

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

VIRIDOS, INC.,¹

Debtor.

Chapter 11

Case No. 25-10697 (CTG)

Docket Ref. Nos. 43 & 44

**ORDER GRANTING DEBTOR’S MOTION FOR THE ENTRY OF AN ORDER
AUTHORIZING AND APPROVING A KEY EMPLOYEE RETENTION PLAN**

Upon consideration of the motion (the “Motion”)² filed by the above captioned debtor and debtor-in-possession (the “Debtor”) pursuant to sections 105(a), 363(b), 503(b) and 503(c)(3) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order (the “Order”), (a) approving and authorizing the implementation of the Debtor’s proposed retention plan for certain non-insider employees (the “KERP”) attached hereto as **Exhibit 1**, (b) granting administrative expense status to retention payments made thereunder, and (c) granting related relief; and the Court having jurisdiction over the matters raised in the Motion under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference*, dated February 29, 2012, issued by the United States District Court for the District of Delaware; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this case and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and this Court having held a hearing (the “Hearing”) to consider the relief requested in the Motion; and upon the record of the Hearing,

¹ The Debtor in this Chapter 11 Case and the last four digits of its U.S. taxpayer identification number is: Viridos, Inc. (3940). The Debtor’s corporate headquarters is located at: 11149 N. Torrey Pines Road, La Jolla, CA 92037.

² Capitalized terms used but not defined herein have the meanings given to them in the Motion.

this Court having determined that there is good and sufficient cause for the relief set forth in this Order; and after due deliberation thereon, IT IS HEREBY ORDERED THAT

1. The Motion is **GRANTED** as set forth herein.
2. The Debtor's proposed KERP is approved.
3. The Debtor is authorized (but not directed) to (a) adopt and implement the KERP; (b) make payments consistent with the KERP in accordance with the terms of the KERP; and (c) take such other actions as may be necessary to implement the KERP.
4. Retention payments to be paid pursuant to the KERP shall be allowed as administrative expenses of the Debtor's estate under section 503(b) and 507(a)(2) of the Bankruptcy Code for all purposes in the Chapter 11 Case and in any other case under the Bankruptcy Code in the event the chapter 11 case is converted.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon entry.
6. Neither this Order nor any performance by the Debtor authorized hereunder shall be deemed an assumption of any executory contract or otherwise affect the Debtor's rights under section 365 of the Bankruptcy Code to assume or reject any executory contract.
7. Nothing contained in this Order or the Motion is intended to limit or impair the Debtor from seeking additional relief for authority to make additional retention payments to the Debtor's employees.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: May 7th, 2025
Wilmington, Delaware

A handwritten signature in black ink, appearing to read "Craig Goldblatt", written in a cursive style.

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1**Key Employee Retention Plan**

No.	Participant	Title	Proposed Award
1			\$9,173.86
2			\$12,181.56
3			\$6,080.00
4			\$10,230.78
5			\$12,219.26
6			\$16,185.40
7			\$9,046.94
8			\$15,560.78
9			\$18,585.40
10			\$12,848.48
11			\$11,196.94
12			\$9,133.10
13			\$8,275.40
14			\$14,796.94
15			\$8,271.54
Total			\$173,786.38