

## UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

In re:

NOGIN, INC., *et al.*,

Debtors.

Chapter 11 Case Nos.:

Nogin, Inc. - 23-11945 (CTG)

Nogin Commerce, Inc. - 23-11946 (CTG)

Native Brands Group LLC - 23-10947 (CTG)

(Jointly Administered)

## NOTICE OF DEADLINES TO FILE PROOFS OF CLAIM

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF THE FOLLOWING DEBTOR ENTITIES:**

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
Nogin, Inc.	23-11945	86-1370703
Nogin Commerce, Inc.	23-11946	27-1790719
Native Brands Group LLC	23-11947	85-4150504
<b>OTHER NAMES USED BY THE DEBTORS IN THE PAST 8 YEARS:</b>		
Software Acquisition Group Inc. III		
Branded Online, Inc.		
<b><u>Attorneys for Debtors</u></b> Daniel J. DeFranceschi (No. 2732) John H. Knight (No. 3848) Michael J. Merchant (No. 3854) David T. Queroli (No. 6318) Matthew P. Milana (No. 6681) <b>RICHARDS, LAYTON &amp; FINGER, P.A.</b> One Rodney Square 920 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701		

Address of the Clerk of the Bankruptcy Court

Clerk of the United States Bankruptcy Court,

824 Market Street North, 3rd Floor, Wilmington, DE 19801

Telephone: 302-252-2900

Hours Open: 8:00 a.m.–4:00 p.m. Monday–Friday

**PLEASE TAKE NOTICE THAT:**

**YOU ARE RECEIVING THIS NOTICE (“NOTICE”) BECAUSE YOU MAY HAVE A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES (THE “CHAPTER 11 CASES”). THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.**

On December 5, 2023 (the “**Petition Date**”), Nogin, Inc. and its debtor affiliates (collectively, the “**Debtors**”) filed voluntary petitions commencing the Chapter 11 Cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

On January 22, 2024, the Court, having jurisdiction over the Chapter 11 Cases, entered an order (the “**Bar Date Order**”) establishing the following Bar Dates:

(i) **February 20, 2024 at 5:00 p.m. (prevailing Eastern Time)** as the deadline for each person (as defined in section 101(41) of the Bankruptcy Code), excluding governmental units (as defined in section 101(27) of the Bankruptcy Code, the “**Governmental Units**”), to file a proof of claim (each, a “**Proof of Claim**”) in respect of a claim (as defined in section 101(5) of the Bankruptcy Code) against any Debtor which arose on or prior to the Petition Date, **including, for the avoidance of doubt, secured claims, priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code** (such deadline, the “**General Bar Date**”);

(ii) **June 3, 2024 at 5:00 p.m. (prevailing Eastern Time)** as the deadline for each Governmental Unit to file a Proof of Claim in respect of a prepetition claim against any Debtor (such deadline, the “**Governmental Bar Date**”);

(iii) **the later of (i) the General Bar Date or the Governmental Bar Date (if the amendment relates to a claim of a Governmental Unit), and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days from the date on which the Debtors provide notice of an amendment or supplement to the Schedules** as the deadline by which each claimant holding a claim affected by such filing, amendment or supplement must file a Proof of Claim with respect to such claim (the “**Amended Schedules Bar Date**”); and

(iv) **the later of (i) the General Bar Date or the Governmental Bar Date (if a Governmental Unit is the counterparty to the executory contract or unexpired lease), and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days following service of an order approving rejection of any executory contract or unexpired lease of the Debtors** as the deadline by which a claimant asserting a claim resulting from the Debtors’ rejection of an executory contract or unexpired lease must file a Proof of Claim for damages arising from such rejection (the “**Rejection Damages Bar Date**” and, together with the General Bar Date, the Governmental Bar Date, and the Amended Schedules Bar Date, the “**Bar Dates**”).

You may be a creditor of one or more of the Debtors.

**If you have questions relating to this Notice, please feel free to contact Donlin, Recano & Company, Inc. (“DRC”), the Debtors’ claims agent, by telephone at +1 (877) 739-9988 (U.S. and Canada) or +1 (212) 771-1128 (Outside the U.S.), or by email at [nogininfo@drc.equiniti.com](mailto:nogininfo@drc.equiniti.com).**

NOTE: The staff of the Bankruptcy Clerk’s Office, the Office of the United States Trustee, and DRC cannot give legal advice.

**INSTRUCTIONS:****1. WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose before the Petition Date, and it is not one of the types of claims described in Section 2 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or before the Bar Dates, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means a right to (a) payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**2. WHO NEED NOT FILE A PROOF OF CLAIM**

The following persons (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, or Governmental Units) are **not** required to file a Proof of Claim on or before the applicable Bar Date, solely with respect to the claims described below:

- a. any person or entity that has already filed a proof of claim against the Debtors in the above-captioned cases in a form substantially similar to the attached Proof of Claim form (the "**Claim Form**") or the Official Bankruptcy Form No. 410 (the "**Official Form**");<sup>1</sup>
- b. any person or entity whose claim is listed in the Schedules filed by the Debtors, provided that (x) the claim is not scheduled as "disputed", "contingent" or "unliquidated"; and (y) the claimant does not disagree with the amount, nature, and priority of the claim as set forth in the Schedules; and (z) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. any holder of a claim that heretofore has been allowed by order of the Court;
- d. any person or entity whose claim has been paid in full by any of the Debtors;
- e. any holder of a claim for which specific deadlines have previously been fixed by the Court;
- f. any Debtor having a claim against another Debtor;
- g. any holder of a claim that asserts an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided that if any holder asserts such a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the Procedures;

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<sup>1</sup> The Official Form can be found at [www.uscourts.gov/forms/bankruptcy-forms](http://www.uscourts.gov/forms/bankruptcy-forms), the official website for the United States Bankruptcy Courts. The Claim Form can be found at <https://www.donlinrecano.com/nogin>, the website established by DRC for the Chapter 11 Cases.

- h. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the applicable Bar Date);
- i. any director or officer of any of the Debtors asserting a claim based on indemnification, contribution, and/or reimbursement, each of whom shall be deemed to have filed a contingent and unliquidated claim against the applicable Debtor(s) with respect to such indemnification, contribution, and/or reimbursement claims;
- j. any professional retained in the Chapter 11 Cases holding an administrative expense claim for postpetition fees and expenses allowable under section 330, 331, and 503(b) of the Bankruptcy Code;
- k. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930; and
- l. any person or entity who is not required to file a Proof of Claim pursuant to an order approving the Debtors' post-petition financing (the "**DIP Order**"), including the DIP Credit Parties and the Prepetition Secured Creditors (each as defined in the DIP Order), solely with respect to the claims for which no Proof of Claim is required to be filed as set forth in the DIP Order.

**The fact that you have received this Notice does not mean that you have claim or that the Debtors or the Court believe that you have a claim against the Debtors. You should not file a Proof of Claim if you do not have a claim against any of the Debtors.**

### **3. INSTRUCTIONS FOR FILING PROOFS OF CLAIM**

Except as otherwise set forth herein, each entity that asserts a claim against the Debtors that arose before the Petition Date **MUST** file a Proof of Claim.

**The following procedures with respect to preparing and filing of Proofs of Claim will apply:**

- a. Proofs of Claim must conform substantially to the attached Claim Form or Official Bankruptcy Form No. 410;
- b. Proofs of Claim must be filed (i) electronically through DRC's website at <https://www.donlinrecano.com/Clients/ni/FileClaim> by following instructions for filing Proofs of Claim electronically, (ii) by mailing the original Proof of Claim by U.S. Postal Service mail to Donlin, Recano & Company, Inc., Re: Nogin, Inc., et al., P.O. Box 2053, New York, NY 10272-2042 or (iii) by delivering the original Proof of Claim by hand or overnight delivery to Donlin, Recano & Company, Inc., C/O Equiniti, Re: Nogin, Inc., et al., 48 Wall Street, 22nd Floor, New York, NY 10005;
- c. Proofs of Claim will be deemed filed only when actually received by DRC on or before the applicable Bar Date;
- d. Proofs of Claim must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) specify by name and case number the Debtor against which the claim is filed; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury;
- e. If the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate Proof of Claim form must be filed with respect to each Debtor except as specifically

provided in section 2 above. If the holder lists multiple Debtors on the Proof of Claim, then the Debtors will treat such claim as if it is filed against the first listed Debtor. If the holder files a Proof of Claim without identifying a Debtor, such Proof of Claim will be deemed as filed only against Nogin, Inc.;

- f. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also (x) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date, (y) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted, and (z) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable); and
- g. DRC shall not accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission, other than as specifically provided herein.

#### **4. CONSEQUENCES OF FAILURE TO TIMELY FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

**Pursuant to the Bar Date Order and Bankruptcy Rule 3003(c)(2), any holder of a claim who is required to timely file a Proof of Claim on or before the applicable Bar Date as provided herein, but fails to do so shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution in the Chapter 11 Cases on account of such claim.**

#### **5. THE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF**

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "**Schedules**").

The Debtors are enclosing a Claim Form for use in these Chapter 11 Cases. If your claim is scheduled by the Debtors, the Claim Form also may set forth the amount of your claim as scheduled by the Debtors. You will receive a different Claim Form for each claim scheduled in your name by the Debtors.

If you agree with the nature, amount, and status of your claim as listed in the Schedules and if your claim is not listed in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, if you decide to file a Proof of Claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Chapter 11 Cases, which is posted (i) on the website established by DRC for the Chapter 11 Cases at <https://www.donlinrecano.com/nogin> and (ii) on the Court's website at <https://www.deb.uscourts.gov/>. (A login and password to the Court's Public Access to Electronic Court Records ("**PACER**") are required to access the information on the Court's website and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)). Copies of the Schedules also may be obtained by written request to the Debtors' claims agent, DRC, at the address and telephone number set forth below:

Donlin, Recano & Company, Inc.  
Re: Nogin, Inc., *et al.*  
P.O. Box 2053  
New York, NY 10272-2042

In the event that the Debtors amend or supplement their Schedules, the Debtors shall give notice of any amendment or supplement to the holders of claims affected by such amendment or supplement, and such holders must file a Proof of Claim by **the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m. (Eastern Time) on the date that is thirty (30) days from the date on which the Debtors provide notice of an amendment or supplement to the Schedules**, or be forever barred from so doing, and such deadline

shall be contained in any notice of such amendment or supplement of the Schedules provided to the holders of claims affected thereby.

**6. RESERVATION OF RIGHTS**

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

**If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' Claims and Noticing Agent directly: Donlin, Recano & Company, Inc. by telephone at +1 (877) 739-9988 (U.S. and Canada) or +1 (212) 771-1128 (Outside the U.S.), or by email at [nogininfo@drc.equiniti.com](mailto:nogininfo@drc.equiniti.com).**

**A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.**

Dated: January 23, 2024  
Wilmington, Delaware

/s/ David T. Queroli

Daniel J. DeFranceschi (No. 2732)

John H. Knight (No. 3848)

Michael J. Merchant (No. 3854)

David T. Queroli (No. 6318)

Matthew P. Milana (No. 6681)

**RICHARDS, LAYTON & FINGER, P.A.**

One Rodney Square

920 North King Street

Wilmington, Delaware 19801

Telephone: 302-651-7700

Fax: 302-651-7701

Email: [defranceschi@rlf.com](mailto:defranceschi@rlf.com)

[knight@rlf.com](mailto:knight@rlf.com)

[merchant@rlf.com](mailto:merchant@rlf.com)

[queroli@rlf.com](mailto:queroli@rlf.com)

[milana@rlf.com](mailto:milana@rlf.com)

*Counsel to the Debtors*