PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5894623

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
IMPERIAL INNOVATIONS LIMITED	02/28/2019

RECEIVING PARTY DATA

Name:	IMPERIAL WHITE CITY INCUBATOR LIMITED
Street Address:	LEVEL 1 FACULTY BUILDING
Internal Address:	C/O IMPERIAL COLLEGE, EXHIBITION ROAD
City:	LONDON
State/Country:	GREAT BRITAIN
Postal Code:	SW7 2AZ

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	15309351

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.

Phone:	4142717590
Email:	jillj@andruslaw.com
Correspondent Name:	BENJAMIN R. IMHOFF
Address Line 1:	100 E. WISCONSIN AVE.
Address Line 2:	SUITE 1100
Address Line 4:	MILWAUKEE, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	4295-00071
NAME OF SUBMITTER:	BENJAMIN R. IMHOFF
SIGNATURE:	/Benjamin R. Imhoff/
DATE SIGNED:	01/06/2020

Total Attachments: 16

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PATENTS ASSIGNMENT AGREEMENT

THIS deed is dated 28 February 2019.

PARTIES

(1) **IMPERIAL INNOVATIONS LIMITED**, incorporated in England and Wales with registered number 02060639 and whose registered office is The Walbrook Building, 25 Walbrook, London EC4N 8AF **(Assignor)**; and

(2) **IMPERIAL WHITE CITY INCUBATOR LIMITED** (company number 03918307) whose registered office is at Level 1 Faculty Building, C/O Imperial College, Exhibition Road London SW7 2AZ **(Assignee)**.

BACKGROUND

(A) The Assignor is the proprietor of the Patents (as defined below).

(B) By the Main Agreement (as defined below) the Assignor has agreed to assign the Patents to the Assignee on the terms set out in this agreement.

AGREED TERMS

1. INTERPRETATION

The following definitions and rules of interpretation apply in this agreement.

1.1 Definitions:

Business Day: a day, other than a Saturday, Sunday or public holiday in England, when banks in London are open for business.

Main Agreement: the Technology Pipeline Agreement Termination Agreement and Asset Transfer Agreement entered into and dated on or about the date hereof between (among others) the Assignor and the Assignee.

Patents: the patents and patent applications short particulars of which are set out in the Schedule to this agreement.

VAT: value added tax or any equivalent tax chargeable in the UK.

1.2 Clause, Schedule and paragraph headings shall not affect the interpretation of this agreement.

1.3 The Schedule forms part of this agreement and shall have effect as if set out in full in the body of this agreement. Any reference to this agreement includes the Schedule.

1.4 Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.

1.5 A reference to **writing** or **written** includes fax but not email.

1.6 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

1.7 A **person** includes a natural person, corporate or unincorporated body (whether or not having separate legal personality).

2. ASSIGNMENT

2.1 In consideration of the sum of £1.00 (receipt of which the Assignor expressly acknowledges), the Assignor hereby assigns to the Assignee, absolutely all its right, title and interest in and to the Patents, and in and to all and any inventions disclosed in the Patents, including:

(a) in respect of any and each application in the Patents:

(i) the right to claim priority from and to prosecute and obtain grant of patent; and

(ii) the right to file divisional applications based thereon and to prosecute and obtain grant of patent on each and any such divisional application;

(b) in respect of each and any invention disclosed in the Patents, the right to file an application, claim priority from such application, and prosecute and obtain grant of patent or similar protection in or in respect of any country or territory in the world;

(c) the right to extend to or register in, or in respect of, any country or territory in the world each and any of the Patents, and each and any of the applications comprised in the Patents or filed as aforesaid, and to extend to or register in or in respect, of any country or territory in the world any patent or like protection granted on any of such applications;

(d) the absolute entitlement to any patents granted pursuant to any of the applications comprised in the Patents or filed as aforesaid; and

(e) the right to bring, make, oppose, defend, appeal proceedings, claims or actions and obtain relief (and to retain any damages recovered) in respect of any infringement, or any other cause of action arising from ownership, of any of the Patents or any patents granted on any of the applications comprised in the Patents or filed as aforesaid, whether occurring before, on or after the date of this assignment.

2.2 All payments made by the Assignee under this agreement are exclusive of VAT. If any such payment constitutes the whole or any part of the consideration for a taxable or deemed taxable supply by the Assignor, the Assignee shall increase that payment by an amount equal to the VAT which is chargeable in respect of the taxable or deemed taxable supply provided that the Assignor shall have delivered a valid VAT invoice in respect of such VAT to the Assignee. If the VAT invoice is delivered after the relevant payment has been made, the Assignee shall pay the VAT due within ten (10) Business Days of the Assignor delivering a valid VAT invoice.

2.3 The Assignor and Assignee acknowledge that, except as expressly set out in this agreement or the Main Agreement, the Assignor has not made and shall not by entering into this agreement be deemed to make any warranty or representation, express or implied, in respect of the Patents including, but not limited to, their validity or subsistence.

3. WARRANTIES

The Assignor warrants that it is registered as the registered proprietor of the Patents provided that the Assignor's aggregate liability for any claim made as a result of a breach of this warranty shall not exceed £1.00 (in accordance with Clause 6.1 of the Main Agreement).

4. FURTHER ASSURANCE

4.1 Subject to Clause 4.2, the Assignor shall, and shall use reasonable endeavours to procure that any necessary third party shall, promptly execute and deliver such documents and perform such acts as may reasonably be required for the purpose of giving full effect to this agreement, including registration of the Assignee as applicant for, or proprietor of, the Patents.

4.2 For the avoidance of doubt, the Assignee shall be responsible for all actions required to (i) notify the relevant registries as to the change of proprietor, and (ii) maintain and prosecute the Patents on and after the date of execution of this Agreement including all costs and fees relating thereto. The Assignor shall provide reasonable assistance subject to the Assignee covering all reasonable out of pocket expenses incurred by the Assignor in relation to any assistance provided under this Clause 4.2.

4.3 The Assignor appoints the Assignee to be its attorney in its name and on its behalf to execute documents, use the Assignor' name and do all things strictly to the extent necessary for the Assignee to perfect the assignment of the Patents under this agreement and take the benefit of Clause 4.1.

4.4 The power of attorney set out in Clause 4.2 is irrevocable and is given by way of security to secure the performance of the Assignor's obligations under this clause and the proprietary interest of the Assignee in the Patents.

4.5 Without prejudice to Clause 4.5 and strictly in accordance with the scope of the power of attorney granted pursuant to Clause 4.2, the Assignee may, in any way it thinks fit and in the name and on behalf of the Assignor:

(a) take any action that this Clause 4 requires the Assignor to take;

(b) exercise any rights which this Clause 4 gives to the Assignor; and

(c) appoint one or more persons to act substitute attorney(s) for the Assignor and to exercise such of the powers conferred by the power of attorney granted above as the Assignee think fit and revoke such appointment.

4.6 The Assignor undertakes to ratify and confirm everything that the Assignee and any substitute attorney does or arranges or purports to do or arrange in good faith in exercise of any power granted under, and in accordance with, this clause.

5. WAIVER

No failure or delay by a party to exercise any right or remedy provided under this agreement or by law shall constitute a waiver of that or any other right or remedy, nor shall it prevent or restrict the further exercise of that or any other right or remedy. No single or partial exercise of such right or remedy shall preclude or restrict the further exercise of that or any other right or remedy.

6. ENTIRE AGREEMENT

This agreement, in conjunction with the Main Agreement, constitutes the entire agreement between the parties and supersedes and extinguishes all previous agreements, promises, assurances, warranties, representations and understandings between them, whether written or oral, relating to its subject matter.

7. **VARIATION**

No variation of this agreement shall be effective unless it is in writing and signed by the parties (or their authorised representatives).

8. **SEVERANCE**

8.1 If any provision or part-provision of this agreement is or becomes invalid, illegal or unenforceable, it shall be deemed modified to the minimum extent necessary to make it valid, legal and enforceable. If such modification is not possible, the relevant provision or part-provision shall be deemed deleted. Any modification to or deletion of a provision or part-provision under this clause shall not affect the validity and enforceability of the rest of this agreement.

8.2 If one party gives notice to the other of the possibility that any provision or part-provision of this agreement is invalid, illegal or unenforceable, the parties shall negotiate in good faith to amend such provision so that, as amended, it is legal, valid and enforceable, and, to the greatest extent possible, achieves the intended commercial result of the original provision.

9. **COUNTERPARTS**

9.1 This agreement may be executed in any number of counterparts, each of which when executed shall constitute a duplicate original, but all the counterparts shall together constitute the one agreement.

9.2 No counterpart shall be effective until each party has executed at least one counterpart.

10. **THIRD PARTY RIGHTS**

This agreement does not give rise to any rights under the Contracts (Rights of Third Parties) Act 1999 to enforce any terms of this agreement.

11. **NOTICES**

11.1 Any notice or other communication given to a party under or in connection with this agreement shall be in writing and shall be delivered by hand or by pre-paid first-class post or other next working day delivery service at its registered office (if a company) or its principal place of business (in any other case).

11.2 Any notice or communication shall be deemed to have been received:

(a) if delivered by hand, on signature of a delivery receipt or at the time the notice is left at the proper address; and

(b) if sent by pre-paid first-class post or other next working day delivery service, at 9.00 am on the second Business Day after posting or at the time recorded by the delivery service.

11.3 This clause does not apply to the service of any proceedings or other documents in any legal action or, where applicable, any arbitration or other method of dispute resolution.

11.4 A notice given under this agreement is not valid if sent by email.

12. GOVERNING LAW

This agreement and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed by and construed in accordance with the law of England and Wales.

13. JURISDICTION

Each party irrevocably agrees that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this agreement or its subject matter or formation.

This agreement has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

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Executed as a deed by:

MIKE TOWNEND
for and on behalf of IMPERIAL INNOVATIONS LIMITED

....
Authorised Signatory/Director

....
~~Authorised Signatory/Director~~ WITNESS RHIAN SALEH

The Walbrook Building
25 Walbrook
London
EC4N 8AF

Executed as a deed by:

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for and on behalf of IMPERIAL WHITE CITY INCUBATOR LIMITED

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Authorised Signatory

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Authorised Signatory

Executed as a deed by:

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for and on behalf of IMPERIAL INNOVATIONS LIMITED

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Authorised Signatory/Director

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Authorised Signatory/Director

Executed as a deed by:

Jon Hancock

and

Simon Hepworth

for and on behalf of IMPERIAL WHITE CITY INCUBATOR LIMITED

Authorised Signatory

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