

October 10, 2022

Via First Class Mail

**RE: In re Zosano Pharma Corporation
Chapter 11 Case No. 22-10506 (JKS)**

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

Zosano Pharma Corporation, the debtor and debtor in possession (the “**Debtor**”) in the above-referenced chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on June 1, 2022.

You have received this letter and the enclosed materials because you may be entitled to vote on the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”).¹ On October 7, 2022, the Court entered an order [Docket No. 227] (the “**Disclosure Statement Order**”): (a) authorizing the Debtor to solicit acceptances for the Plan; (b) approving the *Disclosure Statement for Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “**Solicitation Package**”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan, and for filing objections to the Plan.

YOU ARE RECEIVING THIS LETTER BECAUSE YOU MAY BE ENTITLED TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS LETTER CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

YOU SHALL BE DEEMED TO HAVE CONSENTED TO GIVE THE RELEASES SET FORTH IN ARTICLE IX.C OF THE PLAN, UNLESS YOU CHECK THE BOX BELOW TO OPT OUT OF PROVIDING THOSE RELEASES OR TIMELY FILE AN OBJECTION TO THE RELEASES BY HOLDERS OF CLAIMS.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to Holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

- a. a copy of the Solicitation and Voting Procedures;
- b. the Disclosure Statement (and the exhibits attached thereto, including the Plan);
- c. an appropriate Ballot together with detailed voting instructions with respect thereto;
- d. this Cover Letter;

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.



- e. the Disclosure Statement Order (without schedules); and
- f. the Confirmation Hearing Notice.

The Debtor has approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtor believes that the acceptance of the Plan is in the best interests of its Estate, Holders of Claims, and all other parties in interest. Moreover, the Debtor believes that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) or recoveries on account of Claims asserted in the Chapter 11 Case.

THE DEBTOR STRONGLY URGES YOU TO PROPERLY AND TIMELY SUBMIT YOUR
BALLOT CASTING A VOTE TO ACCEPT THE PLAN. THE VOTING DEADLINE IS 4:00 P.M.
(PREVAILING EASTERN TIME)
ON NOVEMBER 10, 2022.

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Kurtzman Carson Consultants LLC, the notice and claims agent retained by the Debtor in the Chapter 11 Case (the “**Notice and Claims Agent**”), by: (1) calling or emailing the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international) or ZosanoPharmaInfo@kccllc.com; (2) visiting the Debtor’s restructuring website at: <http://www.kccllc.net/zosanopharma>; and/or (3) writing to the Notice and Claims Agent at: Zosano Pharma Ballot Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, the solicitation materials, but may *not* advise you as to whether you should vote to accept or reject the Plan.

CRITICAL INFORMATION REGARDING RELEASES

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.C CONTAINS A RELEASES BY HOLDERS OF CLAIMS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

ALL HOLDERS OF CLAIMS THAT DO NOT TIMELY OPT OUT OF THE RELEASES BY HOLDERS OF CLAIMS PURSUANT TO THE PROCEDURES AUTHORIZED IN THE DISCLOSURE STATEMENT ORDER OR FILE AN OBJECTION TO THE RELEASES BY HOLDERS OF CLAIMS WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES BY HOLDERS OF CLAIMS.

Sincerely,

Zosano Pharma Corporation, as Debtor and Debtor
in Possession