

General

1. What did Anthology announce?

Anthology is embarking on a strategic transformation to position its edtech solutions for long-term growth. Backed by leading investors, Anthology will align its focus on our core Teaching & Learning Business (comprised of Blackboard, Ally, Illuminate, and Institutional Effectiveness) and strengthening the balance sheet by recapitalizing the business as a stand-alone, debt-free business. Upon closing, Teaching & Learning is expected to be fully deleveraged and adequately capitalized.

To facilitate the reorganization and sale process, Anthology has filed for voluntary protection under Chapter 11 of the U.S. Bankruptcy Code. Anthology has also entered into binding purchase agreements to implement strategic divestitures of our Enterprise Operations, Lifecycle Engagement, and Student Success businesses to ensure their capabilities are realigned for sustainable growth, allowing them to thrive for the long term.

- Ellucian Company LLC as the “stalking horse” bidder for the Enterprise Operations business, including Anthology Student, Finance & HCM, Student Verification, and Enterprise Ops Legacy. Ellucian provides cloud-based SaaS products for higher education institutions to manage operations. Its technology helps universities streamline operations and enhance the student experience.
- Encoura, LLC as the “stalking horse” bidder for the Lifecycle Engagement business, including Anthology Encompass, Reach, Engage, Advance, and the Student Success business. Encoura is an enrollment management technology platform that combines student intelligence, advanced analytics, and education-specific research for institutions to make informed decisions.

2. Why is Anthology taking this action?

Over the past few years, Anthology has been an innovation powerhouse, designing solutions in partnership with our customers that empower institutions to thrive amid rapid change and rising expectations. Despite this progress, our financial structure has created challenges for the business.

After conducting a strategic review of the business, we have identified a clear inflection point to realign our structure to sharpen our focus on our Teaching & Learning capabilities and drive growth and stability into the future, and unlock the full potential of the Teaching & Learning, Enterprise Operations, Lifecycle Engagement, and Student Success businesses under new ownership.

3. What is Chapter 11? How will the Chapter 11 process impact day-to-day operations?

Chapter 11 is a proven legal process that enables us to operate as usual while executing a financial reorganization and pursuing value-maximizing sales, all while upholding ongoing commitments to our employees, customers, partners, and other stakeholders.

4. Who will be the new owners of Teaching & Learning?

The Company has reached an agreement with a group of investors led by affiliates of Oaktree Capital Management and Nexus Capital Management to align its focus on its core Teaching & Learning Business (comprised of Blackboard, Ally, Illuminate, and Institutional Effectiveness) and strengthen the balance sheet by recapitalizing the business on a stand-alone, debt-free basis.

As prospective new owners of the business, the Company’s existing lenders remain committed to the continued growth and success of Blackboard, Ally, and other Teaching & Learning products. However, despite their support and alignment on the path forward, the sale is subject to higher or otherwise better offers through the chapter 11 process to ensure maximum value is obtained. If

there are no higher offers, the existing lenders would become the new owners of the Teaching & Learning business.

5. What is a “going concern” sale process?

A going concern sale process means that the Company is operating as usual during the sale process, and not shutting down or liquidating.

6. What are the immediate next steps in the sale process for Anthology’s business lines? Who will be the new owner(s) of Anthology’s solutions?

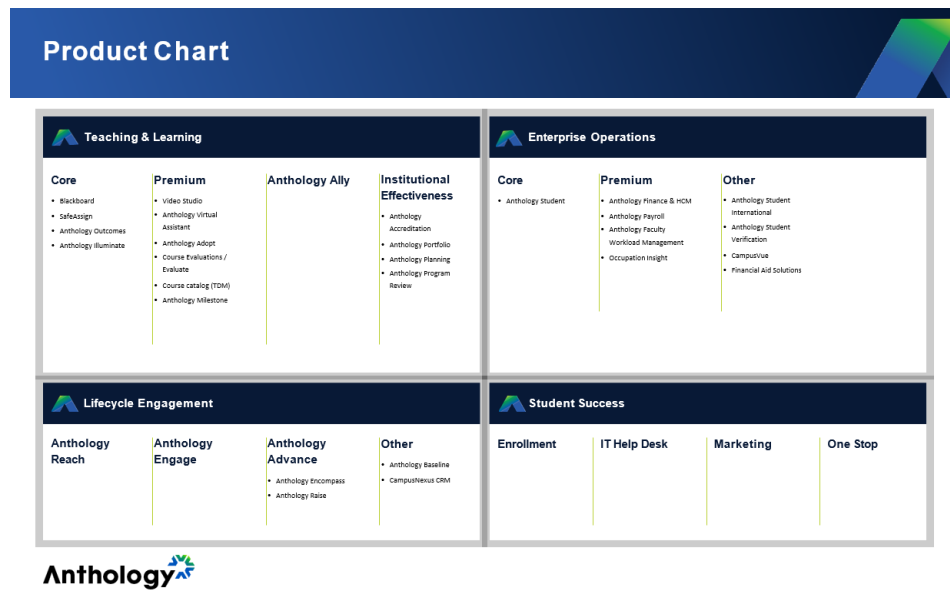
We have entered chapter 11 with baseline bids, otherwise known as “stalking horse” bidders, for our Enterprise Operations, Lifecycle Engagement, and Student Success business units. The next step in the sale process is to collect all potential bids from qualified and interested buyers for our solutions. If other companies are interested in one or multiple of our business units, we will hold an “auction,” which is a day of bidding and negotiations. Auctions typically occur once all bids from interested parties are collected, and can be organized by business unit, defined perimeter, or at different times. At the end of the auction, the highest or otherwise best bid(s) will be chosen to be reviewed by the bankruptcy court after which it will be subject to regulatory approval and customary closing conditions.

7. What is a stalking horse bid?

A “stalking horse” bid is the offer selected by Anthology as the baseline bid for certain of the Company’s assets. Stalking horse bids are subject to higher and better offers in a court-supervised auction and sale process. If other companies are interested in one or multiple of our business units, we will hold an auction, which is a day of bidding and negotiations. Auctions typically occur once all bids from interested parties are collected, and can be organized by business unit, defined perimeter, or at different times. At the end of the auction, the highest or otherwise best bid(s) will be chosen to be reviewed by the bankruptcy court after which it will be subject to regulatory approval and customary closing conditions.

8. Which of Anthology’s solutions are included in the process?

The following solutions and products will be included in the process:



You can also find the chart and additional information on <https://connect-anthology-com.sandbox.hs-sites.com/anthologyrestructuring.com>.

9. What happens to the other solutions not included within the process?

We are working to determine the process across the business and will communicate when there is news to share.

10. How long will the chapter 11 process take? What changes can be expected as a result of the sale process?

We intend to move expeditiously through the process over the next 3-6 months. During this time, the Company will continue its focus on maintaining the highest quality of service to its customers and driving further innovation across its suite of solutions.

There will be defined milestones for the sale process for the Enterprise Operations, Student Success, and Lifecycle Engagement businesses, including when the auction and sale hearing(s) will take place. As certain sales are approved and work to close, there will be integration planning for those business units with clear visibility for employees and stakeholders who may experience changes. We're committed to providing updates when there is news to share, and to keeping our valued stakeholders'—employees, customers, partners, and vendors—best interests top of mind.

11. Does Anthology have enough liquidity to continue operating through the chapter 11 process?

Yes, Anthology has sufficient liquidity to operate in the ordinary course during chapter 11. To enable the chapter 11 and sale process, Anthology has secured a commitment for debtor-in possession ("DIP") financing of \$50 million from the existing lenders.

12. Why are you pursuing a sale of the business units separately when the Company just integrated?

Following a strategic review of the business, we saw a clear inflection point to realign our business for sustainable growth to unlock the full potential of our Teaching & Learning, Enterprise Operations, Lifecycle Engagement, and Student Success businesses under new ownership while sharpening our focus on Teaching and Learning.

While we had hoped to remain a fully integrated organization, we're confident that with the strong support of our lenders, a recapitalized Teaching & Learning platform is well positioned to invest in new capabilities, drive greater efficiency, and help our customers with what matters most: delivering exceptional outcomes for students.

13. Are Anthology's international businesses included within the Chapter 11 and sale process?

Anthology's international businesses are not included within the Chapter 11 filing, but their solutions (Teaching & Learning Enterprise Operations, Lifecycle Engagement, and Student Success) are included within the strategic transformation and sale process. They will continue to operate as usual and maintaining the highest quality of service to our customers.

14. Will Anthology's existing leadership team stay in place?

Yes, there are no changes to our current leadership team as a result of the chapter 11 filing. In addition, Heath Gray, a Senior Managing Director at FTI Consulting who has financial expertise and experience supporting companies through the chapter 11 process, will be appointed as Chief Restructuring Officer to help the company execute our restructuring goals.