

Objection Deadline: November 18, 2025 at 4:00 p.m. (Prevailing Eastern Time)

Hearing Date: November 25, 2025 at 11:30 a.m. (Prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

Chapter 11

Powin, LLC, *et al.*,¹

Case No. 25-16137 (MBK)

Debtors.

(Jointly Administered)

**NOTICE OF (I) COMBINED HEARING TO CONSIDER
APPROVAL OF DISCLOSURE STATEMENT ON FINAL BASIS AND PLAN
CONFIRMATION AND (II) RELATED VOTING AND OBJECTION DEADLINE**

PLEASE TAKE NOTICE that on June 9, 2025 and thereafter (the “Petition Date”), Powin, LLC and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in the above captioned chapter 11 cases (the “Chapter 11 Cases”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that on October 14, 2025, the Bankruptcy Court entered an order [Docket No. 939] (the “Solicitation Procedures Order”) (a) conditionally approving the *Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Powin, LLC and Affiliates Thereof and the Official Committee of Unsecured Creditors* [Docket No. 914, 942] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the “Combined Plan and Disclosure Statement” or the “Plan”),² solely as it relates to the disclosures contained therein, as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code, pending final approval at the Combined Hearing (as defined below); (b) authorizing the Debtors and the Official Committee of Unsecured Creditors (together, the “Plan Proponents”) to solicit acceptances for the Combined Plan and Disclosure Statement; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan or final approval of the Disclosure Statement.

PLEASE TAKE FURTHER NOTICE that the hearing at which the Bankruptcy Court will consider final confirmation of the Combined Plan and Disclosure Statement (the “Combined Hearing”) will commence on **November 25 at 11:30 a.m. (prevailing Eastern Time)**, or such other time that the

¹ 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]; (x) Powin Energy Storage 2, Inc., [9926]; (xi) Powin Energy Ontario Storage II LP, [5787]; and (xii) Powin Canada B.C. Ltd. [2239]. Powin, LLC has formally changed its name to BESS RemainCo, LLC. The Debtors intend to file a motion seeking to amend the case caption in these proceedings to reflect such name change.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Combined Plan and Disclosure Statement.

Bankruptcy Court determines, before the Honorable Michael B. Kaplan, United States Bankruptcy Judge, Clarkson S. Fisher United States Courthouse, 402 East State Street, Second Floor, Courtroom 8, Trenton, NJ 08608.

PLEASE TAKE FURTHER NOTICE that the Combined Hearing will be conducted **as a hybrid hearing, either in person or via Zoom for Government**. Parties wishing to present argument **must** be present in the Courtroom. Counsel who do not intend to argue but who wish to observe, or counsel who do not intend to argue but wish to have speaking capabilities, if necessary, to preserve their rights, or counsel with unavoidable conflicts or extenuating circumstances, may request to appear remotely by sending an email to Chambers (chambers_of_mbk@njb.uscourts.gov) indicating the name of the person appearing, their email address, their affiliation, and whom they represent or their interest in these Chapter 11 Cases. If the request is approved, the participant will receive appropriate credentials and further instruction.

PLEASE TAKE FURTHER NOTICE that the Combined Hearing may be continued from time to time by the Bankruptcy Court or the Plan Proponents **without further notice** other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on all parties entitled to notice.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **October 10, 2025** (the “Voting Record Date”), which is the date for determining which certain Holders of Claims are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is on **November 18, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan, you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors’ voting agent Verita Global (the “Voting Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

Creditors Entitled to Vote. Only Holders of Allowed Claims in Class 3 (WARN Act Claims), Class 4 (Settled Priority Claims), and Class 5 (General Unsecured Claims) are entitled to vote to accept or reject the Plan. Holders of Claims in Class 1 (Priority Non-Tax Claims) and Class 2 (Other Secured Claims) are **unimpaired** and are **not** entitled to vote on the Plan, because such Claims and Interests deemed to accept the Plan on account of such unimpaired status. Holders of Claims and Interests in Class 6 (Intercompany Claims) and Class 7 (Interests) (together, with Holders of Claims in Class 1 and Class 2, the “**Non-Voting Classes**”) are **not** entitled to vote on the Plan because such Holders are not receiving or retaining any value under the Plan and, thus, are deemed to reject the Plan. Creditors in Non-Voting Classes will **not** receive a Ballot and are receiving this notice for informational purposes to provide notice of the Combined Hearing, the Combined Objection Deadline, the Third Party Release provided for in Section 15.2(b) of the Plan (which applies to **all** Holders of Claims, whether or not they are entitled to vote on the Plan), and instructions for how to opt-out of such Third Party Release.

Third Party Release. Section 15.2 of the Plan provides that all Holders of Claims (whether or not entitled to vote on the Plan) who **DO NOT OPT OUT** of the Third Party Release set forth in section 15.2(b) of the Plan **will be releasing certain parties involved in the Chapter 11 Cases. IN ORDER TO OPT OUT:**

- Holders of Claims in Classes 3, 4 and 5 will receive a Ballot containing a section (Item 4) allowing them to opt out of the Third Party Release contained in the Plan. In order to validly opt out of the Third Party Release, Holders of Claims in Classes 3, 4 and 5 **must** complete the opt out election in Item 4 of their Ballot and submit it in accordance with the instructions set forth in the Ballot. **Creditors who vote to reject the Plan or abstain from voting on the Plan and do not complete the opt out election in Item 4 of their Ballot will be considered a Releasing Party in relation to the Third Party Release under the Plan and will be bound by the Third Party Release.**
- Holders of Claims in Non-Voting Classes will receive a Release Opt-Out Election Form allowing them to opt out of the Third Party Release in the Plan. In order to validly opt out of the Third Party Release, Holders of Claims in Non-Voting Classes **must** complete the Release Opt-Out Election Form and submit it in accordance with the instructions set forth in the Release Opt-Out Election Form. **Holders of Claims in Non-Voting Classes who fail to timely submit the Release Opt-Out Election Form will be considered a Releasing Party in relation to the Third Party Release under the Plan and will be bound by the Third Party Release.**

**CRITICAL INFORMATION REGARDING OBJECTING
TO THE COMBINED PLAN AND DISCLOSURE STATEMENT**

Objection Deadline. The deadline for filing objections to the Combined Plan and Disclosure Statement or the adequacy of the disclosures contained therein is **November 18, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the “Confirmation Objection Deadline”). All objections to the relief sought at the Combined Hearing **must**: (a) be in writing; (b) state in particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the *General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents* dated March 27, 2002 (the “General Order”) and the *Commentary Supplementing Administrative Procedures* dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties-in-interest, if not otherwise filed with the Clerk of the Court electronically, via hard copy, and shall be served in accordance with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before the Combined Objection Deadline:

- (a) The Debtors c/o Uzzi & Lall, One Liberty Plaza, 165 Broadway 23rd Floor, New York, NY (Attn: Gerard Uzzi, guzzi@uzzilall.com);
- (b) Counsel to the Debtors, Dentons US LLP, 601 S. Figueroa Street, Suite 2500, Los Angeles, CA 90018 (Attn: Tania M. Moyron, tania.moyron@dentons.com, and Van C. Durrer II, van.durrer@dentons.com);
- (c) Counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119 (Attn: Frank A. Oswald, frankoswald@teamtogut.com);
- (d) Counsel for the Official Committee of Unsecured Creditors, Brown Rudnick LLP, Seven Times Square, New York, NY 10036 (Attn: Robert J. Stark, rstark@brownrudnick.com, Kenneth Aulet, kaulet@brownrudnick.com, and Bennett S. Silverberg, bsilverberg@brownrudnick.com);

- (e) Counsel for the Official Committee of Unsecured Creditors, Genova Burns LLC, 110 Allen Road, Suite 304, Basking Ridge, NJ 07920 (Attn: Daniel M. Stolz, dstolz@genovaburns.com); and
- (f) The Office of the United States Trustee, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, NJ 07102 (Attn: Jeffrey M. Sponder, jeffrey.m.sponder@usdoj.gov).

ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. RESPONSES OR OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. If you should have any questions about the Solicitation Package or if you would like to obtain paper copies or additional copies of the solicitation materials, please contact the Debtors' Voting Agent by: (a) visiting the Debtors' case website at: <https://www.veritaglobal.net/powin> (where you can obtain electronic copies of all documents filed with the Bankruptcy Court for free); (b) writing to the Voting Agent at Powin Ballot Processing c/o KCC d/b/a Verita Global, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) calling the Voting Agent at (866) 507-8031 (U.S./Canada) or (781) 575-2122 (International); (d) emailing powininfo@veritaglobal.com (with "In re Powin, LLC – Solicitation Inquiry" in the subject line); or (e) submitting an inquiry to the Voting Agent at: <https://www.veritaglobal.net/powin/inquiry>. You may also obtain copies of any pleadings filed with the Court by visiting the Bankruptcy Court's website at <https://njb.uscourts.gov/> (in accordance with the procedures and fees set forth therein). Please be advised that the Voting Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to the Plan, the interpretation or meaning of any of the provisions contained therein, or whether you should vote to accept or reject the Plan, and will not provide you with any legal or financial advice in connection with the Plan.

Filing the Plan Supplement. The Plan Proponents will file the Plan Supplement (as defined in the Plan) no later than **November 7, 2025** and will serve notice on all Holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) include a copy of the Plan Supplement.

BINDING NATURE OF THE PLAN

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER RECEIVES OR RETAINS ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, VOTED TO REJECT THE PLAN, OR IS NOT ENTITLED TO VOTE ON THE PLAN.

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Dated: October 15, 2025

POWIN, LLC, *et al.*
Debtors and Debtors in Possession
By their Counsel
DENTONS US LLP,

/s/ Tania A. Moyron

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