

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
<b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b> <b>SHERMAN, SILVERSTEIN, KOHL, ROSE &amp; PODOLSKY, P.A.</b> Arthur J. Abramowitz Ross J. Switkes 308 Harper Drive, Suite 200 Moorestown, NJ 08057 Tel: (856) 662-0700 Email: aabramowitz@shermansilverstein.com rswitkes@shermansilverstein.com	<b>STEPTOE</b> Timothy W. Walsh (admitted <i>pro hac vice</i> ) Steven Davidson (admitted <i>pro hac vice</i> ) Zach Song 1114 Avenue of the Americas New York, NY 10036 Tel: (212) 506-3900 Email: twwalsh@steptoe.com sdavidson@steptoe.com zsong@steptoe.com
<i>Co-Counsel to ACE Engineering</i>	<i>Co-Counsel to ACE Engineering</i>
In re:  POWIN, LLC, <i>et al.</i> ,  Debtors. <sup>1</sup>	Chapter 11  Case No. 25-16137 (MBK)  (Jointly Administered)  Honorable Michael B. Kaplan, U.S.B.J.

**NOTICE OF QUALIFIED VOTE IN FAVOR OF  
CONFIRMING THE CHAPTER 11 PLAN AND PRESERVATION OF RIGHTS**

ACE Engineering & Co., Ltd. (“ACE”), by its undersigned counsel Steptoe LLP, files this *Notice of Qualified Vote in Favor of Confirming the Chapter 11 Plan and Preservation of Rights* (the “Notice”) regarding confirmation of the above-captioned Debtors’ *Joint Chapter 11 Combined Plan and Disclosure Statement* [Dkt. 914] (the “Plan”), stating the following:

1. ACE timely filed Claim Number 434 in the total amount of \$110,337,643.48 (the “Claim”).

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<sup>1</sup> The “Debtors” in these “Chapter 11 Cases”, along with the last four digits of each Debtor’s federal tax identification number, are: (i) Powin Project LLC [1583], (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [5241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [2495], (ix) Powin Energy Operating, LLC [6487]. The Debtors’ mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.



2. The Claim asserts an administrative expense claim stemming from reclamation damages in the amount of \$13,520,599.26 (the “Administrative Claim”).

3. ACE, the Debtors, and the Official Committee of Unsecured Creditors of the Debtors (the “Committee”) entered into that certain *Settlement Agreement* on November 17, 2025, settling the Administrative Claim and modifying the Claim, pursuant to which ACE must timely submit a ballot for each class in which it is entitled to vote accepting the Plan (subject to approval of the Settlement Agreement).

4. On November 17, 2025, the Debtors filed that certain *Expedited Motion of the Debtors for Entry of an Order (I) Authorizing and Approving Settlement Agreement; and (II) Granting Related Relief* (the “Motion”), moving the Court to authorize and approve the Settlement Agreement.

5. On November 18, 2025, ACE timely submitted a ballot accepting the Plan in each class in which it is entitled to vote (the “Votes”). The Votes were made strictly contingent upon the Court’s approval of the Motion and authorization of the Settlement Agreement.

6. The Committee and the Debtors were explicitly made aware that the Votes are contingent on approval during the negotiation of the Settlement Agreement. The Debtors and the Committee both explicitly approved the contingent nature of the Votes.

7. The Debtors and the Committee were explicitly made aware that ACE would vote against the confirmation of the Plan in the event that the Settlement Agreement and corresponding Motion were not authorized and approved by the Court.

8. For the avoidance of all doubt, ACE’s Votes in favor of the Plan are cast only in the event that the Settlement Agreement and the Motion are authorized and approved.

9. In the event that the Settlement Agreement and Motion are not authorized and approved, ACE reserves the right to either (a) amend the Votes, replacing them with votes against the confirmation of the Plan, or (b) to rescind the Votes altogether.

Dated: November 18, 2025

By: /s/ Arthur J. Abramowitz  
Arthur J. Abramowitz  
Ross J. Switkes  
**SHERMAN, SILVERSTEIN,  
KOHL, ROSE & PODOLSKY, P.A.**  
308 Harper Drive, Suite 200  
Moorestown, NJ 08057  
Tel: (856) 662-0700  
Email: aabramowitz@shermansilverstein.com  
rswitkes@shermansilverstein.com

-and-

Timothy W. Walsh  
**STEPTOE LLP**  
1114 Avenue of the Americas  
New York, NY 10036  
Telephone: (212) 506-3900  
Email: twwalsh@steptoe.com

*Co-Counsel for ACE Engineering & Co., Ltd.*