

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**ORDER (I) APPROVING  
CERTAIN KEY DATES RELATING TO  
CONFIRMATION OF THE DEBTORS' PLAN, INCLUDING  
SCHEDULING A COMBINED HEARING TO CONSIDER APPROVAL OF DEBTORS'  
DISCLOSURE STATEMENT AND PLAN; (II) APPROVING THE FORM AND  
MANNER OF COMBINED HEARING NOTICE; (III) APPROVING DEBTORS'  
DISCLOSURE STATEMENT ON A PROVISIONAL BASIS; (IV) APPROVING (A)  
PROCEDURES FOR SOLICITATION, (B) FORMS OF  
BALLOTS, (C) PROCEDURES FOR TABULATION OF VOTES, AND  
(D) PROCEDURES FOR OBJECTIONS; AND (V) ESTABLISHING A  
BAR DATE FOR FILING ADMINISTRATIVE CLAIMS ARISING  
FROM THE PETITION DATE THROUGH AND INCLUDING AUGUST 31, 2022**

Upon the application (the "Motion")<sup>2</sup> of Pareteum Corporation ("Pareteum") and certain of its affiliates, as debtors and debtors in possession (the "Debtors") in the above-captioned cases (the "Chapter 11 Cases") for entry of an order (this "Order"), pursuant to sections 105, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, and 9006, and Local Rules 3017-1, 3018-1, and 3020-1: (i) approving the

<sup>1</sup> The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artidium Group Ltd. (f/k/a Artidium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artidium N.V.). The mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, Crimson King Drive, 2nd Floor, Bear, DE 19701.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion, Plan or Disclosure Statement as applicable.



Plan Confirmation Schedule (as defined below), including scheduling the Combined Hearing (as defined below) to consider final approval of the *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* (as may be amended, modified, and/or supplemented from time to time, the “Disclosure Statement”) [Docket No. \_\_\_\_] and confirmation of the *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* (as may be amended, modified, and/or supplemented from time to time, the “Plan”) [Docket No. \_\_\_\_]; (ii) approving the form and manner of notice of the Combined Hearing; (iii) approving the adequacy of the Disclosure Statement on a provisional basis pending final approval at the Combined Hearing; (iv) approving (a) the Solicitation Procedures (as defined below), (b) the form of Ballot to be distributed in connection with solicitation, (c) the Tabulation Procedures, and (d) the procedures for obtaining copies of the Plan and Disclosure Statement and for filing objections to final approval of the Disclosure Statement and confirmation of the Plan; and (v)(a) establishing an interim bar date for filing Administrative Claims (as defined below) arising from the Petition Date (as defined below) through and including August 31, 2022 and (b) approving the form and manner of notice thereof, all as set forth more fully in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein under 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. § 1408; and due and sufficient notice of the Motion and the deadline for objecting thereto having been provided; and it appearing that no other or further notice is necessary; and the Court having reviewed the Motion, the Disclosure Statement, and the papers in support thereof, in opposition thereto; and based upon the foregoing and upon the record made at the hearing held on August 18, 2022 and upon all

prior proceedings, the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

**IT IS HEREBY FOUND AND DETERMINED THAT:**

1. On an interim basis, the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and no further information is necessary, pending final approval at the Combined Hearing.

2. The distribution procedures and contents of the Solicitation Packages (as defined below), including the notice of the Combined Hearing, substantially in the form attached hereto as **Exhibit A** (the “Combined Hearing Notice”), comply with Bankruptcy Rules 2002 and 3017 and Local Rule 3017-1 and constitute good and sufficient notice to all interested parties of the Voting Record Date, the Voting Deadline, the Objection Deadline, the Combined Hearing, and all related matters.

3. The Ballot, substantially in the form attached hereto as **Exhibit B**, is consistent with Official Form No. B314, addresses the particular needs of these Chapter 11 Cases, and provides adequate information and instructions for each person or entity entitled to vote to accept or reject the Plan.

**NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

4. The Disclosure Statement is provisionally approved as within the meaning of section 1125(a) of the Bankruptcy Code, pending the Combined Hearing. At the Combined Hearing, the Court will further consider the approval and adequacy of the Disclosure Statement on a final basis and confirmation of the Plan.

**I. Plan Confirmation Schedule and Combined Hearing**

5. The following schedule in connection with final approval of the Disclosure Statement and confirmation of the Plan (the “Plan Confirmation Schedule”) is hereby approved:

Event	Date
Voting Record Date	Wednesday, August 24, 2022
Commencement of Solicitation (the “ <u>Solicitation Commencement Deadline</u> ”)	Tuesday, August 30, 2022
Plan Supplement Filing Date	Friday, September 16, 2022
Deadline to Vote to Accept or Reject the Plan (the “ <u>Voting Deadline</u> ”)	Tuesday, September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)
Voting Certification Deadline	Thursday, September 29, 2022
Deadline for Objection to Disclosure Statement/Plan Confirmation (the “ <u>Objection Deadline</u> ”)	Thursday, September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Replies to Objections to Disclosure Statement/Plan Confirmation (the “ <u>Reply Deadline</u> ”)	Tuesday, October 4, 2022 at 12:00 p.m. (prevailing Eastern Time)
Combined Disclosure Statement/ Confirmation Hearing (the “ <u>Combined Hearing</u> ”)	Thursday, October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)

6. The Combined Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than an announcement in open court or as indicated in any notice or hearing agenda that is filed with the Court. The Combined Hearing Notice, substantially in the form attached as **Exhibit A**, is hereby approved. The letter from the Creditors’ Committee to the Holders of Claims in the Voting Class (defined below), substantially in the form attached as **Exhibit C** (the “Committee Letter”), is hereby approved. The Creditors’ Committee and its members and advisors are entitled to the protections afforded by section

1125(e) of the Bankruptcy Code with respect to the Committee Letter, and the Debtors are authorized to include the Committee Letter in the Solicitation Packages (defined below).

7. The Ballot, substantially in the form attached as **Exhibit B**, is hereby approved.

8. As promptly as practicable following entry of this Order, and in any event no later than the Solicitation Commencement Deadline, the Debtors shall utilize the services of the Voting Agent to mail solicitation packages (the “Solicitation Packages”) to Holders of Claims in Class 4 (General Unsecured Claims) (the “Voting Class”), which are entitled to vote on the Plan. Each Solicitation Package shall contain the following:

- (i) the Committee Letter;
- (ii) the Combined Hearing Notice;
- (iii) a copy of this Order (without exhibits attached);
- (iv) instructions detailing how to access copies of the Disclosure Statement and Plan on the Voting Agent’s website and how to request hard copies of the Disclosure Statement and Plan, which the Debtors will send a copy to the requesting party at the Debtors’ expense; and
- (v) a personalized Ballot;

9. As promptly as practicable following entry of this Order, and in any event no later than the Solicitation Commencement Deadline, the Debtors shall utilize the services of the Voting Agent to mail the Combined Hearing Notice to Holders of Claims or Interests in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), Class 3 (Other Priority Claims), and Class 5 (Interests) (collectively, the “Non-Voting Classes”).

10. The Debtors are not required to distribute copies of the Plan or Disclosure Statement to any Holder of Claims or Interests in the Non-Voting Classes. Holders of Claims and Interests in the Non-Voting Classes may request copies of the Disclosure Statement and Plan

by contacting the Voting Agent (a) in writing at Pareteum Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 (U.S./Canada) or (310) 751-1839 (International), or (c) via email at [pareteuminfo@kccllc.com](mailto:pareteuminfo@kccllc.com).

11. As promptly as practicable following entry of this Order, and in any event no later than the Solicitation Commencement Deadline, the Debtors shall utilize the services of the Voting Agent to mail the Combined Hearing Notice to all creditors and parties in interest on the Debtors' Master Service List (available on the Debtors' case website at <http://www.kccllc.net/pareteum>); and any other party which has filed a request for notice in these Chapter 11 Cases.

12. By no later than the Solicitation Commencement Deadline, the Debtors shall cause the Combined Hearing Notice and this Order to be published on the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. The Debtor shall not re-distribute any Combined Hearing Notice that is returned as undeliverable without a forwarding address.

13. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, any Claim, and without prejudice to the Debtors' rights in any other context, the following procedures shall be utilized for determining the amount of each Claim within a Class of Claims that is entitled to vote to accept or reject the Plan:

- (a) If a Claim is deemed Allowed under the Plan or a stipulated agreement between the parties, such Claim will be temporarily Allowed for voting purposes in the deemed Allowed amount set forth therein;
- (b) If a Claim for which a proof of claim was timely filed or was listed in the Debtors' Schedules in an amount that is liquidated, non-contingent, and

undisputed, such Claim is Allowed for voting in the amount set forth on the proof of claim or the Debtors' Schedules;

- (c) If a Claim for which a proof of claim has been timely filed for unknown or undetermined amounts, or is wholly unliquidated, or contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation by the Debtors' counsel) and such Claim has not been allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- (d) If a Claim is listed on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such Claim is temporarily Allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution;
- (e) If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (f) If a Claim is listed in the Debtors' Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court; or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, such Claim shall not be Allowed for voting;
- (g) Proofs of claim filed for \$0.00, and not filed as contingent or unliquidated, are not entitled to vote;
- (h) If the Debtors have served an objection or request for estimation as to a Claim at least ten (10) days before the Voting Deadline, such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, or as ordered by the Court before the Voting Deadline;
- (i) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- (j) If a proof of claim has been amended by a later filed proof of claim, only the later filed amending Claim will be entitled to vote, regardless of whether the Debtors have objected to such earlier filed Claim.

14. The following Tabulation Procedures shall be utilized in tabulating the  
Ballots:

- (a) Ballots received after the Voting Deadline will not be counted by the Voting Agent, except as expressly provided herein or in the event that the Voting Deadline is extended by the Debtors and subject to any contrary order of the Court;
- (b) Holders of Claims must vote all of their Claims in a class either to accept or reject the Plan and may not split their votes with respect to Claims in the same class;
- (c) any Ballot (or group of Ballots with respect to the Claims in a class received from a single creditor) that partially rejects and partially accepts the Plan will not be counted;
- (d) the method of delivery of Ballots to be sent from each Holder of a Claim in a Voting Class to the Voting Agent is at the election and risk of each Holder of a Claim, and will be deemed made only when the original executed Ballot is actually received by the Voting Agent or the Debtors' counsel;
- (e) a Ballot received by email or facsimile will not be counted;
- (f) no Ballot sent to the Debtors, the Debtors' agents, or the Debtors' financial or legal advisors will be counted;
- (g) if multiple Ballots are received from, or on behalf of, an individual Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest valid Ballot timely received will be deemed to reflect the intent of such Holder and to supersede and revoke any prior Ballot with respect to such Claim, *provided that*, if a Holder timely submits both a paper Ballot and eBallot on account of the same Claim, the eBallot shall supersede the paper Ballot;
- (h) if a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing. The Debtors may request proper evidence prior to accepting such Ballot;
- (i) any Holder of a Claim entitled to vote that has delivered a valid Ballot may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- (j) subject to any contrary order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, not be in accordance

with the provisions of the Procedures Order or the Bankruptcy Code; *provided, however*, that the Debtors may but are not required to notify any Holder submitting a Ballot not in proper form of any such defects and its intent to reject such Ballot if the alleged defects are not remedied. Any disputes regarding the form of any Ballot shall be determined by the Court;

- (k) to the extent there are multiple Claims within the Voting Class held by a particular Holder, the applicable Debtor may, in its discretion, aggregate the Claims of such particular Holder within the Voting Class for the purposes of counting votes;
- (l) unless waived by the Debtors, or as ordered by the Court, any defects or irregularities in connection with the deliveries of the Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived; and
- (m) notwithstanding anything to the contrary herein, the Debtors, in their sole discretion, subject to any contrary order of the Court, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline and without notice.

15. The Debtors are authorized to accept duly completed and executed Ballots delivered by regular mail, courier, or delivery services so as to actually be received by the Voting Deadline (*i.e.*, September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)) by the Voting Agent at the following address: Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

16. In addition, to accepting Ballots by regular mail, courier, or delivery services, the Debtors are authorized to accept Ballots via electronic, online transmission through a customized electronic Ballot by utilizing the “eBallot” platform on the Debtors’ case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. Instructions for casting an electronic Ballot can be found in the “eBallot” section of the Debtors’ case website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any electronic Ballot submitted in this manner and the creditor’s electronic

signature on Ballot will be deemed to be an original signature that is legally valid and effective. Ballots submitted by facsimile, or any other means of electronic submission not specifically authorized by the Solicitation Procedures shall not be counted.

17. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (a) any Ballot received after the Voting Deadline, even if postmarked before the Voting Deadline (except as expressly provided herein or in the event that the Voting Deadline is extended by the Debtors); (b) any Ballot submitted by facsimile, or any other means not specifically authorized herein; (c) any Ballot that is properly completed, executed, and timely returned to the Debtors' counsel but does not indicate an acceptance or rejection of the Plan; (d) any Ballot that is properly completed, executed, and timely returned to the Debtors' counsel but indicates both an acceptance or rejection of the Plan; (d) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant; (e) any Ballot not bearing an original signature on the line adjacent to the "Signature:" label in the certification section therein; and (f) any form of Ballot other than the official form sent by the Debtors' counsel or a copy of the official form. As set forth in the Tabulation Procedures above, the Debtors may but are not required to notify any Holder submitting a Ballot not in proper form of any such defects and its intent to reject such Ballot if the alleged defects are not remedied. Any disputes regarding the form of any Ballot shall be determined by the Court.

18. The Voting Agent will process and tabulate Ballots for the Voting Class and, prior to the Combined Hearing, will file the voting certification (the "Voting Certification") no later than the Voting Certification Deadline (*i.e.*, September 29, 2022). Such Voting Certification must indicate all instances in which (a) Ballots were withdrawn, (b) votes were

changed by the filing of superseding Ballots, (c) the Voting Deadline was extended, and (d) every irregular Ballot including, without limitation, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, damaged, or received via facsimile, any other means not authorized by this Order. With regard to section (d) of this paragraph, the Voting Certification will indicate the Debtors' intentions with regard to such irregular Ballots.

19. Nothing contained in the Solicitation Procedures or the Tabulation Procedures shall serve as or be deemed a waiver of the Debtors' right to object to any filed proof of claim.

20. Any objections to approval of the Disclosure Statement or confirmation of the Plan shall:

- (a) be in writing;
- (b) comply with the Bankruptcy Rules, the Local Rules, Chambers' procedures and orders of this Court;
- (c) state the name and address of the objecting party and the nature and amount of the claim against or interest in the estate or property of the Debtors;
- (d) state with particularity the legal and factual basis for such objection;
- (e) be filed with the Clerk of the Court, together with proof of service thereon; and
- (f) be served by mail, email or hand delivery, so as to be **actually received** no later than 4:00 p.m. (prevailing Eastern Time) on the Objection Deadline (i.e., September 29, 2022) by: (i) counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Brian F. Moore, Esq. (bmoore@teamtogut.com); (ii) the U.S. Trustee, Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Arbeit, Esq. (Susan.Arbeit@usdoj.gov); (iii) counsel to the Creditors' Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Michael G. Burke, Esq.

(mgburke@sidley.com); and (iv) any other party which has filed a request for notice in these Chapter 11 Cases.

21. Unless an objection to the Disclosure Statement or Plan is timely filed and served pursuant to the above procedures, such objection may not be considered by the Court.

22. Any replies or an omnibus reply filed by the Debtors to any filed objections to approval of the Disclosure Statement or confirmation of the Plan shall be filed by the Reply Deadline (i.e., October 4, 2022 at 12:00 p.m. (prevailing Eastern Time)).

23. The notice procedures set forth in this Order for objecting to approval of the Disclosure Statement and confirmation of the Plan constitute good and sufficient notice and are hereby approved. No other or further notice shall be necessary or be required.

## **II. Establishment of an Interim Administrative Claims Bar Date**

24. September 30, 2022 (the “Interim Administrative Claim Bar Date”), shall be established as the deadline for filing administrative claims that have accrued from the Petition Date through and including August 31, 2022 for which administrative expense priority is sought pursuant to section 503 of the Bankruptcy Code (except for claims arising under section 503(b)(9)) (each an “Administrative Claim”), which will be included as part of Combined Hearing Notice substantially in the form attached to as **Exhibit A**, service of which will occur on or before the Solicitation Commencement Deadline. The form and manner of notice of the Interim Administrative Claims Bar Date is hereby approved.

25. To the extent any of the following parties are not required to be served the Combined Hearing Notice pursuant to this Order, the Debtors shall provide notice of the Interim Administrative Claims Bar Date, as set forth in the Combined Hearing Notice, by serving the Combined Hearing Notice, by e-mail where possible, upon:

(a) the United States Trustee;

- (b) counsel to the Creditors' Committee;
- (c) all parties that have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002;
- (d) persons or entities that previously filed proofs of claim in the Debtors' Chapter 11 Cases;
- (e) contract counterparties to contracts rejected by the Debtors;
- (f) all domestic and foreign creditors (as applicable), including those known or believed by the Debtors to hold an Administrative Claim;
- (g) parties to litigation with the Debtors;
- (h) state attorneys general and state departments of revenue for states in which the Debtors conduct business;
- (i) the Internal Revenue Service; and
- (j) known governmental units applicable to the Debtors' businesses to the extent not listed in the foregoing clauses.

26. The Interim Administrative Claims Bar Date will apply to all

Administrative Claims arising from the Petition Date through and including August 31, 2022.

The Interim Administrative Claims Bar Date will not apply to the following persons or entities:

- (a) any party that has already properly filed an Administrative Claim with the Voting Agent, which clearly sets forth the Debtor against which the party asserts an Administrative Claim;
- (b) any holder of a Claim that heretofore has been allowed by order of the Bankruptcy Court;
- (c) any person or entity whose claim has been paid in full by the Debtors or the Buyer;
- (d) any holder of a Claim for which specific deadlines have previously been fixed by the Bankruptcy Court (including, for the avoidance of doubt, any holder of a claim arising under section 503(b)(9) of the Bankruptcy Code); and

- (e) Professionals retained by order of the Bankruptcy Court seeking interim or final compensation.

27. A proof of Administrative Claim form shall be made be available at the Debtors' case website <http://www.kccllc.net/pareteum>. Delivery of the proof of Administrative Claim shall be made to the Voting Agent, which also serves as the Debtors' claims and notice agent, by U.S. Postal Service mail or overnight delivery to Pareteum Claims Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, by the Interim Administrative Claims Bar Date. Any proof of Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted. Holders of Administrative Claims who are required to file a request for payment of such Claims and who do not file such requests by the Administrative Claims Bar Date shall be forever barred from asserting such Claims against the Debtors or their property, and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.

28. The Debtors are authorized to make non-substantive changes to the Solicitation Packages (including the Plan, Disclosure Statement, and Ballot), the Combined Hearing Notice, the procedures contained herein, and all Plan or Disclosure Statement-related documents, without further order of the Court, including, without limitation, filling in any missing dates or other missing information, changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, any other materials in the Solicitation Package prior to distribution of such materials.

29. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

30. Nothing contained in this Order shall serve as or be deemed a waiver of the Debtors' right to object to any filed proof of claim on substantive grounds in accordance with the terms of the Plan.

31. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: New York, New York  
August 22, 2022

/s/ Lisa G. Beckerman  
HONORABLE LISA G. BECKERMAN,  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**

Combined Hearing Notice

**Objection Deadline: September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)**  
**Hearing Date: October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)**

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Frank A. Oswald  
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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**NOTICE OF (I) COMBINED HEARING TO CONSIDER FINAL APPROVAL  
OF DISCLOSURE STATEMENT AND PLAN CONFIRMATION; (II) VOTING  
STATUS FOR HOLDERS OF CLAIMS AND INTERESTS; (III) DEADLINE  
FOR OBJECTING TO DISCLOSURE STATEMENT AND PLAN; AND (IV) AN  
INTERIM BAR DATE FOR FILING ADMINISTRATIVE CLAIMS ARISING  
FROM THE PETITION DATE THROUGH AND INCLUDING AUGUST 31, 2022**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**I. CHAPTER 11 CASES**

On May 15, 2022 (the “Petition Date”), Pareteum Corporation and certain of its affiliates, the debtors and debtors in possession (the “Debtors”) in the above-captioned Chapter 11 cases (the “Chapter 11 Cases”) each filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). On May 18, 2022, the

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<sup>1</sup> The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artilium Group Ltd. (f/k/a Artilium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artilium N.V.). The mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, Crimson King Drive, 2nd Floor, Bear, DE 19701.

Bankruptcy Court entered an order authorizing the joint administration and procedural consolidation of the Chapter 11 Cases [Docket No. 37].

On May 24, 2022, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) pursuant to section 1102(a) of the Bankruptcy Code [Docket No. 52]. No trustee or examiner has been appointed in the Chapter 11 Cases.

## **II. PLAN AND DISCLOSURE STATEMENT**

On August 17, 2022, the Debtors filed their *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 285] (as may be amended, modified, and/or supplemented from time to time, the “Plan”) and related *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 286] (as may be amended, modified, and/or supplemented from time to time, the “Disclosure Statement”).<sup>2</sup> On August [ ], 2022, the Debtors filed solicitation versions of the Plan [Docket No. \_\_\_\_] and the Disclosure Statement [Docket No. \_\_\_\_].

On August [ ], 2022, the Bankruptcy Court entered an order [Docket No. [ ] (a) provisionally approving the Disclosure Statement, pending final approval at the Combined Hearing (as defined below), and (b) approving procedures for solicitation of votes on the Plan and key dates and deadlines in connection therewith. The Plan has not yet been approved by the Bankruptcy Court and will be considered for confirmation at the Combined Hearing.

## **III. PLAN VOTING AND NON-VOTING STATUS**

Only Holders of Claims in Class 4 (General Unsecured Claims) are entitled to vote to accept or reject the Plan (the “Voting Class”).

Holders of Claims in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), and Class 3 (Other Priority Claims) are unimpaired and not entitled to vote on the Plan because such Claims and Interests are deemed to accept the Plan on account of such unimpaired status.

Holders of Interests in Class 5 (Interests) are not entitled to vote on the Plan because such Holders are not receiving or retaining any value under the Plan and, thus, are deemed to reject the Plan (collectively with Classes 1, 2, and 3, the “Non-Voting Classes”).

Only creditors who hold Claims in Class 4 (General Unsecured Claims) as of **August 24, 2022** (the “Voting Record Date”) are entitled to vote on the Plan. All votes to accept or reject the Plan must be actually received by the Voting Agent by no later than **September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). Any failure to follow

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Plan or Disclosure Statement, as applicable.

the voting instructions included with your ballot may disqualify your ballot and your vote. Only creditors in the Voting Class are receiving ballots.

ON ACCOUNT OF YOUR NON-VOTING STATUS AS DETERMINED BY YOUR TREATMENT UNDER THE PLAN PURSUANT TO SECTION 1126 OF THE BANKRUPTCY CODE, IF YOU ARE A CREDITOR IN A NON-VOTING CLASS, YOU ARE RECEIVING THIS NOTICE FOR INFORMATIONAL PURPOSES AND TO PROVIDE INSTRUCTIONS ON HOW TO OBTAIN COPIES OF THE DISCLOSURE STATEMENT, PLAN AND RELATED MATERIALS.

#### **IV. THE COMBINED HEARING**

A hearing to consider approval of the Disclosure Statement on a final basis and confirmation of the Plan (the “Combined Hearing”) will be held before the Honorable Lisa G. Beckerman, United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court, One Bowling Green, Room 601, New York, New York 10004, on **October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)**. The Combined Hearing will only be conducted via Zoom for Government. Those parties wishing to participate in the Combined Hearing must register their appearance by utilizing the Electronic Appearance portal located at the Bankruptcy Court’s website: <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>. **Appearances must be entered no later than 4:00 p.m. (prevailing Eastern Time) one (1) business day prior to the Combined Hearing.** General Order M-543, along with other temporary procedures implemented by the Bankruptcy Court in connection with the COVID-19 pandemic (including electronic filing procedures for *pro se* parties) can be found by visiting [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) and clicking on the “Coronavirus COVID-19 Protocol” banner.

The Combined Hearing may be adjourned from time to time by the Bankruptcy Court or the Debtors without further notice other than an announcement in open court or as indicated in any notice or hearing agenda that is filed with the Bankruptcy Court. The Plan may be further modified, if necessary, prior to, during, or as a result of the Combined Hearing.

#### **V. PLAN EXCULPATION PROVISION**

**THE PLAN PROVIDES FOR THE EXCULPATION OF CERTAIN PARTIES INVOLVED IN THESE CHAPTER 11 CASES. PARTIES SHOULD THEREFORE BE AWARE THAT IF THE PLAN IS CONFIRMED AND IF THE EFFECTIVE DATE OF THE PLAN OCCURS, CERTAIN PARTIES WILL BE GETTING THE BENEFITS OF THE EXCULPATION PROVISION AND CERTAIN PARTIES WILL BE BOUND BY THE EXCULPATION PROVISION AS SET FORTH IN SECTION 10.2 OF THE PLAN AND PART VI.E OF THE DISCLOSURE STATEMENT.**

The Plan contains the following provisions with respect thereto:

- (a) ***Defined Terms.*** As used in the Plan, capitalized terms have the meanings set forth below.

- (i) “*Exculpated Parties*” means the following parties in their respective capacities as such: (a) the Debtors; (b) the Independent Directors; (c) Management; (d) the Creditors' Committee and its members; (e) the Purchasers; (f) the DIP Lender; (g) the Wind Down Officer and Saccullo Business Consulting, LLC; (h) the TSA Designee.; and (i) with respect to each of the foregoing persons in clauses (a) through (h), each of their respective Related Parties. For the avoidance of doubt, former directors and officers of the Debtors, including, but not limited, to Robert H. Turner shall not be entitled to the exculpation or limitation of liability set forth in Section 10.2 of the Plan.
- (ii) “*Related Parties*” means with respect to any Exculpated Party, an Entity’s current employees, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.
- (b) ***Exculpation and Limitation of Liability.*** NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN TO THE CONTRARY, EFFECTIVE AS OF THE EFFECTIVE DATE, TO THE EXTENT PERMITTED UNDER SECTION 1125(e) OF THE BANKRUPTCY CODE AND PROFESSIONAL RULES OF CONDUCT, THE EXCULPATED PARTIES SHALL NOT HAVE OR INCUR ANY LIABILITY FOR ANY ACT OR OMISSION TAKEN OR NOT TAKEN BETWEEN THE PETITION DATE AND THE EFFECTIVE DATE IN CONNECTION WITH, RELATING TO, OR ARISING OUT OF THE CHAPTER 11 CASES, THE NEGOTIATION AND FILING OF THE DISCLOSURE STATEMENT, THE PLAN OR ANY DOCUMENT IMPLEMENTING THE PLAN, THE LIQUIDATING TRUST AGREEMENT, THE PLAN SUPPLEMENT, THE TRANSITION SERVICES AGREEMENT, THE GLOBAL SETTLEMENT, THE SALE DOCUMENTS, THE FILING OF THE CHAPTER 11 CASES, THE SETTLEMENT OF CLAIMS OR RENEGOTIATION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE CONSUMMATION OF THE PLAN, OR THE ADMINISTRATION OF THE PLAN OR THE PROPERTY TO BE DISTRIBUTED UNDER THE PLAN, EXCEPT FOR ACTS OR OMISSIONS THAT ARE DETERMINED BY A FINAL ORDER TO BE THE RESULT OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD) OR ANY OBLIGATIONS THAT THEY HAVE UNDER OR IN CONNECTION WITH THE PLAN OR THE TRANSACTIONS CONTEMPLATED IN THE PLAN, AND IN ALL RESPECTS SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND OBLIGATIONS UNDER THE PLAN. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EXCULPATION SET FORTH ABOVE DOES NOT EXCULPATE ANY OF THE EXCULPATED PARTIES’ POST-EFFECTIVE DATE OBLIGATIONS UNDER THE PLAN, THE GLOBAL SETTLEMENT,

**THE SALE ORDER, OR THE SALE DOCUMENTS, OR ANY DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING, BUT NOT LIMITED TO, THOSE SET FORTH IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.**

**VI. OBJECTIONS TO THE PLAN**

Any responses or objections to final approval of the Disclosure Statement or confirmation of the Plan must (a) be in writing; (b) comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules for the Bankruptcy Court, Chambers' procedures and orders of the Bankruptcy Court; (c) state the name and address of the responding or objecting party and the nature and amount of the Claim against or Interest in the Debtors' estates or property of the Debtors; (d) state with particularity the legal and factual basis for such response or objection; (e) be filed with the Clerk of the Bankruptcy Court, together with proof of service thereon; and (f) be served by mail, email or hand delivery, so as to be ACTUALLY RECEIVED no later than **September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)** by:

- (i) counsel for the Debtor, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Brian F. Moore, Esq. (bmoore@teamtogut.com);
- (ii) the U.S. Trustee, Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Arbeit, Esq. (Susan.Arbeit@usdoj.gov);
- (iii) counsel to the Creditors' Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Michael G. Burke, Esq. (mgburke@sidley.com); and
- (iv) any other party that has filed a request for notice in these Chapter 11 Cases.

**ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.**

*[Continues on following page]*

**VII. ACCESS TO THE DISCLOSURE STATEMENT AND THE PLAN AND ADDITIONAL INFORMATION**

Members of the Voting Class and Non-Voting Classes are entitled to obtain copies of the Disclosure Statement and the Plan, as well as the exhibits thereto, free of charge (a) at the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>; (b) upon request in writing at Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) by calling the Voting Agent at (888) 201-2205 or (310) 751-1839 (International), or (d) via the Voting Agent's email at [pareteuminfo@kccllc.com](mailto:pareteuminfo@kccllc.com).

The Disclosure Statement and the Plan, as well as the exhibits thereto, may also be obtained from (a) the office of the Clerk of the Bankruptcy Court (the "Clerk's Office") during normal business hours or (b) the Bankruptcy Court's electronic case filing system at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) (a PACER login and password are required to access documents on the Bankruptcy Court's website and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)).

**PLEASE NOTE: Neither the staff of the Clerk's Office, the Voting Agent, nor the Debtors' counsel can give you legal advice.**

**VIII. INTERIM ADMINISTRATIVE CLAIMS BAR DATE**

The Bankruptcy Court has established September 30, 2022 (the "Interim Administrative Claims Bar Date") as the deadline for filing administrative claims that have accrued from the Petition Date through and including August 31, 2022 for which administrative expense priority is sought pursuant to section 503 of the Bankruptcy Code (except for claims arising under section 503(b)(9)) (each an "Administrative Claim"). A proof of Administrative Claim form is available at <http://www.kccllc.net/pareteum>. The Interim Administrative Claims Bar Date will apply to all Administrative Claims arising from the Petition Date through and including August 31, 2022. The Interim Administrative Claims Bar Date will not apply to the following persons or entities:

- (a) any party that has already properly filed an Administrative Claim with the Voting Agent, which clearly sets forth the Debtor against which the party asserts an Administrative Claim;
- (b) any holder of a claim that heretofore has been allowed by order of the Bankruptcy Court;
- (c) any person or entity whose claim has been paid in full by the Debtors or the Purchasers
- (d) any holder of a claim for which specific deadlines have previously been fixed by the Bankruptcy Court (including, for the avoidance of doubt, any holder of a claim arising under section 503(b)(9) of the Bankruptcy Code); and

- (e) Professionals retained by order of the Bankruptcy Court seeking interim or final compensation.

Delivery of the proof of Administrative Claim must be made to the Voting Agent, who also serves as the Debtors' claims and noticing agent, by U.S. Postal Service mail or other overnight delivery to Pareteum Claims Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 by the Interim Administrative Claims Bar Date.

***Any proof of Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted. Holders of Administrative Claims who are required to file a request for payment of such Claims and who do not file such requests by the Interim Administrative Claims Bar Date shall be forever barred from asserting such Claims against the Debtors or their property, and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.***

Dated: August \_\_, 2022  
New York, New York

PARETEUM CORPORATION, *ET AL.*  
*Debtors and Debtors in Possession*  
*By their Counsel*  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/  
FRANK A. OSWALD  
BRIAN F. MOORE  
AMY M. ODEN  
One Penn Plaza, Suite 3335  
New York, New York 10119  
Tel: (212) 594-5000  
Facsimile: (212) 967-4258  
Email: frankoswald@teamtogut.com  
bmoore@teamtogut.com  
aoden@teamtogut.com

**Exhibit B**

Ballot

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING  
THE MODIFIED CHAPTER 11 PLAN OF LIQUIDATION FOR  
PARETEUM CORPORATION AND CERTAIN OF ITS AFFILIATES**

**Class 4 - General Unsecured Claims**

PLEASE READ AND FOLLOW  
THE ENCLOSED INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED PRIOR TO  
5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022 (THE "VOTING DEADLINE").**

On May 15, 2022 (the "Petition Date"), Pareteum Corporation and certain of its affiliates, the debtors and debtors in possession (the "Debtors") in the above-captioned Chapter 11 cases (the "Chapter 11 Cases") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

The Debtors are soliciting votes regarding the *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. \_\_\_] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the "Plan"), as set forth in the *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. \_\_\_] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the "Disclosure Statement"). Pursuant to the *Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including, Scheduling a Combined Hearing to Consider Approval of Disclosure Statement and Plan Confirmation; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; and (IV) Approving (A) Procedures for Solicitation; (B) Forms of Ballots; (C) Procedures for Tabulation of Votes; (D) Procedures for Objections; and (V) Establishing a Bar Date for Filing Administrative Claims Arising From the Petition Date Through and Including August 31, 2022* [Docket No. \_\_\_] (the "Solicitation Procedures Order") entered on [\_\_\_] [\_\_\_], 2022, the Bankruptcy Court conditionally approved the Disclosure Statement for use in soliciting acceptances and rejections of the Plan and scheduled a hearing (the "Combined Hearing") to consider (a) whether the Disclosure Statement contains "adequate information" as set forth in section 1125 of the Bankruptcy Code, (b) approval of certain other materials related to the solicitation of acceptances

<sup>1</sup> The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artiliium Group Ltd. (f/k/a Artiliium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artiliium N.V.). The mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, Crimson King Drive, 2nd Floor, Bear, DE 19701.

of the Plan, and (c) confirmation of the Plan. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

You are receiving this Ballot because the Debtors' records indicate that, as of August 24, 2022 (the "Voting Record Date"), you are a Holder of a Class 4 General Unsecured Claim under the Plan. Accordingly, you are entitled to vote to accept or reject the Plan.

Provided Class 4 of General Unsecured Claims votes to accept the Plan, except to the extent that a Holder of a General Unsecured Claim agrees to less favorable treatment, upon the Effective Date, each Holder of a General Unsecured Claim shall be entitled to receive, in full and final satisfaction, settlement, and release, and in exchange for such General Unsecured Claim, distributions from the Liquidation Trust Net Recovery (as defined in the Plan) pursuant to the terms set forth in the Plan.

Your rights are described in the Plan and accompanying Disclosure Statement. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim(s). The Disclosure Statement and the Plan can be accessed via the Debtors' case website, <http://www.kccllc.net/pareteum> (where you can also access copies of certain other materials related to the Chapter 11 Cases). If you would like to receive paper copies or an electronic copy on a USB flash drive, or if you need to obtain additional solicitation materials, you may contact the Debtors' voting agent, Kurtzman Carson Consultants LLC (the "Voting Agent") (a) in writing at Pareteum Ballot Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 (U.S./Canada) or (310) 751-1839 (International), or (c) via email at [pareteuminfo@kccllc.com](mailto:pareteuminfo@kccllc.com).

This Ballot may not be used for any purpose other than (i) for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Debtors' counsel immediately at (212) 594-5000.

To ensure that your vote is counted, you must (a) complete your Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the appropriate box; and (c) sign and deliver your Ballot **so that it is actually received by 5:00 p.m. prevailing Eastern Time on September 27, 2022** either (i) via the Voting Agent's online electronic balloting platform ("eBallot") or (ii) by delivering a paper copy via first class mail, overnight courier or hand delivery to the Voting Agent at the following address:

Pareteum Ballot Processing Center  
c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

You may access the eBallot platform on the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. **Click on the "Submit eBallot" section of the website and follow the instructions to submit your Ballot.** Ballots submitted by email or facsimile ballots **will not** be accepted. If the Bankruptcy Court confirms the Plan, you will be bound by the Plan regardless of whether you vote.

- **IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:**

Unique eBallot ID#: \_\_\_\_\_

PIN#: \_\_\_\_\_

Each eBallot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each eBallot ID# you receive, as applicable.

Claimants who cast a Ballot using the Voting Agent's "eBallot" platform should NOT also submit a paper Ballot.

**TO SUBMIT YOUR BALLOT BY MAIL, PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of General Unsecured Claims against the Debtors in the following aggregate unpaid principal amount (insert amount in box below):

Class: 4 – General Unsecured Claims Aggregate Claim Amount: \$ _____
---

**Item 2. Vote on Plan.**

The Holder of the General Unsecured Claim(s) against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Plan	<input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Plan
---	---

Any Ballot that is executed by the Holder of a General Unsecured Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted.

**Item 3. Plan Exculpation Provision**

**THE PLAN PROVIDES FOR THE EXCULPATION OF CERTAIN PARTIES INVOLVED IN THESE CHAPTER 11 CASES. PARTIES SHOULD THEREFORE BE AWARE THAT IF THE PLAN IS CONFIRMED AND IF THE EFFECTIVE DATE OF THE PLAN OCCURS, CERTAIN PARTIES WILL BE GETTING THE BENEFITS OF THE EXCULPATION PROVISION AND CERTAIN PARTIES WILL BE BOUND BY THE EXCULPATION PROVISION AS SET FORTH IN SECTION 10.2 OF THE PLAN AND PART VI.E OF THE DISCLOSURE STATEMENT.**

**THE PLAN CONTAINS THE FOLLOWING PROVISIONS WITH RESPECT THERETO:**

- (a) ***Defined Terms.*** As used in the Plan, capitalized terms have the meanings set forth below.
  - (i) ***“Exculpated Parties”*** means the following parties in their respective capacities as such: (a) the Debtors; (b) the Independent Directors; (c) Management; (d) the Creditors' Committee and its members; (e) the Purchasers; (f) the DIP Lender; (g) the Wind Down Officer and Saccullo Business Consulting, LLC; (h) the TSA Designee.; and (i) with respect to each of the foregoing persons in clauses (a) through (h), each of their respective Related Parties. For the avoidance of doubt, former directors and officers of the Debtors, including, but not limited, to Robert H. Turner shall not be entitled to the exculpation or limitation of liability set forth in Section 10.2 of the Plan.
  - (ii) ***“Related Parties”*** means with respect to any Exculpated Party, an Entity’s current employees, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.
- (b) ***Exculpation and Limitation of Liability.*** **NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN TO THE CONTRARY, EFFECTIVE AS OF THE EFFECTIVE DATE, TO THE EXTENT PERMITTED UNDER SECTION 1125(e) OF THE BANKRUPTCY CODE AND PROFESSIONAL RULES OF CONDUCT, THE EXCULPATED PARTIES SHALL NOT HAVE OR INCUR ANY LIABILITY FOR ANY ACT OR OMISSION TAKEN OR**

NOT TAKEN BETWEEN THE PETITION DATE AND THE EFFECTIVE DATE IN CONNECTION WITH, RELATING TO, OR ARISING OUT OF THE CHAPTER 11 CASES, THE NEGOTIATION AND FILING OF THE DISCLOSURE STATEMENT, THE PLAN OR ANY DOCUMENT IMPLEMENTING THE PLAN, THE LIQUIDATING TRUST AGREEMENT, THE PLAN SUPPLEMENT, THE TRANSITION SERVICES AGREEMENT, THE GLOBAL SETTLEMENT, THE SALE DOCUMENTS, THE FILING OF THE CHAPTER 11 CASES, THE SETTLEMENT OF CLAIMS OR RENEGOTIATION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE CONSUMMATION OF THE PLAN, OR THE ADMINISTRATION OF THE PLAN OR THE PROPERTY TO BE DISTRIBUTED UNDER THE PLAN, EXCEPT FOR ACTS OR OMISSIONS THAT ARE DETERMINED BY A FINAL ORDER TO BE THE RESULT OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD) OR ANY OBLIGATIONS THAT THEY HAVE UNDER OR IN CONNECTION WITH THE PLAN OR THE TRANSACTIONS CONTEMPLATED IN THE PLAN, AND IN ALL RESPECTS SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND OBLIGATIONS UNDER THE PLAN. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EXCULPATION SET FORTH ABOVE DOES NOT EXCULPATE ANY OF THE EXCULPATED PARTIES' POST-EFFECTIVE DATE OBLIGATIONS UNDER THE PLAN, THE GLOBAL SETTLEMENT, THE SALE ORDER, OR THE SALE DOCUMENTS, OR ANY DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING, BUT NOT LIMITED TO, THOSE SET FORTH IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.

**Item 5. Certifications.**

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

- (a) either: (i) the Person or Entity is the Holder of the General Unsecured Claims being voted, or (ii) the Person or Entity is an authorized signatory for a Person or Entity that is a Holder of the General Unsecured Claims being voted;
- (b) the Person or Entity has received a copy of the Disclosure Statement or accessed the Disclosure Statement through the Debtors' case website and has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) no other Ballots with respect to the amount of the General Unsecured Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked; and

Name of Holder:	_____
	(Print or Type)
Social Security (Last 4 Digits) or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If Other Than Holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED (OR OTHERWISE IN ACCORDANCE WITH THE SOLICITATION PROCEDURES). PLEASE ALLOW SUFFICIENT TIME FOR THE VOTING AGENT TO RECEIVE THIS BALLOT PRIOR TO THE VOTING DEADLINE.**

*[Continues on Following Page]*

Class 4 – General Unsecured Claims

**INSTRUCTIONS FOR COMPLETING THIS BALLOT**

1. The Debtors are soliciting the votes of Holders of General Unsecured Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan or the Disclosure Statement, as applicable, copies of which also accompany the Ballot.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting Agent via the delivery methods set forth in 2(a) below, so that it is actually received by the Voting Agent prior to the Voting Deadline.
  - (a) Once complete, you must sign and deliver your Ballot **so that it is actually received by 5:00 p.m. prevailing Eastern Time on September 27, 2022** either (i) via the Voting Agent’s online electronic balloting platform (“eBallot”) or (ii) by delivering a paper copy via first class mail, overnight courier or hand delivery to the Voting Agent at the following address:

Pareteum Ballot Processing Center  
c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

You may access the eBallot platform on the Debtors’ case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. **Click on the “Submit eBallot” section of the website and follow the instructions to submit your Ballot.** Ballots submitted by email or facsimile ballots **will not** be accepted. If the Bankruptcy Court confirms the Plan, you will be bound by the Plan regardless of whether you vote.

3. If a Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it will not be counted unless otherwise determined by the Debtors in accordance with the Tabulation Procedures and Solicitation Procedures and approved by the Bankruptcy Court. Additionally, the following **Ballots will NOT be counted**:
  - any Ballot that partially rejects and partially accepts the Plan;
  - Ballots sent to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors;
  - Ballots sent by email or facsimile;
  - any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
  - any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
  - any Ballot cast for a Claim scheduled as contingent, unliquidated, or disputed for which the applicable Bar Date has passed, and no Proof of Claim was timely filed;
  - any unsigned Ballot or Ballot lacking an original signature;

- any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and
  - any Ballot submitted by any Person or Entity not entitled to vote pursuant to the Solicitation Procedures.
4. If multiple Ballots are received from the same Holder of a General Unsecured Claim with respect to the same General Unsecured Claim prior to the Voting Deadline, the last valid executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot, *provided that*, if a Holder timely submits both a paper Ballot and eBallot on account of the same Claim, the eBallot shall supersede the paper Ballot.
  5. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote.
  6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Voting Agent, the Debtors nor the Debtors' counsel will accept delivery of any such certificates or instruments surrendered together with a Ballot.
  7. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
  8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors' counsel, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
  9. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors and approval of the Bankruptcy Court.

**PLEASE RETURN YOUR BALLOT PROMPTLY!**

**IF YOUR VOTE IS NOT ACTUALLY RECEIVED PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT BE COUNTED.**

**Exhibit C**

Committee Letter

General Unsecured Creditors of Pareteum Corporation, et al.

Re: Recommendation that General Unsecured Creditors Vote to Accept the Plan of In re Pareteum Corporation, et al. (collectively, the “Debtors”), Case No. 22-10615 (LGB) (Bankr. S.D.N.Y.)

General Unsecured Creditors of Pareteum:

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases of the Debtors is the statutory fiduciary representative of general unsecured creditors of the Debtors. The Committee was appointed by the office of the United States Trustee, a division of the United States Department of Justice. For the reasons set forth below, the Committee recommends that general unsecured creditors vote to **ACCEPT** the *Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* (the “Plan”).<sup>1</sup>

After extensive negotiations, a global case settlement was reached. The terms of the settlement are embodied in the terms of the Plan and will provide a dedicated pool of assets available for holders of allowed general unsecured claims. Under the Plan, holders of Allowed General Unsecured Claims shall receive their pro rata share of a liquidating trust. The liquidating trust shall be funded with (a) up to \$1,350,000 in cash, (b) additional cash resulting from tax refunds received by the Debtors from the Spanish and Italian governments, (c) all Retained Causes of Action and resulting proceeds from such Causes of Action, and (d) all rights with respect to the insurance policies of the Debtors.

The Committee, after weighing many factors, believes that the Plan represents the best possible outcome for the Allowed General Unsecured Creditors to receive a recovery in these cases. Absent approval of the Plan, if the cases are converted to cases under chapter 7 of the Bankruptcy Code, general unsecured claims would not receive a recovery given the size of the unpaid administrative claims and the amount of proceeds available for distribution. Accordingly, the Committee supports the Debtors’ Plan and urges you to vote to accept the Plan.

Before voting, all creditors are strongly urged to carefully read and review in their entirety the Disclosure Statement and Plan, including the discussion of the risk factors related to the Plan, and all other documents submitted to you. The Plan contains extensive information with respect to the Plan and we encourage you to review the Plan carefully before you cast a vote to accept or reject the Plan. Please direct any questions or inquiries on this letter to counsel for the Committee, Sidley Austin LLP, whose information is listed below.

Based on the provisions benefiting general unsecured creditors under the Plan (including the potential for future recoveries) versus no recovery for general unsecured creditors without the Plan, the Committee recommends that you vote to **ACCEPT the Plan by the voting deadline of**

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<sup>1</sup> The Plan can be accessed online at no charge on the Debtors’ case website (<http://www.kccllc.net/pareteum>). Any party may request either an electronic copy on a USB flash drive or a paper copy from the Voting Agent where such request is made (a) in writing at Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245, (b) by calling (888) 201-2205, or (c) via email at [pareteuminfo@kccllc.com](mailto:pareteuminfo@kccllc.com). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Plan.

**5:00 p.m. ET on September 23, 2022** and timely return your executed ballot as directed on the ballot.

Sincerely,

*The Official Committee of Unsecured Creditors of Pareteum Corporation, et al.*

**Sidley Austin LLP**, counsel to the Committee

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