

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT6031583

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
SEQUANA MEDICAL AG	10/11/2018
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	SEQUANA MEDICAL NV
<b>Street Address:</b>	TECHNOLOGIEPARK 122
<b>City:</b>	ZWIJNAARDE
<b>State/Country:</b>	BELGIUM
<b>Postal Code:</b>	9052
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	16550035
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(858)252-6503
<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>	
<b>Phone:</b>	(858) 252-2965
<b>Email:</b>	LilliyMontano@eversheds-sutherland.com
<b>Correspondent Name:</b>	CHRISTOPHER C. BOLTEN
<b>Address Line 1:</b>	EVERSHEDS SUTHERLAND (US) LLP
<b>Address Line 2:</b>	12255 EL CAMINO REAL, SUITE 100
<b>Address Line 4:</b>	SAN DIEGO, CALIFORNIA 92130
<b>ATTORNEY DOCKET NUMBER:</b>	SEQUANA-0304
<b>NAME OF SUBMITTER:</b>	LILLIY MONTANO FOR CHRIS BOLTEN
<b>SIGNATURE:</b>	/Lilliy Montano/
<b>DATE SIGNED:</b>	03/25/2020
<b>Total Attachments: 4</b>	
source=Sequana-0304_NameChange_Sequana-AG-to-Sequana-NV#page1.tif	
source=Sequana-0304_NameChange_Sequana-AG-to-Sequana-NV#page2.tif	
source=Sequana-0304_NameChange_Sequana-AG-to-Sequana-NV#page3.tif	
source=Sequana-0304_NameChange_Sequana-AG-to-Sequana-NV#page4.tif	



## NOTARIAL DECLARATION

I, **Tim CARNEWAL**, notary public, member of the civil company constituted under the form of a cooperative company with limited liability "Berquin Notaires", having its seat at 1000 Brussels, Avenue Lloyd George 11, registered with the company register of Brussels under number 0474.073.840, hereby declare that on October 1<sup>st</sup>, 2018, the extraordinary general assembly of Sequana Medical AG, Zug (the "Company"), has taken place before Peter Van Melkebeke, notary public at Brussels, with the following agenda:

1. **Report.**  
*Submission and acknowledgment of the report of the board of directors of the Company, which has been prepared as far as needed and applicable in accordance with article 560 of the Belgian Companies Code, in connection with (a) the proposed move of the registered office, the centre of management and the centre of business of the Company from Switzerland to Belgium (the "Seat Transfer"), (b) the proposed amendment and restatement of the Company's articles of association that is to enter into force effective as of the Seat Transfer (the "Belgian Articles of Association"), and (c) the proposed "Share Consolidation" (as defined in the Belgian Articles of Association), and to which a draft of the Belgian Articles of Association is attached.*
2. **Acknowledgement, confirmation and ratification of the transfer of seat to Belgium.**  
*Proposed resolution: The general meeting acknowledges, confirms and ratifies the decision of the Company's extraordinary general shareholders' meeting held on 20 July 2018 before Civil Law Notary of the Canton of Zug (Switzerland) Michèle Joho (the "Swiss EGM") to approve the Seat Transfer. In accordance herewith, the general meeting acknowledges, confirms and ratifies that, effective as from the date of the present extraordinary general shareholders' meeting (the "Belgian EGM"):*
  - (a) **Transfer of seat:** *the registered office, the centre of management and the centre of business of the Company are effectively transferred, without liquidation, dissolution or other interruption in the legal personality of the Company, from Switzerland to Belgium, and more precisely to Boterstraat 26, 3321 Outgaarden, Belgium;*
  - (b) **Application of Belgian law:** *the Company is subject to Belgian law and has legal personality as a company organised and existing under Belgian law pursuant to article 112 of the Belgian Code of Private International Law;*
  - (c) **Legal form and name:** *the Company has the form of a limited liability company (naamloze vennootschap), and the name of the Company is "Sequana Medical"; and*
  - (d) **Share capital:** *the amount of the share capital shall be converted from CHF 1,004,835.30 into EUR at the conversion rate published by the European Central Bank on the business date preceding the date of the Belgian EGM, such that the amount of the share capital is higher than the minimum amount of share capital required by Belgian law for limited liability companies (naamloze vennootschappen).*
3. **Acknowledgements, confirmations and ratifications in relation to outstanding securities.**  
*Proposed resolution: The general meeting acknowledges, confirms and ratifies the decision of the Swiss EGM that, subject to what is stated below, the Company's outstanding shares and other securities were validly created prior to the Seat Transfer and shall remain outstanding in accordance with their terms following the Seat Transfer. In accordance herewith, the general meeting acknowledges, confirms and ratifies the following:*
  - (e) **Share capital:** *The share capital of the company amounts to [•] euro [•] cent (€[•]) [Note: the amount of the share capital shall be converted from CHF 1,004,835.30 into EUR at the conversion rate published by the European Central Bank on the business date preceding the date of the Belgian EGM], represented by 10,048,353 fully paid-up shares, without nominal value, each representing the same part of the share capital. The share capital has been fully and unconditionally subscribed for and is fully paid-up.*
  - (f) **Outstanding shares:** *The Company's shares consist of 3,302,109 common shares and 6,746,244 preferred shares granting preferential rights in priority to the common shares (the "Preferred Shares"). The Preferred Shares are subdivided in 543,682 series A Preferred Shares, 2,171,888 series B Preferred Shares, 1,725,937 series C Preferred Shares, 205,501 series D Preferred Shares, and 2,099,236 series E Preferred Shares.*
  - (g) **Valid issuance of the shares:** *All of the Company's shares were validly issued in accordance with the Company's articles of association and applicable law at that time. At the time of the issuance of the shares, all preferential subscription rights and pre-emption rights of the holders of shares and other securities to subscribe for such shares were validly and fully complied with or were, to the extent not complied with, validly and fully dis-applied, waived*

Carl Ockerman and/or cancelled.

Eric Spruyt

Daisy Dekegel

Peter Van Melkebeke

Alexis Lemmerling

Mario-Pierre Gérardin

Tim Carnewal

geassocieerde notarissen

Burgerlijke CVBA Berquin Notarissen — Lloyd Georgelaan 11 — B-1000 Brussel

BTW BE 0474 073 840 — RPR Brussel — www.berquinnotarissen.be — Parkeerplaats in het gebouw

**PATENT**  
**REEL: 052227 FRAME: 0597**

- (h) **Outstanding Warrants:** The following share options and warrants (collectively, the "Warrants") were validly created prior to the Seat Transfer and shall remain outstanding in accordance with their terms following the Seat Transfer, subject to what is stated below:
- (i) 1,095,964 share options that each entitle the holder thereof to subscribe for one new common share subject to the terms and conditions that are set out in the Stock Option Plan Regulation 2011 dated 1 September 2011;
  - (ii) 1 warrant that entitles the holder thereof to subscribe for 142,000 new series E Preferred Shares subject to the terms and conditions that are set out in the Warrant Agreement dated 2 September 2016 between the Company and Bootstrap Europe S.C.SP, as amended by the Amendment Agreement dated 28 April 2017 between the company and Bootstrap Europe S.C.SP; and
  - (iii) [•] **Note:** the number of share options will be determined after the Swiss EGM and prior to the Belgian EGM] share options that each entitle the holder thereof to subscribe for one new series E Preferred Share subject to the terms and conditions that are determined by the board of directors.
- (i) **Valid issuance of the Warrants:** All of the Warrants were validly issued in accordance with the Company's articles of association and applicable law at that time. At the time of the issuance of the Warrants, all preferential subscription rights and pre-emption rights of the holders of shares and other securities to subscribe for such Warrants and the shares issuable upon exercise of such Warrants were validly and fully complied with or were, to the extent not complied with, validly and fully dis-applied, waived and/or cancelled.
- (j) **Capital increase and allocation of the exercise price upon exercise of the Warrants:** Effective as of the date of the Belgian EGM, subject to and to the extent of the exercise of the Warrants, the share capital of the Company will be increased and the number of new shares for which the Warrants were exercised will be issued, in accordance with the relevant terms and conditions of such Warrants. In case a Warrant is exercised, the applicable exercise price is to be deposited on an account of the Company, as provided in the Belgian Companies Code. The exercise price shall be allocated to the share capital of the Company in such a manner that per share issued (i) a part of the exercise price equal to the fractional value of the existing shares of the Company immediately prior to the capital increase shall be booked as share capital, and (ii) the balance, as the case may be, of the exercise price shall be booked as issue premium. Such issue premium shall be accounted for on the liabilities side of the Company's balance sheet as net equity. The account on which the issue premium shall be booked shall, like the share capital, serve as the guarantee for third parties and, save for the possibility of a capitalisation of those reserves, can only be reduced on the basis of a valid resolution of the general shareholders' meeting passed in the manner required for an amendment to the Company's articles of association. Following the capital increase and the issuance of new shares, each of the shares (existing and new) shall represent the same fraction of the Company's share capital.
- (k) **Establishment of the exercise of the Warrants:** The increase of share capital, the resulting issuance of new shares at the occasion of the exercise of the Warrants and the relating amendments of the articles of association shall be recorded before notary public in accordance with applicable law.
- (l) **Power of attorney:** The board of directors has the flexibility and power to further manage and administer the Warrants in accordance with their respective terms. Without prejudice to the powers of the board of directors, the establishment of the increase of the share capital, the issuance of new shares, the resulting amendment of the articles of association and the amount of the issue premium can, at the occasion of the exercise of the Warrants, be established before a notary public at the request of the board of directors as well as each individual director of the Company separately.
4. **Acknowledgement, confirmation and ratification of the Belgian Articles of Association.**  
Proposed resolution: The general meeting acknowledges, confirms and ratifies the decision of the Swiss EGM that, as a result of the Seat Transfer, effective as of the date of the Belgian EGM and taking into account the resolutions provided for in sections 2 and 3 of the agenda of the Belgian EGM, the Company's articles of association have been amended and restated as follows:
- (m) **Entire restatement:** The Company's articles of association are entirely restated, substantially in line with the Belgian Articles of Association that have been approved by the Swiss EGM in order to be in force effective as of the Seat Transfer, and of which a draft is attached to the report of the board of directors referred to in section 1 of the agenda.
  - (n) **Share capital and shares:** The share capital is expressed in EUR, instead of in CHF. The value of the shares is henceforth only expressed as a fraction of the share capital (fractional value), no longer as a nominal amount (nominal value).
  - (o) **Share transfers:** Except to the extent otherwise provided by law, the Company's Belgian Articles of Association or the shareholders' agreement dated 13 February 2017 entered into by and between the Company and certain of its shareholders, as amended and restated (the "Shareholders' Agreement"), the transfer of securities is not subject to any restrictions.
  - (p) **Distributions in relation to shares:** Distributions on or in relation to the Company's shares shall be made in accordance with the provisions of the Shareholders' Agreement and the Company's Belgian Articles of Association.
  - (q) **Consolidation of shares and Warrants:** As far as needed and applicable in accordance with article 560 of the Belgian Companies Code, the "Share Consolidation" as defined and specified in the Belgian Articles of Association, and as further illustrated in the special report of the board of directors that has been prepared, in as

far as needed and applicable, in accordance with article 560 of the Belgian Companies Code, is confirmed, approved and ratified.

- (r) **Amendment of the definition of Qualified Public Offering:** As far as needed and applicable in accordance with article 560 of the Belgian Companies Code, the definition of "Qualified Public Offering" that is included in the Belgian Articles of Association is confirmed, approved and ratified.

**5. Acknowledgement, confirmation and ratification of the resignation and appointment of directors.**

*Proposed resolution:* The general meeting acknowledges, confirms and ratifies the decision of the Swiss EGM that effective as of the date of the Belgian EGM the board of directors shall consist of the following members: Rudy Dekeyser, Enk Amble and Diego Braguglia.

**6. Acknowledgement, confirmation and ratification of the appointment of the statutory auditor.**

*Proposed resolution:* The general meeting acknowledges, confirms and ratifies the decision of the Swiss EGM that PricewaterhouseCoopers Bedrijfsrevisoren BV CVBA, with registered office at Woluwedal 18, 1932 Sint-Stevens-Woluwe, Belgium, registered with the Register of Legal Entities Brussels (Dutch-language division) under number 0429.501.944, represented by Peter D'hondt, is appointed as the sole statutory auditor of the Company for a statutory term of three (3) years effective as from the date of the Belgian EGM.

The remuneration of the statutory auditor shall be as shall be proposed to the Belgian EGM.

**7. Cancellation of treasury shares.**

*Proposed resolution:* The general meeting resolves to cancel all of the 117,569 treasury shares held by the Company, consisting of 107,196 common shares, 4,773 series B Preferred Shares, 1,600 series C Preferred Shares and 4,000 series D Preferred Shares, without reduction of the Company's share capital.

In accordance herewith, the general meeting resolves and confirms the following:

- (s) After the cancellation of the treasury shares held by the Company, the Company's share capital will remain at [•] euro [•] cent (€[•]) [Note: the amount of the share capital shall be converted from CHF 1,004,835.30 into EUR at the conversion rate published by the European Central Bank on the business date preceding the date of the Belgian EGM], but will be represented by a total of 9,930,784 fully paid-up shares, without nominal value, each representing the same part of the share capital.

- (t) Said 9,930,784 shares will consist of 3,194,913 common shares and 6,735,871 Preferred Shares. The Preferred Shares will be subdivided in 543,682 series A Preferred Shares, 2,167,115 series B Preferred Shares, 1,724,337 series C Preferred Shares, 201,501 series D Preferred Shares, and 2,099,236 series E Preferred Shares.

- (u) In order to conform the Belgian Articles of Association to the cancellation of the treasury shares held by the Company, the meeting resolves to replace Articles 5.1 and 5.2 of the Belgian Articles of Association by the following text:

**5.1 Share capital and shares**

The share capital of the company amounts to [•] euro [•] cent (€[•]) [Note: the amount of the share capital shall be converted from CHF 1,004,835.30 into EUR at the conversion rate published by the European Central Bank on the business date preceding the date of the Belgian EGM], represented by 9,930,784 fully paid-up shares, without nominal value, each representing an equal part of the share capital. The share capital has been fully and unconditionally subscribed for and is fully paid-up.

**5.2 Classes of shares**

The shares consist of 3,194,913 common shares and 6,735,871 Preferred Shares (as defined below). The Preferred Shares are subdivided in 543,682 series A Preferred Shares, 2,167,115 series B Preferred Shares, 1,724,337 series C Preferred Shares, 201,501 series D Preferred Shares and 2,099,236 series E Preferred Shares.

A holder of Preferred Shares has the right to convert Preferred Shares, or any part of such Preferred Shares (including declared but unpaid dividends, to the extent permitted by law) at the option of the holder, at any time, into common shares on a 1:1 basis."

**8. Powers to the board of directors.**

*Proposed resolution:* The meeting resolves to grant all powers to the board of directors to implement the aforementioned resolutions.

**9. Powers for the coordination of the articles of association.**

*Proposed resolution:* The meeting resolves to grant all powers to Yorik Desmytère and/or Jean Van den Bossche, who, for these purposes, both elect domicile at the address of the aforementioned company "Berquin Notaries", in order to prepare, sign and file the coordinated text of the articles of association of the Company with the clerk's office of the competent Commercial Court, in accordance with the relevant legal provisions.

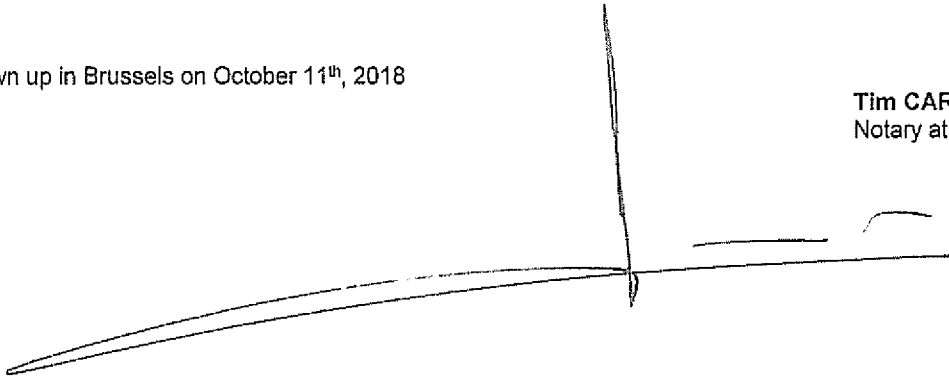
**10. Powers for formalities.**

*Proposed resolution:* The meeting resolves to grant all powers to Marie Vandenberghe and any other lawyer or staff member of the law firm Baker & McKenzie CVBA, who, for these purposes, all elect domicile at Avenue Louise 149, 1050 Brussels, Belgium, each acting separately, with right of substitution, in order to ensure the fulfilment of all formalities with a company office in view of any registrations and/or modifications of data in connection with the Seat Transfer with the Crossroads Bank for Enterprises and, as applicable, with the VAT Administration.

It results from the conversion rate published by the European Central Bank on the business date preceding the date of the Belgian EGM that EUR 1.00 = CHF 1.1316. All resolutions have been accepted. Consequently, the Company is subject to Belgian law and has legal personality as a company organised and existing under Belgian law, registered to the register of legal entities under number 0707.821.866, and its capital amounts to EUR 887,977.47.

Drawn up in Brussels on October 11<sup>th</sup>, 2018

Tim CARNEWAL  
Notary at Brussels

A large, stylized handwritten signature in black ink, consisting of a long horizontal stroke and a vertical stroke intersecting it near the right end.