

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT6341595

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT	
<b>CONVEYING PARTY DATA</b>		
	<b>Name</b>	<b>Execution Date</b>
	NETBIO, INC.	06/13/2017
<b>RECEIVING PARTY DATA</b>		
<b>Name:</b>	ANDE CORPORATION	
<b>Street Address:</b>	266 2ND AVE	
<b>City:</b>	WALTHAM	
<b>State/Country:</b>	MASSACHUSETTS	
<b>Postal Code:</b>	02451	
<b>PROPERTY NUMBERS Total: 1</b>		
	<b>Property Type</b>	<b>Number</b>
	Application Number:	15784929
<b>CORRESPONDENCE DATA</b>		
<b>Fax Number:</b>	(617)526-9899	
<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>	6175269600	
<b>Email:</b>	oandrews@proskauer.com	
<b>Correspondent Name:</b>	PROSKAUER ROSE LLP	
<b>Address Line 1:</b>	ONE INTERNATIONAL PLACE	
<b>Address Line 4:</b>	BOSTON, MASSACHUSETTS 02110	
<b>ATTORNEY DOCKET NUMBER:</b>	54862-009CON2	
<b>NAME OF SUBMITTER:</b>	MARY S. CONSALVI	
<b>SIGNATURE:</b>	/Mary S. Consalvi/	
<b>DATE SIGNED:</b>	10/08/2020	
<b>Total Attachments: 6</b>		
source=54862.009CON2 NetBio Inc. to ANDE Corporation#page1.tif		
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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 AMENDMENT OF "NETBIO, INC.",  
CHANGING ITS NAME FROM "NETBIO, INC." TO "ANDE CORPORATION",  
FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2017,  
AT 3:08 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.*

  
Jeffrey W. Bullock, Secretary of State

3231442 8100  
SR# 20174729527

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202701939  
Date: 06-13-17

**PATENT**  
**REEL: 054009 FRAME: 0715**

AMENDMENT TO AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NETBIO, INC.

NetBio, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendments to the Amended and Restated Certificate of Incorporation of said corporation:

RESOLVED, that Article FIRST of the Amended and Restated Certificate of Incorporation of NetBio, Inc. (the "Amended Charter"), be amended and restated in its entirety as follows:

"FIRST: The name of this corporation is ANDE Corporation (the "Corporation")."

RESOLVED, that the first sentence of Article FOURTH of the Amended Charter, be amended and restated in its entirety as follows:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 2,200,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and (ii) 634,248 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock")."

FURTHER RESOLVED, that the first sentence of Article FOURTH, Paragraph B of the Amended Charter be amended and restated in its entirety as follows:

"634,248 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations."

FURTHER RESOLVED, that the following subsection (g) be added after subsection (f) and before the last paragraph of Article FOURTH, Paragraph B, Section 3.2.1 of the Amended Charter:

"(g) the notification from the Kronfeld Investors (as defined in that certain Voting Agreement, made and entered into as of the 26th day of October, 2016, by and among the Corporation, the holders of Series A Preferred Stock and certain other stockholders of the Corporation ( as may be amended from time to time, the "Voting Agreement")) that the Kronfeld Investors have a bona fide, good faith intention to exercise the Drag-Along Right set forth in Section 3 of the Voting Agreement; provided, however, that such a Default Event shall be deemed to terminate upon consummation or termination of such Sale of the Company or other transaction in respect of which the Drag-Along Right has been exercised; or

(h) the failure of the Board of Directors of the Corporation to execute and deliver the Loan Documents (as defined in the Purchase Agreement) on the date of the Second Closing (as defined in the Purchase Agreement);”

FURTHER RESOLVED, that Article FOURTH, Paragraph B, Section 3.3 of the Amended Charter be amended and restated in its entirety as follows:

“3.3 Series A Preferred Stock Protective Provisions. At any time when at least 40,000 shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock) are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or the Certificate of Incorporation) the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void *ab initio*, and of no force or effect.

3.3.1 liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Deemed Liquidation Event, or consent to any of the foregoing;

3.3.2 amend, alter or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation;

3.3.3 create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock, or increase the authorized number of shares of Series A Preferred Stock or increase the authorized number of shares of any additional class or series of capital stock (excluding any shares issued or deemed issued under any equity incentive plan in effect as of the date hereof, or subsequently modified by the Board of Directors, including the affirmative vote or consent of the Series A Directors);

3.3.4 (i) reclassify, alter or amend any existing security of the Corporation that is *pari passu* with the Series A Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to the Series A Preferred Stock in respect of any such right, preference, or privilege, or (ii) reclassify, alter or amend any existing security of the Corporation that is junior to the Series A Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to or *pari passu* with the Series A Preferred Stock in respect of any such right, preference or privilege;

3.3.5 purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares

of capital stock of the Corporation other than (i) redemptions of or dividends or distributions on the Series A Preferred Stock as expressly authorized herein, (ii) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock, and (iii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at the lower of the original purchase price or the then-current fair market value thereof, or (iv) as approved by the Board of Directors, including the approval of all Series A Directors;

3.3.6 create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by the Corporation, or sell, transfer or otherwise dispose of any capital stock of any direct or indirect subsidiary of the Corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary;

3.3.7 create or authorize the creation of any debt security or incur, refinance, modify or increase any indebtedness of the Corporation to any third party, other than: (i) trade credit incurred in the ordinary course of business or as approved by the Board of Directors, including the approval of all Series A Directors; and (ii) refinancing of debt held by the holders of the Corporation's Series A Preferred Stock ("Related Party Debt"), with such refinancing not to exceed 120% of the principal balance of such Related Party Debt being refinanced at the applicable time; or

3.3.8 change the principal business of the Corporation, enter new lines of business, or exit the current line of business."

**FURTHER RESOLVED**, the definition of "Affiliate" in Article FOURTH, Paragraph B, Section 5A.3.1 of the Amended Charter be amended and restated in its entirety as follows:

"'Affiliate' shall mean, with respect to any Major Holder: (i) any person, entity or firm which, directly or indirectly, controls, is controlled by or is under common control with such holder, including, without limitation, any entity of which the Major Holder is a partner or member, any partner, officer, director, member or employee of such holder and any venture capital fund now or hereafter existing of which the Major Holder is a partner or member which is controlled by or under common control with one or more general partners of such Major Holder or shares the same management company with such Major Holder; or (ii) any other person who is a spouse, child or person of any other direct lineage of a Major Holder or who is a custodian or trustee of any trust, partnership or limited liability company for the benefit of, or the ownership interest of which are owned or controlled by a Major Holder and/or such Major Holder's spouse, child or Person of any other direct lineage of such Major Holder."

**FURTHER RESOLVED**, the definition of "Qualified Financing" in Article FOURTH, Paragraph B, Section 5A.3.4 of the Amended Charter be amended and restated in its entirety as follows:

“‘Qualified Financing’ shall mean any transaction involving the issuance or sale of Additional Shares of Common Stock after the Series A Original Issue Date, unless those Major Holders holding of at least a majority of the Series A Preferred Stock held by all Major Holders elect, by written notice sent to the Corporation at least 10 days prior to the consummation of the Qualified Financing, that such transaction not be treated as a Qualified Financing for purposes of this Section 5A; provided, however, that the transactions contemplated by that certain 2017 Stock Purchase Agreement by and among the Corporation and Purchasers (as defined therein) shall not constitute a Qualified Financing.”

**SECOND:** That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendments shall have been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

**THIRD:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 13<sup>th</sup> day of June, 2017.

By: /s/ George Heinrichs \_\_\_\_\_  
Name: George Heinrichs  
Its: Chief Executive Officer