

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
Nogin, Inc., <i>et al.</i> ,)	
)	Case No. 23-11945 (CTG)
Debtors. ¹)	
)	(Jointly Administered)
)	
)	Re: Docket Nos. 407 & 426
)	

**NOTICE OF (I) ENTRY OF AN ORDER CONFIRMING FIRST
AMENDED JOINT CHAPTER 11 PLAN OF NOGIN, INC. AND ITS
DEBTOR AFFILIATES, (II) OCCURRENCE OF EFFECTIVE DATE,
AND (III) FINAL DEADLINE FOR FILING REJECTION DAMAGES
AND ADMINISTRATIVE EXPENSE CLAIMS**

PLEASE TAKE NOTICE that, on March 26, 2024, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *First Amended Joint Chapter 11 Plan of Nogin, Inc. and Its Debtor Affiliates*, dated March 26, 2024 [Docket No. 407] (as may be amended, modified, or supplemented, the “**Plan**”),² with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan was held on March 26, 2024.

PLEASE TAKE FURTHER NOTICE that, on March 28, 2024, the Court entered an order [Docket No. 426] (the “**Confirmation Order**”) confirming the Plan.

PLEASE TAKE FURTHER NOTICE that on May 3, 2024, all conditions precedent to the Effective Date of the Plan set forth in Article IX of the Plan have been satisfied, including

¹ The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification number are: Nogin, Inc. (0703); Nogin Commerce, Inc. (0719); Native Brands Group LLC (0504). The mailing address for the Debtors is 105 E. 34th St., Suite 137, New York, NY 10016.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

consummation of the Equity Sale Transaction with B. Riley Principal Investments, LLC (the “**Plan Sponsor**”) as the Successful Bidder and Nogin Holdings, LLC as the Buyer,³ or waived in accordance with Article IX of the Plan, and the Plan was substantially consummated. Accordingly, the Plan went effective on **May 3, 2024** (the “**Effective Date**”).

PLEASE TAKE FURTHER NOTICE that, in accordance with Article V.A of the Plan, on the Effective Date, except as otherwise identified in the List of Assumed Contracts or as provided in the Confirmation Order, each Executory Contract and Unexpired Lease not listed on the List of Assumed Contracts or identified in the Confirmation Order was deemed automatically rejected by the Debtors on the Effective Date unless such Executory Contract or Unexpired Lease (i) was previously assumed or rejected by the Debtors pursuant to an order of the Court; (ii) previously expired or was terminated pursuant to its terms or by agreement of the parties thereto; (iii) is the subject of a pending motion to assume or reject as of the Effective Date; (iv) is an Insurance Policy; or (v) is one in which any Bluestar Alliance member is a counterparty.

PLEASE TAKE FURTHER NOTICE that, in accordance with Article V.C of the Plan, Proofs of Claim based on the rejection of an Executory Contract or Unexpired Lease pursuant to the Plan must be filed with Court in accordance with the Claims Bar Date Order by the later of **(i) thirty (30) days after the filing and service of this notice (June 3, 2024); and (ii) thirty (30) days after entry of an order rejecting such Executory Contract or Unexpired Lease if such contract or lease is the subject of a pending Assumption Dispute. ANY CLAIMS ARISING FROM THE REJECTION OF AN EXECUTORY CONTRACT OR UNEXPIRED LEASE NOT FILED WITH THE COURT ON OR BEFORE SUCH APPLICABLE DEADLINE**

³ The Buyer is the designee of the Plan Sponsor.

SHALL BE AUTOMATICALLY DISALLOWED, FOREVER BARRED FROM ASSERTION, AND SHALL NOT BE ENFORCEABLE AGAINST THE DEBTORS, THE REORGANIZED DEBTORS, THE ESTATES, THE POST EFFECTIVE DATE DEBTOR(S), THE CREDITOR LITIGATION TRUST OR THE NOTEHOLDER DIRECT CLAIMS TRUST WITHOUT THE NEED FOR ANY OBJECTION BY THE PLAN ADMINISTRATOR, THE CREDITOR LITIGATION TRUSTEE, OR THE NOTEHOLDER DIRECT CLAIMS TRUSTEE, AS APPLICABLE, OR FURTHER NOTICE TO, OR ACTION, ORDER, OR APPROVAL OF THE COURT OR ANY OTHER ENTITY, AND ANY CLAIM ARISING OUT OF THE REJECTION OF THE EXECUTORY CONTRACT OR UNEXPIRED LEASE SHALL BE DEEMED FULLY COMPROMISED, SETTLED, AND RELEASED, NOTWITHSTANDING ANYTHING IN THE SCHEDULES OR A PROOF OF CLAIM TO THE CONTRARY.

PLEASE TAKE FURTHER NOTICE that, unless otherwise provided by the Confirmation Order, Claims Bar Date Order or the Plan, requests for payment of Administrative Expense Claims must be filed and served on (i) the Post-Effective Date Debtor(s) and (ii) the Reorganized Debtors pursuant to the procedures specified in the Confirmation Order no later than **30 days after the Effective Date (June 3, 2024)** (the “**Administrative Claims Bar Date**”); *provided that* the Administrative Claims Bar Date does not apply to Administrative Claims arising in the ordinary course of business as conducted prior to the Petition Date.

PLEASE TAKE FURTHER NOTICE THAT HOLDERS OF ADMINISTRATIVE CLAIMS THAT ARE REQUIRED TO, BUT DO NOT, FILE AND SERVE A REQUEST FOR PAYMENT OF SUCH ADMINISTRATIVE CLAIMS BY THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED

FROM ASSERTING SUCH ADMINISTRATIVE EXPENSE CLAIMS AGAINST THE DEBTORS, THE REORGANIZED DEBTORS, THE ESTATES, THE POST-EFFECTIVE DATE DEBTOR(S), THE BUYER, THE CREDITOR LITIGATION TRUST, THE CREDITOR LITIGATION TRUSTEE, THE PLAN ADMINISTRATOR, THE NOTEHOLDER DIRECT CLAIMS TRUST, THE NOTEHOLDER CLAIMS TRUSTEE OR THE ASSETS OR PROPERTY OF ANY OF THE FOREGOING, AND SUCH ADMINISTRATIVE CLAIMS SHALL BE DISCHARGED AS OF THE EFFECTIVE DATE.

PLEASE TAKE FURTHER NOTICE that, Pursuant to Article II.B of the Plan, the deadline for Professionals to file final requests for payment of Professional Fee Claims is **45 days after the Effective Date (June 17, 2024).**

PLEASE TAKE FURTHER NOTICE that the Plan and the Confirmation Order can be viewed and obtained (a) by accessing the Court's website at www.deb.uscourts.gov, or (b) from the Debtors' claims and noticing agent, Donlin, Recano & Company, Inc., <https://www.donlinrecano.com/nogin>. Please note that a PACER password and login are required to access documents on the Court's website.

Dated: May 3, 2024
Wilmington, Delaware

/s/ Matthew P. Milana

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