

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

In re:

VALERITAS HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10290 (LSS)

(Jointly Administered)

TABULATION PROCEDURES²

- A. Unless otherwise provided in these Tabulation Procedures, a Claim will be deemed temporarily allowed for voting purposes only in an amount equal to (i) the non-contingent, liquidated, undisputed amount of such Claim as set forth in the Debtors' Schedules if no Proof of Claim has been timely filed in respect of such Claim as of the Voting Record Date or (ii) if a Proof of Claim has been timely filed as of the Voting Record Date in respect of such Claim, the amount set forth in such Proof of Claim.
- B. Duplicate Claims, whether against a single Debtor or more than one Debtor, within the same Voting Class will be entitled to 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.³
- C. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtor in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan. The Voting Agent shall also track the Claims voted in favor of or against the Combined Disclosure Statement and Plan on a consolidated basis as to all Debtors.⁴
- D. Under the Combined Disclosure Statement and Plan, only Claimholders in Voting Classes are entitled to vote on the Combined Disclosure Statement and Plan.
- E. 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 be disallowed for voting purposes; *provided, however*, if (a) the applicable bar

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Valeritas Holdings, Inc. (8907); Valeritas, Inc. (1056); Valeritas Security Corporation (9654); Valeritas US, LLC (0007). The corporate headquarters and the mailing address for the debtors is c/o DLA Piper LLP (US), 1251 Avenue of the Americas, 27th Floor, New York, New York 10020.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Interim Approval and Procedures Order.

³ The Plan Proponents have requested this relief pursuant to the Combined Disclosure Statement and Plan. Such relief has not yet been approved by the Bankruptcy Court.

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date has not yet passed, or (b) such Claim is the subject of an objection, such Claim shall be entitled to vote in the amount of \$1.00.

- F. 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 Voting Agent), and such claim has not been allowed or objected to, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, irrespective of how such Claim may or may not be set forth on the Schedules.
- G. Proofs of Claim filed for \$0.00 are not entitled to vote.
- H. If a Claim, for which a Proof of Claim has been timely filed, has not been disallowed, and is not subject to a pending objection or adversary proceeding as of May 18, 2020 at 4:00 p.m. (EDT), is marked or otherwise referenced on its face as partially contingent, partially unliquidated and/or partially disputed, such Claim shall be temporarily allowed solely for voting purposes in the non-contingent, liquidated, and undisputed amount, irrespective of how such Claim may or may not be set forth on the Schedules.
- I. The Debtors are authorized to enter into stipulations with any Claimholder agreeing to the amount of a Claim for voting purposes.
- J. If the Debtors or another party in interest has served an objection to a Claim by **May 18, 2020 at 4:00 p.m. (EDT)**, such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and manner as set forth in such objection.
- K. If a Claimholder identifies a Claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Procedures, the Claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.
- L. If a Proof of Claim has been amended by a later Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending claim shall be entitled to vote in a manner consistent with these Tabulation Procedures, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim. Except as otherwise ordered by the Bankruptcy Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these Tabulation Procedures.
- M. Except as otherwise ordered by the Bankruptcy Court, any Ballots received after the Voting Deadline will not be counted absent the consent of the Debtors (in their sole discretion).
- N. Any Ballot that does not indicate an acceptance or rejection of the Combined Disclosure Statement and Plan, or that indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan, will not be counted.
- O. Any Ballot that is returned indicating acceptance or rejection of the Combined Disclosure Statement and Plan but is unsigned will not be counted.
- P. Whenever a Claimholder casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the last valid Ballot timely received will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots.

- Q. If a Claimholder casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.
- R. Each Claimholder will be deemed to have voted the full amount of its Claim as set forth on the Ballot.
- S. Claimholders may not split their vote within a Class; thus, each Claimholder will be required to vote all of its Claims within the Class either to accept or reject the Combined Disclosure Statement and Plan.
- T. Ballots partially rejecting and partially accepting the Combined Disclosure Statement and Plan will not be counted.
- U. Any Ballot received that is illegible or otherwise incomplete will not be counted.
- V. The method of delivery of Ballots to the Voting Agent is at the risk of each Claimholder, and such delivery will be deemed made only when the original Ballot is actually received by the Voting Agent.
- W. The Debtors expressly reserve the right to amend the terms of the Combined Disclosure Statement and Plan (subject to compliance with section 1127 of the Bankruptcy Code). If the Debtors make material changes to the terms of the Combined Disclosure Statement and Plan, the Debtors will disseminate additional solicitation materials and extend the solicitation period, in each case to the extent required by the Combined Disclosure Statement and Plan, applicable law, or further order of the Bankruptcy Court.
- X. If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity on behalf of a Claimholder, such person will be required to indicate such capacity when signing and, at the Voting Agent's discretion, must submit proper evidence satisfactory to the Voting Agent to so act on behalf of the Claimholder.
- Y. Any Claimholder who has delivered a valid Ballot voting on the Combined Disclosure Statement and Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a). After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors or as otherwise ordered by the Bankruptcy Court.
- Z. Subject to any contrary order of the Bankruptcy Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot, and delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived; *provided however*, that the Voting Report shall disclose any such waivers.
- AA. Neither the Debtors nor any other Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability with respect thereto.
- BB. The Voting Agent will date stamp or electronically record date of receipt all Ballots when received. The Voting Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Bankruptcy Court.

- CC. An original properly completed and executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Voting Agent by any electronic means other than through the online balloting portal maintained by the Voting Agent will not be valid (*e.g.*, facsimile and email are not valid means of delivery).
- DD. No Ballot should be sent to any party other than the Debtors' Voting Agent. If a Ballot is sent to any other party, it will not be counted.
- EE. In the event a designation is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Combined Disclosure Statement and Plan cast with respect to such Claim will be counted for purposes of determining whether the Combined Disclosure Statement and Plan has been accepted and/or rejected.
- FF. If a Claim has been estimated or otherwise Allowed for voting purposes only by order of the Bankruptcy Court, such Claim shall be provisionally allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only and not for purposes of allowance or distribution; provided, however, that if a Claim has been estimated by the Bankruptcy Court for purposes of allowance and distribution pursuant to section 502(c) of the Bankruptcy Code, such allowance shall be for both voting and distribution purposes.
- GG. If a Class of Claims is eligible to vote and no Claimholders eligible to vote in such Class vote to accept or reject the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan shall be deemed accepted by the Claimholders in such Class.⁵
- HH. Any Class of Claims or Interests that does not contain, as of the date of the commencement of the Combined Hearing, at least one Allowed Claim or Allowed Interest, as applicable, or at least one Claim or Interest, as applicable, that is provisionally Allowed under Bankruptcy Rule 3018, such Class of Claims or Interests, as applicable, shall be deemed eliminated from the Combined Disclosure Statement and Plan for all purposes, including for purposes of (i) voting on the acceptance or rejection of the Combined Disclosure Statement and Plan and (ii) determining acceptance or rejection of the Combined Disclosure Statement and Plan by such Class under sections 1129(a)(8) and 1129(a)(10) of the Bankruptcy Code.⁶
- II. To the extent necessary, the Debtors may make ministerial modifications to these Tabulation Procedures without further Bankruptcy Court order, after consulting with the Prepetition Lenders and Official Committee of Unsecured Creditors, *provided that* such changes are not inconsistent with the Interim Approval and Procedures Order.

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