISSIONED AND SWORN, DO HEREBY CERTIFY THAT THE FOREGOING IS TO THE BEST OF MY KNOWLEDGE AND BELIEF A TRUE FAITHFUL TRANSLATION OF THE ORIGINAL DOCUMENT IN THE FRENCH.

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