

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

AN GLOBAL LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

NOTICE OF STALKING HORSE BID, BIDDING
PROCEDURES, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that, on September 1, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of: (I) an Order (A) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (B) Approving Certain Bidding Procedures, Bidding Protections, and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (C) Authorizing the Debtors to Enter Into the Stalking Horse APA, and (D) Granting Related Relief; and (II) an Order (A) Approving Asset Purchase Agreement, (B) Authorizing the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities and Permitted Encumbrances, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Granting Related Relief* [Docket No. 72] (the “Sale Motion”)² with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) seeking entry of an order, (a) approving the Bidding Procedures in connection with the sale of substantially all of the Debtors’ assets, as attached to the Bidding Procedures Order as Exhibit 1, (b) approving the form and manner of this notice, (c) scheduling an auction and sale hearing to consider approval of the proposed Transaction, (d) establishing procedures for the assumption and assignment of executory contracts and unexpired leases of the Debtors, (e) approving the sale of the Debtors’ assets free and clear, and (f) granting related relief.

1. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number or registration number in the applicable jurisdiction, are: AN Global LLC (5504); AgileThought, Inc. (2509); 4th Source Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria Em Tecnologia LTDA (01-42); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicios México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); AN UX, S.A. de C.V. (7A42); Cuarto Origen, S. de R.L. de C.V. (0IQ9); Entrepids México, S.A. de C.V. (OCYA); Entrepids Technology Inc. (No Tax ID); Facultas Analytics, S.A.P.I. de C.V. (6G37); Faktos Inc., S.A.P.I. de C.V. (3LLA); IT Global Holding LLC (8776); and QMX Investment Holdings USA, Inc. (9707). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.

2. Capitalized terms used in this notice but not otherwise herein defined have the meanings given to such terms in the Sale Motion or Bidding Procedures, as applicable.



PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of the Assets consistent with the bidding procedures (the “Bidding Procedures”) approved by the Bankruptcy Court by entry of an order on September 25, 2023 [Docket No. 132] (the “Bidding Procedures Order”). All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.³ Any interested bidder should contact Stephen Preefer (Stephen.Preefer@guggenheimpartners.com), Jim Suprenant (Jim.Suprenant@guggenheimpartners.com), and Scott Green (Scott.Green@guggenheimpartners.com) at Guggenheim Securities, LLC, the Debtors’ investment banker. A separate notice will be provided to counterparties to executory contracts and unexpired leases with the Debtors that may be assumed, assigned, and sold in connection with the Sale.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and timeframe specified by the Bidding Procedures, the Debtors will conduct an auction (the “Auction”) of the Assets on **November 13, 2023 at 11:00 a.m. (prevailing Eastern time)** at the offices of Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004 or on such other date and/or at such other location as determined by the Debtors in accordance with the Bidding Procedures and as to which the Debtors shall notify all Qualified Bidders.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sale at a hearing scheduled to commence on **November 16, 2023 at 11:00 a.m. (prevailing Eastern Time)** (the “Sale Hearing”) before the Honorable J. Kate Stickles, United States Bankruptcy Judge for the Bankruptcy Court for the District of Delaware, at 824 North Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order with respect to any objections to the Sale of the Assets, including, only in the event the Bankruptcy Court authorizes the Debtors to enter into the Stalking Horse APA at the Stalking Horse Hearing, any objections to the adequate assurance of future performance by the Stalking Horse Bidder in connection with the assumption, assignment and sale of Assigned Contracts, or any other objections to the relief requested in the Sale Motion *must*: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Bankruptcy Court and served so as to be **actually received on or before November 2, 2023 at 4:00 p.m. (prevailing Eastern Time)** by the following parties and any other party that has filed a notice of appearance in these Chapter 11 Cases:

3. To the extent of any inconsistencies between this notice and the Bidding Procedures or the Bidding Procedures Order, the Bidding Procedures or the Bidding Procedures Order, as applicable, shall govern in all respects.

Counsel to the Debtors	The United States Trustee
<p>Hughes Hubbard & Reed LLP One Battery Park Plaza, 16th Floor New York, NY 10004 Attn: Kathryn A. Coleman, Christopher Gartman & Elizabeth A. Beitler katie.coleman@hugheshubbard.com, chris.gartman@hugheshubbard.com & elizabeth.beitler@hugheshubbard.com</p> <p>Potter Anderson & Corroon LLP 1313 North Market Street, Sixth Floor P.O. Box 951 Wilmington, DE 19801-6108 Attn: Jeremy W. Ryan jryan@potteranderson.com</p>	<p>Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, DE, 19801 Attn: Benjamin Hackman benjamin.a.hackman@usdoj.gov</p>
Counsel to the Agent and Stalking Horse Bidder	Counsel to the Committee
<p>Ropes & Gray LLP 1211 Avenue of the Americas New York, NY 10036-8704 Attn: Gregg M. Galardi, Robb Tretter & Leonard Klingbaum Gregg.Galardi@ropesgray.com, Robb.Tretter@ropesgray.com & Leonard.Klingbaum@ropesgray.com</p> <p>Chipman Brown Cicero & Cole, LLP 1313 N. Market Street, Suite 5400 Wilmington, DE 19801 Attn: Mark L. Desgrosseilliers desgross@chipmanbrown.com</p>	<p>Pachulski Stang Ziehl & Jones LLP 919 N. Market Street, 17th Floor P.O. Box 8705 Wilmington, DE 19899-8705 Attn: Robert J. Feinstein, Bradford J. Sandler, Colin R. Robinson, Cia H. Mackle, & Edward C. Corma rfeinstein@pszjlaw.com bsandler@pszjlaw.com crobinson@pszjlaw.com cmackle@pszjlaw.com ecorma@pszjlaw.com</p>

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION:

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS’ ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion, the Bidding Procedures, the Bidding Procedures Order, as well as all related exhibits, including the Stalking Horse Purchase Agreement and the proposed Sale Order, are available free of charge on the Debtors’ restructuring website, <https://www.kccllc.net/AgileThought>.

[Remainder of page intentionally left blank]

Dated: September 26, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Gregory J. Flasser

Jeremy W. Ryan (No. 4057)

Gregory J. Flasser (No. 6154)

Sameen Rizvi (No. 6902)

POTTER ANDERSON & CORROON LLP

1313 North Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

E-mail: jryan@potteranderson.com

gflasser@potteranderson.com

srizvi@potteranderson.com

and

Kathryn A. Coleman

Christopher Gartman

Jeffrey S. Margolin

Elizabeth A. Beitler

HUGHES HUBBARD & REED LLP

One Battery Park Plaza

New York, NY 10004-1482

Telephone: (212) 837-6000

Facsimile: (212) 422-4726

Email: katie.coleman@hugheshubbard.com

chris.gartman@hugheshubbard.com

jeff.margolin@hugheshubbard.com

elizabeth.beitler@hugheshubbard.com

Proposed Counsel for the Debtors and Debtors-in-Possession