

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

In re:)	
)	Chapter 11
)	
SORRENTO THERAPEUTICS, INC., <i>et al.</i> ¹)	Case No. 23-90085 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	Related Docket No. 862

NOTICE OF DE MINIMIS CELULARITY INC. STOCK SALE

PLEASE TAKE NOTICE that, on February 13, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532.

PLEASE TAKE FURTHER NOTICE that, on June 12, 2023, the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) entered the *Order Approving Procedures for De Minimis Asset Transactions* [Docket No. 862] (the “De Minimis Sale Order”), whereby the Bankruptcy Court authorized the Debtors to sell or transfer their equity interests in certain non-debtor subsidiaries to private parties, up to an aggregate transaction value less than or equal to \$10 million, without further Bankruptcy Court approval, subject to the procedures therein.

PLEASE TAKE FURTHER NOTICE that, on September 29, 2023, in accordance with the De Minimis Sale Order and with the consent of the Unsecured Creditors’ Committee and the Equity Committee, Debtor Sorrento Therapeutics, Inc. entered into a *Stock Purchase Agreement* with Dr. Robert J. Hariri for the sale of all of the Debtors’ common stock in Celularity Inc. (i.e., 20,422,124 shares in the aggregate) pursuant to a dual-closing process that ultimately closed on October 10, 2023.² The aggregate purchase price totaled \$3,300,745.

¹ The Debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity’s federal tax identification number, are: Sorrento Therapeutics, Inc. (4842) and Scintilla Pharmaceuticals, Inc. (7956). The Debtors’ service address is: 4955 Directors Place, San Diego, CA 92121.

² In accordance with the terms of the Stock Purchase Agreement, on October 9, 2023, Dr. Hariri assigned the obligation to purchase 2 million of such shares to Mr. Bruce H. Nagel, who subsequently executed a joinder to the *Stock Purchase Agreement* on October 10, 2023.

Dated: October 10, 2023

/s/ Kristhy M. Peguero

JACKSON WALKER L.L.P.

Matthew D. Cavanaugh (TX Bar No. 24062656)

Kristhy M. Peguero (TX Bar No. 24102776)

Genevieve M. Graham (TX Bar No. 24085340)

1401 McKinney Street, Suite 1900

Houston, Texas 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Email: mcavanaugh@jw.com

kpeguero@jw.com

ggraham@jw.com

– and –

Caroline Reckler (S.D. Tex. Bar No. IL6275746)

Ebba Gebisa (admitted *pro hac vice*)

Jonathan Gordon (admitted *pro hac vice*)

LATHAM & WATKINS LLP

330 North Wabash Avenue, Suite 2800

Chicago, IL 60611

Telephone: (312) 876-7700

Facsimile: (312) 993-9667

Email: caroline.reckler@lw.com

ebba.gebisa@lw.com

jonathan.gordon@lw.com

– and –

Jeffrey E. Bjork (admitted *pro hac vice*)

Kimberly A. Posin (admitted *pro hac vice*)

LATHAM & WATKINS LLP

355 South Grand Avenue, Suite 100

Los Angeles, CA 90071

Telephone: (213) 485-1234

Facsimile: (213) 891-8763

Email: jeff.bjork@lw.com

kim.posin@lw.com

Counsel to the Debtors

Certificate of Service

I certify that on October 10, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Kristhy M. Peguero

Kristhy M. Peguero