



Attn: Trading and Market Making/Legal and Compliance/Operations/Systems
UNIFORM PRACTICE ADVISORY (UPC #22-24) 5/3/2024
Nogin, Inc. (NOGNQ, NOGWQ)

Notice has been received that the above Company's Joint Chapter 11 Plan became effective on 5/3/2024. Pursuant to the plan, On the Effective Date, On the Effective Date, Equity Interests shall be cancelled, released, and extinguished, and be of no further force or effect, whether surrendered for cancellation or otherwise; *provided, however, that*, in the event the Debtors consummate an Equity Sale Transaction pursuant to an Equity Purchase Agreement, the Reorganized Debtors' corporate structure shall be reflected in the Restructuring Steps Memorandum and shall not otherwise be adversely affected by the Plan.

Pursuant to the Plan, except to the extent a Holder of an Allowed Senior Notes Claim agrees to less favorable treatment, in full and final satisfaction of their Allowed Senior Notes Claims, on the Effective Date, Holders of Allowed Senior Notes Claims shall receive their Pro Rata share of the Senior Notes Recovery. Please consult the company's Joint Chapter 11 Plan for further details.¹

Issuer	Security Description	CUSIP	Cash Distribution per \$1000 PA
Nogin, Inc.	7% Convertible Senior Note 144A	65528NAA3	\$238.461538

Members are reminded of their obligations under FINRA Rule 2111 if they continue to engage in transactions in the above security after the effective date.

Pursuant to FINRA Rule 11530, members are advised that, among other things, in contracts for securities where a public announcement or publication of general circulation discloses that the securities have been deemed worthless, deliveries shall consist a) the worthless securities or; or b) a Letter of Indemnity which shall grant the purchaser any rights and privileges which might accrue to the holders of the physical securities. Such deliveries shall operate to close-out the contract and shall be settled at the existing contract price pursuant to FINRA Rule 11530.

Questions regarding this notice should be directed to: FINRA Market Operations- 1-866-7760800.

¹ See e.g., *In re: Nogin, Inc. et al., Debtors. Chapter 11 Case No. 23-11945 (CTG) & Joint Chapter 11 Plan of Nogin, Inc and Its Debtor Affiliates*