

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6980538

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
QUANTUMSCAPE CORPORATION	11/25/2020
RECEIVING PARTY DATA	
Name:	QUANTUMSCAPE SUBSIDIARY, INC.
Street Address:	1730 TECHNOLOGY DRIVE
City:	SAN JOSE
State/Country:	CALIFORNIA
Postal Code:	95110
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	17477313
CORRESPONDENCE DATA	
Fax Number:	(415)393-9887
<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:	14159540200
Email:	angela.vartanian@squirepb.com
Correspondent Name:	SQUIRE PATTON BOGGS (US) LLP
Address Line 1:	275 BATTERY STREET, SUITE 2600
Address Line 4:	SAN FRANCISCO, CALIFORNIA 94111
ATTORNEY DOCKET NUMBER:	114826.00545
NAME OF SUBMITTER:	TODD OSTOMEL
SIGNATURE:	/ToddOstomelReg63426/
DATE SIGNED:	10/21/2021
Total Attachments: 6	
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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 RESTATED CERTIFICATE OF "QUANTUMSCAPE CORPORATION",
CHANGING ITS NAME FROM "QUANTUMSCAPE CORPORATION" TO
"QUANTUMSCAPE SUBSIDIARY, INC.", FILED IN THIS OFFICE ON THE
TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2020, AT 1:16 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

4818517 8100
SR# 20208494399

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

Authentication: 204166775
Date: 11-25-20

PATENT
REEL: 057881 FRAME: 0735

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF QUANTUMSCAPE CORPORATION**

QuantumScape Corporation (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**DGCL**”)

DOES HEREBY CERTIFY:

1. That the name of this corporation is QuantumScape Corporation. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 14, 2010 and the most recent Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 2, 2020.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware and has been duly approved by the written consent of the stockholders of the Corporation in accordance with Section 228 of the DGCL.

3. The text of the most recent Amended and Restated Certificate of Incorporation is amended and restated in its entirety to read as set forth in Annex I attached hereto.

4. . This Amended and Restated Certificate of Incorporation of the Corporation shall be effective as of 1:01 pm Eastern Time on November 25, 2020.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Jagdeep Singh, a duly authorized officer of the Corporation, on November 25, 2020.

QUANTUMSCAPE CORPORATION

By: /s/ Jagdeep Singh

Name: Jagdeep Singh

Title: Chief Executive Officer

Jagdeep Singh, Chief Executive Officer

ANNEX I

ARTICLE I **NAME**

Section 1.1. The exact name of the corporation is QuantumScape Subsidiary, Inc. (the "Corporation").

ARTICLE II **REGISTERED OFFICE AND REGISTERED AGENT**

Section 2.1. **Registered Office.** The registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, DE 19801.

Section 2.2. **Registered Agent.** The name of the registered agent at such address is The Corporation Trust Company.

ARTICLE III **PURPOSE**

Section 3.1. The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL"). The Corporation shall have all powers necessary or convenient to the conduct, promotion or attainment of such acts and activities.

ARTICLE IV **DURATION**

Section 4.1. The Corporation is to have perpetual existence.

ARTICLE V **CAPITAL STOCK**

Section 5.1. **Classes of Stock.** The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, all of which shall be Common Stock, par value \$0.01 per share ("Common Stock").

Section 5.2. **Consideration.** Shares may be issued for any consideration consistent with the DGCL, including tangible or intangible property or benefit to the Corporation, at such price and amount per share as may be determined by the Board of Directors of the Corporation (the "Board of Directors").

ARTICLE VI **COMMON STOCK**

Section 6.1. The Common Stock shall have all of the rights accorded to shares under the DGCL, including, but not limited to, voting rights and all rights to distribution of the net assets of the Corporation upon dissolution.

ARTICLE VII
AMENDMENT TO BYLAWS

Section 7.1. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, adopt, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VIII
DIRECTORS

Section 8.1. **Number.** The number of directors of the Corporation shall be as set forth in or determined in the manner set forth in the Bylaws of the Corporation.

Section 8.2. **Elections.** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Section 8.3. **Meetings.** Meetings of stockholders may be held inside or outside the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Section 8.4. **Removal of Directors.** Any director may be removed, with or without cause, by the directors or by the holders of a majority of the outstanding shares of Common Stock of the Corporation and only at a meeting of the directors or stockholders called for the purpose of removing the director, the notice of which shall state that the purpose or one of the purposes of the meeting is to remove the director, and only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director, or pursuant to a written consent in lieu of a meeting of the directors or the stockholders. No director may be removed except as provided in this Section 8.4.

ARTICLE IX
INDEMNIFICATION

Section 9.1. **Limitation of Director Liability; Indemnification.** To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages or breach of fiduciary duty as a director. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she or his or her testator or intestate is or was a director or officer of the Corporation or any subsidiary of the Corporation or any predecessor of the Corporation or any subsidiary of any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation against all expense, liability and loss actually and reasonably incurred or suffered by such person in connection therewith.

Section 9.2. **Standard of Conduct.** Any indemnification under this Article IX (unless ordered by a court) shall be made by the Corporation upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct for indemnification set forth in the DGCL, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment).

Section 9.3. **Payment of Expenses.** Expenses (including attorneys' fees) incurred by a director or officer of the Corporation in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay all amounts so advanced in the event that it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Article IX. The indemnification and advancement of expenses provided by this Article IX shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory), by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation. All rights to indemnification under this Article IX shall be deemed to be a contract between the Corporation and each director and officer of the Corporation or any of its subsidiaries who serves or served in such capacity at any time while this Article IX is in effect.

Section 9.4. **Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director or officer of the Corporation or any of its subsidiaries, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her or on his or her behalf in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article IX.

Section 9.5. **Survival.** If this Article IX or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify or advance expenses to each person entitled to indemnification or advancement of expenses, as the case may be, as to all expense, liability and loss actually and reasonably incurred or suffered by such person and for which indemnification or advancement of expenses, as the case may be, is available to such person pursuant to this Article IX to the full extent permitted by any applicable portion of this Article IX that shall not have been invalidated and to the full extent permitted by applicable law. Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article IX would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X **AMENDMENT**

Section 10.1. Subject to the provisions of any shareholders agreement of the Corporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.