

<b>PATENT ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT5884350

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	01/01/2019
<b>RESUBMIT DOCUMENT ID:</b>	505800694

**CONVEYING PARTY DATA**

Name	Execution Date
FORMING TECHNOLOGIES INCORPORATED	12/27/2018

**NEWLY MERGED ENTITY DATA**

Name	Execution Date
HEXAGON MANUFACTURING INTELLIGENCE CANADA LIMITED	12/27/2018

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	HEXAGON MANUFACTURING INTELLIGENCE CANADA LIMITED
<b>Street Address:</b>	200 BAY STREET
<b>Internal Address:</b>	SUITE 3800, ROYAL BANK PLAZA, SOUTH TOWER
<b>City:</b>	TORONTO, ONTARIO
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5J2Z4

**PROPERTY NUMBERS Total: 1**

Property Type	Number
<b>Application Number:</b>	16671311

**CORRESPONDENCE DATA**

**Fax Number:** (269)383-5828

*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:** 2693817030

**Email:** horn@millercanfield.com

**Correspondent Name:** MILLER CANFIELD PADDOCK AND STONE

**Address Line 1:** 277 SOUTH ROSE, SUITE 5000

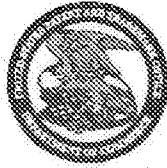
**Address Line 4:** KALAMAZOO, MICHIGAN 49007

<b>ATTORNEY DOCKET NUMBER:</b>	108303/0003CON
<b>NAME OF SUBMITTER:</b>	MARK L MAKI
<b>SIGNATURE:</b>	/Mark L Maki/

<b>DATE SIGNED:</b>	12/26/2019
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**Total Attachments: 21**

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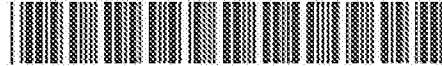
UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND  
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

December 16, 2019

PTAS

MILLER CANFIELD PADDOCK AND STONE  
277 SOUTH ROSE, SUITE 5000  
KALAMAZOO, MI 49007



505800694

United States Patent and Trademark Office  
Notice of Non-Recordation of an Assignment Document

The enclosed document has been examined and found non-recordable by the Assignment Recordation Branch of the U.S. Patent and Trademark Office. The reason(s) for non-recordation are stated below:

1. The assignment filed is a Merger and not a Merger and Change of Name.

Documents being resubmitted for recordation must reflect the corrected information to be recorded, the Document ID number referenced above and all pages from this submitted document. The original date of filing of this assignment document will be maintained if resubmitted with the appropriate correction(s) by **Monday, February 17, 2020**, as outlined under 37 CFR 3.51. The resubmitted document must include a stamp with the official date of receipt under 37 CFR 3. Applicants may use the certified procedures under 37 CFR 1.8 or 1.10 for resubmission of the returned papers if they desire to have the benefit of the date of deposit in the United States Postal Service.

To file the resubmission electronically, navigate to the EPAS website at <http://epas.uspto.gov>, click the Start Resubmission button and enter the following information:

Document ID: 505800694  
Access Code: UR6UGASOD002D9K

To file the resubmission in paper, send documents to: U.S. Patent and Trademark Office, Mail Stop: Assignment Recordation Branch, P.O. BOX 1450, Alexandria, VA 22313. If you have any questions regarding this notice, you may contact the Assignment Recordation Branch at 571-272-3350.

TUSHOMBE STOKES  
ASSIGNMENT RECORDATION BRANCH  
PUBLIC RECORDS DIVISION

Dear Sirs:

Please note that the attached document is both the Merger and Change of Name document. This is a Canadian document and it adheres to the Canadian law for a Merger and Name Change document. The third page of the document shows the names of the entities that are merging. The first page of the document provides the name of the newly merged entity.

There is no other documentation available to show the merger and change of name of these entities.

Ontario  
**CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

**5008349**

**JANUARY 01 JANVIER, 2019**

*Sachin Sachdev*

(17)

Director / Directeur  
Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

H	E	X	A	G	O	N		M	A	N	U	F	A	C	T	U	R	I	N	G		I	N	T	E	L	L	I	G
E	N	C	E		C	A	N	A		L	I	M	I	T	E	D													

2. The address of the registered office is:  
Adresse du siège social:

200 Bay Street, Suite 3800, Royal Bank Plaza, South Tower

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

M 5 J 2 Z 4

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  1  10  
Nombre d'administrateurs: Nombre fixe  OU minimum et maximum  1  10

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
David Mills	[REDACTED] United Kingdom TF10 8JG	No
Michael Gallagher	[REDACTED] Glen Williams, ON L7G 5G6	Yes
Scott Currier	[REDACTED] Oakville, ON L6M 2M8	Yes

4. The director(s) is/are:  
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Paolo Guiglielmini	[REDACTED] London, United Kingdom W2 3AA	No

5. Method of amalgamation, check A or B  
 Méthode choisie pour la fusion – Cocher A ou B :

A- Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or  
ou

B- Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.  
 Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**HEXAGON METROLOGY LTD.**

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
HEXAGON METROLOGY LTD.	1694601	2018	12	27
FORMING TECHNOLOGIES INCORPORATED	1952123	2018	12	27
MSC SOFTWARE LTD.	1298478	2018	12	27

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of common shares.

B. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A



9. The issue, transfer or ownership of shares is/ is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The shares of the Corporation shall not be transferred without the consent of either (a) the directors as evidenced by a resolution passed or signed by them and recorded in the books of the Corporation or (b) the holders of a majority in number of the outstanding voting shares of the Corporation.

10. Other provisions, (if any):  
Autres dispositions, s'il y a lieu :

Securities of the Corporation, other than shares and non-convertible debt securities, shall not be transferred without compliance with the restrictions on transfer contained in the applicable securityholders' agreement or, absent any such restrictions, shall not be transferred without the consent of the Secretary of the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatory's name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président; secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

HEXAGON METROLOGY LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

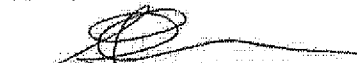
SCOTT CURRIER  
Print name of signatory /  
Nom du signataire en lettres moulées

DIRECTOR  
Description of Office / Fonction

FORMING TECHNOLOGIES INCORPORATED

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

SCOTT CURRIER  
Print name of signatory /  
Nom du signataire en lettres moulées

DIRECTOR  
Description of Office / Fonction

MSC SOFTWARE LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatory's name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

HEXAGON METROLOGY LTD.

Names of Corporations / Dénomination sociale des sociétés  
By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
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FORMING TECHNOLOGIES INCORPORATED

Names of Corporations / Dénomination sociale des sociétés  
By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
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MSC SOFTWARE LTD.

Names of Corporations / Dénomination sociale des sociétés  
By / Par

	STEPHEN McLELLAN	DIRECTOR
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés  
By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
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Names of Corporations / Dénomination sociale des sociétés  
By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
-----------------------	---	----------------------------------

SCHEDULE A

) IN THE MATTER of the *Business Corporations Act*  
) (Ontario) and the articles of amalgamation in the name  
) of HEXAGON MANUFACTURING INTELLIGENCE  
) CANADA LIMITED  
)  
)  
)  
)

STATEMENT OF DIRECTOR OR OFFICER

I, Scott Currier of the Town of Oakville in the Province of Ontario do solemnly state that:

1. I am a director of Hexagon Metrology Ltd., one of the amalgamating corporations (hereinafter called the **Amalgamating Corporation**), and as such have personal knowledge of the matters herein deposed to:
2. There are no reasonable grounds for believing that:
  - (a) the Amalgamating Corporation is unable to pay its liabilities as they become due;
  - (b) the amalgamated corporation will be unable to pay its liabilities as they become due;
  - (c) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that:
  - (a) no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation; or
  - (b) adequate notice has been given by the Amalgamating Corporations to all known creditors of the Amalgamating Corporations in accordance with the provisions of the *Business Corporations Act* (Ontario); and
4. No creditor of the Amalgamating Corporations has notified the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED this 27<sup>th</sup> day of December, 2018.

  
\_\_\_\_\_  
Scott Currier

SCHEDULE A

) IN THE MATTER of the *Business Corporations Act*  
) (Ontario) and the articles of amalgamation in the name  
) of HEXAGON MANUFACTURING INTELLIGENCE  
) CANADA LIMITED  
)  
)  
)  
)

STATEMENT OF DIRECTOR OR OFFICER

I, Scott Currier of the Town of Oakville in the Province of Ontario do solemnly state that:

1. I am a director of Forming Technologies Incorporated, one of the amalgamating corporations (hereinafter called the **Amalgamating Corporation**), and as such have personal knowledge of the matters herein deposed to:
2. There are no reasonable grounds for believing that:
  - (a) the Amalgamating Corporation is unable to pay its liabilities as they become due;
  - (b) the amalgamated corporation will be unable to pay its liabilities as they become due;
  - (c) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that:
  - (a) no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation; or
  - (b) adequate notice has been given by the Amalgamating Corporations to all known creditors of the Amalgamating Corporations in accordance with the provisions of the *Business Corporations Act* (Ontario); and
4. No creditor of the Amalgamating Corporations has notified the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED this 27<sup>th</sup> day of December, 2018.

  
Scott Currier

SCHEDULE A

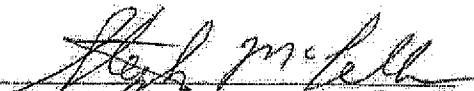
) IN THE MATTER of the *Business Corporations Act*  
) (Ontario) and the articles of amalgamation in the name  
) of HEXAGON MANUFACTURING INTELLIGENCE  
) CANADA LIMITED  
)  
)  
)  
)

STATEMENT OF DIRECTOR OR OFFICER

I, Stephen McLellan of the City of Mississauga in the Province of Ontario do solemnly state that:

1. I am a director of MSC Software Ltd., one of the amalgamating corporations (hereinafter called the **Amalgamating Corporation**), and as such have personal knowledge of the matters herein deposed to:
2. There are no reasonable grounds for believing that:
  - (a) the Amalgamating Corporation is unable to pay its liabilities as they become due;
  - (b) the amalgamated corporation will be unable to pay its liabilities as they become due;
  - (c) the realizable value of the assets of the amalgamated corporation will be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that:
  - (a) no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation; or
  - (b) adequate notice has been given by the Amalgamating Corporations to all known creditors of the Amalgamating Corporations in accordance with the provisions of the *Business Corporations Act* (Ontario); and
4. No creditor of the Amalgamating Corporations has notified the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED this 27<sup>th</sup> day of December, 2018.

  
Stephen McLellan

SCHEDULE B

RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
FORMING TECHNOLOGIES INCORPORATED  
(the Corporation)

AMALGAMATION

WHEREAS:

- (A) Subsection 177(1) of the *Business Corporations Act* (Ontario) (the Act) provides that a holding corporation and one or more of its subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act.
- (B) The Corporation is a wholly-owned subsidiary of Hexagon Metrology Ltd. (Hexagon CA).
- (C) It is considered desirable and in the best interests of the Corporation that, on January 1, 2019, the Corporation, MSC Software Ltd. and Hexagon CA amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act.


RESOLVED THAT:

- 1 The amalgamation of the Corporation, MSC Software Ltd. and Hexagon CA pursuant to subsection 177(1) of the Act (the Amalgamation) be and the same is hereby authorized and approved.
- 2 Upon the Amalgamation becoming effective:
  - (a) all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
  - (b) except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Hexagon CA;
  - (c) the by-laws of the amalgamated corporation shall be the same as the by-laws of Hexagon CA; and
  - (d) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 3 Any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

THESE RESOLUTIONS may be signed in one or more counterparts and transmitted by electronic means. Each such counterpart is deemed to be an original and together they constitute one and the same set of resolutions.

THE UNDERSIGNED, being all of the directors of the Corporation, hereby sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

Dated this 27<sup>th</sup> day of December, 2018.

  
\_\_\_\_\_  
David Mills

\_\_\_\_\_  
Michael Gallagher

\_\_\_\_\_  
Scott Currier

\_\_\_\_\_  
Paolo Guiglielmini



THESE RESOLUTIONS may be signed in one or more counterparts and transmitted by electronic means. Each such counterpart is deemed to be an original and together they constitute one and the same set of resolutions.

THE UNDERSIGNED, being all of the directors of the Corporation, hereby sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

Dated this 27<sup>th</sup> day of December, 2018

\_\_\_\_\_  
David Mills

  
\_\_\_\_\_  
Michael Gallagher

\_\_\_\_\_  
Scott Currier

\_\_\_\_\_  
Paolo Guglielmini

THESE RESOLUTIONS may be signed in one or more counterparts and transmitted by electronic means. Each such counterpart is deemed to be an original and together they constitute one and the same set of resolutions.

THE UNDERSIGNED, being all of the directors of the Corporation, hereby sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

Dated this 27<sup>th</sup> day of December, 2018

\_\_\_\_\_  
David Mills

\_\_\_\_\_  
Michael Gallagher

  
\_\_\_\_\_  
Scott Currier

\_\_\_\_\_  
Paolo Guglielmini

THESE RESOLUTIONS may be signed in one or more counterparts and transmitted by electronic means. Each such counterpart is deemed to be an original and together they constitute one and the same set of resolutions.

THE UNDERSIGNED, being all of the directors of the Corporation, hereby sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

Dated this 27<sup>th</sup> day of December, 2018.

\_\_\_\_\_  
David Mills

\_\_\_\_\_  
Michael Gallagher

\_\_\_\_\_  
Scott Currier

  
\_\_\_\_\_  
Paolo Guiglielmini

RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

MSC SOFTWARE LTD.  
(the Corporation)

AMALGAMATION

WHEREAS:

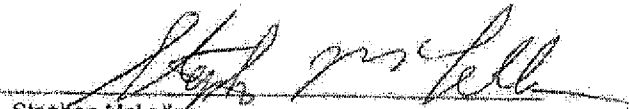
- (A) Subsection 177(1) of the *Business Corporations Act* (Ontario) (the **Act**) provides that a holding corporation and one or more of its subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act.
- (B) The Corporation is a wholly-owned subsidiary of Hexagon Metrology Ltd. (**Hexagon Ca**).
- (C) It is considered desirable and in the best interests of the Corporation that, on January 1, 2019, the Corporation, Forming Technologies Incorporated and Hexagon CA amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act.

RESOLVED THAT:

- 1 The amalgamation of the Corporation, Forming Technologies Incorporated and Hexagon CA pursuant to subsection 177(1) of the Act (the **Amalgamation**) be and the same is hereby authorized and approved.
- 2 Upon the Amalgamation becoming effective:
  - (a) all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
  - (b) except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Hexagon CA;
  - (c) the by-laws of the amalgamated corporation shall be the same as the by-laws of Hexagon CA; and
  - (d) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 3 Any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

THE UNDERSIGNED, being the sole director of the Corporation, hereby signs the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

Dated this 27<sup>th</sup> day of December, 2016.

  
Stephen McLellan

RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

HEXAGON METROLOGY LTD.  
(the Corporation)

AMALGAMATION

WHEREAS:

- (A) Subsection 177(1) of the *Business Corporations Act* (Ontario) (the Act) provides that a holding corporation and one or more of its subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act.
- (B) MSC Software Ltd. and Forming Technologies Incorporated (the Subsidiaries) are subsidiary corporations of the Corporation.
- (C) It is considered desirable and in the best interests of the Corporation that, on January 1, 2019, the Corporation and the Subsidiaries amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act.

RESOLVED THAT:

- 1 The amalgamation of the Corporation and its wholly owned Subsidiaries, pursuant to subsection 177(1) of the Act (the Amalgamation), be and the same is hereby authorized and approved;
- 2 Upon the Amalgamation becoming effective:
  - (a) shares of the capital of the Subsidiaries, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
  - (b) except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of the Corporation;
  - (c) the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation; and
  - (d) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 3 Any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

THE UNDERSIGNED, being the sole director of the Corporation, hereby signs the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario)

Dated this 27<sup>th</sup> day of December, 2018



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Scott Currier

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