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Rokoko Electronics

11 **UNITED STATES DISTRICT COURT**
12 **CENTRAL DISTRICT OF CALIFORNIA**

13 MATTHEW R. WALSH

14 Plaintiff,

15 vs.

16 ROKOKO ELECTRONICS, and
17 DOES 1 through 50, inclusive,

18 Defendant.

Case No.: 2:25-cv-05340-ODW-RAO

[Assigned to Hon. Otis D. Wright, II,
Courtroom 5D]

**DECLARATION OF MIKKEL
OVERBY IN SUPPORT OF
DEFENDANT ROKOKO
ELECTRONICS' OPPOSITION TO
PLAINTIFF'S MOTION TO STRIKE
ROKOKO'S REMOVAL**

[Filed concurrently with Defendant's
Opposition to Plaintiff's Motion to Strike
Removal]

Date: August 18, 2025
Time: 1:30 p.m.
Place: Dept. 5D

State Court Action Filed: May 12, 2025
Removal Date: June 12, 2025
Trial Date: None

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DECLARATION OF MIKKEL OVERBY

I, Mikkel Overby, declare:

1. I am CFO and COO for Rokoko Electronics, Inc. (“Rokoko”), and I have held these positions since April 2016. I make this declaration in support of Rokoko’s Opposition to Plaintiff’s Motion to Strike Rokoko’s removal. All of the information set forth herein is based on my personal knowledge or my review of Rokoko’s corporate records, and if called to testify and be sworn as a witness, I could and would competently testify thereto.

2. In my positions as CFO and COO, I am familiar with and have personal knowledge of Rokoko’s corporate structure and business operations. I have access to and regularly refer to business records concerning Rokoko’s corporate organization and operations. In connection with the preparation of this declaration, I reviewed certain documents described herein that were prepared and maintained in the ordinary course of Rokoko’s business.

3. Rokoko’s principal place of business is located at Sankt Gertruds Stræde 10, 1129 København, Denmark, from where Rokoko’s senior executives—including myself—direct, control, and coordinate the company’s primary business activities on a day-to-day basis, and where Rokoko’s corporate and financial records are maintained in Denmark. It is the center of all management decisions, direction, control, and coordination for Rokoko.

4. The office in Denmark houses approximately 30 employees, including Rokoko’s Founder & CEO, myself, and other senior level executives.

5. The Denmark office is approximately 886.4 square meters with a 62 square meter basement.

6. Denmark is where Rokoko’s executives exercise enterprise-wide authority and make decisions including, but not limited to, those relating to policies and procedures,

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1 human resources, legal affairs, finances, budgets, and general day-to-day operations and
2 administration of the business.

3 7. Since 2016, Rokoko’s filings with the California Secretary of State have
4 identified Copenhagen as its principal executive office. Attached hereto as **Exhibit A**
5 is a true and correct copy of Rokoko’s Statement and Designation by Foreign
6 Corporation, filed with the California Secretary of State on March 25, 2016.

7 8. Rokoko’s key executive officers—including its Founder & CEO, myself, and
8 Matias Sondergaard—reside in Copenhagen and conduct the majority of our general
9 operations from Denmark. None of Rokoko’s executives reside in California.

10 9. While Jakob Balslev, Rokoko’s Founder & CEO, lived in California from
11 September 2016 to January 2020, he returned to live in Copenhagen in 2020 and has
12 lived there since.

13 10. Rokoko has one employee in California, who reports to Rokoko’s CEO and
14 myself in Copenhagen. Within the last year, Rokoko transitioned from leasing space in
15 a co-working office in San Francisco, California to a completely virtual office.

16 11. Rokoko Electronics, Inc. has never had any interest in an entity known as Rokoko
17 LLC, or any Delaware LLC at any point in time.

18
19 I declare under penalty of perjury under the laws of the State of California and the
20 United States that the foregoing is true and correct.

21
22 Executed this 28th day of July, 2025, in Copenhagen, Denmark.

23 DocuSigned by:
24 *Mikkel Overby*
25 93D7DF65261E4B0...

26
27
28 Mikkel Overby

EXHIBIT A

S&DC-S/N **Statement and Designation by Foreign Corporation**

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A **\$100** filing fee (for a foreign stock corporation) or **\$30** filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. **Note:** If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable **\$15** service fee also must be included, if you **drop off** the completed form.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

FILED *awk*
 Secretary of State
 State of California
 1PC MAR 25 2016 *G*

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name]." For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

① Rokoko Electronics, Incorporated

Corporate History

② State or foreign country where this corporation was formed: Delaware

Service of Process (List a California resident or a California registered corporate agent that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

③ a. InCorp Services, Inc.

Agent's Name

b. CA
 Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

④ a. Sankt Gertruds Stræde 6E Copenhagen Denmark 1129

Street Address of Principal Executive Office - Do not list a P.O. Box City (no abbreviations) State Zip

b. (c/o Galvanize) 44 Tehama St San Francisco CA 94105

Street Address of Principal Office in California, if any - Do not list a P.O. Box City (no abbreviations) State Zip

c.
 Mailing Address of Principal Executive Office, if different from 4a or 4b City (no abbreviations) State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.

Sign here *Jakob Balslev* Jakob Balslev CEO & President
 Print your name here Your officer title

Make check/money order payable to: Secretary of State	By Mail	Drop-Off
Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.	Secretary of State Business Entities, P.O. Box 944260 Sacramento, CA 94244-2600	Secretary of State 1500 11th Street, 3rd Floor Sacramento, CA 95814

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROKOKO ELECTRONICS, INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROKOKO ELECTRONICS, INCORPORATED" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

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SR# 20161795677

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

Authentication: 202023831

Date: 03-22-16