

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6513283

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	12/07/2018	
CONVEYING PARTY DATA		
Name		Execution Date
LINEAR ALGEBRA TECHNOLOGIES LIMITED		12/07/2018
RECEIVING PARTY DATA		
Name:	MOVIDIUS LTD.	
Street Address:	CAPRONILAAN 37	
City:	SCHIPHOL-RIJK	
State/Country:	NETHERLANDS	
Postal Code:	1119 NG	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Application Number:	16326361	
CORRESPONDENCE DATA		
Fax Number:	(312)580-9696	
<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:	3125801020	
Email:	bkowalski@hfzlaw.com	
Correspondent Name:	HANLEY FLIGHT & ZIMMERMAN LLC	
Address Line 1:	150 S WACKER DRIVE	
Address Line 2:	SUITE 2200	
Address Line 4:	CHICAGO, ILLINOIS 60606	
ATTORNEY DOCKET NUMBER:	MOV138US2	
NAME OF SUBMITTER:	MICHAEL W. ZIMMERMAN	
SIGNATURE:	/ Michael W. Zimmerman/	
DATE SIGNED:	01/25/2021	
Total Attachments: 9		
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DATED 7th December 2018

MOVIDIUS LIMITED

LINEAR ALGEBRA TECHNOLOGIES LIMITED

COMMON DRAFT TERMS

relating to a merger by absorption under the Companies Act 2014

McCann FitzGerald
Solicitors
Riverside One
Sir John Rogerson's Quay
Dublin 2

THESE COMMON DRAFT TERMS are made on 7th December 2018

BETWEEN

- (1) **MOVIDIUS LIMITED** a private company limited by shares registered in Ireland under number 408970 having its registered office at Collinstown Industrial Park, Leixlip, County Kildare (the "Successor Company");
- and
- (2) **LINEAR ALGEBRA TECHNOLOGIES LIMITED** a private company limited by shares registered in Ireland under number 408963 having its registered office at Collinstown Industrial Park, Leixlip, County Kildare (the "Transferor Company").


RECITALS

- (A) The Successor Company and the Transferor Company propose to effect a merger by absorption whereby, subject to compliance with the requirements of the Companies Act, the Transferor Company will merge into the Successor Company, as a result of which the assets and liabilities of the Transferor Company will transfer to the Successor Company and the Transferor Company will be dissolved without going into liquidation.
- (B) These Common Draft Terms set out the terms of the Merger in accordance with the provisions of the Companies Act.

NOW IT IS AGREED as follows:

1. Interpretation

1.1 In these Common Draft Terms unless the context otherwise requires:

"Business Day"	means a day other than a Saturday or Sunday or public holiday in Ireland on which banks are generally open for business in Dublin and the Netherlands;
"Companies Act"	means the Companies Act 2014 and every other enactment which is to be read together with the Companies Act, and a reference to a section is to a section of the Companies Act;
"Effective Date"	means the date and time specified in paragraph 6, and any supplemental document referred to in section 209(1) of the Companies Act, on which the consequences of the Merger, as set out in section 480(3) of the Companies Act, are to have effect;
"Merger"	means the proposed merger by absorption of the Successor Company and the Transferor Company;
"Successor Company Shareholders"	
"Summary Approval"	means the summary approval procedure set out in Part 7 of Chapter 4 of the Companies Act insofar as such provisions

Procedure" relate to mergers;

"Transferor Company Shareholder" means Movidius Limited and any successor to, or assignee of, any such entity or person named in the register of members of the Transferor Company;

2. Consequence of the Merger

2.1 General succession

The Merger will become effective on the Effective Date. As a result of the Merger, pursuant to section 480(3) of the Companies Act, the Successor Company will, on the Effective Date, accede to all of the assets and liabilities of the Transferor Company and the Transferor Company will be dissolved without going into liquidation.

Pursuant to section 480(3) (as supplemented by section 480(4)) of the Companies Act, the consequences of the Merger are that, on the Effective Date, the following will take effect:

- (a) all the assets and liabilities of the Transferor Company will be transferred to the Successor Company;
- (b) the Transferor Company will be dissolved without going into liquidation;
- (c) all legal proceedings pending by or against the Transferor Company will be continued with the substitution, for the Transferor Company, of the Successor Company as a party;
- (d) every contract, agreement or instrument to which the Transferor Company is a party will, notwithstanding anything to the contrary contained in that contract, agreement or instrument, be construed and have effect as if:
 - (i) the Successor Company had been a party thereto instead of the Transferor Company;
 - (ii) for any reference (however worded and whether express or implied) to the Transferor Company there was substituted a reference to the Successor Company; and
 - (iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of the Transferor Company, or any of them:
 - (A) were, respectively, a reference to the directors, officers, representatives or employees of the Successor Company or to such director, officer, representative or employee of the Successor Company as the Successor Company nominates for the purpose; or
 - (B) in default of nomination, were, respectively, a reference to the director, officer, representative or employee of the Successor Company who corresponds as nearly may be to the first-mentioned director, officer, representative or employee;
- (e) every contract, agreement or instrument to which the Transferor Company is a party becomes a contract, agreement or instrument between the Successor Company and the counterparty with the same rights, and subject to the same obligations, liabilities and incidents (including rights of set-off), as would have been applicable thereto if

that contract, agreement or instrument had continued in force between the Transferor Company and the counterparty;

- (f) any money due and owing (or payable) by or to the Transferor Company under or by virtue of any such contract, agreement or instrument as is mentioned in paragraph (e) will become due and owing (or payable) by or to the Successor Company instead of the Transferor Company; and
- (g) an offer or invitation to treat made to or by the Transferor Company before the Effective Date will be construed and have effect, respectively, as an offer or invitation to treat made to or by the Successor Company.

2.2 The directors of each of the Successor Company and the Transferor Company are, as at the date of these Common Draft Terms, satisfied that the Common Draft Terms provide for such particulars of each relevant matter as will enable each of the prescribed effects of the Merger (as specified at paragraph 2.1) to operate without difficulty in relation to the Merger.

3. **Date from which the transactions of the Transferor Company will be treated for accounting purposes as being those of the Successor Company**

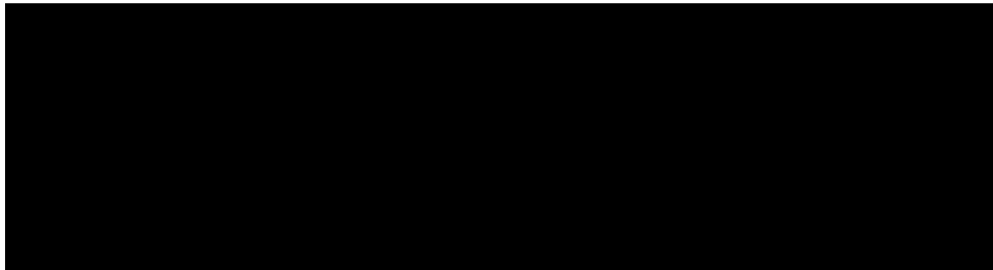
The date from which the actions of the Transferor Company will be treated for accounting purposes as being those of the Successor Company is 1st January 2019.

4. **Information on the evaluation of the assets and liabilities which are transferred to the Successor Company**

[REDACTED]

5. **Terms and conditions of exercising rights by the creditors, employees and minority shareholders of each of the merging companies**

[REDACTED]



6. **Effective Date**

The parties currently contemplate that the Effective Date will be 00.01 on 1 January 2019.

7. **Counterparts**

These Common Draft Terms may be executed in any number of counterparts each of which when executed and delivered by one or more of the parties to these Common Draft Terms is an original, but all the counterparts together constitute the same document provided that these Common Draft Terms shall not be effective until each party has executed and delivered at least one counterpart.

8. **Amendments and Waivers**

8.1 These Common Draft Terms may not be amended without a written agreement duly signed by each of the parties.

8.2 A waiver by either of the parties of any terms, provisions or conditions of these Common Draft Terms shall not be effective unless it is in writing and no waiver of any provision hereof shall be deemed or shall constitute a waiver of any other provision hereof.

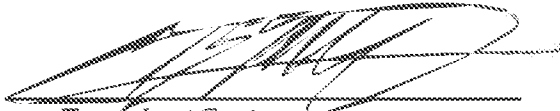
9. **Governing Law**

These Common Draft Terms shall be governed by and construed in accordance with the laws of Ireland and each of the parties hereby submits to the exclusive jurisdiction of the courts of Ireland.

10. **Approval of the Common Draft Terms**

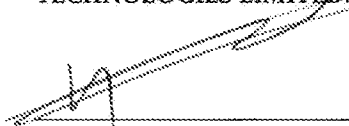
In accordance with section 466(1) of the Companies Act, the directors of each of the Successor Company and Transferor Company approve these Common Draft Terms as certified by the signatures below

For and on behalf of **MOVIDIUS
LIMITED:**

A handwritten signature in dark ink, appearing to be 'J. Geertman', written over a horizontal line.

Name: Joost Geertman
Title: Director

For and on behalf of **LINEAR ALGEBRA
TECHNOLOGIES LIMITED:**

A handwritten signature in dark ink, appearing to be 'H. Heusdens', written over a horizontal line.

Name: Hendrik Heusdens
Title: Director

LINEAR ALGEBRA TECHNOLOGIES LIMITED



Company 408963
Previous Name(s)
Registered Office COLLINSTOWN INDUSTRIAL PARK
 LEIXLIP
 CO. KILDARE, W23 CX68
 IRELAND
Type LTD - Private Company Limited by Shares
Date Incorporated 05/10/2005
Last Annual Return 30/09/2018 **Designation** Dissolved By
 Merger
Next Annual Return Date 30/09/2019 **Date of Designation** 18/01/2019
Bond Expiry Date

There are no charges registered in respect of the above company. For charges that may be received and not yet registered, please refer to the list of Documents below.

Number of Registered Charges: 0
Number of Charge Notifications: 0

Directors Special Note

Please note that the information displayed on this printout as to the particulars of the directors and secretary of this company may not be complete or up to date, as there may be unregistered documents which affect the position. Please refer to the list of Documents below, and if necessary, consult the company file or images for full, up-to-date particulars as to the company's officers. If this printout is blank as to officer details, please consult the images of the registered New Company documents.

Hendrik Heusdens Director

Joost Geertman Director

Tiffany Silva Director

David Miles Director

Shlomo Cohen Director

Company Secretary

Tiffany Silva Secretary

Documents

Status	Scan	Number	Submission	A/Cs To Date	Date Effective	Date Received	Date Scanned
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REGISTERED	Y	13290771/1	SAP206 DECLARATION		17/01/2019	18/01/2019	21/01/2019
REGISTERED	Y	13290767/1	G1P - SPECIAL RESOLUTION		17/01/2019	18/01/2019	21/01/2019
REGISTERED	Y	13110511/2	ACCOUNT DETAILS	30/12/2017	30/09/2018	25/10/2018	31/10/2018
REGISTERED	Y	13110511/4	ACCOUNTS CERTIFICATION PAGE	30/12/2017	30/09/2018	25/10/2018	01/11/2018
REGISTERED	Y	13110511/3	OTHER DIRECTORSHIP LIST	30/12/2017	30/09/2018	25/10/2018	01/11/2018
REGISTERED	Y	13110511/1	B1 ANNUAL RETURN	30/12/2017	30/09/2018	25/10/2018	31/10/2018
REGISTERED	Y	12836865/1	B10 CHANGE IN DIRS/SEC		30/06/2018	05/10/2018	05/10/2018
REGISTERED	Y	12836852/1	B10 CHANGE IN DIRS/SEC		02/07/2018	05/10/2018	05/10/2018
REGISTERED	Y	13045371/2	AMENDED CONSTITUTION		02/07/2018	04/10/2018	05/10/2018
REGISTERED	Y	13045371/1	G1 SPECIAL RESOLUTION		02/07/2018	04/10/2018	05/10/2018
REGISTERED	Y	12766376/1	B10 CHANGE IN DIRS/SEC		01/06/2018	12/06/2018	12/06/2018
REGISTERED	Y	12497438/1	B10 CHANGE IN DIRS/SEC		22/01/2018	13/04/2018	13/04/2018
REGISTERED	Y	12512032/1	B2 CHANGE IN SITUATION OF REG OFFICE.		01/01/2018	09/02/2018	09/02/2018
REGISTERED	Y	12333456/2	ACCOUNT DETAILS	31/12/2016	30/09/2017	27/10/2017	16/08/2018
REGISTERED	Y	12333456/4	ACCOUNTS CERTIFICATION PAGE	31/12/2016	30/09/2017	27/10/2017	23/11/2017
REGISTERED	Y	12333456/3	OTHER DIRECTORSHIP LIST	31/12/2016	30/09/2017	27/10/2017	23/11/2017
REGISTERED	Y	12333456/1	B1 ANNUAL RETURN	31/12/2016	30/09/2017	27/10/2017	21/11/2017
REGISTERED	Y	12321490/1	B10 CHANGE IN DIRS/SEC		26/10/2017	26/10/2017	26/10/2017
REGISTERED	Y	12227405/1	B77 AUTHORISE AGENT		12/09/2017	23/10/2017	23/10/2017
REGISTERED	Y	12198425/1	B3 SIT. OF MEMBERS/DEBENTURE HOLDERS/DIRECTORS		05/09/2017	18/09/2017	18/09/2017
REGISTERED	Y	12198381/1	B77 AUTHORISE AGENT		12/09/2017	12/09/2017	18/09/2017
REGISTERED	Y	11621253/1	B10 CHANGE IN DIRS/SEC		22/11/2016	23/01/2017	24/01/2017
REGISTERED	Y	11167365/2	ACCOUNT DETAILS	31/12/2015	20/09/2016	20/09/2016	06/10/2016
REGISTERED	Y	11167365/3	OTHER DIRECTORSHIP LIST	31/12/2015	20/09/2016	20/09/2016	06/10/2016
REGISTERED	Y	11167365/1	B1 ANNUAL RETURN	31/12/2015	20/09/2016	20/09/2016	06/10/2016
REGISTERED	Y	10157219/2	ACCOUNT DETAILS	31/12/2014	30/09/2015	30/09/2015	13/10/2015
REGISTERED	Y	10157219/3	OTHER DIRECTORSHIP LIST	31/12/2014	30/09/2015	30/09/2015	13/10/2015
REGISTERED	Y	10157219/1	B1 ANNUAL RETURN	31/12/2014	30/09/2015	30/09/2015	13/10/2015
REGISTERED	Y	9444716/2	ACCOUNT DETAILS	31/12/2013	30/09/2014	13/10/2014	24/10/2014
REGISTERED	Y	9444716/1	B1 ANNUAL RETURN	31/12/2013	30/09/2014	13/10/2014	24/10/2014
REGISTERED	Y	9434638/1	B2 CHANGE IN SITUATION OF REG OFFICE.		30/09/2014	09/10/2014	09/10/2014
REGISTERED	Y	9192001/2	AMENDED CONSTITUTION		06/05/2014	08/05/2014	14/05/2014
REGISTERED	Y	9192001/1	G1 SPECIAL RESOLUTION		06/05/2014	08/05/2014	14/05/2014
REGISTERED	Y	8846533/2	ACCOUNT DETAILS	31/12/2012	30/09/2013	30/09/2013	04/10/2013
REGISTERED	Y	8846533/1	B1 ANNUAL RETURN	31/12/2012	30/09/2013	30/09/2013	04/10/2013
REGISTERED	Y	8168241/2	ACCOUNT DETAILS	31/12/2011	19/06/2012	03/07/2012	18/07/2012
REGISTERED	Y	8168241/1	B1 ANNUAL RETURN	31/12/2011	19/06/2012	03/07/2012	18/07/2012
REGISTERED	Y	7721850/2	ACCOUNT DETAILS	31/12/2010	08/09/2011	08/09/2011	16/09/2011
REGISTERED	Y	7721850/1	B1 ANNUAL RETURN	31/12/2010	08/09/2011	08/09/2011	16/09/2011
REGISTERED	Y	7721833/1	M1 NOTICE OF CHG. TO SINGLE MEMBERS COMPANY REG 5		26/05/2011	08/09/2011	14/09/2011
REGISTERED	Y	7256476/2	ACCOUNT DETAILS	31/12/2009	07/07/2010	06/10/2010	11/10/2010
REGISTERED	Y	7256476/1	B1B REPLACEMENT A/R	31/12/2009	07/07/2010	06/10/2010	11/10/2010
REGISTERED	Y	7256445/1	M2 NOTICE OF CHG. TO MULTI-MEMBER COMPANY. REG 6		30/06/2010	06/10/2010	07/10/2010
REGISTERED	Y	7256443/1	B5 RETURN OF ALLOTMENTS.		30/06/2010	06/10/2010	07/10/2010
REGISTERED	Y	7256433/2	AMENDED CONSTITUTION		30/06/2010	06/10/2010	07/10/2010
REGISTERED	Y	7256433/1	G1 SPECIAL RESOLUTION		30/06/2010	06/10/2010	07/10/2010
REGISTERED	Y	7256431/1	G2E-ORDINARY RESOLUTION		30/06/2010	06/10/2010	07/10/2010
REGISTERED	Y	7256428/1	B7 NOTICE OF CONSOLIDATION, DIVISION, CONVERSION		30/06/2010	06/10/2010	07/10/2010
REGISTERED	Y	7141832/2	ACCOUNT DETAILS	31/12/2009	07/07/2010	16/07/2010	22/07/2010
REGISTERED	Y	7141832/1	B1 ANNUAL RETURN	31/12/2009	07/07/2010	16/07/2010	22/07/2010
REGISTERED	Y	6772738/2	ACCOUNT DETAILS	31/12/2008	30/09/2009	21/10/2009	24/10/2009
REGISTERED	Y	6772738/1	B1 ANNUAL RETURN	31/12/2008	30/09/2009	21/10/2009	24/10/2009
REGISTERED	Y	6762722/1	B10 CHANGE IN DIRS/SEC		10/07/2009	15/10/2009	16/10/2009
REGISTERED	Y	6762721/1	B10 CHANGE IN DIRS/SEC		29/09/2009	15/10/2009	16/10/2009
REGISTERED	Y	6762718/1	B77 AUTHORISE AGENT		15/10/2009	15/10/2009	16/10/2009
REGISTERED	Y	6762715/1	B77 AUTHORISE AGENT		15/10/2009	15/10/2009	16/10/2009
REGISTERED	Y	6762709/1	M1 NOTICE OF CHG. TO SINGLE MEMBERS COMPANY REG 5		08/06/2007	15/10/2009	16/10/2009
REGISTERED	Y	6762706/1	M2 NOTICE OF CHG. TO MULTI-MEMBER COMPANY. REG 6		05/10/2005	15/10/2009	16/10/2009
REGISTERED	Y	6086642/2	ACCOUNT DETAILS	31/12/2007	13/09/2008	15/09/2008	19/09/2008
REGISTERED	Y	6086642/1	B1 ANNUAL RETURN	31/12/2007	13/09/2008	15/09/2008	16/09/2008

REGISTERED	Y	5840033/1	B77 AUTHORISE AGENT		25/04/2008	25/04/2008	08/07/2008
REGISTERED	Y	5681351/2	ACCOUNT DETAILS	31/12/2006	30/09/2007	05/02/2008	21/02/2008
REGISTERED	Y	5681351/1	B1 ANNUAL RETURN	31/12/2006	30/09/2007	05/02/2008	21/02/2008
REGISTERED	Y	5261380/1	B2 CHANGE IN SITUATION OF REG OFFICE.		01/08/2007	08/08/2007	09/08/2007
REGISTERED	Y	5138379/1	B73 REQUEST TO CHANGE A COMPANYS NARD		05/04/2007	02/05/2007	06/06/2007
REGISTERED	Y	5138378/1	B1 ANNUAL RETURN		05/04/2007	02/05/2007	06/07/2007
REGISTERED	Y	5075789/1	B2 CHANGE IN SITUATION OF REG OFFICE.		01/03/2007	20/03/2007	27/03/2007
REGISTERED	Y	4967792/1	B10 CHANGE IN DIRS/SEC		19/12/2006	21/12/2006	03/01/2007
REGISTERED	Y	4656486/1	B1 ANNUAL RETURN		05/04/2006	03/05/2006	22/05/2006
REGISTERED	Y	4522051/1	G1P - SPECIAL RESOLUTION		28/11/2005	12/01/2006	16/01/2006
REGISTERED	Y	4522049/2	AMENDED CONSTITUTION		28/11/2005	12/01/2006	16/01/2006
REGISTERED	Y	4522049/1	G1 SPECIAL RESOLUTION		28/11/2005	12/01/2006	16/01/2006
REGISTERED	Y	4522043/1	B7 NOTICE OF CONSOLIDATION, DIVISION, CONVERSION		28/11/2005	12/01/2006	16/01/2006
REGISTERED	Y	4499470/1	B5N- ALLOTMENT OF SHARES- NO FEE		05/10/2005	19/12/2005	19/12/2005
REGISTERED	Y	4430087/1	B10 CHANGE IN DIRS/SEC		05/10/2005	21/10/2005	02/11/2005
REGISTERED	Y	4426296/2	AMENDED CONSTITUTION		05/10/2005	20/10/2005	21/10/2005
REGISTERED	Y	4426296/1	G1 SPECIAL RESOLUTION		05/10/2005	20/10/2005	21/10/2005
REGISTERED	Y	4403926/1	A1 APPLICATION TO REGISTER AS A NEW COMPANY,		05/10/2005	03/10/2005	12/10/2005
REGISTERED	Y	4403926/3	CERTIFICATE		05/10/2005	03/10/2005	10/10/2005
REGISTERED	Y	4403926/2	COMPANY CONSTITUTION		05/10/2005	03/10/2005	12/10/2005

End of Particulars

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