

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
: :
PROTEUS DIGITAL HEALTH, INC., : Case No. 20-11580 (BLS)
: :
Debtor.¹ : :
: :
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NOTICE OF DEADLINE FOR FILING OF (I) PROOFS OF CLAIM, INCLUDING CLAIMS
ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE AND
(II) CERTAIN ADMINISTRATIVE CLAIMS

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE A CLAIM AGAINST THE DEBTOR IN THE ABOVE-CAPTIONED CASE. YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

TO: ALL POTENTIAL HOLDERS OF CLAIMS AGAINST THE DEBTOR

Please take notice that on June 15, 2020 (the "Petition Date"), the debtor in the above-captioned case (the "Debtor") filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") with the United States Bankruptcy Court for the District of Delaware (the "Court").

Please take further notice that on August 7, 2020, the Court entered an order [Docket No. 179] (the "Bar Date Order")² establishing **September 25, 2020 at 5:00 p.m. (prevailing Eastern Time)** (the "General Bar Date") as the last date and time for each person or entity to file a Proof of Claim in the Chapter 11 Case (the "Proof of Claim" or "Proofs of Claim," as applicable); provided that, solely with respect to a governmental unit, the last date and time for such governmental unit to file a Proof of Claim in the Chapter 11 Case is **December 14, 2020 at 5:00 p.m. (prevailing Eastern Time)** (the "Governmental Bar Date"). For your convenience, enclosed with this Notice is a Proof of Claim form (the "Proof of Claim Form").

Please take further notice that pursuant to the Bar Date Order, the Court has established **September 25, 2020 at 5:00 p.m. (prevailing Eastern Time)** (the "Administrative Claims Bar Date") as the last date and time for all claimants to file a request for payment of certain Administrative Claims (defined herein) arising on or before August 15, 2020.

¹ The last four digits of the Debtor's taxpayer identification number are 2680. The Debtor's corporate headquarters is located at 2600 Bridge Parkway, Redwood City, California 94065.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.



THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTOR OR THAT THE DEBTOR BELIEVES THAT YOU HAVE A CLAIM AGAINST THE DEBTOR.

Please take further notice that the Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all Claims (the holder of any such Claim, a “claimant”) that arose, or are deemed to have arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, without limitation, Claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code, no matter how remote or contingent.

As used in this Notice, the term “creditor” has the meaning given to it in section 101(10) of the Bankruptcy Code, and includes all persons, entities, estates, trusts, governmental units and the United States Trustee. In addition, the terms “persons,” “entities” and “governmental units” are defined in sections 101(41), 101(15) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “Claim” or “Claims” has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtor: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

ALL CLAIMS (OTHER THAN ADMINISTRATIVE CLAIMS)

A. PROOFS OF CLAIM AND MANNER OF FILING

Except as otherwise provided herein, any person or entity that has or seeks to assert a Claim which arose, or is deemed to have arisen, prior to the Petition Date, including, without limitation, a Claim under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE** in order to potentially share in the Debtor’s estate. For the avoidance of doubt, pursuant to Bankruptcy Rule 3003(c)(2), any claimant who asserts a Claim that arose, or is deemed to have arisen, prior to the Petition Date and whose Claim is either (a) not listed on the Debtor’s Schedules or (b) is listed on the Schedules as disputed, contingent or unliquidated, shall be required to file a Proof of Claim on or prior to the applicable Bar Date in order to potentially share in the Debtor’s estate. Under the Bar Date Order, the filing of an original, written Proof of Claim Form, or the electronic submission of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority Claims under section 503(b)(9) of the Bankruptcy Code. All other administrative Claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by Proof of Claim. **Claims under section 503(b)(9) of the Bankruptcy Code must be filed by the General Bar Date.** Acts or omissions of the Debtor that occurred or arose before the Petition Date may give rise to Claims that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent or have not become fixed or liquidated prior to or as of the Petition Date.

i. Claims for Which A Proof of Claim Need Not be Filed

Notwithstanding the above, holders of the following Claims are not required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- (a) any person or entity that has already filed a properly supported and executed Proof of Claim against the Debtor with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware in a form substantially similar to the Proof of Claim Form;

- (b) any person or entity (i) whose claim is listed in the Schedules or any amendments thereto, and (ii) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” and (iii) who does not dispute the amount, priority, or characterization of its claim (including that the claim is an obligation of the Debtor against which the claim is scheduled) as set forth in the Schedules;
- (c) any person or entity whose claim has previously been allowed by order of the Court, including those claims specifically allowed pursuant to the *Final Order Under 11 U.S.C. §§ 105, 361, 362, 363, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtor to Use Cash Collateral, (II) Granting Adequate Protection to Secured Lender, and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b)* [Docket No. 124];
- (d) any person or entity that holds a claim for which specific deadlines other than the Bar Dates have been fixed by an order of the Court entered on or prior to the applicable Bar Date;
- (e) current and former employees, officers and directors of the Debtor who were employed by the Debtor on the Petition Date and who are listed in the Schedules as having a contingent and/or unliquidated claim; *provided, however*, that to the extent the Debtor amends the Schedules to fix the amount of such claim, such employee, officer or director must file a Proof of Claim, if necessary, by the Amended Schedules Bar Date; *provided, further*, that any former employee, officer or director of the Debtor who was not employed by the Debtor on the Petition Date must file Proofs of Claim on or before the General Bar Date unless another exception in this paragraph applies;
- (f) any present or former employee of the Debtor, solely with respect to any claim based on the payment of an obligation arising in the ordinary course of business as a wage, commission or benefit and previously authorized to be paid by the interim and final orders granting the *Debtor’s Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105(a), 363, 507(a), 541, 1107(a) and 1108, Fed. R. Bankr. P. 6003 and 6004, to, Inter Alia, (I) Authorize, But Not Direct, the Debtor to Pay Prepetition Wages, Compensation and Employee Benefits; (II) Authorize, But Not Direct, the Debtor to Continue Certain Employee Benefit Programs in the Ordinary Course; (III) Authorize All Banks to Honor Prepetition Checks for Payment of Prepetition Employee Obligations; and (IV) Grant Other Related Relief.* [Docket No. 3];
- (g) any entity whose claim asserts a right to payment or performance solely against a non-Debtor affiliate of the Debtor;
- (h) any person or entity whose claim has already been paid in full by the Debtor in accordance with the Bankruptcy Code or in accordance with an order of the Court;
- (i) any wholly-owned, direct or indirect non-debtor subsidiary or affiliate of the Debtor asserting a claim against the Debtor; and
- (j) any person or entity whose claim has been allowed by an order of the Court entered on or before the applicable Bar Date.

Please take notice that any claimant exempted from filing a Proof of Claim for a claim as described in the list above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions described in the list above.

ii. Claims Arising from Rejected Executory Contracts or Unexpired Leases

Any person or entity that holds a Claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days from the date that the Debtor provide written notice of the rejection date to the affected creditor (unless the order authorizing such rejection provides otherwise) (the “Rejection Bar Date”).

iii. Amendment to the Schedules

You may be listed as the holder of a Claim in the Schedules. The Schedules are available free of charge on KCC’s website at <http://www.kccllc.net/proteus>. If you rely on the Schedules, it is your responsibility to determine that your Claim is accurately listed in the Schedules. As described above, if (a) you agree with the nature, amount and status of your Claim as listed in the Schedules and (b) your Claim is NOT described as “disputed,” “contingent,” or “unliquidated,” then you are not required to file a Proof of Claim in this Chapter 11 Case with respect to such Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice and the Bar Date Order.

If the Debtor amends its Schedules, then the Bar Date for those creditors affected by any such amendment shall be the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days from the date that the Debtor provided written notice to the affected creditor that the Schedules have been amended (the “Amended Schedules Bar Date” and, together with the General Bar Date, Governmental Bar Date, and Rejection Bar Date, the “Bar Dates,” and each a “Bar Date”).

B. WHEN AND WHERE TO FILE PROOFS OF CLAIM

All claimants must submit (by overnight mail, courier service, hand delivery, regular mail or in person) an original, written Proof of Claim that substantially conforms to the Official Bankruptcy Form No. B410 or the enclosed Proof of Claim Form so as to be **actually received** by Kurtzman Carson Consultants LLC (“KCC”), the Debtor’s claims and noticing agent, by no later than 5:00 p.m. (Prevailing Eastern Time) on or before the applicable Bar Date at the following address:

Proteus Digital Health Claims Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

Alternatively, claimants may submit a Proof of Claim electronically through the electronic Claims filing system available at <https://epoc.kccllc.net/proteus>.

Proofs of Claim will be deemed timely filed only if actually received by KCC on or before the applicable Bar Date. Proofs of Claim may not be delivered by facsimile, teletype, or electronic mail transmission. Any facsimile, teletype, or electronic mail submissions will not be accepted and will not be deemed filed until a Proof of Claim is submitted to KCC by overnight mail, courier service, hand delivery, regular mail or in person or through the electronic filing system described above. Claimants wishing to receive acknowledgment that their original, written Proofs of Claim were received by KCC must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to KCC).

C. CONTENTS OF A PROOF OF CLAIM

As noted above, the Debtor is enclosing a Proof of Claim Form for use in this Chapter 11 Case, or you may use another Proof of Claim form that substantially conforms to Official Bankruptcy Form No. B410. The Proof of Claim Form is available free of charge on KCC's website at <http://www.kccllc.net/proteus>.

If your Claim listed in the Debtor's Schedules, the Proof of Claim Form sent to you will indicate how the Debtor has scheduled your Claim in the Schedules, including (a) the amount of the scheduled Claim, if any; (b) whether the Claim is listed as disputed, contingent, or unliquidated; and (c) whether the Claim is listed as a secured, unsecured priority, or unsecured non-priority Claim.

To be valid, your Proof of Claim **MUST**: (a) be signed by the claimant (which may be satisfied by electronic signature through the electronic Claims filing system described above); (b) be written in the English language; (c) be denominated in lawful currency of the United States; provided that Claims in foreign currency must state the amounts claimed in such foreign currency and must also convert each such amount to United States dollars as of June 15, 2020; (d) conform substantially to the enclosed Proof of Claim Form or Official Form B410; (e) set forth with specificity the legal and factual basis for the alleged Claim; and (f) include supporting documentation or an explanation as to why such documentation is not available. **You should redact any sensitive information from your supporting documentation prior to filing your Proof of Claim.**

If you are filing a Claim under section 503(b)(9) of the Bankruptcy Code, you must indicate in Box 13 of the Proof of Claim Form the amount of the Claim that arises under section 503(b)(9) of the Bankruptcy Code. For each Claim under section 503(b)(9) of the Bankruptcy Code, you must attach all documents supporting such Claim to the Proof of Claim Form and include a statement setting forth with specificity: (a) the value of the goods the claimant contends the Debtor received within twenty (20) days before the Petition Date; (b) documentation, including invoices, receipts, purchase orders, bills of lading, and the like, identifying the particular goods for which the claim is being asserted; and (c) a statement indicating (i) whether the value of such goods listed in the Proof of Claim Form represents a combination of services and goods, (ii) the percentage of value related to services and related to goods, and (iii) whether the claimant has been paid on account of any other claim against the Debtor regarding the goods underlying its Proof of Claim Form.

D. CONTINGENT CLAIMS

Acts or omissions of or by the Debtor that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by the Debtor, or goods provided to or by the Debtor, may give rise to Claims against the Debtor and its estate notwithstanding the fact that such Claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a Claim or potential Claim against the Debtor and its estate, no matter how remote, contingent, or unliquidated, **MUST** file a Proof of Claim on or before the applicable Bar Date.

ADMINISTRATIVE CLAIMS

Except as otherwise provided herein (including as provided above with respect to claims arising under section 503(b)(9) of the Bankruptcy Code), any person or entity that seeks payment on account of a claim against the Debtor for the costs and expenses of administration of the Chapter 11 Case arising on or prior to August 15, 2020 pursuant to sections 503(b) of the Bankruptcy Code and entitled to priority pursuant to sections 503(b) and 507(b) of the Bankruptcy Code ("Administrative Claims") **must file a request for payment of such Administrative Claim with the Court by the Administrative Claims Bar Date.**

Notwithstanding the above, holders of the following Administrative Claims need not file a request for payment of such Administrative Claims prior to the Administrative Claims Bar Date:

- (a) any Administrative Claims that (i) have been previously paid by the Debtor or (ii) have otherwise been satisfied;
- (b) any Administrative Claims that have been allowed by a prior order of the Court;
- (c) any Administrative Claims that have been incurred by professionals retained in this Chapter 11 Case pursuant to sections 327, 328, 330, 363 or 1103 of the Bankruptcy Code (including, for the avoidance of doubt, the Case Professionals) and whose Administrative Claims are for compensation for services rendered or for reimbursement of expenses and indemnification incurred in this Chapter 11 Case;
- (d) any fees payable to the U.S. Trustee under 8 U.S.C. § 1930 or accrued interest thereon arising under 31 U.S.C. § 3717;
- (e) any Administrative Claims (other than those described in (a)-(d) above) for goods or services that (i) the Debtor incurred and is payable in the ordinary course of business of the Debtor, and (ii) is *less than* \$100,000.00. For avoidance of doubt, any person or entity holding such an Administrative Claim that is \$100,000.00 or more shall file a request for payment by the Administrative Claims Bar Date; and
- (f) Administrative Claims held by a person or entity that are incurred after August 15, 2020.

Please take notice that any person or entity exempt from filing a request for payment of an Administrative Claim that falls within an exemption described in the list above must still properly and timely file a request for payment of any other Administrative Claim that does not fall within the exemptions described in the list above.

CONSEQUENCES FOR FAILURE TO FILE A PROOF OF CLAIM OR REQUEST FOR PAYMENT OF AN ADMINISTRATIVE CLAIM

Any claimant that is required to file a Proof of Claim and/or a request for payment on account of an Administrative Claim in this Chapter 11 Case pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order with respect to a particular Claim, but that fails to do so properly by the applicable Bar Date, shall be forever barred, estopped, and enjoined from: (a) asserting such Claim against the Debtor and its estate (or filing a Proof of Claim or a request for payment of an Administrative Claim with respect thereto), and the Debtor and its properties and estate shall be forever discharged from any and all indebtedness or liability with respect to such Claim and (b) voting upon, or receiving distributions under, any chapter 11 plan in the Chapter 11 Case or otherwise in respect of or on account of such Claim, and such person or entity shall not be treated as a creditor with respect to such Claim for any purpose in this Chapter 11 Case.

RESERVATION OF RIGHTS

Nothing contained in this Notice or the Bar Date Order is intended or should be construed as a waiver of any of the Debtor's rights, including without limitation, its rights to: (a) dispute, or assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Schedules as to the nature, amount, liability or classification thereof; (b) subsequently designate any scheduled Claim as disputed, contingent or unliquidated; or (c) otherwise amend or supplement the Schedules. In addition, nothing contained herein is intended or should be construed as an admission

of the validity of any Claim or an approval, assumption or rejection of any agreement, contract or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

ADDITIONAL INFORMATION

The Proof of Claim Form, the Bar Date Order, and all other pleadings filed in the Chapter 11 Case are available free of charge on KCC's website at <https://kccllc.net/proteus>. If you have questions concerning the filing or processing of Claims, you may contact the Debtor's claims and noticing agent, KCC, by e-mail at ProteusInfo@kccllc.com, or by calling the toll-free information line at (866) 967-1788 or, if calling from outside the United States or Canada, at (310) 751-2688.