

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

In re:

RELIZ TECHNOLOGY GROUP HOLDINGS
INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10371 (TMH)

(Jointly Administered)

Related to Docket Nos. 101, 177

**NOTICE OF SALE, BIDDING PROCEDURES, AUCTION,
SALE HEARING, AND OTHER DEADLINES RELATED THERETO**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On March 26, 2026, the debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) a motion [Docket No. 101] (the “Motion”) seeking entry of (a) an order (the “Bidding Procedures Order”) (i) approving bidding procedures (the “Bidding Procedures”) ² for the sale (the “Sale”) of substantially all of the Debtors’ assets (the “Assets”), (ii) scheduling an auction (the “Auction”) and approving the form and manner of notice thereof, (iii) approving assumption and assignment procedures, (iv) scheduling a sale hearing (the “Sale Hearing”) and approving the form and manner of notice thereof, and (v) granting related relief.

On April 14, 2026, the Court entered the Bidding Procedures Order [Docket No. 177].

Assets for Sale

The Debtors intends to sell all, substantially all, or a portion of their Assets.

A Prospective Bidder (as defined in Section III of the Bidding Procedures) may bid on the Assets, subject to the conditions set forth herein.

The ability to undertake and consummate a sale of the Assets shall be subject to competitive bidding, as set forth herein, and approval by the Court.

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Reliz Technology Group Holdings Inc. (6265); Reliz Technologies LLC (1968); Reliz LTD (N/A); and Reliz CI LTD (N/A). The Debtors’ service address is 401 West Ontario St., Suite 400, Chicago, IL 60654.

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Motion or the Bidding Procedures, as applicable. Any summary of the Bidding Procedures or the Bidding Procedures Order (or any provision thereof) contained herein is qualified in its entirety by the actual terms and conditions thereof. To the extent that there is any inconsistency between any summary in this Sale Notice and the terms and conditions of either of the Bidding Procedures or the Bidding Procedures Order, the actual terms and conditions in those documents shall control.



Any party interested in submitting a bid for any of the Debtors' Assets should contact the Debtors and Berkeley Research Group, LLC ("BRG") at diligence@blockfills.com.

Key Dates and Deadlines

<u>Date</u>	<u>Event</u>
May 6, 2026	Deadline for Debtors to file proposed form of Sale Order
May 13, 2026, at 4:00 p.m. (prevailing Eastern Time)	Bid Deadline
May 13, 2026, at 4:00 p.m. (prevailing Eastern Time)	Cure Objection Deadline and Contract Objection Deadline
May 15, 2026, at 10:00 a.m. (prevailing Eastern Time)	Auction
One day after the conclusion of the Auction	Deadline for Debtors to file and serve Notice of Auction Results
May 21, 2026, at 4:00 p.m. (prevailing Eastern Time)	Sale Objection Deadline
May 28, 2026, at 2:00 p.m. (prevailing Eastern Time)	Sale Hearing

I. Bid Deadline

Any Prospective Bidder that intends to participate in the Auction must submit in writing to the Bid Notice Parties (as defined in Section IX.A of the Bidding Procedures) a Qualified Bid **on or before May 13, 2026, at 4:00 p.m. (prevailing Eastern Time)** (the "Bid Deadline").

The Qualified Bid requirements are set forth in Section V.A. of the Bidding Procedures.

II. Auction

If the Debtors receive more than one Qualified Bid (including a combination of bids that, when considered together, constitute a Qualified Bid) for the Assets, the Debtors will conduct an Auction for the Assets. If the Debtors only receive one Qualified Bid, the Debtors will not conduct an Auction for such applicable Assets and will seek approval of the one Qualified Bid at the Sale Hearing. If the Debtors receive no Qualified Bids, the Debtors will cancel the Auction and the Sale Hearing.

The Auction, if required, will be conducted on **May 15, 2026, at 10:00 a.m. (prevailing Eastern Time)**, either (a) at the offices of McDermott Will & Schulte LLP, One Vanderbilt Avenue, New York, New York 10017, (b) at some other physical location to be determined by the Debtors, or (c) virtually or at such other date, time, and location as designated by the Debtors, after consulting with the Consultation Parties (subject to Section X.C of the Bidding Procedures). If the Debtors conduct the Auction virtually, the Debtors will provide instructions setting forth how to attend the Auction to the participants and other attendees via electronic mail. The Debtors will provide notice (via electronic mail or otherwise) of any change in the date, time, or location of the

Auction to Qualified Bidders, and will cause publication of such change to occur on the website maintained by Kurtzman Carson Consultants LLC, d/b/a Verita Global, the Debtors' claims and noticing agent in these chapter 11 cases, located at <https://veritaglobal.net/BlockFills> (the "Verita Global Website").

One day after the conclusion of the Auction, the Debtors will file with the Court, serve on parties entitled to notice under Local Rule 2002-1(b), and cause to be published on the Verita Global Website, a notice setting forth the results of the Auction (the "Notice of Auction Results"), which will (a) identify each Successful Bidder and the Backup Bidder, if any; (b) include summaries of the material terms of the Successful Bid and Backup Bid, if any; and (c) set forth the Supplemental Sale Objection Deadline, the date, time, and location of the Sale Hearing, and any other relevant dates or other information necessary to reasonably apprise the parties of the outcome of the Auction.

If the Debtors determine not to hold an Auction on account of only receiving a single Qualified Bid, the Debtors will file with the Court, serve on parties entitled to notice under Local Rule 2002-1(b), and cause to be published on the Verita Global Website, a notice containing the following information, as applicable: (a) a statement that the Auction for the Assets has been canceled; (b) the identity of the Successful Bidder; (c) a summary of the material terms of the Successful Bid, if any, including any assumption and assignment of Contracts contemplated thereby; and (d) the date, time, and location of the Sale Hearing, if any. If the Debtors do not receive any Qualified Bids, the Debtors will file with the Court, serve on parties entitled to notice under Local Rule 2002-1(b), and cause to be published on the Verita Global Website, a notice containing the following information: (a) a statement that the Auction for the Assets has been canceled; and (b) a statement that the Sale Hearing has been canceled.

III. Objection Deadlines

All objections to a sale of the Assets, including objections (a) relating to the conduct of the Auction, (b) to the sale of the Assets free and clear of all liens, claims, interests, and encumbrances pursuant to section 363(f) of the Bankruptcy Code, and/or (c) to entry of any Sale Order (each such objection, a "Sale Objection") shall, by **no later than May 21, 2026, at 4:00 p.m. (prevailing Eastern Time)**, be filed with the Court and served on the Objection Notice Parties:

- proposed counsel for the Debtors: McDermott Will and Schulte LLP, 1000 N. West Street, Suite 1400, Wilmington, Delaware 19801, Attn: David R. Hurst (dhurst@mcdermottlaw.com), One Vanderbilt Avenue, New York, New York 10017, Attn: Darren Azman (dazman@mcdermottlaw.com), Joseph B. Evans (jbevans@mcdermottlaw.com), and R. Ethan Dover (edover@mcdermottlaw.com), 333 SE 2nd Avenue, Suite 4500, Miami, Florida 33131, Attn: Gregg Steinman (gsteinman@mcdermottlaw.com), and 444 West Lake Street, Suite 4000 Chicago, Illinois 60606, Attn: Catherine Bloomberg (cbloomberg@mcdermottlaw.com);
- proposed counsel for the Official Committee of Unsecured Creditors: Morris James LLP, 3205 Avenue North Blvd., Suite 100, Wilmington, Delaware 19803, Attn: Eric J. Monzo (emonzo@morrisjames.com), Tara

C. Pakrouh (tpakrouh@morrisjames.com), and Siena B. Cerra (scerra@morrisjames.com);

- the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Benjamin Hackman (benjamin.a.hackman@usdoj.gov);
- counsel to Celsius: White & Case LLP, 200 S. Biscayne Blvd., Suite 4900, Miami, Florida 33131-2352, Attn: Keith Wofford (kwofford@whitecase.com), Andrea Kropp (andrea.kropp@whitecase.com), 75 State Street Boston, Massachusetts 02019, Attn: Stephen Moeller-Sally (ssally@whitecase.com);
- if applicable, counsel for the relevant Successful Bidder; and
- if applicable, counsel for any relevant Backup Bidder(s).

IV. Sale Hearing

The Sale Hearing shall take place on **May 28, 2026, at 2:00 p.m. (prevailing Eastern Time)** before The Honorable Thomas M. Horan, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801.

Reservation of Rights to Modify Bidding Procedures

The Debtors reserve the right to, in their reasonable business judgment, subject to the prior written consent of the Consultation Parties (subject to Section X.C of the Bidding Procedures) and in a manner consistent with their fiduciary duties and applicable law, (a) modify the Bidding Procedures, including to, among other things, extend or waive deadlines or other terms and conditions set forth herein; and adopt new rules and procedures for conducting the bidding and Auction process so long as any such modifications are disclosed to all Prospective Bidders and Qualified Bidders, as applicable; or (b) otherwise modify the Bidding Procedures to further promote competitive bidding for and maximize the of value of the Assets, in each case, to the extent not materially inconsistent with the Bidding Procedures or the Bidding Procedures Order.

Additional Information

Copies of the Motion, the Bidding Procedures Order and the Bidding Procedures may be obtained free of charge by visiting the Verita Global Website located at <https://veritaglobal.net/BlockFills>.

FAILURE TO ABIDE BY THE BIDDING PROCEDURES, THE BIDDING PROCEDURES ORDER OR ANY OTHER APPLICABLE ORDER OF THE COURT ENTERED IN THE CHAPTER 11 CASES MAY RESULT IN THE REJECTION OF YOUR BID AND YOUR DISQUALIFICATION FROM PARTICIPATING IN THE BIDDING FOR AND AUCTION OF ANY OF THE DEBTORS' ASSETS.

THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER, INCLUDING THE FAILURE TO FILE ANY SUCH OBJECTION BY THE APPLICABLE OBJECTION DEADLINE, SHALL FOREVER BAR SUCH PERSON OR ENTITY FROM ASSERTING, AT THE SALE HEARING OR THEREAFTER, ANY SUCH OBJECTION TO THE RELIEF REQUESTED IN THE MOTION, THE CONSUMMATION OF ANY APPLICABLE SALE, INCLUDING THE SALE OF ANY ASSETS TO A SUCCESSFUL BIDDER FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES PURSUANT TO SECTION 363(f) OF THE BANKRUPTCY CODE OR THE TERMS OF ANY ASSET PURCHASE AGREEMENT EXECUTED BY THE DEBTORS.

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Dated: April 15, 2026
Wilmington, Delaware

MCDERMOTT WILL & SCHULTE LLP

/s/ David R. Hurst

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*Proposed Counsel for Debtors
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