



Notice of Material Change to the Vendor Contract

Pursuant to the terms of your awarded vendor contract, all vendors must notify Region 4 Education Service Center ("Region 4") when any material change in operations, that may adversely affect members, (i.e. assignment, bankruptcy, change of ownership, merger, etc.) is made. No material change may be made to the contract without the prior written approval of Region 4. Region 4 reserves the right to accept or reject any new party.

Acolad, Inc. (vendor company name) hereby provides notice of the following material change to contract number: # R210601 & # R180701 on this date September 1, 2022.

Instructions: (Vendors must check all that may apply and provide supporting documentation. Place your initials next to each item to confirm that documents are, indeed, included. Be sure to sign the signature page with all require signatures, prior to submitting your notice to Region 4 for approval).

- | | |
|---|---|
| <input type="checkbox"/> Assignment | <input type="checkbox"/> Change in ownership (<i>sale/purchase</i>) |
| <input type="checkbox"/> Indicate if you are assigning to your own subsidiary | <input type="checkbox"/> Asset Purchase Agreement |
| <input type="checkbox"/> Assumption Agreement | <input type="checkbox"/> Other supporting documentation |
| <input type="checkbox"/> Other supporting documentation | |
| <input type="checkbox"/> Bankruptcy | <input type="checkbox"/> Acquisition |
| <input type="checkbox"/> Official legal Notice of Bankruptcy Proceedings | <input type="checkbox"/> Asset Purchase Agreement |
| <input type="checkbox"/> Other supporting documentation | <input type="checkbox"/> Other supporting documentation |
| <input type="checkbox"/> Merger | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Share Exchange Agreement | <input checked="" type="checkbox"/> Supporting documentation |
| <input type="checkbox"/> Merger and Acquisition Agreement | |
| <input type="checkbox"/> Asset Purchase Agreement | |
| <input type="checkbox"/> Other supporting documentation | |

Notes: Vendor may include any other notes regarding the material change here: (attach another page if necessary).

Due to our continuous restructuring, Acolad would like to include Acolad Life Sciences, LLC (our medical division) as part of our contract offering. Attached please find the legal certificates.

Upon approval of this notice, the awarded contract holder and/or subsequent assignee agree to and understand the following principles:

- i. **Contract holder reference.** If the contract holder undergoes a merger, acquisition, or partial assignment, in which case they still maintain the contract, then all transactions made under the existing contract number (including purchase orders) must reference the name of the awarded contract holder. The exception to this requirement is if the contract holder no longer holds the contract or if the company has been acquired by another company and undergone a name change. Notice of the authorized name change, to the existing contract, must be provided and approved by Region 4.



In instances where the contract holder has acquired a separate and distinct company, and it is necessary to designate those certain purchases facilitated by the non-contract holder, then this designation may be made if, and only if, the contract holder is also referenced on the transaction.

ii. **Maintenance of records.** Both the awarded contract holder and subsequent assignee agree to remain responsible for maintaining all auditable records, including documents kept in the ordinary course of business and sales invoices, related to OMNIA Partners, Public Sector and/or contract number pursuant to the statutory requirements identified in the vendor contract.

iii. **Payments.** Both the awarded contract holder and subsequent assignee agree that all payments made by participating entities must be made directly to the contract holder, unless otherwise approved by Region 4. Accordingly, both parties acknowledge that in instances where it is necessary to designate the purchases facilitated by assignee, that the contract holder must also be referenced on the purchase order.

iv. **Handling of Proprietary and/or Confidential Information.** In accord with the terms of the contract, both awarded vendor and assignee agree that at all times it will hold in strict confidence and not disclose to any third party Confidential and/or Proprietary information of Region 4, except as approved in writing by Region 4, and will use the Confidential Information for no purpose other than providing services under the contract. Both awarded vendor and assignee shall only permit access to Confidential Information to those of its employees or authorized representatives having a need to know and who have signed confidentiality agreements or are otherwise bound by confidentiality obligations at least as restrictive as those contained herein.

This document is to be construed in strict accordance with the terms and conditions outlined in the Region 4/vendor master agreement referenced herein. Both awarded vendor and assignee agree to uphold the vendor obligations set forth in the vendor agreement. This Agreement will become effective when signed by all parties.

AGREED AND ACCEPTED AS OF THE DATE FIRST SET FORTH ABOVE:

Company name of awarded vendor
Acolad, Inc.

Official name of assigned or added company
Acolad Life Sciences, LLC

BY: Grainne Maycock

BY: Gina Wilson

NAME: Gráinne Maycock

NAME: Gina Wilson

TITLE: General Manager, SVP

TITLE: General Manager, SVP Life Sciences

Region 4 Education Service Center

BY: Robert Zingelmann
0B1D33BB0130490...

NAME: Robert Zingelmann

TITLE: CFO

DATE: 9/7/2022 | 4:12 PM CDT

Delaware

The First State

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 CORRECTION OF "AMPLEXOR LIFE SCIENCES LLC BY ACOLAD LIFE SCIENCES LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2022, AT 9:10 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3315599 8100
SR# 20220302412

Authentication: 202539113
Date: 02-01-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:10 AM 01/31/2022
FILED 09:10 AM 01/31/2022
SR 20220302412 - File Number 3315599

**State of Delaware
Certificate of Correction
of a Limited Liability Company
to be filed pursuant to Section 18-211(a)**

1. The name of the Limited Liability Company is:
Amplexor Life Sciences LLC by Acolad Life Sciences LLC

2. That a Certificate of Amendment was filed by the Secretary of State of Delaware on 1-20-22 effective 1-31-2022, and that said Certificate requires correction as permitted by Section 18-211 of the Limited Liability Company Act.


3. The inaccuracy or defect of said Certificate is: (must give specific reason)

The name of the limited liability company was incorrectly stated as Amplexor Life Sciences LLC by Acolad Life Sciences LLC.

4. The Certificate is hereby corrected to read as follows:

The name of the limited liability company is Acolad Life Sciences LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 26th day of January, A.D. 2022.

By: 
Authorized Person

Name: W. David Braun
Print or Type

Delaware

The First State

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 CORRECTION OF "AMPLEXOR LIFE SCIENCES LLC BY ACOLAD LIFE SCIENCES LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2022, AT 9:10 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3315599 8100
SR# 20220302412

Authentication: 202539113
Date: 02-01-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:10 AM 01/31/2022
FILED 09:10 AM 01/31/2022
SR 20220302412 - File Number 3315599

**State of Delaware
Certificate of Correction
of a Limited Liability Company
to be filed pursuant to Section 18-211(a)**

1. The name of the Limited Liability Company is:
Amplexor Life Sciences LLC by Acolad Life Sciences LLC

2. That a Certificate of Amendment was filed by the Secretary of State of Delaware on 1-20-22 effective 1-31-2022, and that said Certificate requires correction as permitted by Section 18-211 of the Limited Liability Company Act.


3. The inaccuracy or defect of said Certificate is: (must give specific reason)

The name of the limited liability company was incorrectly stated as Amplexor Life Sciences LLC by Acolad Life Sciences LLC.

4. The Certificate is hereby corrected to read as follows:

The name of the limited liability company is Acolad Life Sciences LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 26th day of January, A.D. 2022.

By: 
Authorized Person

Name: W. David Braun
Print or Type

