

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

EIGER BIOPHARMACEUTICALS, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-80040 (SGJ)

(Jointly Administered)

NOTICE OF SALE, BID PROCEDURES, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE:

On April 1, 2024 (the “Petition Date”), the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas (the “Court”).

On April 1, 2024, the Debtors filed a motion [Docket No. 13] (the “Bid Procedures Motion”) with the Court seeking entry of orders, among other things: (i)(a) approving the proposed bid procedures (the “Bid Procedures”) in connection with the Sale Transaction(s) of the Assets, (b) authorizing the Debtors to select Sentyln Therapeutics, Inc. or its designee as the Zokinvy Stalking Horse Purchaser substantially along the terms defined in the Zokinvy Stalking Horse APA, and approving Bid Protections relating to the Zokinvy Stalking Horse Purchaser; (c) approving the Bid Protections relating to the Remaining Assets Stalking Horse Purchaser(s), if any; (d) establishing the dates and deadlines relating to the Zokinvy Bid Deadline and the Remaining Asset Bid Deadline, Auction(s), and a Sale Hearing(s), (e) approving the form and manner of the notice of the Sale Transaction(s), the Bid Deadline(s), the Auction(s), and the Sale Hearing(s) (the “Sale Notice”), (f) approving the assumption and assignment procedures for any executory contracts or unexpired lease to be assumed by the Debtors in connection with the Sale Transaction(s), if any (the “Designated Contracts”) (the “Assignment and Assumption Procedures”), and (g) approving the form and manner of the potential assignment and assumption notice (the “Assignment Notice”), and (ii) granting related relief.

On April 5, 2024 the Court entered the *Order (I)(A) Approving the Bid Procedures; (B) Authorizing the Debtors to Select Sentyln Therapeutics, Inc. as the Zokinvy Stalking Horse Purchaser & Approving Bid Protections; (C) Approving the Bid Protections Relating to the Remaining Assets Stalking Horse Purchaser(s), if Any; (D) Establishing Bid Deadlines, Auction(s), and Sale Hearing(s); (E) Approving the Form and Manner of Sale Notice; (F) Approving Assignment and Assumption Procedures; (G) Approving the Form and Manner of*

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are: Eiger BioPharmaceuticals, Inc. (1591); EBPI Merger Inc. (9986); EB Pharma LLC (8352); Eiger BioPharmaceuticals Europe Limited (N/A); and EigerBio Europe Limited (N/A). The Debtors’ service address is 2155 Park Boulevard, Palo Alto, California 94306.

Potential Assumption and Assignment Notice; (II)(A) Authorizing the Sale of the Assets Free and Clear; and (B) Approving the Assumption and Assignment of Designated Contracts; And (III) Granting Related Relief [Docket No. 94] (the “Bid Procedures Order”),² which, among other things, establishes key dates and deadlines related to the Auction for, and the Sale of, the Assets. **All interested bidders and parties in interest in the chapter 11 case should carefully read the Bid Procedures Order and the Bid Procedures in their entirety.**

Participation in the Sale Process

The Bid Procedures set forth the requirements for submitting a Qualified Bid and any person interested in making an offer to purchase the Assets must strictly comply with the Bid Procedures. Only Qualified Bids will be considered by the Debtors in accordance with the Bid Procedures.

Any interested bidder should contact SGG as soon as practicable.

Important Dates and Deadlines³

The Bid Procedures include a number of dates and deadlines that must be strictly complied with, only a few of which are highlighted here:

- **Bid Deadline.** The deadline to submit a qualified Bid for the Zokinvy Sale Transaction assets is **April 15, 2024, at 4:00 p.m.** (prevailing Central Time).
- **Auction.** The Auction (if any) for the Zokinvy Sale Transaction assets will commence on **April 17, 2024, at 9:00 a.m.** (prevailing Central Time) (which date may be modified by the Debtors in their business judgment with the consent of the Administrative Agent) virtually or at such other place as agreed by the Debtors, the Administrative Agent, and Committee, or approved by order of the Court, and of which the Debtors will notify the Auction Participants.
- **Deadline to Object to the Sale.** Objections to the Zokinvy Sale Transaction (or the assumption and assignment of any Designated Contract) must be filed with the Court by **April 16, 2024, at 4:00 p.m.** (prevailing Central Time) and otherwise meet the requirements set forth in the Bid Procedures Order.
- **Sale Hearing.** A hearing to consider approval of the proposed Zokinvy Sale Transaction will be held before the Court on **April 23, 2024, at 9:30 a.m.** (prevailing Central Time) at 1100 Commerce St., Dallas, TX 75242 Courtroom 1. **Participation in the hearing may be in person or by an audio and video connection, as set forth in the Bid Procedures Motion.**

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Bid Procedures Motion, the Bid Procedures, and the Bid Procedures Order, as applicable.

³ The following dates and deadlines may be extended by the Debtors by filing a notice with the Court, pursuant to the Bid Procedures.

Consequences of Failing to Timely Assert an Objection

Except as otherwise ordered by the Court, any party or entity that fails to timely make an objection to the Sale(s) on or before the objection deadline in accordance with the Bid Procedures Order and this notice shall be forever barred from asserting any objection to the Sale, including with respect to the transfer of the assets free and clear of all liens, claims, encumbrances, and other interests.

No Successor Liability

By the Bid Procedures Motion, the Debtors are seeking to transfer the Assets to the Winning Bidder(s) free and clear of, among other things, any claim arising from any conduct of the Debtors prior to the closing of the Sale(s), whether known or unknown, due or become due, accrued, absolute, contingent or otherwise, so long as such claim arises out of or relates to events occurring prior to the closing of the Sale(s). The Debtors are requesting the Court order that, as a result of the Sale(s), the Winning Bidder will not be a successor to the Debtors by reason of any theory of law or equity and the Winning Bidder will have no liability, except as expressly provided in the definitive documentation for the Sale, for any liens, claims, encumbrances, and other interests against or in the Debtors or their assets under any theory of law including successor liability theories.

Dated: April 5, 2024
Dallas, Texas

SIDLEY AUSTIN LLP

/s/ Thomas R. Califano

Thomas R. Califano (TX Bar No. 24122825)
William E. Curtin (*pro hac vice* pending)
Anne G. Wallace (*pro hac vice* pending)
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599
Email: tom.califano@sidley.com
wcurtin@sidley.com
anne.wallice@sidley.com

and

Charles M. Persons (TX Bar No. 24060413)
2021 McKinney Avenue, Suite 2000
Dallas, Texas 75201
Telephone: (214) 981-3300
Facsimile: (214) 981-3400
Email: cpersons@sidley.com

*Proposed Attorneys for the Debtors and Debtors
in Possession*