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[Wikisoft Corp. – AGREEMENT AND PLAN OF MERGER \(January 6th, 2021\)](#)

[Change Healthcare Inc. – AGREEMENT AND PLAN OF MERGER by and among CHANGE HEALTHCARE INC., UNITEDHEALTH GROUP INCORPORATED and](#)

CAMBRIDGE MERGER SUB INC. Dated as of January 5, 2021 (January 6th, 2021)

This AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of January 5, 2021, is entered into by and among CHANGE HEALTHCARE INC., a Delaware corporation (the “Company”), UNITEDHEALTH GROUP INCORPORATED, a Delaware corporation (“Parent”), and CAMBRIDGE MERGER SUB INC., a Delaware corporation and Wholly Owned Subsidiary of Parent (“Merger Sub” and, together with the Company and Parent, the “Parties”).

Teledyne Technologies Inc – AGREEMENT AND PLAN OF MERGER by and among TELEDYNE TECHNOLOGIES INCORPORATED, FIREWORK MERGER SUB I, INC., FIREWORK MERGER SUB II, LLC and FLIR SYSTEMS, INC. Dated as of January 4, 2021 (January 6th, 2021)

This AGREEMENT AND PLAN OF MERGER, dated as of January 4, 2021 (this “Agreement”), is by and among TELEDYNE TECHNOLOGIES INCORPORATED, a Delaware corporation (“Parent”), FIREWORK MERGER SUB I, INC., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub I”), FIREWORK MERGER SUB II, LLC, a Delaware limited liability company and a wholly owned subsidiary of Parent (“Merger Sub II”), and FLIR SYSTEMS, INC., a Delaware corporation (the “Company”). An index of defined terms is provided in Annex I attached hereto.

NeuroBo Pharmaceuticals, Inc. – AGREEMENT AND PLAN OF MERGER by and among NEUROBO PHARMACEUTICALS, INC., SHELBY MERGER SUB 1, INC., SHELBY MERGER SUB 2, LLC, ANA THERAPEUTICS, INC. and AKASH BAKSHI, solely in his capacity as Stockholder Representative (for the limited purposes ... (January 6th, 2021)

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of December 31, 2020, by and among NEUROBO PHARMACEUTICALS, INC., a Delaware corporation (“Parent”), SHELBY MERGER SUB 1, INC., a Delaware corporation (“First Merger Sub”), SHELBY MERGER SUB 2, LLC, a Delaware limited liability company (“Second Merger Sub” and together with First Merger Sub, “Merger Subs”), ANA THERAPEUTICS, INC., a Delaware corporation (the “Company”), and AKASH BAKSHI, solely in his capacity as representative of the Stakeholders (as defined below) (the “Stockholder Representative”).

Flir Systems Inc – AGREEMENT AND PLAN OF MERGER by and among TELEDYNE TECHNOLOGIES INCORPORATED, FIREWORK MERGER SUB I, INC., FIREWORK MERGER SUB II, LLC and FLIR SYSTEMS, INC. Dated as of January 4, 2021 (January 6th, 2021)

This AGREEMENT AND PLAN OF MERGER, dated as of January 4, 2021 (this “Agreement”), is by and among TELEDYNE TECHNOLOGIES INCORPORATED, a Delaware corporation (“Parent”), FIREWORK MERGER SUB I, INC., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub I”), FIREWORK MERGER SUB II, LLC, a Delaware limited liability company and a wholly owned subsidiary of Parent (“Merger Sub II”), and FLIR SYSTEMS, INC., a Delaware corporation (the “Company”). An index of defined terms is provided in Annex I attached hereto.

Wikisoft Corp. – AGREEMENT AND PLAN OF MERGER (January 6th, 2021)

AGREEMENT AND PLAN OF MERGER (“Agreement”), dated as of March 19, 2020, by and between WikiSoft Corp., a Nevada corporation (“Parent”), and WikiSoft Corp, a Delaware corporation (“Subsidiary”).

Red Lion Hotels CORP – AGREEMENT AND PLAN OF MERGER among SONESTA INTERNATIONAL HOTELS CORPORATION ROAR MERGER SUB INC. and RED

LION HOTELS CORPORATION Dated as of December 30, 2020 (December 31st, 2020)

AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of December 30, 2020, between Sonesta International Hotels Corporation, a Maryland corporation (“Parent”), Roar Merger Sub Inc., a Washington corporation and a wholly-owned Subsidiary of Parent (“Merger Sub”), and Red Lion Hotels Corporation, a Washington corporation (the “Company”).

Hc2 Holdings, Inc. – AGREEMENT AND PLAN OF MERGER by and among BEYOND6, INC. and (December 31st, 2020)

This AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of December 30, 2020 (the “Execution Date”), is made by and among BEYOND6, INC., a Delaware corporation (“Beyond6”); Greenfill, Inc., a Delaware corporation and wholly-owned subsidiary of TopCo (“Parent”); Greenfill Merger, Inc., a Delaware corporation (“Sub”); and HC2 HOLDINGS 2, INC., a Delaware corporation, solely in its capacity as the Stockholders’ Representative (“Stockholders’ Representative”). Beyond6, Parent and Sub are also referred to herein individually as a “Party” and collectively as the “Parties”.

Goldfield Corp – AGREEMENT AND PLAN OF MERGER by and among THE GOLDFIELD CORPORATION, FR UTILITY SERVICES, INC. and FR UTILITY SERVICES MERGER SUB, INC. NOVEMBER 23, 2020 (December 30th, 2020)

Great Elm Group, Inc. – AGREEMENT AND PLAN OF MERGER (December 29th, 2020)

This AGREEMENT AND PLAN OF MERGER (the “Agreement”), entered into as of December 21, 2020, by and among Great Elm Capital Group, Inc., a Delaware corporation (the “Company”), Great Elm Group, Inc., a Delaware corporation (“Holdco”) and a direct, wholly owned subsidiary of the Company, and Forest Merger Sub, Inc., a Delaware corporation (“Merger Sub”) and a direct, wholly owned subsidiary of Holdco.

RMG Acquisition Corp. – Re: Agreement and Plan of Merger, dated as of October 5, 2020 (December 29th, 2020)

We have acted as special tax counsel to Romeo Systems, Inc., a Delaware corporation (“Romeo”) in connection with the proposed merger of RMG Merger Sub, Inc. (“Merger Sub”), a Delaware corporation and wholly-owned subsidiary of RMG Acquisition Corp., a Delaware corporation (“RMG”), with and into Romeo (the “Merger”), as contemplated by the Agreement and Plan of Merger, dated as of October 5, 2020, by and among RMG, Merger Sub and Romeo (as amended through the date hereof, the “Merger Agreement”). This opinion is being delivered in connection with (i) the Registration Statement on Form S-4 (Registration No. 333-249488) (as amended through the date hereof, the “Initial Registration Statement”) initially filed by RMG on October 15, 2020, including the proxy statement/prospectus/consent solicitation statement forming a part thereof (the “Proxy Statement/Prospectus/Information Statement”), and (ii) the related Registration Statement on Form S-4 (the “462(b) Registration Statement” and, toget

Canning Street Corp – AGREEMENT AND PLAN OF MERGER AND REORGANIZATION INTO HOLDING COMPANY STRUCTURE (December 29th, 2020)

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION INTO HOLDING COMPANY STRUCTURE (this “Agreement”), is between Alexandria Advantage Warranty Company, a Delaware corporation (“AAWC”), and AAWC Corporation (“OPSCO”), a Delaware corporation that is a wholly-owned subsidiary of Alexandria Advantage Warranty Company, as constituent corporations, and Canning Street Corporation., (“Hold Co.”) a Delaware corporation that is another wholly-owned subsidiary of AAWC,

joins this Agreement, but Hold Co. is not a “constituent corporation.”

PRGX Global, Inc. – AGREEMENT AND PLAN OF MERGER by and among PLUTO ACQUISITIONCO INC., PLUTO MERGER SUB INC., and PRGX GLOBAL, INC. Dated as of December 24, 2020 (December 28th, 2020)

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”) is made and entered into as of December 24, 2020, by and among Pluto Acquisitionco Inc., a Delaware corporation (“Parent”), Pluto Merger Sub Inc, a Georgia corporation and a wholly owned subsidiary of Parent (“Merger Sub”), and PRGX Global, Inc., a Georgia corporation (the “Company”). Each of Parent, Merger Sub and the Company is sometimes referred to as a “Party.” All capitalized terms that are used in this Agreement have the respective meanings given to them in this Agreement.

Harvest Capital Credit Corp – AGREEMENT AND PLAN OF MERGER by and among PORTMAN RIDGE FINANCE CORPORATION, RYE ACQUISITION SUB INC., HARVEST CAPITAL CREDIT CORPORATION and SIERRA CREST INVESTMENT MANAGEMENT LLC Dated as of December 23, 2020 (December 28th, 2020)

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 23, 2020 (this “Agreement”), is made by and among Portman Ridge Finance Corporation, a Delaware corporation (“Parent”), Rye Acquisition Sub Inc., a Delaware corporation and a direct wholly-owned Subsidiary of Parent (“Acquisition Sub”), Harvest Capital Credit Corporation, a Delaware corporation (the “Company”), and Sierra Crest Investment Management LLC, a Delaware limited liability company (the “Parent External Adviser”). Defined terms used in this Agreement have the respective meanings ascribed to them by definition in this Agreement or in Appendix A.

Portman Ridge Finance Corp – AGREEMENT AND PLAN OF MERGER by and among PORTMAN RIDGE FINANCE CORPORATION, RYE ACQUISITION SUB INC., HARVEST CAPITAL CREDIT CORPORATION and SIERRA CREST INVESTMENT MANAGEMENT LLC Dated as of December 23, 2020 (December 28th, 2020)

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 23, 2020 (this “Agreement”), is made by and among Portman Ridge Finance Corporation, a Delaware corporation (“Parent”), Rye Acquisition Sub Inc., a Delaware corporation and a direct wholly-owned Subsidiary of Parent (“Acquisition Sub”), Harvest Capital Credit Corporation, a Delaware corporation (the “Company”), and Sierra Crest Investment Management LLC, a Delaware limited liability company (the “Parent External Adviser”). Defined terms used in this Agreement have the respective meanings ascribed to them by definition in this Agreement or in Appendix A.

HMS Holdings Corp – AGREEMENT AND PLAN OF MERGER BY AND AMONG GAINWELL ACQUISITION CORP., MUSTANG MERGERCO INC., GAINWELL INTERMEDIATE HOLDING CORP. AND HMS HOLDINGS CORP. December 20, 2020 (December 26th, 2020)

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of December 20, 2020, is entered into by and among HMS Holdings Corp., a Delaware corporation (the “Company”), Gainwell Acquisition Corp., a Delaware corporation (“Parent”), Mustang MergerCo Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”), and Gainwell Intermediate Holding Corp., a Delaware corporation (“Intermediate Holdco”).

Colonnade Acquisition Corp. – AGREEMENT AND PLAN OF MERGER by and among COLONNADE ACQUISITION CORP., BEAM MERGER SUB, INC., and OUSTER, INC.

dated as of December 21, 2020 (December 22nd, 2020)

This Agreement and Plan of Merger, dated as of December 21, 2020 (this “Agreement”), is made and entered into by and among Colonnade Acquisition Corp., a Cayman Islands exempted company limited by shares (which shall migrate to and domesticate as a Delaware corporation prior to the Closing (as defined below)) (“Acquiror”), Beam Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Acquiror (“Merger Sub”) and Ouster, Inc., a Delaware corporation (the “Company”).

Agrify Corp – AGREEMENT AND PLAN OF MERGER (December 22nd, 2020)

This AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of January 22, 2020, is entered into by and among Agrify Corporation, a Nevada corporation (“Purchaser”), Agrify Merger Sub, Inc., a Nevada corporation and a wholly-owned subsidiary of Purchaser (“Merger Sub”), TriGrow Systems, Inc., a Nevada corporation (the “Company”), and Christopher J. Graham, solely in his capacity as Stockholders’ Representative (the “Stockholders’ Representative”). Capitalized terms used herein but not defined have the meanings set forth in Section 1 hereof.

Driven Brands Holdings Inc. – AGREEMENT AND PLAN OF MERGER BY AND AMONG RC IV CAYMAN ICW LLC, RC IV ICW MERGER SUB LLC AND DRIVEN INVESTOR LLC DATED AS OF JULY 10, 2020 (December 22nd, 2020)

This Limited Liability Company Agreement (this “Agreement”), dated as of [●], 2020, of DRIVEN INVESTOR LLC, a Delaware limited liability company (the “Company”), is entered into by the Company.

NantKwest, Inc. – AGREEMENT AND PLAN OF MERGER by and among NANTKWEST, INC., NECTARINE MERGER SUB, INC. and IMMUNITYBIO, INC. Dated as of December 21, 2020 (December 22nd, 2020)

This AGREEMENT AND PLAN OF MERGER, dated as of December 21, 2020 (this “Agreement”), is entered into by and among ImmunityBio, Inc., a Delaware corporation (the “Company”), NantKwest, Inc., a Delaware corporation (“Parent”), and Nectarine Merger Sub, Inc., a Delaware corporation and a wholly owned Subsidiary of Parent (“Merger Sub” and, together with the Company and Parent, the “Parties” and each, a “Party”).

Viasat Inc – AGREEMENT AND PLAN OF MERGER by and among: VIASAT, INC., a Delaware corporation; ROYAL ACQUISITION SUB, INC., a Delaware corporation; and RIGNET, INC., a Delaware corporation Dated as of December 20, 2020 (December 21st, 2020)

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”) is made and entered into as of December 20, 2020, by and among: Viasat, Inc., a Delaware corporation (“Parent”); Royal Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Acquisition Sub”); and RigNet, Inc., a Delaware corporation (the “Company”). Certain capitalized terms used in this Agreement are defined in Exhibit A.

Biotelemetry, Inc. – AGREEMENT AND PLAN OF MERGER entered into by and among BIOTELEMETRY, INC. PHILIPS HOLDING USA INC. and DAVIES MERGER SUB, INC. Dated as of December 18, 2020 (December 21st, 2020)

This AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of December 18, 2020, is entered into by and among BioTelemetry, Inc., a Delaware corporation (the “Company”), Philips Holding USA Inc., a Delaware corporation (“Parent”), and Davies Merger Sub, Inc., a Delaware corporation and Wholly Owned Subsidiary of Parent (“Merger

Sub” and, together with the Company and Parent, the “Parties”).

Rent a Center Inc De – AGREEMENT AND PLAN OF MERGER dated as of December 20, 2020 by and among (December 21st, 2020)

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 20, 2020 (this “Agreement”), is made by and among Rent-A-Center, Inc., a Delaware corporation (“Parent”), Radalta, LLC, a Utah limited liability company and wholly owned Subsidiary of Parent (“Merger Sub”), Acima Holdings, LLC, a Utah limited liability company (the “Company”) and Aaron Allred, solely in his capacity as the Member Representative.

RigNet, Inc. – AGREEMENT AND PLAN OF MERGER by and among: VIASAT, INC., a Delaware corporation; ROYAL ACQUISITION SUB, INC., a Delaware corporation; and RIGNET, INC., a Delaware corporation Dated as of December 20, 2020 (December 21st, 2020)

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”) is made and entered into as of December 20, 2020, by and among: Viasat, Inc., a Delaware corporation (“Parent”); Royal Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Acquisition Sub”); and RigNet, Inc., a Delaware corporation (the “Company”). Certain capitalized terms used in this Agreement are defined in Exhibit A.

FinServ Acquisition Corp. – AGREEMENT AND PLAN OF MERGER BY AND AMONG FINSERV ACQUISITION CORP., KEYS MERGER SUB 1, INC., KEYS MERGER SUB 2, LLC, KATAPULT HOLDINGS, INC. AND, IN HIS CAPACITY AS THE HOLDER REPRESENTATIVE, Orlando Zayas DATED AS OF DECEMBER 18, 2020 (December 21st, 2020)

This AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of December 18, 2020, is made by and among FinServ Acquisition Corp., a Delaware corporation (“Acquiror”), Keys Merger Sub 1, Inc., a Delaware corporation, a wholly-owned Subsidiary of Acquiror (“Merger Sub 1”), Keys Merger Sub 1, LLC, a Delaware limited liability, a wholly-owned Subsidiary of Acquiror (“Merger Sub 2” and together with Merger Sub 1, the “Merger Subs”), Katapult Holdings, Inc., a Delaware corporation (the “Company”), and Orlando Zayas, in his capacity as the representative of all Pre-Closing Holders (the “Holder Representative”). Acquiror, Merger Sub 1, Merger Sub 2, the Company and the Holder Representative shall be referred to herein from time to time collectively as the “Parties”. Capitalized terms used but not otherwise defined herein have the meanings set forth in Section 1.1.

RealPage, Inc. – AGREEMENT AND PLAN OF MERGER by and among MIRASOL PARENT, LLC, MIRASOL MERGER SUB, INC. and REALPAGE, INC. Dated as of December 20, 2020 (December 21st, 2020)

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”) is made and entered into as of December 20, 2020 (the “Agreement Date”), by and among Mirasol Parent, LLC, a Delaware limited liability company (“Parent”), Mirasol Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”), and RealPage, Inc., a Delaware corporation (the “Company”). Each of Parent, Merger Sub and the Company are sometimes referred to as a “Party.” All capitalized terms that are used in this Agreement have the respective meanings given to them in Article I.

Cambridge Equities, LP – AGREEMENT AND PLAN OF MERGER by and among NANTKWEST, INC., NECTARINE MERGER SUB, INC. and IMMUNITYBIO, INC.

Dated as of December 21, 2020 (December 21st, 2020)

This AGREEMENT AND PLAN OF MERGER, dated as of December 21, 2020 (this “Agreement”), is entered into by and among ImmunityBio, Inc., a Delaware corporation (the “Company”), NantKwest, Inc., a Delaware corporation (“Parent”), and Nectarine Merger Sub, Inc., a Delaware corporation and a wholly owned Subsidiary of Parent (“Merger Sub” and, together with the Company and Parent, the “Parties” and each, a “Party”).

Aerojet Rocketdyne Holdings, Inc. – AGREEMENT AND PLAN OF MERGER (December 21st, 2020)

This AGREEMENT AND PLAN OF MERGER (this “Agreement”) is entered into as of December 20, 2020, by and among Lockheed Martin Corporation, a Maryland corporation (“Parent”), Mizar Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”), and Aerojet Rocketdyne Holdings, Inc., a Delaware corporation (the “Company”). Certain capitalized terms used in this Agreement are defined in Exhibit A. Each of Parent, Merger Sub and the Company are referred to herein as a “Party” and together as “Parties.”

Cerberus Cyber Sentinel Corp – Agreement and Plan of Merger by and among CERBERUS CYBER SENTINEL CORPORATION, ALPINE MERGER SUB, LLC, ALPINE SECURITY, LLC and CHRISTIAN Espinosa dated as of December 16, 2020 (December 21st, 2020)

This Agreement and Plan of Merger (this “Agreement”), is entered into as of December 16, 2020, by and among Cerberus Cyber Sentinel Corporation, a Delaware corporation (“Cerberus”), Alpine Merger Sub, LLC, an Illinois limited liability company and a wholly owned subsidiary of Cerberus (“Merger Sub”), Alpine Security, LLC, an Illinois limited liability company (“Alpine”), and Christian Espinosa, the sole member of Alpine (“Espinosa”). Each of Cerberus, Merger Sub, Alpine and Espinosa are referred to herein as a “Party” and together as “Parties.” Certain terms used in this Agreement are defined in Annex 1.

Seneca Biopharma, Inc. – AGREEMENT AND PLAN OF MERGER among: SENECA BIOPHARMA INC.; TOWNSGATE ACQUISITION SUB 1, INC.; and LEADING BIOSCIENCES, INC. Dated as of December 16, 2020 (December 21st, 2020)

This Agreement and Plan of Merger (this “Agreement”) is made and entered into as of December 16, 2020, by and among Seneca Biopharma, Inc., a Delaware corporation (“PubCo”), Townsgate Acquisition Sub 1, Inc., a Delaware corporation and wholly owned Subsidiary of PubCo (“Merger Sub”), and Leading BioSciences, Inc., a Delaware corporation (the “Company”). Certain capitalized terms used in this Agreement are defined in Section 1.

Great Elm Capital Group, Inc. – AGREEMENT AND PLAN OF MERGER (December 21st, 2020)

This AGREEMENT AND PLAN OF MERGER (the “Agreement”), entered into as of December 21, 2020, by and among Great Elm Capital Group, Inc., a Delaware corporation (the “Company”), Great Elm Group, Inc., a Delaware corporation (“Holdco”) and a direct, wholly owned subsidiary of the Company, and Forest Merger Sub, Inc., a Delaware corporation (“Merger Sub”) and a direct, wholly owned subsidiary of Holdco.

Sportsman's Warehouse Holdings, Inc. – AGREEMENT AND PLAN OF MERGER dated as of December 21, 2020 among Sportsman’s Warehouse Holdings, Inc., GREAT OUTDOORS GROUP, LLC and PHOENIX MERGER SUB I, INC. (December 21st, 2020)

[AGREEMENT AND PLAN OF MERGER \(this “Agreement”\) dated as of December 21, 2020 among Sportsman’s Warehouse Holdings, Inc., a Delaware corporation \(the “Company”\), Great Outdoors Group, LLC, a Delaware limited liability company \(“Parent”\), and Phoenix Merger Sub I, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent \(“Merger Subsidiary”\).](#)

[Diamondback Energy, Inc. – AGREEMENT AND PLAN OF MERGER among DIAMONDBACK ENERGY, INC., BOHEMIA MERGER SUB, INC. and QEP RESOURCES, INC. Dated as of December 20, 2020 \(December 21st, 2020\)](#)

[AGREEMENT AND PLAN OF MERGER, dated as of December 20, 2020 \(this “Agreement”\), among DIAMONDBACK ENERGY, INC., a Delaware corporation \(“Parent”\), BOHEMIA MERGER SUB, INC., a Delaware corporation and a wholly owned Subsidiary of Parent \(“Merger Sub”\), and QEP RESOURCES, INC., a Delaware corporation \(the “Company”\).](#)

[Lockheed Martin Corp – AGREEMENT AND PLAN OF MERGER \(December 21st, 2020\)](#)

[This AGREEMENT AND PLAN OF MERGER \(this “Agreement”\) is entered into as of December 20, 2020, by and among Lockheed Martin Corporation, a Maryland corporation \(“Parent”\), Mizar Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent \(“Merger Sub”\), and Aerojet Rocketdyne Holdings, Inc., a Delaware corporation \(the “Company”\). Certain capitalized terms used in this Agreement are defined in Exhibit A. Each of Parent, Merger Sub and the Company are referred to herein as a “Party” and together as “Parties.”](#)

[Tang Liang – AGREEMENT AND PLAN OF MERGER among New Ossen Group Limited, New Ossen Innovation Limited and OSSEN INNOVATION CO., LTD Dated as of December 17, 2020 \(December 18th, 2020\)](#)

[AGREEMENT AND PLAN OF MERGER, dated as of December 17, 2020 \(this “Agreement”\), among New Ossen Group Limited, a company with limited liability incorporated under the laws of the British Virgin Islands \(“Parent”\), New Ossen Innovation Limited, a company with limited liability incorporated under the laws of the British Virgin Islands and a wholly-owned Subsidiary of Parent \(“Merger Sub”\), and Ossen Innovation Co., Ltd, a company with limited liability incorporated under the Law of the British Virgin Islands \(the “Company”\). Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in Section 9.03 hereof.](#)

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