IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
ASCEND ELEMENTS, INC. *et al.*,[1]	)	Case No. 26-90440 (CML)
Debtors.	)	(Jointly Administered)

NOTICE OF AUCTION FOR THE SALE OF THE DEBTORS' ASSETS FREE AND CLEAR OF ANY AND ALL CLAIMS, INTERESTS AND ENCUMBRANCES

PLEASE TAKE NOTICE that on April 17, 2026, the United States Bankruptcy Court for the Southern District of Texas (the "Court") entered the *Order (A) Approving Bid Procedures, (B) Authorizing Designation of a Stalking Horse Bidder, (C) Scheduling an Auction, Related Deadlines, and a Sale Hearing, and (D) Granting Related Relief* [Docket No. 120] (the "Bid Procedures Order"),[2] authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to conduct a marketing and sale process, potentially including an auction (the "Auction"), to sell the Assets. The sale process and Auction, if any, will be governed by the Bid Procedures approved pursuant to the Bid Procedures Order and attached to the Bid Procedures Order as **Exhibit 1** (the "Bid Procedures"). ***All interested bidders should carefully read the Bid Procedures and the Bid Procedures Order***. To the extent that there are any inconsistencies between this notice and the Bid Procedures or the Bid Procedures Order, the Bid Procedures or the Bid Procedures Order, as applicable, shall govern in all respects.

Copies of the Bid Procedures Order and other related documents are available by visiting the Debtors' restructuring website at www.veritaglobal.net/ascend.

PLEASE TAKE FURTHER NOTICE that any person or entity who wishes to participate in the Auction must comply with the participation requirements, bid requirements, and other requirements set forth in the Bid Procedures. The Bid Deadline is **May 9, 2026 at 11:59 p.m. (prevailing Central Time)**. The Auction will be held on **May 12, 2026 at 10:00 a.m. (prevailing Central Time)**, or such other time and place as the Debtors determine. If the Auction is cancelled pursuant to the Bid Procedures, the Debtors will file a notice of cancellation of the Auction with the Court.

PLEASE TAKE FURTHER NOTICE that the Debtors expect to seek approval of the sale of the Assets at the Sale Hearing, which is presently scheduled to commence on **May 21, 2026 at 9:00 a.m. (prevailing Central Time)**, before United States Bankruptcy Judge,

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[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Ascend Elements, Inc. (2893) and Ascend Elements US, LLC (8309). The location of the Debtors' service address is: 133 Flanders Road, Westborough, MA 01581.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bid Procedures Order or the Bid Procedures as applicable.

Christopher M. Lopez in Courtroom 402 of the United States Bankruptcy Court, 515 Rusk Street, Houston, Texas 77002.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right in their reasonable business judgment to modify the Bid Procedures in accordance with the Bid Procedures and/or terminate discussions with any potential bidders.

PLEASE TAKE FURTHER NOTICE any objections to the proposed sale of the Debtors' assets, including (a) any objection to a sale of the Assets free and clear of all pledges, liens, security interests, encumbrances, claims, charges, options and other interests pursuant to section 363(f) of the Bankruptcy Code and (b) entry of any Sale Order, *must*: (i) be in writing; (ii) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (iii) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court and served on the Objection Notice Parties so as to be *actually received* no later than the date and time identified as the Sale Objection Deadline in the Bid Procedures Order and the Bid Procedures (the "Sale Objection Deadline"). The "Objection Notice Parties" are: (a) counsel for the Debtors, Norton Rose Fulbright US LLP, 1550 Lamar Street, Suite 2000, Houston, Texas 77010, Attn: Ryan Manns, Jason Blanchard, and Maria Mokrzycka; (b) the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Ha Nguyen (Ha.Nguyen@usdoj.gov) and Vianey Garza (Vianey.Garza@usdoj.gov); (c) counsel to the collateral agent for the CLN Noteholders; (d) counsel to the Senior Secured Holders; and (e) counsel for the official committee of unsecured creditors.

Consequences of Failing to Timely Make an Objection Any party or entity who fails to timely object by the Sale Objection Deadline *shall be forever barred* **from asserting any objection to the sale of the Debtors' assets free and clear of all pledges, liens, security interests, encumbrances, claims, charges, options, and other** interests.

No Successor Liability The Sale Order is expected to provide, among other things, that the Successful Bidder will not be deemed a successor **to the Debtors or their estates** and will not have responsibility for any successor or transferee liability under applicable federal, state, or local law, **except for** liabilities expressly assumed under the applicable purchase agreement and Sale Order**.**

Dated: April 17, 2026

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

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Proposed Counsel to the Debtors and Debtors in Possession