

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM728259

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Declaration of Entity Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Techland sp. z o.o.		07/30/2021	sp. z o.o Poland: POLAND
RECEIVING PARTY DATA			
Name:	Techland S.A.		
Street Address:	ul. Jana Szczyrki 11		
City:	Wroclaw		
State/Country:	POLAND		
Postal Code:	54-426		
Entity Type:	Joint Stock Company: POLAND		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78300170	XPAND RALLY	
CORRESPONDENCE DATA			
Fax Number:			
<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:	3124047906		
Email:	mharris@taftlaw.com		
Correspondent Name:	Marcus Stephen Harris		
Address Line 1:	Suite 2800		
Address Line 2:	111 E. Wacker		
Address Line 4:	Chicago, ILLINOIS 60601		
DOMESTIC REPRESENTATIVE			
Name:	Marcus Stephen Harris		
Address Line 1:	111 E. Wacker		
Address Line 2:	Suite 2800		
Address Line 4:	Chicago, ILLINOIS 60601		
NAME OF SUBMITTER:	Marcus Stephen Harris		
SIGNATURE:	/msh/		
DATE SIGNED:	05/17/2022		

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Total Attachments: 8

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1 April 2021

From: **Techland S.A.**
ul. Żółkiewskiego 3
63-400 Ostrów Wielkopolski, Poland
KRS: 0000889260, NIP: 6222468959, REGON: 251546820

correspondence address:
ul. Jana Szczyrki 11,
54-426 Wrocław, Poland

TO WHOM IT MAY CONCERN (“YOU”)

Regarding: Agreement(s) between you and the Company (defined below) („Agreement”)

Dear Sirs,

Acting for and on behalf of Techland S.A. with its seat in Ostrów Wielkopolski, address: ul. Żółkiewskiego 3, 63-400 Ostrów Wielkopolski, Poland, registered in the register of entrepreneurs of the National Court Register maintained by the District Court Poznań – Nowe Miasto i Wilda in Poznań, IX Economic Division of the National Court Register under KRS number 0000889260, tax identification number (NIP): 6222468959, statistical number (REGON): 251546820, share capital: PLN 175,941,600 („Company”), I hereby inform you that **the Company was transformed from a limited liability company into a joint-stock company on 1 April 2021 (“Transformation”)**. We hereby attach the current excerpt from the National Court Register confirming this Transformation and including relevant Company’s data.

The Transformation does not affect the validity of the agreements concluded by the Company, including the Agreement. According to Art. 552 of the Polish Commercial Companies Code, the Company as a company under transformation becomes the transformed company upon the registration of the latter by the registry court. The business continuity of the company under transformation is maintained. According to Art. 553.1 of the Polish Commercial Companies Code, the transformed company has the rights and obligations of the company under transformation, including the rights and obligations under the Agreement.

In light of the above, please take the new data into account in documents provided to the Company.

The content of this notification is shared exclusively with you and contains confidential and legally protected information. Sharing, disseminating, copying and otherwise forwarding it to unauthorized persons, as well as using this notification contrary to its purpose is prohibited and may be incompatible with the Agreement and mandatory provisions of law.

Should you have any questions or doubts, please contact us at legal@techland.pl.

Yours faithfully,

Elektronicznie podpisany przez
Karol Marek Bach
Data: 2021.04.01 11:36:14 +02'00'
Karol Bach
Company’s proxy, COO

EXHIBIT A

Wrocław, 24 lutego 2021 r.

Do:

Sz. P. Małgorzaty Gałki

Przewodniczącej IX Wydziału Gospodarczego
Krajowego Rejestru Sądowego
Sądu Rejonowego Poznań – Nowe Miasto i Wilda w Poznaniu
ul. Chlebowa 4/8, 61-003 Poznań

Wnioskodawca:

Techland sp. z o.o.

z siedzibą w Ostrowie Wielkopolskim
ul. Żółkiewskiego 3, 63-400 Ostrów Wielkopolski
KRS: 0000136933

PISMO PRZEWODNIE

Działając w imieniu i na rzecz wnioskodawcy - **Techland sp. z o.o.**, z siedzibą w Ostrowie Wielkopolskim („Spółka” lub „Spółka Przekształcana”), niniejszym przedkładamy wniosek o rejestrację w rejestrze przedsiębiorców Krajowego Rejestru Sądowego podmiotu powstałego w wyniku podjęcia uchwały o przekształceniu Spółki w spółkę akcyjną („Przekształcenie”).

Zwracamy się z uprzejmą prośbą o wpis Przekształcenia **1 kwietnia 2021 r.**

UZASADNIENIE

Procedura Przekształcenia

30 grudnia 2020 r. zarząd Spółki uzgodnił pisemnie plan przekształcenia Spółki w spółkę akcyjną („Spółka Przekształcona”) w trybie art. 551 § 1 KSH w związku z art. 553 KSH oraz w związku z art. 555 KSH („Plan Przekształcenia”). Uprzejmie wyjaśniamy, że wniosek i dokumenty dołączone do niego zostały sporządzone przy odpowiednim stosowaniu przepisów o powstaniu Spółki Przekształconej (zgodnie z art. 555 KSH), w szczególności, w związku z tym, do wniosku nie zostało dołączone oświadczenie zarządu Spółki o wniesieniu wkładów na akcje ani dowód wpłaty na akcje.

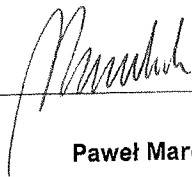
Na podstawie art. 559 § 1 KSH Plan Przekształcenia został poddany badaniu przez biegłego w zakresie poprawności i rzetelności oraz w celu ustalenia, czy wycena składaków majątku (aktywów i pasywów) Spółki Przekształcanej jest rzetelna. Po sporządzeniu w dniu 20 stycznia 2021 r. opinii z badania Planu Przekształcenia, biegły doręczył ją Spółce oraz tutaj. Sądowi wraz z Planem Przekształcenia.

Data wpisu 1 kwietnia 2021 r.

Prośba o wpis Przekształcenia 1 kwietnia 2021 r. jest podyktowana okolicznością, że Przekształcenie stanowi jedną z czynności szeroko zakrojonej reorganizacji grupy, którą tworzy również Spółka („Grupa”). Czynności przypisane poszczególnym spółkom z Grupy zostały określone w uzgodnionym przez nie harmonogramie i są ściśle ze sobą powiązane oraz od siebie zależne. W konsekwencji, wpis Przekształcenia 1 kwietnia 2021 r. umożliwi tak Spółce, jak i pozostałym spółkom z Grupy, zgodne z harmonogramem dokonanie czynności reorganizacyjnych Grupy. Ponadto dokonanie wpisu Przekształcenia w ww. dacie jest istotne z punktu widzenia procedur księgowych w Spółce.


W związku z powyższym, wnosimy jak na wstępie.

W imieniu i na rzecz Techland sp. z o.o.



Paweł Marchewka

Prezes Zarządu



Aleksandra Marchewka

Członek Zarządu

Załącznik:

1. wniosek o rejestrację Spółki Przekształconej w rejestrze przedsiębiorców Krajowego Rejestru Sądowego wraz z załącznikami.

Wroclaw, 24 February 2021.

To:

The Honorable Małgorzata Galka

Chairman of the 9th Economic Division of the National
Court Register
District Court Poznan - Nowe Miasto and Wilda in Poznan
Chlebowa Street 4/8, 61-003 Poznan

Applicant:

Techland sp. z o.o.

seated in Ostrów Wielkopolski
Z6tkiewskiego St. 3, 63-400 Ostrow Wielkopolski
KRS:0000136933

COVER LETTER

Acting for and on behalf of the applicant - **Techland sp. z o.o.**, with its seat in Ostrów Wielkopolski ("**Company**" or "**Converted Company**"), we hereby present an application for registration in the Register of Entities of the National Court Register of the entity created as a result of the adoption of a resolution on the transformation of the **Company** into a joint stock company ("**Converting**").

We kindly request you to enter the Recast of **April 1 2021**.

JUSTIFICATION

Conversion procedure

On 30 December 2020 the board of directors of the **Company** will agree in writing a plan of transformation of the **Company** into a joint stock company (the "**Transformed Company**") pursuant to article 551 § 1 of the CCC in connection with article 553 of the CCC and in connection with article 555 of the CCC (the "**Transformation Plan**"). We kindly clarify that the application and the documents attached thereto have been prepared in accordance with the relevant provisions on the formation of the **Converted Company** (pursuant to Art. 551 § 1 of the CCC), in particular, therefore, the application was not accompanied by a statement of the Management Board of the **Company** on the contribution of shares nor proof of payment for the shares.

Pursuant to Article 559 § 1 of the CCC, the Plan of Conversion was audited by an expert with respect to its correctness and reliability and with the aim of determining whether the valuation of assets components (assets and liabilities) of the **Transformed Company** is reliable. Having prepared an audit opinion on the Plan of Conversion on 20 January 2021, the certified auditor delivered it to the **Company** and to the Court together with the Plan of Conversion.

April 1 entry date 2021.

The request to record the Restatement on April 1, 2021 is dictated by the fact that the Restatement constitutes one of the activities of an extensive reorganization of the Group, which also includes the **Company** (the "**Group**"). The activities assigned to the individual companies of the Group are defined in a schedule agreed upon by them and are closely interrelated and dependent upon each other. As a consequence, the entry of the 2021 Restatement of Companies in April 1 will enable both the **Company** as well as the remaining companies of the Group, to perform the reorganization activities of the Group as scheduled. Furthermore, making an entry of the transformation on the aforementioned date is important from the point of view of the company's accounting procedures.

TRADEMARK

REEL: 007776 FRAME: 0036

Accordingly, we move as follows.

For and on behalf of Techland sp. z o.o.

s/ Pawel Marchewka

s/ Aleksandra Marchewka

President of the Board

Member of the Board

Stopper:

1. application for registration of the Restated Company in the Companies Register of the National Court Register, together with the attachments.



Translation by Magdalena Bielak

Declaration of Sławomir Stanuch

I, Sławomir Stanuch, declare that:

1. I am the General Counsel of Techland S.A. and the former General Counsel of Techland Sp. z o.o.
2. Techland Sp. z o.o was a Polish limited liability company with its registered seat at Zolkiewskiego 3, Ostrow Wielkopolski, Poland 63-400.
3. On 1 April 2021, Techland Sp. z o.o. was converted into Techland S.A.
4. A request dated 24 February 2021 for the conversion was filed with the applicable Polish government entity (i.e. the National Court Register) to convert Techland Sp. z o.o. from a limited liability company into a joint-stock company. Attached, as Exhibit A is the excerpt of that filing.
5. Techland Sp. z o.o. as a company under transformation became the transformed company i.e. Techland S.A. upon the registration of the latter by the registry court which happened on 1 April 2021.
6. As of the moment of transformation:
 - a. Techland S.A. maintained the same assets as it did under its previous corporate name, Techland Sp. z o.o.
 - b. Techland S.A. maintained the same rights and property as it did under its previous corporate name, Techland Sp. z o.o.
 - c. Techland S.A. maintained the same corporate bank accounts as it did under its previous corporate name, Techland Sp. z o.o.
 - d. Techland S.A. maintained the same liabilities as it did under its previous corporate name, Techland Sp. z o.o.

- e. Techland S.A. maintained the same management board as it did under its previous corporate name, Techland Sp. z o.o.
- f. Techland S.A. continued to perform the same contractual obligations as it did under its previous corporate name, Techland Sp. z o.o.
- g. Techland S.A. continued to enjoy the same contractual rights and privileges as it did under its previous corporate name, Techland Sp. z o.o.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed at Warsaw, on the 30th day of July 2021.

Signature Not Verified

Dokument podpisany przez
Sławomir Wojciech Stanuch
Data: 2021.07.30 10:51:54
CEST

Sławomir Stanuch
General Counsel of Techland S.A.