

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Obj. Deadline: September 29, 2022 at 4:00 p.m.
Hearing Date: October 6, 2022 at 1:00 p.m.

MOTION OF THE DEBTOR FOR ENTRY OF AN ORDER (I) APPROVING ADEQUACY OF DISCLOSURE STATEMENT, (II) APPROVING SOLICITATION AND NOTICE PROCEDURES FOR CONFIRMATION OF THE CHAPTER 11 PLAN OF LIQUIDATION, (III) APPROVING BALLOT AND NOTICE FORMS IN CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN DATES WITH RESPECT THERETO, AND (V) GRANTING RELATED RELIEF

The above-captioned debtor and debtor-in-possession (the “**Debtor**” or the “**Proponent**”), hereby submits this motion (the “**Motion**”) pursuant to sections 105, 363, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), Rules 2002, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), (i) approving the adequacy of the Disclosure Statement (as defined herein), (ii) approving the solicitation and notice procedures with respect to confirmation of the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* filed contemporaneously herewith (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”),² (iii) approving

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.



the forms of Ballots and notices in connection therewith, (iv) approving the forms of non-voting status notices, (v) scheduling certain dates with respect thereto, and (vi) granting related relief. In support of this Motion, the Debtor respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Under Local Rule 9013-1(f), the Debtor consents to entry of a final order under Article III of the United States Constitution. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On June 1, 2022 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court.

3. The Debtor has continued in possession of its properties and is operating and managing its business as debtor in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No official committee has been appointed in this Chapter 11 Case.

4. The Court recently approved the sale of substantially all of the Debtor’s assets to Emergex USA Corporation pursuant to the *Order (I) Authorizing the Sale of Assets of the Debtor Free and Clear of All Liens, Claims, Encumbrances, and Interests; (II) Approving the Final Asset Purchase Agreement; (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief* [Docket No. 164], which sale closed on August 15, 2022.

5. Additional information regarding the Debtor, including its business and affairs, its capital and debt structure, and the events leading to the filing of this Chapter 11 Case, is set forth in detail in the *Declaration of Steven Lo in Support of the Debtor's Chapter 11 Petition and Requests for First Day Relief* [Docket No. 15] (the “**First Day Declaration**”) incorporated herein by reference.

RELIEF REQUESTED

6. By this Motion, the Debtor seeks entry of the Proposed Order granting the following relief and such other and further relief as is just and equitable:

- a. ***Disclosure Statement.*** Approving the *Disclosure Statement for Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* [Docket No. 179] (as amended, supplemented, or otherwise modified from time to time, the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code;
- b. ***Disclosure Statement Hearing and Notice.*** Approving the form and manner of notice of the hearing to consider approval of the Disclosure Statement (the “**Disclosure Statement Hearing**”);
- c. ***Solicitation and Voting Procedures.*** Approving procedures for: (i) soliciting, receiving, and tabulating votes to accept or reject the Plan; (ii) voting to accept or reject the Plan; and (iii) filing objections to the Plan (collectively, the “**Solicitation and Voting Procedures**”), substantially in the form attached to the Proposed Order as Schedule 1;
- d. ***Ballot.*** Approving the Class 3 ballot (the “**Class 3 Ballot**”) and the Class 4 ballot (the “**Class 4 Ballot**”), substantially in the form attached to the Proposed Order as Schedules 2A and 2B, respectively;
- e. ***Solicitation Packages.*** Finding that the solicitation materials and documents included in the solicitation packages (collectively, the “**Solicitation Packages**”) that will be sent to, among others, Holders of Claims entitled to vote to accept or reject the Plan, are in compliance with Bankruptcy Rules 2002(b) and 3017(d);
- f. ***Non-Voting Status Notices.*** Approving: (i) the form of notice applicable to Holders of Claims and Interests that are either deemed to (A) accept the Plan (“**Non-Impaired Non-Voting Status Notice**”), or (B) reject the Plan (“**Impaired Non-Voting Status Notice**”, and together with the Unimpaired

Non-Voting Status Notice, the “**Non-Voting Status Notices**”); and (ii) the form of notice applicable to Holders of Claims that are subject to a pending objection by the Debtor and who are not entitled to vote such Claim (or a portion thereof) (a “**Notice of Disputed Claim Holders**”), substantially in the forms attached to the Proposed Order as Schedules 3(A), 3(B) and 4, respectively;

- g. **Cover Letter.** Approving the form of letter (the “**Cover Letter**”) that the Debtor will send to Holders of Claims entitled to vote to accept or reject the Plan urging such parties to vote in favor of the Plan, substantially in the form attached to the Proposed Order as Schedule 5;
- h. **Confirmation Hearing Notice.** Approving the form and manner of notice of the hearing to be held by the Court to consider confirmation of the Plan (the “**Confirmation Hearing**,” and the notice thereof, the “**Confirmation Hearing Notice**”), substantially in the form attached to the Proposed Order as Schedule 6;
- i. **Plan Objection Procedures.** Approving the procedures for filing objections, if any, to the Plan; and
- j. **Plan Confirmation Schedule.** Establishing certain dates and deadlines, described below, with respect to Confirmation, subject to modification as necessary.

7. The Debtor seeks to promptly implement its orderly liquidation under chapter 11 (including its Plan solicitation) and consummate its Plan.

8. The Debtor seeks the Court’s approval of the schedule of events set forth below relating to confirmation of the Plan, subject to the Court’s approval and calendar:

Event	Date	Description
Voting Record Date	October 6, 2022	Date for determining (i) which Holders of Claims in the Voting Classes (as defined herein) are entitled to vote to accept or reject the Plan and receive Solicitation Packages in connection therewith, and (ii) whether Claims have been properly assigned or transferred to an assignee under Bankruptcy Rule 3001(e) or other applicable rules such that the assignee or transferee, as applicable, can vote to accept or reject the Plan (the “ Voting Record Date ”).

Event	Date	Description
Disclosure Statement Hearing	October 6, 2022 at 1:00 p.m.] (prevailing Eastern Time)	Date of the hearing at which the Court will consider approval of the Debtor's Disclosure Statement pursuant to section 1125 of the Bankruptcy Code.
Solicitation Deadline	October 13, 2022	Deadline by which the Debtor must (i) distribute Non-Voting Status Notices to Holders of Claims and Interests not entitled to vote to accept or reject the Plan, (ii) Solicitation Packages, including Ballots, to Holders of Claims entitled to vote to accept or reject the Plan, and (iii) serve the Confirmation Hearing Notice on parties in interest (the " Solicitation Deadline ").
Deadline for Motion to Estimate Claims for Voting Purposes	November 3, 2022 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which creditors must file motions to estimate claims for voting purposes.
Plan Supplement Filing Deadline	November 3, 2022	Last date by which the Debtor must file the Plan Supplement.
Voting Deadline	November 10, 2022 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which (i) certain Holders of Claims may vote to accept or reject the Plan pursuant to Bankruptcy Rule 3017(c), and by which all Ballots must be properly executed, completed, and delivered as specified in the Solicitation and Voting Procedures, and (ii) certain Holders of Claims may choose to "opt-out" of the release set forth in Article IX.C of the Plan by properly executing, completing, and delivering "opt-out" forms as specified in the Solicitation and Voting Procedures and the Non-Voting Status Notices (the " Voting Deadline ").
Plan Objection Deadline	November 10, 2022 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which parties in interest may file objections to Confirmation of the Plan (the " Plan Objection Deadline ").
Deadline to File Confirmation Brief / Plan Objection Response Deadline	November 15, 2022	Deadline by which the Debtor shall file its brief in support of Confirmation of the Plan and to file a response to objections to the Plan (the " Confirmation Brief Deadline ").

Event	Date	Description
Deadline to File Voting Report	November 15, 2022	Deadline by which the report tabulating the voting on the Plan (the “ Voting Report ”) shall be filed with the Court.
Confirmation Hearing Date	November 18, 2022 at [-----] (prevailing Eastern Time)	Date of the hearing at which the Court will consider Confirmation of the Plan (the “ Confirmation Hearing Date ”).

PLAN SUMMARY³

A. Plan Structure Generally

9. The Plan contemplates a liquidation of the Debtor and the formation of the Liquidating Trust, pursuant to which (a) the Debtor or the Liquidating Trust will pay in full in Cash (or otherwise leave Unimpaired) all Allowed Administrative, Priority Tax, Other Priority Claims and Secured Claims; and (b) make distributions, in accordance with their relative priority, of all Allowed General Unsecured Claims and Subordinated Claims. All Interests in the Debtor will be cancelled.

B. Classification and Treatment of Claims and Interests

10. The Plan contemplates classifying Holders of Claims and Interests into certain Classes for all purposes, including with respect to voting on the Plan, pursuant to sections 1122 and 1126 of the Bankruptcy Code. The following chart represents the Classes of Claims and Interests under the Plan and the voting rights of each Class:

Class	Claims/Interests	Status	Voting Rights
1	Secured Claims	Unimpaired	Not Entitled to Vote (Deemed to Accept)
2	Other Priority Claims	Unimpaired	Not Entitled to Vote (Deemed to Accept)
3	General Unsecured Claims	Impaired	Entitled to Vote

³ To the extent there is any inconsistency between the descriptions of the Plan in this summary and the terms of the Plan, the terms of the Plan shall control.

Class	Claims/Interests	Status	Voting Rights
4	Subordinated Claims	Impaired	Entitled to Vote
5	Interests in the Debtor	Impaired	Not Entitled to Vote (Deemed to Reject)

11. Based on the foregoing (and as discussed in greater detail herein), the Debtor is proposing to solicit votes to accept or reject the Plan from Holders of Claims in Classes 3 and 4 (each a “**Voting Class**” and collectively, the “**Voting Classes**”).

12. The Debtor is not proposing to solicit votes from Holders of Claims in Classes 1, 2 and 5 (each a “**Non-Voting Class**” and collectively, the “**Non-Voting Classes**”).

C. “Opt-Out” Forms

13. Under Article IX.C of the Plan, the Debtor seeks the following consensual release (the “**Consensual Release**”):

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all claims, Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor (or its Estate), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtor and the ownership thereof, the Debtor’s in- or out-of-court restructuring efforts, the Chapter 11 Case, the formulation, preparation, dissemination, negotiation, or Filing of the Disclosure Statement, the Sale, the Sale Documents, the Plan, the Plan Supplement, or any restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Sale, the Sale Documents, the Plan, the Plan Supplement, the Chapter 11 Case, the Filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of the Sale, the pursuit of consummation, the administration and implementation of the Plan, including distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post Effective Date obligations of any party or entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or (c) any obligations under or in respect of the Sale Documents.

Each Person and Entity deemed to grant the releases described in this Article IX.C shall be deemed to have granted such releases notwithstanding that such Person or Entity may hereafter discover facts in addition to, or different from, those which such Person or Entity now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person or Entity expressly waives any and all rights that such Person or Entity may have under any statute or common law principle, including, without limitation, section 1542 of the California Civil Code, to the extent such section is applicable, which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist on the Effective Date. Section 1542 of the California Civil Code generally provides as follows: “A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.”

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval of the releases described in Article IX.C of the Plan, which includes by reference each of the related provisions and definitions contained in this Plan, and, further, shall constitute the Bankruptcy Court’s finding that each release described in Article IX.C of the Plan is: (a) consensual; (b) essential to the Confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) in the best interests of the Debtor and its Estate; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for hearing; and (g) a bar to any of the Releasing Parties asserting any claim, Claim or Cause of Action released pursuant to Article IX.C of the Plan.

14. As set forth in the definition of “**Releasing Party**,” the following Entities will be providing the Consensual Release:

The term “**Released Parties**” or “**Released Party**” means, collectively, and in each case, in its capacity as such the Debtor, the Debtor’s current and former directors, managers, officers, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns; provided, however, that any Entity or Person that opts out of the third-party release under Article IX.C of the Plan or otherwise objects to Confirmation of the Plan shall not be deemed a “**Released Party**” under this Plan.

The term “**Releasing Parties**” or “**Releasing Party**” means, individually and collectively, (a) each Holder of a Claim that (i) that does not opt out

of the releases, or (ii) File an objection to such releases; and (b) as to each of the Entities in the foregoing clause (a), each such Entities' and their Affiliates' current and former officers, directors, principals, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives and all other professionals and retained Professionals (in each case as to the foregoing Entities and their Affiliates in clause (a), solely in their capacity as such). The term "**Releasing Party**" shall not include the Holder of an Interest, solely in such capacity.

15. Holders of Claims will have the ability to opt-out of being a Releasing Party by submitting an opt-out form (the "**Opt-Out Form**") or by timely Filing an objection to the Consensual Release.

BASIS FOR RELIEF

I. The Court Should Approve the Disclosure Statement.

A. The Standard for Approval of the Disclosure Statement.

16. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a chapter 11 plan must provide "adequate information" regarding that plan to holders of impaired claims or interests entitled to vote on the plan. 11 U.S.C. § 1125. Specifically, section 1125(a)(1) of the Bankruptcy Code provides, in relevant part, as follows:

"[A]dequate information" means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan.

Id. § 1125(a)(1).

17. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision regarding whether or not to vote for the plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) ("[Section] 1125 seeks to guarantee a minimum amount of

information to the creditor asked for its vote.”); *In re Monnier Bros.*, 755 F.2d 1336, 1342 (8th Cir. 1985) (“The primary purpose of a disclosure statement is to give the creditors the information they need to decide whether to accept the plan.”); *In re Phx. Petroleum, Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001) (“[T]he general purpose of the disclosure statement is to provide ‘adequate information’ to enable ‘impaired’ classes of creditors and interest holders to make an informed judgment about the proposed plan and determine whether to vote in favor of or against that plan.”). Congress intended that such informed judgments would be needed to both negotiate the terms of, and vote on, a chapter 11 plan. *Century Glove, Inc.*, 860 F.2d at 100.

18. “**Adequate information**” is a flexible standard, based on the facts and circumstances of each case. *See* 11 U.S.C. § 1125(a)(1) (“‘[A]dequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records.”); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *First Am. Bank of N.Y. v. Century Glove, Inc.*, 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of disclosure for a particular debtor will be determined based on how much information is available from outside sources); S. Rep. No. 95-989, at 121 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 5907 (“[T]he information required will necessarily be governed by the circumstances of the case.”).

19. In determining whether a disclosure statement contains adequate information as required by section 1125 of the Bankruptcy Code, courts typically look for disclosures related to topics such as:

- a. the events that led to the filing of a bankruptcy petition;

- b. the relationship of the debtor with its affiliates;
- c. a description of the available assets and their value;
- d. the company's anticipated future;
- e. the source of information stated in the disclosure statement;
- f. the debtor's condition while in chapter 11;
- g. claims asserted against the debtor;
- h. the estimated return to creditors under a chapter 7 liquidation;
- i. the future management of the debtor;
- j. the chapter 11 plan or a summary thereof;
- k. financial information, valuations, and projections relevant to a creditor's decision to accept or reject the chapter 11 plan;
- l. information relevant to the risks posed to creditors under the plan;
- m. the actual or projected realizable value from recovery of preferential or otherwise avoidable transfers;
- n. litigation likely to arise in a nonbankruptcy context; and
- o. tax attributes of the debtor.

See In re U.S. Brass Corp., 194 B.R. 420, 424-25 (Bankr. E.D. Tex. 1996); *see also In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988) (listing the factors courts have considered in determining the adequacy of information provided in a disclosure statement). Disclosure regarding all topics is not necessary in every case. *See U.S. Brass*, 194 B.R. at 425; *see also Phoenix Petroleum*, 278 B.R. at 393 (“[C]ertain categories of information which may be necessary in one case may be omitted in another; no one list of categories will apply in every case.”).

B. The Disclosure Statement Contains Adequate Information in Accordance with Section 1125 of the Bankruptcy Code.

20. The Disclosure Statement provides “adequate information” to allow Holders of Claims in the Voting Classes to make informed decisions about whether to vote to accept or reject the Plan. Specifically, the Disclosure Statement contains a number of categories of information that courts consider “adequate information,” including without limitation:

Category	Description	Location in Disclosure Statement
The Debtor’s Corporate History, Structure, and Business Overview	An overview of the Debtor’s corporate history, business operations, organizational structure, and capital structure.	Article IV
Events Leading to the Chapter 11 Filing	An overview of the Debtor’s out-of-court restructuring efforts in response to deteriorating economic conditions.	Article V
Material Developments and Anticipated Events of the Chapter 11 Case	A summary of the Material Developments projected course of events in the Chapter 11 Case.	Article VI
Risk Factors	Certain risks associated with the Debtor’s business and the Plan and its implementation, as well as certain risks associated with forward-looking statements and disclaimers as to the information provided by and set forth in the Disclosure Statement.	Article VIII
Release, Injunction, and Related Provisions	A description of injunctions, releases, including the release, and exculpations provided for in the Plan.	Article VII.H
Solicitation and Voting Procedures	A description of the procedures for soliciting votes to accept or reject the Plan and voting on the Plan.	Article III.B
Confirmation of the Plan	Confirmation procedures and statutory requirements for confirmation and Consummation of the Plan.	Article IX
Certain Securities Laws Matters	A description of the applicability of section 1145 of the Bankruptcy Code.	Article X

Category	Description	Location in Disclosure Statement
Certain United States Federal Income Tax Consequences of the Plan	A description of certain U.S. federal income tax law consequences of the Plan.	Article VIII.B

21. Based on the foregoing, the Debtor submits that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and addresses the information set forth above in a manner that provides adequate information to Holders of Claims entitled to vote to accept or reject the Plan. Accordingly, the Debtor submits that the Disclosure Statement contains “adequate information” and, therefore, should be approved.

C. The Disclosure Statement Provides Sufficient Notice of Injunction, Release, and Exculpation Provisions in the Plan.

22. Bankruptcy Rule 3016(c) requires that if a plan provides for an injunction against conduct not otherwise enjoined under the Bankruptcy Code, the plan and disclosure statement must describe, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction. Fed. R. Bankr. P. 3016(c). Similarly, Bankruptcy Rule 2002(c) requires such disclosure be included in the notice of the time fixed for filing objections and the hearing to consider confirmation of the chapter 11 plan. *Id.* at 2002(c).

23. Article VII.H of the Disclosure Statement describes in detail the entities subject to release, injunction, and exculpation provisions under the Plan and the acts that they are enjoined from pursuing. Further, the language in Article VII.H of the Disclosure Statement is in bold, making it conspicuous to anyone who reads it. Moreover, Article VII.H of the Disclosure Statement describes in detail entities subject to or providing a release under the Plan, the Claims and Causes of Action so released, and the entities entitled to exculpation under the Plan. Accordingly, the Debtor respectfully submits that the Disclosure Statement complies with

Bankruptcy Rule 3016(c) by conspicuously describing the conduct and parties enjoined, released, or exculpated by the Plan, and the Confirmation Hearing Notice complies with Bankruptcy Rule 2002(c) by conspicuously describing the nature and entities subject to the injunction under the Plan.

D. Approval of the Disclosure Statement Hearing Notice.

24. The Disclosure Statement Hearing Notice, substantially in the form attached hereto as **Exhibit B**, identifies (a) the date, time, and place of the Disclosure Statement Hearing, (b) the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) can be obtained, and (c) the deadline and procedures for filing objections to the approval of the Disclosure Statement. As noted above, the Debtor has requested that the Disclosure Statement Hearing be scheduled for October 6, 2022 at 1:00 p.m. (prevailing Eastern Time), and the Disclosure Statement Objection Deadline be set for September 29, 2022 at 4:00 p.m. (prevailing Eastern Time).

25. Bankruptcy Rule 3017(a) provides as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days' notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

Fed. R. Bankr. P. 3017(a).

26. Bankruptcy Rule 2002(b) requires 28 days' notice to all creditors and other parties in interest of the time set for filing objections to, and the hearing to consider the approval of, a disclosure statement. *Id.* 2002(b). Additionally, Local Rule 3017-1(a) provides that, upon the filing of a disclosure statement, the proponent of the plan shall obtain hearing and objection dates

from the bankruptcy court and shall provide notice of those dates in accordance with Bankruptcy Rule 3017. Del. Bankr. L.R. 3017-1(a).

27. The Debtor respectfully submits that the foregoing procedures provide adequate notice of the Disclosure Statement Hearing and, accordingly, requests that the Court approve such procedures as adequate and find that such notice is due and proper and that no other or further notice is necessary.

II. The Court Should Approve the Solicitation and Voting Procedures, Including the Voting and Tabulation Procedures, the Solicitation Package, and the Timeline for Soliciting Votes on the Plan.

A. The Standard for Approval of Solicitation and Voting Procedures.

28. Section 1126(c) of the Bankruptcy Code provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under section (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected the plan.

11 U.S.C. § 1126(c). Additionally, Bankruptcy Rule 3018(c) provides, in part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c). Consistent with these requirements, the Debtor proposes to use the Solicitation and Voting Procedures, which procedures include specific voting and tabulation requirements and processes, as described below.

B. Solicitation and Voting Procedures.

a. Completion of Ballots

29. To facilitate the process of tabulating all votes received, the Debtor proposes that a Ballot be counted in determining the acceptance or rejection of the Plan only if it satisfies certain

criteria. Specifically, the Voting and Tabulation Procedures, which are defined, and set forth in detail in, the Solicitation and Voting Procedures attached as Schedule 1 to the Proposed Order, provide that the Debtor will not count a Ballot if it is, among other things, illegible, submitted by or on behalf of a Holder of a Claim or Interest that is not entitled to vote on the Plan, unsigned, or not clearly marked. Further, the Debtor, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report.

b. General Ballot Tabulation and Voting Procedures

30. The proposed Voting and Tabulation Procedures set forth specific criteria with respect to the general tabulation of Ballots and voting procedures applicable to Holders of Claims. The Debtor believes that the proposed Voting and Tabulation Procedures will facilitate the Plan confirmation process. Specifically, the procedures will clarify any obligations of Holders of Claims entitled to vote to accept or reject the Plan and will create a straightforward process by which the Debtor can determine whether it has satisfied the numerosity and dollar amount requirements of section 1126(c) of the Bankruptcy Code. Accordingly, the Debtor submits that the Voting and Tabulation Procedures are in the best interests of its Estate, Holders of Claims and Interests, and other parties in interest, and that good cause supports the relief requested herein.

C. The Court Should Approve the Forms of Ballot.

31. In accordance with Bankruptcy Rule 3018(c), the Debtor has prepared and customized the Ballots, and all votes to accept or reject the Plan must be cast by using an appropriate Ballot. Although based on Official Form B 314, the Ballots have been modified to address the particular circumstances of this Chapter 11 Case and include certain additional information that is relevant and appropriate for Claims in the Voting Classes. Each Ballot will

include instructions on how to file the Ballot electronically with the Debtor's Notice and Claims Agent and a return envelope for Ballots submitted by mail.

32. In addition, the Class 3 and 4 Ballots include an Opt-Out Form that allows Holders of Claims in such classes to opt-out of the Consensual Release. The proposed Ballots for the Voting Classes are annexed as Schedules 2A and 2B to the Proposed Order.

33. The Debtor respectfully submits that the forms of Ballot comply with Bankruptcy Rule 3018(c) and, therefore, should be approved.

D. The Court Should Approve the Form and Distribution of the Solicitation Packages and Cover Letter to Parties Entitled to Vote on the Plan.

34. Bankruptcy Rule 3017(d) specifies the materials to be distributed to holders of allowed claims upon approval of a disclosure statement, including the court-approved plan and disclosure statement and notice of the time within which acceptances and rejections of the plan may be filed. *See* Fed. R. Bankr. P. 3017(d).

35. In accordance with this requirement, the Debtor proposes to send the Solicitation Packages to provide Holders of Claims in the Voting Classes with the information they need to be able to make informed decisions with respect to how to vote on the Plan. Specifically, on or before the Solicitation Deadline, the Debtor will cause the Solicitation Packages to be distributed by first-class U.S. mail to those Holders of Claims in the Voting Classes.

36. Each Solicitation Package will include the following materials in paper format:
- a. the Order approving the Disclosure Statement (without schedules or exhibits);
 - b. the Disclosure Statement (and the exhibits attached thereto, including the Plan);
 - c. a copy of the Solicitation and Voting Procedures;

- d. an appropriate Ballot together with detailed voting instructions with respect thereto;
- e. the Cover Letter;
- f. the Confirmation Hearing Notice; and
- g. such other materials as the Court may direct.

37. The Debtor will also provide complete Solicitation Packages (excluding the Ballots) to the United States Trustee Office for the District of Delaware (the “**U.S. Trustee**”), the Securities and Exchange Commission, and the list of all parties required to be notified under Bankruptcy Rule 2002 and Local Rule 2002-1 (the “**2002 List**”) as of the Voting Record Date. The Debtor will not mail Solicitation Packages or other solicitation materials to Holders of Claims that have already been paid in full during the Chapter 11 Case or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court.

E. The Court Should Approve the Notice of Confirmation Hearing.

38. The Debtor will serve all known creditors and equity holders with a copy of the Confirmation Hearing Notice, which will include the following: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order approving this Motion, and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent (free of charge) and/or the Court’s website via PACER; (b) notice of the Voting Deadline; (c) notice of the Plan Objection Deadline; and (d) notice of the Confirmation Hearing Date and information related thereto. Accordingly, the Debtor submits that the Confirmation Hearing Notice should be approved.

F. The Court Should Approve the Non-Voting Status Notices.

39. As discussed above, the Non-Voting Classes are *not* entitled to vote on the Plan. As a result, they will *not* receive Solicitation Packages and, instead, the Debtor proposes that such

parties receive the Non-Voting Status Notices annexed at Schedules 3(A) (for Classes 1 and 2) and 3(B) (for Class 5).

40. Each of the Non-Voting Status Notices will include, among other things: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order approving this Motion, and all other materials in the Solicitation Package (*excluding* Ballots) from the Notice and Claims Agent free of charge; (b) a disclosure regarding the settlement, release, exculpation, and injunction language set forth in Article IX of the Plan; (c) notice of the Plan Objection Deadline and Voting Deadline; (d) notice of the Confirmation Hearing Date; and (e) information related thereto. The Unimpaired Non-Voting Status Notice will additionally include an Opt-Out Form.⁴

41. The Debtor believes that the mailing of Non-Voting Status Notices in lieu of Solicitation Packages satisfies the requirements of Bankruptcy Rule 3017(d) by the Solicitation Deadline. The Debtor also believes that it should not be required to mail Solicitation Packages or other solicitation materials to: (a) Holders of Claims that have already been paid in full during the Chapter 11 Case or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

G. The Court Should Approve the Voting Record Date, Voting Deadline, and Deadline to File Estimation Motions.

a. Voting Record Date and Voting Deadline

42. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include

⁴ No Opt-Out Form will be provided to Class 5 Interest Holders because such Parties are not “Releasing Parties.”

holders of stocks, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. *Id.* 3018(a).

43. The Debtor requests that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish October 6, 2022 as the Voting Record Date. Moreover, the Debtor proposes that, with respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the Holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim **only if**: (a) all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files by the Voting Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote on the Plan made by the Holder of such Claim as of the Voting Record Date.

44. The Debtor requests that, after the Debtor distributes Solicitation Packages to Holders of Claims entitled to vote on the Plan by the Solicitation Deadline, the Court require that all Holders of Claims entitled to vote on the Plan complete, execute, and return their customized Ballots (in accordance with the instructions on the Ballots) so that they are **actually received** by the Notice and Claims Agent on or before the proposed Voting Deadline of November 10, 2022 at 4:00 p.m. (prevailing Eastern Time).

45. The foregoing timing and materials will afford Holders of Claims entitled to vote on the Plan at least 28 days within which to review and analyze such materials and subsequently

make an informed decision as to whether to vote to accept or reject the Plan before the Voting Deadline consistent with the requirements of the applicable Bankruptcy Rules. *See* Fed. R. Bankr. P. 3017(d). Accordingly, the Debtor requests that the Court approve the form of, and the Debtor's proposed procedures for distributing, the Solicitation Packages to the Holders of Claims in the Voting Classes.

b. Temporary Allowance of Claims for Voting Purposes

46. Bankruptcy Rule 3018(a) provides that if a claim has been scheduled as other than matured, liquidated, and not disputed, then “notwithstanding objection to a claim or interest, the court after notice and hearing may temporarily allow the claim or interest in an amount that the court deems proper for the purposes of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a). The Debtor requests that the Court require parties that wish to file a motion under section 502(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a) to estimate a Claim or Interest for purposes of voting to do so by the Voting Deadline.

III. The Court Should Approve the Procedures for Confirming the Plan.

47. Section 1128 of the Bankruptcy Code provides that a court shall hold a hearing on confirmation of a plan and provides that parties in interest can object to confirmation. 11 U.S.C. § 1128. The Debtor respectfully requests that the Court establish November 18 2022 at [__:___.m.] (prevailing Eastern Time) as the Confirmation Hearing Date. In addition, the Debtor respectfully requests that the Court establish November 10, 2022 at 4:00 p.m. (prevailing Eastern Time) as the Plan Objection Deadline.

48. The Debtor requests that the Court direct the manner in which parties in interest may object to confirmation of the Plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr.

P. 3020(b)(1). The Confirmation Hearing Notice will require that objections to confirmation of the Plan or requests for modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court;
- c. state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and
- d. be filed with the Court (contemporaneously with a proof of service) upon the applicable notice parties, so as to be **actually received** on or before the Plan Objection Deadline.

49. The Debtor also requests that it (and other parties in support of the Plan) be permitted to file a reply to any objections to Confirmation of the Plan and a memorandum in support of confirmation by November 15, 2022.

50. The Debtor believes that the Confirmation Brief Deadline will afford the Court, the Debtor, and other parties in interest reasonable time to consider the objections and proposed modifications prior to the Confirmation Hearing.

NON-SUBSTANTIVE MODIFICATIONS

51. The Debtor requests authorization to make non-substantive changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Cover Letter, Solicitation and Voting Procedures, Voting and Tabulation Procedures, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

RESERVATION OF RIGHTS

52. Nothing contained herein is intended or shall be construed as (a) an admission as to the validity of any claim against the Debtor, (b) a waiver of the Debtor's or any party in interest's rights to dispute the amount of, basis for or validity of any claim against the Debtor, (c) a waiver of any claims or causes of action which may exist against any creditor or interest Holder, or (d) an approval, assumption (and assignment if applicable), adoption or rejection of any agreement, contract, lease or policy between the Debtor and any third party under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of any of the Debtor's rights to dispute such claim.

NOTICE

53. Notice of this Motion has been or will be provided to the following parties or, in lieu thereof, to their counsel if known: (a) the U.S. Trustee; (b) the parties included on the Debtor's list of 20 largest unsecured creditors; and (c) any parties who have requested notice in this Chapter 11 Case. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

54. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order and grant such other and further relief as is just and equitable.

Dated: August 31, 2022
Wilmington, Delaware

Respectfully submitted,

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Counsel for the Debtor and Debtor in Possession

Exhibit A

Proposed Order

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

In re:

Zosano Pharma Corporation,⁵

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Re Docket No. _____

**ORDER (I) APPROVING ADEQUACY OF DISCLOSURE STATEMENT,
(II) APPROVING SOLICITATION AND NOTICE PROCEDURES FOR
CONFIRMATION OF THE DEBTOR’S PLAN OF LIQUIDATION, (III) APPROVING
BALLOTS AND NOTICE FORMS IN CONNECTION THEREWITH,
(IV) SCHEDULING CERTAIN DATES WITH RESPECT THERETO, AND
(V) GRANTING RELATED RELIEF**

This matter coming before this Court upon the motion (the “**Motion**”)⁶ filed by Zosano Pharma Corporation, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Chapter 11 Case**”), pursuant to sections 105, 363, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), Rules 2002, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of this order (the “**Order**”), (i) approving the adequacy of the *Disclosure Statement for Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* attached hereto as **Exhibit A** (as approved by this Order, the “**Disclosure Statement**”), (ii) approving the solicitation and notice procedures with respect to confirmation of the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”), (iii) approving

⁵ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

⁶ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

the forms of Ballot and notices in connection therewith, (iv) approving the form of Non-Voting Status Notices, (v) scheduling certain dates with respect thereto, and (vi) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and this Court having found that the Debtor's notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other or further notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "**Hearing**"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.

I. Approval of the Disclosure Statement and Disclosure Statement Hearing Notice

2. The Disclosure Statement is hereby approved as providing Holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

The Debtor is authorized to distribute, or cause to be distributed, the Disclosure Statement and the Solicitation Packages to solicit votes on, and pursue confirmation of, the Plan.

3. The Disclosure Statement (including all applicable exhibits thereto) provides Holders of Claims, Holders of Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions, including the Consensual Release, contained in the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

4. The Disclosure Statement Hearing Notice is hereby approved. The procedures set forth herein and subsequently followed by the Debtor regarding notice to all parties in interest of the time, date, and place of the Disclosure Statement Hearing and the deadline for filing objections to the Disclosure Statement and service of the Disclosure Statement Hearing Notice, provided due, proper, and adequate notice and complied with Bankruptcy Rules 2002, 3017, and 9006 and Local Rules 2002-1 and 3017-1, and 9006-1.

II. Approval of the Solicitation and Voting Procedures

5. The Debtor shall solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as Schedule 1, which are hereby approved in their entirety.

III. Approval of the Solicitation Package and Timeline for Soliciting Votes and the Procedures for Confirming the Plan

A. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement

6. The following dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes on the Plan and confirming the Plan:

Event	Date	Description
Voting Record Date	October 6, 2022	Date for determining (i) which Holders of Claims in the Voting Classes (as defined herein) are entitled to vote to accept or reject the Plan and receive Solicitation Packages in connection therewith, and (ii) whether Claims have been properly assigned or transferred to an assignee under Bankruptcy Rule 3001(e) or other applicable rules such that the assignee or transferee, as applicable, can vote to accept or reject the Plan (the “ Voting Record Date ”).
Disclosure Statement Hearing	October 6, 2022 at [1:00_p.m.] (prevailing Eastern Time)	Date of the hearing at which the Court will consider approval of the Debtor’s Disclosure Statement pursuant to section 1125 of the Bankruptcy Code.
Solicitation Deadline	October 13, 2022	Deadline by which the Debtor must (i) distribute Non-Voting Status Notices to Holders of Claims and Interests not entitled to vote to accept or reject the Plan, (ii) Solicitation Packages, including Ballots, to Holders of Claims entitled to vote to accept or reject the Plan, and (iii) serve the Confirmation Hearing Notice on parties in interest (the “ Solicitation Deadline ”).
Deadline for Motion to Estimate Claims for Voting Purposes	November 3, 2022 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which creditors must file motions to estimate claims for voting purposes.
Plan Supplement Filing Deadline	November 10, 2022	Last date by which the Debtor must file the Plan Supplement.
Voting Deadline	November 10, 2022 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which (i) certain Holders of Claims may vote to accept or reject the Plan pursuant to Bankruptcy Rule 3017(c), and by which all Ballots must be properly executed, completed, and delivered as specified in the Solicitation and Voting Procedures, and (ii) certain Holders of Claims may choose to “opt-out” of the release set forth in Article IX.C of the Plan by properly executing, completing, and delivering “opt-out” forms as specified in the Solicitation and Voting Procedures and the Non-Voting Status Notices (the “ Voting Deadline ”).
Plan Objection Deadline	November 10, 2022 at 4:00 p.m. (prevailing Eastern Time)	Deadline by which parties in interest may file objections to Confirmation of the Plan (the “ Plan Objection Deadline ”).

Event	Date	Description
Deadline to File Confirmation Brief / Plan Objection Response Deadline	November 15, 2022	Deadline by which the Debtor shall file its brief in support of Confirmation of the Plan and to file a response to objections to the Plan (the “ Confirmation Brief Deadline ”).
Deadline to File Voting Report	November 15, 2022	Deadline by which the report tabulating the voting on the Plan (the “ Voting Report ”) shall be filed with the Court.

B. Approval of the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan

7. In addition to the Disclosure Statement and exhibits thereto, including the Plan, and this Order (without exhibits), the Solicitation Package to be transmitted on or before the Solicitation Deadline, or as soon as reasonably practicable thereafter, to those Holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved: (a) a copy of the Solicitation and Voting Procedures; (b) a Ballot, together with detailed voting instructions with respect thereto; (c) the Cover Letter; and (d) the Confirmation Hearing Notice.

8. The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

9. The Debtor shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline, or as soon as reasonably practical thereafter. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

10. On or before the Solicitation Deadline, or as soon as reasonably practical thereafter, the Debtor will provide a complete Solicitation Package (excluding the Ballot) to the U.S. Trustee, the Securities and Exchange Commission, and all parties on the 2002 List as of the Voting Record Date.

11. All votes to accept or reject the Plan must be cast by using the Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class mail, in the return envelope provided with each Ballot; (b) overnight delivery; (c) personal delivery; or (d) the online eBallot portal, so that the Ballots are actually received by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot.

12. In the event a Holder of Claims chooses to opt-out of the Consensual Release, such Holder must submit an Opt-Out Form by the Voting Deadline or timely File an objection to the Consensual Release.

C. Approval of the Confirmation Hearing Notice

13. The Confirmation Hearing Notice, in the form attached hereto as Schedule 6, constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

D. Approval of the Form of Notices to Non-Voting Classes

14. The Debtor is not required to provide Solicitation Packages to Holders of Claims and Interests in Non-Voting Classes, as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, or as soon as reasonably practicable thereafter, the Notice

and Claims Agent shall mail a Non-Voting Status Notice in lieu of Solicitation Packages, the form of which is hereby approved, to those Holders in Classes 1, 2 and 5.

15. The Debtor is not required to mail Solicitation Packages or other solicitation materials to: (a) Holders of Claims that have already been paid in full during the Chapter 11 Case or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

E. Approval of the Procedures for Filing Objections to the Plan, including with respect to Cure Amounts

16. Objections to the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to confirmation of the Plan or requests for modifications to the Plan, if any, *must*: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties identified in the Confirmation Hearing Notice, so as to be *actually received* on or before the Plan Objection Deadline.

IV. Miscellaneous

17. The Debtor is hereby authorized to make non-substantive changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Cover Letter, Solicitation and Voting Procedures, Voting and Tabulation Procedures, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and

to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

18. Nothing in this Order shall be construed as a waiver of the right of the Debtor or any other party in interest, as applicable, to object to a proof of claim or interest after the Voting Record Date.

19. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

20. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

21. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

22. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

SCHEDULE 1

Solicitation and Voting Procedures

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

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE THAT on [●], 2022, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”) [Docket No. ●]: (a) 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;² (b) authorizing Zosano Pharma Corporation, as debtor and debtor in possession (the “**Debtor**”) to solicit votes on the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”); (c) approving the solicitation materials and documents to be included in the solicitation packages (collectively, the “**Solicitation Packages**”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

A. The Voting Record Date

The Court has established [●], 2022 as the record date for purposes of determining which Holders of Class 3 and 4 Claims are entitled to vote on the Plan (the “**Voting Record Date**”).

B. The Voting Deadline

The Court has established [●], 2022 at 4:00 p.m. (prevailing Eastern Time) as the deadline to submit Ballots and/or Opt-Out Forms (the “**Voting Deadline**”).

To be counted as votes to accept or reject the Plan, all Class 3 and Class 4 ballots (each a “**Ballot**” and collectively, the “**Ballots**”) must be properly executed, completed, and delivered by: (1) first class mail; (2) overnight courier; (3) personal delivery; or (4) the online eBallot Portal, so that they are *actually received*, in any case, no later than the Voting Deadline by Kurtzman Carson Consultants LLC (the “**Notice and Claims Agent**”).

All Ballots should be submitted as follows: (1) if by first-class mail, overnight, or personal delivery, to Zosano Pharma Ballot Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245; or (2) if by the online eBallot portal, <https://eballot.kccllc.net/ZosanoPharma>. Delivery of a Ballot to the Notice and Claims Agent by facsimile or email shall **not** be valid.

Any Holder of a Claim that affirmatively opts-out of the release under Article IX.C of the Plan by returning a properly completed Opt-Out Form, or timely Files an objection to the Consensual Release not

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order.

be a “**Releasing Party**”. To be counted as a Holder of a Claim deemed to have opted out of the Consensual Release, such Holder must properly execute, complete, and deliver an Opt-Out Form so that it is *actually received*, in any case, no later than the Voting Deadline by the Notice and Claims Agent.

All Opt-Out Forms should be submitted as follows: (1) if by first-class mail, overnight, or personal delivery Zosano Pharma Ballot Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245; or (2) if by the online eBallot portal, <https://eballot.kccllc.net/ZosanoPharma>. Delivery of an Opt-Out Form to the Notice and Claims Agent by facsimile or email shall **not** be valid.

C. Form, Content, and Manner of Notices

1. The Solicitation Package

The following materials, in paper format, shall constitute the solicitation package (the “**Solicitation Package**”):

- a. these Solicitation and Voting Procedures;
- b. the Disclosure Statement (and exhibits thereto, including the Plan);
- c. the applicable form of Ballot, in substantially the form annexed as Schedules 2A, and 2B to the Disclosure Statement Order, as applicable;
- d. a Cover Letter, in substantially the form annexed as Schedule 5 to the Disclosure Statement Order, describing the contents of the Solicitation Package and urging the Holders of Claims in the Voting Classes to vote to accept the Plan;
- e. the Disclosure Statement Order (without schedules or exhibits); and
- f. the Confirmation Hearing Notice, in substantially the form annexed as Schedule 6 to the Disclosure Statement Order.

2. Distribution of the Solicitation Package

The Debtor will provide complete Solicitation Packages (excluding the Ballots) to the U.S. Trustee, the SEC, and all parties required to be notified under Bankruptcy Rule 2002 and Local Rule 2002-1 (the “**2002 List**”) as of the Voting Record Date.

In addition, the Debtor shall mail, or cause to be mailed, the Solicitation Package to all Holders of Claims in the Voting Classes on or before July 1, 2022, who are entitled to vote, as described in section D below.

To avoid duplication and reduce expenses, the Debtor will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against the Debtor that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event

- a. Absent a further order of the Court, the Holder of a Claim in a Voting Class that is the subject of a pending objection on a “reduce and allow” basis filed on or before the date that is seven days before the Voting Deadline shall be entitled to vote such Claim in the reduced amount contained in such objection.
- b. Absent a further order of the Court, the Holder of a Claim that is the subject of a pending objection to reclassify the Claim into a Voting Class filed on or before the date that is seven days before the Voting Deadline shall be entitled to vote such Claim in such Voting Class and, to the extent the objection also seeks to “reduce and allow” the Claim, shall be entitled to vote such Claim in the reduced amount contained in such objection.
- c. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to seven days before the Voting Deadline: (i) the Debtor shall cause the applicable Holder to be served with a Notice of Non-Voting Status with Respect to Disputed Claims substantially in the form annexed as Schedule 4 to the Disclosure Statement Order; and (ii) the applicable Holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event (as defined herein) occurs as provided herein.
- d. A “**Resolution Event**” means the occurrence of one or more of the following events no later than two business days prior to the Voting Deadline:
 - i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
 - iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtor resolving the objection and allowing such Claim in an agreed upon amount; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- e. No later than one business day following the occurrence of a Resolution Event, the Debtor shall cause the Notice and Claims Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package to the relevant Holder to the extent such Holder has not already received a Solicitation Package containing an appropriate form of Ballot.

4. Non-Voting Status Notices

Certain Holders of Claims or interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan or reject the Plan will receive only the relevant Non-Voting Status Notices, in substantially

the form attached as Schedules 3(A) or 3(B) to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots) and, to the extent applicable, opt-out of the Consensual Releases.

D. Voting and Tabulation Procedures

1. Holders of Claims Entitled to Vote

Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection filed with the Court at least seven days prior to the Voting Deadline, pending a Resolution Event as provided herein, shall receive a Solicitation Package and be entitled to vote such Claim;
- b. Holders of Claims that are listed in the Schedules in an amount greater than \$0; *provided*, that such Claims are not scheduled as contingent, unliquidated, or disputed and/or have not been paid in full or superseded by a timely filed Proof of Claim;
- c. Holders whose Claims arise (i) pursuant to an agreement or settlement with the Debtor, as reflected in a document filed with the Court, (ii) in an order entered by the Court, or (iii) in a document executed by the Debtor pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- d. Holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- e. the assignee of any Claim that was transferred on or before the Voting Record Date by any Person described in subparagraphs (a) through (d) above; *provided*, that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. Establishing Claim Amounts for Voting Purposes.

Class 3 Claims. The amount of Class 3 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 3 Claim Holder as of the Voting Record Date, as evidenced by (a) the Schedules and (b) the claims register maintained in this Chapter 11 Case. Proofs of Claim filed for \$0.00 are not entitled to vote.

If a timely filed Proof of Claim is amended, the last filed claim shall be subject to these rules and will supersede any earlier filed claim, and any earlier filed claim will be disallowed for voting purposes. Except as otherwise ordered by the Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

Class 4 Claims. The amount of Class 4 Claims for voting purposes only will be established based on the amount of the position held by the Class 4 Claim Holder as of the Voting Record Date, as evidenced by (a) the Schedules and (b) the claims register maintained in this Chapter 11 Case.

If a timely filed Proof of Claim is properly amended, the last filed Claim shall be subject to these rules and will supersede any earlier filed Claim, and any earlier filed Claim will be disallowed for voting purposes. Except as otherwise ordered by the Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

Filed and Scheduled Claims. The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- i. the Claim amount (1) settled and/or agreed upon by the Debtor, as reflected in a document filed with the Court, (2) set forth in an order of the Court, or (3) set forth in a document executed by the Debtor pursuant to authority granted by the Court;
- ii. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under Section C.3.d. of these Solicitation and Voting Procedures;
- iii. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Bar Date (or deemed timely filed by the Court), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that any Ballot cast by a Holder of a Claim who timely files a Proof of Claim in respect of (1) a contingent Claim or a Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the Debtor and/or the Notice and Claims Agent) that is not the subject of an objection by [●], 2022 will count toward satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (2) a partially liquidated and partially unliquidated Claim, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided further, however*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount (A) settled and/or agreed upon by the Debtor, as reflected in a document filed with the Court, (B) set forth in an order of the Court, or (C) set forth in a document executed by the Debtor pursuant to authority granted by the Court, such Claim amount shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;
- iv. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely filed Proof of Claim); *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid in full; and

- v. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

3. Voting and Ballot Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtor's right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- a. except as otherwise provided in these Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtor in its sole discretion), the Debtor, in its sole discretion, shall be entitled to reject such Ballot as invalid and, therefore, not count it in connection with Confirmation of the Plan, unless otherwise ordered by the Court;
- b. the Debtor will file with the Court by no later than [●], 2022, at 4:00 p.m. (prevailing Eastern Time) a voting report (the "**Voting Report**"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via facsimile, or damaged (collectively, in each case, the "**Irregular Ballots**"). The Voting Report shall indicate the Debtor's intentions with regard to each Irregular Ballot;
- c. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each Holder. Except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the properly executed Ballot;
- d. an executed Ballot is required to be submitted by the Person submitting such Ballot. Subject to the other procedures and requirements herein, completed, executed Ballots may be submitted via electronic portal at <https://eballot.kccllc.net/ZosanoPharma>. However, Ballots submitted by facsimile or email will not be valid or counted;
- e. no Ballot should be sent to the Debtor, the Debtor's agents (other than the Notice and Claims Agent), the Debtor's financial or legal advisors, and if so sent will not be counted unless otherwise agreed to by the Debtor in its sole discretion;
- f. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- g. Holders must vote all of their Claims within the Voting Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted;

- h. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing;
- i. the Debtor, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time in its sole discretion, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- j. neither the Debtor, nor any other Person, 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 for failure to provide such notification;
- k. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- l. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- m. subject to any order of the Court, the Debtor reserves the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtor, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report;
- n. if a Claim has been estimated or a Claim has otherwise been Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- o. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- p. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Person that does not hold a Claim in the Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date; (iv) any unsigned Ballot; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Person not entitled to vote pursuant to the procedures described herein;

- q. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtor;
- r. the Debtor is authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes;
- s. where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (x) a Ballot, (y) a group of Ballots within the Voting Class received from a single holder, or (z) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted; and
- t. for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single holder in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided, however*, that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such holder held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.

E. Amendments to the Plan and Solicitation and Voting Procedures.

The Debtor reserves the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan (including, for the avoidance of doubt, the Plan Supplement), Ballots, Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution; *provided* that all such modifications shall be made in accordance with the terms of the document being modified and the Plan.

SCHEDULE 2A

Form of Class 3 Ballot

(General Unsecured Claims)

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

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE CHAPTER 11 PLAN OF LIQUIDATION
OF ZOSANO PHARMA CORPORATION**

CLASS 3 – GENERAL UNSECURED CLAIMS

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

IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT
MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE **ACTUALLY
RECEIVED** BY THE NOTICE AND CLAIMS AGENT BY [●], 2022 AT
4:00 P.M. (PREVAILING EASTERN TIME) (THE “**VOTING DEADLINE**”) IN ACCORDANCE
WITH THE FOLLOWING:

Zosano Pharma Corporation, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case, is soliciting votes with respect to the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”). The Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) has approved that certain *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, by entry of an order on [●], 2022 [Docket No. [●]] (the “**Disclosure Statement Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the same meanings set forth in the Plan.

You are receiving this Class 3 Ballot because you are a Holder of a Class 3 Claim as of [●], 2022 (the “**Voting Record Date**”). Under the terms of the Plan, Holders of Class 3 Claims are entitled to vote to accept or reject the Plan.

Included in Item 3 of this Class 3 Ballot is an Opt-Out Form related to the Consensual Release set forth in Article IX of the Plan. **You are deemed to have consented to the Consensual Release unless you properly complete and return the Opt-Out Form or timely File an objection to the Consensual Release.**

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

Your rights are further described in the Disclosure Statement, which was included in the package (the “**Solicitation Package**”) you are receiving with this Class 3 Ballot. If you need to obtain additional Solicitation Packages, you may obtain them (at the Debtor’s expense) by (1) calling the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international); (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>.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, opting out of the Consensual Release, and making certain certifications with respect to the Plan. If you believe you have received this Class 3 Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at the address, or telephone number set forth above.

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. Your Claim has been placed in Class 3 under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of a Class 3 Claim in the following aggregate unpaid amount (insert amount in box below):

\$ _____

Item 2. Vote on Plan.

The Holder of a Class 3 Claim votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
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Item 3. Article IX.C provides for the following **Consensual Release**:

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all claims, Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor (or its Estate), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtor and the ownership thereof, the Debtor’s in- or out-of-court restructuring efforts, the Chapter 11 Case, the formulation, preparation, dissemination, negotiation, or Filing of the Disclosure Statement, the Sale, the Sale Documents, the Plan, the Plan Supplement, or any restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Sale, the Sale Documents, the Plan, the Plan Supplement, the Chapter 11 Case, the Filing of the Chapter 11 Case,

the pursuit of Confirmation, the pursuit of the Sale, the pursuit of consummation, the administration and implementation of the Plan, including distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post Effective Date obligations of any party or entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or (c) any obligations under or in respect of the Sale Documents.

Each Person and Entity deemed to grant the releases described in this Article IX.C shall be deemed to have granted such releases notwithstanding that such Person or Entity may hereafter discover facts in addition to, or different from, those which such Person or Entity now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person or Entity expressly waives any and all rights that such Person or Entity may have under any statute or common law principle, including, without limitation, section 1542 of the California Civil Code, to the extent such section is applicable, which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist on the Effective Date. Section 1542 of the California Civil Code generally provides as follows: “A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.”

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval of the releases described in Article IX.C of the Plan, which includes by reference each of the related provisions and definitions contained in this Plan, and, further, shall constitute the Bankruptcy Court’s finding that each release described in Article IX.C of the Plan is: (a) consensual; (b) essential to the Confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) in the best interests of the Debtor and its Estate; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for hearing; and (g) a bar to any of the Releasing Parties asserting any claim, Claim or Cause of Action released pursuant to Article IX.C of the Plan.

The term “**Released Parties**” or “**Released Party**” means, collectively, and in each case, in its capacity as such the Debtor, the Debtor’s current and former directors, managers, officers, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns; provided, however, that any Entity or Person that opts out of the third-party release under Article IX.C of the Plan or otherwise objects to Confirmation of the Plan shall not be deemed a “**Released Party**” under this Plan.

The term “**Releasing Parties**” or “**Releasing Party**” means, individually and collectively, (a) each Holder of a Claim that (i) that does not opt out of the releases, or (ii) File an objection to such releases; and (b) as to each of the Entities in the foregoing clause (a), each such Entities’ and their Affiliates’ current and former officers, directors, principals, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives and all other professionals and retained Professionals (in each case as to the foregoing Entities and their Affiliates in clause (a), solely in their capacity as such). The term “**Releasing Party**” shall not include the Holder of an Interest, solely in such capacity.

* * *

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU PROPERLY COMPLETE AND RETURN THE OPT-OUT FORM INCLUDED ON THE NEXT PAGE OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

OPT-OUT FORM

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU CHECK THE BOX BELOW TO OPT OUT OF PROVIDING THE CONSENSUAL RELEASE OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

The Holder of the Class 3 Claim elects to:

OPT OUT of the Consensual Release

Item 4. Certifications.

By signing this Class 3 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor:

- (a) that, as of the Voting Record Date, either: (i) the Person is the Holder of Class 3 Claim being voted; or (ii) the Person is an authorized signatory for the Holder of the Class 3 Claims being voted;
- (b) that the Person (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Person has cast the same vote with respect to all Class 3 Claims in a single Voting Class; and
- (d) that no other Class 3 Ballots with respect to the amount of the Class 3 Claims identified in Item 1 have been cast or, if any other Class 3 Ballots have been cast with respect to such Class 3 Claims, then any such earlier Class 3 Ballots are hereby revoked.

Name of Holder:	(Print or Type)
Signature:	
Name of Signatory:	(If other than Holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	
Tax Identification Number:	

IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE THIS CLASS 3 BALLOT ON OR BEFORE [●], 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 3 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.*

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT IN THE PROVIDED RETURN ENVELOPE *PROMPTLY* VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

<u>If by First Class Mail:</u>	<u>If by Overnight Courier or Hand Delivery:</u>
Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245	Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245

**PLEASE SELECT JUST ONE OPTION TO VOTE.
EITHER RETURN A PROPERLY EXECUTED PAPER BALLOT WITH YOUR VOTE**

OR

IF COMPLETING AND SUBMITTING THIS BALLOT BY USING THE eBALLOT PLATFORM, You will need the following information to retrieve and submit your customized eBallot:

<https://eballot.kccllc.net/ZosanoPharma>

Unique eBallot ID#: _____
PIN#: _____

Holders of Claims who cast an eBallot should NOT also submit a paper ballot.

IF THE NOTICE AND CLAIMS AGENT DOES NOT ***ACTUALLY RECEIVE*** THIS CLASS 3 BALLOT BY [●], 2022 AT 4:00 P.M. (**PREVAILING EASTERN TIME**) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 3 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.

Class 3 Claims

INSTRUCTIONS FOR COMPLETING THIS CLASS 3 BALLOT

1. The Debtor is soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 3 Ballot or in these instructions (the “**Ballot Instructions**”), but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 3 Ballot. PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Class 3 Ballot is counted, you **must** complete and submit this Class 3 Ballot the Ballot either by hand or using the or eBallot platform. Ballots will not be accepted by email or facsimile.
4. **Use of paper Ballot or eBallot.** To ensure that your Class 3 Ballot is counted, you must: (a) complete your Class 3 Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 3 Ballot; and (c) clearly sign and submit your Class 3 Ballot as instructed herein. As an alternative to completing this Ballot by mail, you may also file your Ballot using the eBallot platform. To utilize the eBallot platform: (w) locate your unique eBallot ID and PIN, provided on page 5 of this Ballot, (x) visit <https://www.kccllc.net/zosanopharma>, (y) click on “**Submit eBallot**”, and (z) follow the instructions to submit your Ballot. Creditors who cast a paper Ballot should NOT also submit a Ballot using the eBallot platform.
5. Refer to Item 3 in your Class 3 Ballot regarding important information about the Consensual Release. **You are deemed to have consented to the Consensual Release unless you properly complete and timely return the Opt-Out Form or timely File an objection to the Consensual Release.**
6. Your Class 3 Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is [●], 2022, at 4:00 p.m. (prevailing Eastern Time).**
7. If a Class 3 Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtor. Additionally, the following Class 3 Ballots will **not** be counted:
 - (a) any Class 3 Ballot that partially rejects and partially accepts the Plan;
 - (b) Class 3 Ballots sent to the Debtor, the Debtor’s agents (other than the Notice and Claims Agent), or the Debtor’s financial or legal advisors (unless otherwise waived by the Debtor in its sole discretion);
 - (c) Class 3 Ballots sent by facsimile or email;

- (d) any Class 3 Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - (e) any Class 3 Ballot cast by a Person that does not hold a Claim in Class 3;
 - (f) any Class 3 Ballot submitted by a Holder not entitled to vote pursuant to the Plan;
 - (g) any unsigned Class 3 Ballot;
 - (h) any non-original Class 3 Ballot; and/or
 - (i) any Class 3 Ballot not marked to accept or reject the Plan or any Class 3 Ballot marked both to accept and reject the Plan.
8. The method of delivery of Class 3 Ballots to the Notice and Claims Agent is at the election and risk of each Holder of a Class 3 Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent *actually receives* the originally executed Class 3 Ballot. In all cases, Holders should allow sufficient time to assure timely delivery.
9. If multiple Class 3 Ballots are received from the same Holder of a Class 3 Claim with respect to the same Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 3 Ballot will supersede and revoke any earlier received Class 3 Ballots.
10. You must vote all of your Claims within Class 3 either to accept or reject the Plan and may **not** split your vote.
11. This Class 3 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.
12. **Please be sure to sign and date your Class 3 Ballot.** If you are signing a Class 3 Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, 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 Notice and Claims Agent, the Debtor, or the Bankruptcy Court, must submit proper evidence to the requesting party 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 Class 3 Ballot.

PLEASE SUBMIT YOUR CLASS 3 BALLOT PROMPTLY

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 3 BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (888) 830-4665 (TOLL FREE) OR
INTERNATIONAL: (310) 751-2648.**

IF THE NOTICE AND CLAIMS AGENT DOES NOT **ACTUALLY RECEIVE** THIS CLASS 3 BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS ON [●], 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTOR.

SCHEDULE 2B

Form of Class 4 Ballot

(Subordinated Claims)

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

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE CHAPTER 11 PLAN OF LIQUIDATION
OF ZOSANO PHARMA CORPORATION**

CLASS 4 – SUBORDINATED CLAIMS

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

IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT
MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE **ACTUALLY
RECEIVED** BY THE NOTICE AND CLAIMS AGENT BY [●], 2022 AT
4:00 P.M. (PREVAILING EASTERN TIME) (THE “**VOTING DEADLINE**”) IN ACCORDANCE
WITH THE FOLLOWING:

Zosano Pharma Corporation, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case, is soliciting votes with respect to the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”). The Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) has approved that certain *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, by entry of an order on [●], 2022 [Docket No. [●]] (the “**Disclosure Statement Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the same meanings set forth in the Plan.

You are receiving this Class 4 Ballot because you are a Holder of a Class 4 Claim as of [●], 2022 (the “**Voting Record Date**”). Under the terms of the Plan, Holders of Class 4 Claims are entitled to vote to accept or reject the Plan.

Included in Item 3 of this Class 4 Ballot is an Opt-Out Form related to the Consensual Release set forth in Article IX of the Plan. **You are deemed to have consented to the Consensual Release unless you properly complete and return the Opt-Out Form or timely File an objection to the Consensual Release.**

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

Your rights are further described in the Disclosure Statement, which was included in the package (the “**Solicitation Package**”) you are receiving with this Class 4 Ballot. If you need to obtain additional Solicitation Packages, you may obtain them (at the Debtor’s expense) by (1) calling the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international); (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>.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, opting out of the Consensual Release, and making certain certifications with respect to the Plan. If you believe you have received this Class 4 Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at the address, or telephone number set forth above.

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. Your Claim has been placed in Class 4 under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of a Class 4 Claim in the following aggregate unpaid amount (insert amount in box below):

\$ _____

Item 2. Vote on Plan.

The Holder of a Class 4 Claim votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
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Item 3. Article IX.C provides for the following **Consensual Release**:

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all claims, Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor (or its Estate), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtor and the ownership thereof, the Debtor’s in- or out-of-court restructuring efforts, the Chapter 11 Case, the formulation, preparation, dissemination, negotiation, or Filing of the Disclosure Statement, the Sale, the Sale Documents, the Plan, the Plan Supplement, or any restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Sale, the Sale Documents, the Plan, the Plan Supplement, the Chapter 11 Case, the Filing of the Chapter 11 Case,

the pursuit of Confirmation, the pursuit of the Sale, the pursuit of consummation, the administration and implementation of the Plan, including distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post Effective Date obligations of any party or entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or (c) any obligations under or in respect of the Sale Documents.

Each Person and Entity deemed to grant the releases described in this Article IX.C shall be deemed to have granted such releases notwithstanding that such Person or Entity may hereafter discover facts in addition to, or different from, those which such Person or Entity now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person or Entity expressly waives any and all rights that such Person or Entity may have under any statute or common law principle, including, without limitation, section 1542 of the California Civil Code, to the extent such section is applicable, which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist on the Effective Date. Section 1542 of the California Civil Code generally provides as follows: “A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.”

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval of the releases described in Article IX.C of the Plan, which includes by reference each of the related provisions and definitions contained in this Plan, and, further, shall constitute the Bankruptcy Court’s finding that each release described in Article IX.C of the Plan is: (a) consensual; (b) essential to the Confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) in the best interests of the Debtor and its Estate; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for hearing; and (g) a bar to any of the Releasing Parties asserting any claim, Claim or Cause of Action released pursuant to Article IX.C of the Plan.

The term “**Released Parties**” or “**Released Party**” means, collectively, and in each case, in its capacity as such the Debtor, the Debtor’s current and former directors, managers, officers, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns; provided, however, that any Entity or Person that opts out of the third-party release under Article IX.C of the Plan or otherwise objects to Confirmation of the Plan shall not be deemed a “**Released Party**” under this Plan.

The term “**Releasing Parties**” or “**Releasing Party**” means, individually and collectively, (a) each Holder of a Claim that (i) that does not opt out of the releases, or (ii) File an objection to such releases; and (b) as to each of the Entities in the foregoing clause (a), each such Entities’ and their Affiliates’ current and former officers, directors, principals, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives and all other professionals and retained Professionals (in each case as to the foregoing Entities and their Affiliates in clause (a), solely in their capacity as such). The term “**Releasing Party**” shall not include the Holder of an Interest, solely in such capacity.

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU PROPERLY COMPLETE AND RETURN THE OPT-OUT FORM INCLUDED ON THE NEXT PAGE OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

OPT-OUT FORM

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU CHECK THE BOX BELOW TO OPT OUT OF PROVIDING THE CONSENSUAL RELEASE OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

The Holder of the Class 4 Claim elects to:

OPT OUT of the Consensual Release

Item 4. Certifications.

By signing this Class 4 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtor:

- (a) that, as of the Voting Record Date, either: (i) the Person is the Holder of Class 4 Claim being voted; or (ii) the Person is an authorized signatory for the Holder of the Class 4 Claims being voted;
- (b) that the Person (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Person has cast the same vote with respect to all Class 4 Claims in a single Voting Class; and
- (d) that no other Class 4 Ballots with respect to the amount of the Class 4 Claims identified in Item 1 have been cast or, if any other Class 4 Ballots have been cast with respect to such Class 4 Claims, then any such earlier Class 4 Ballots are hereby revoked.

Name of Holder:	(Print or Type)
Signature:	
Name of Signatory:	(If other than Holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	
Tax Identification Number:	

IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE THIS CLASS 4 BALLOT* ON OR BEFORE [●], 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 4 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT IN THE PROVIDED RETURN ENVELOPE *PROMPTLY* VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

<u>If by First Class Mail:</u>	<u>If by Overnight Courier or Hand Delivery</u>
Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245	Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245

**PLEASE SELECT JUST ONE OPTION TO VOTE.
EITHER RETURN A PROPERLY EXECUTED PAPER BALLOT WITH YOUR VOTE**

OR

IF COMPLETING AND SUBMITTING THIS BALLOT BY USING THE eBALLOT PLATFORM, You will need the following information to retrieve and submit your customized eBallot:

<https://eballot.kccllc.net/ZosanoPharma>

Unique eBallot ID#: _____
PIN#: _____

Holders of Claims who cast an eBallot should NOT also submit a paper ballot.

IF THE NOTICE AND CLAIMS AGENT DOES NOT ***ACTUALLY RECEIVE*** THIS CLASS 4 BALLOT BY [●], 2022 AT 4:00 P.M. (**PREVAILING EASTERN TIME**) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 4 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTOR.

Class 4 Claims

INSTRUCTIONS FOR COMPLETING THIS CLASS 4 BALLOT

1. The Debtor is soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 4 Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 4 Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Class 4 Ballot is counted, you **must** complete and submit this Class 4 Ballot the Ballot either by hand or using the or eBallot platform. **Ballots will not be accepted by email or facsimile.**
4. Use of paper Ballot or eBallot. To ensure that your Class 4 Ballot is counted, you must: (a) complete your Class 3 Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 4 Ballot; and (c) clearly sign and submit your Class 4 Ballot as instructed herein. As an alternative to completing this Ballot by mail, you may also file your Ballot using the eBallot platform. To utilize the eBallot platform: (w) locate your unique eBallot ID and PIN, provided on page 5 of this Ballot, (x) visit <https://www.kcellc.net/zosanopharma>, (y) click on “**Submit eBallot**”, and (z) follow the instructions to submit your Ballot. Creditors who cast a paper Ballot should NOT also submit a Ballot using the eBallot platform.
5. Refer to Item 3 in your Class 4 Ballot regarding important information about the Consensual Release. **You are deemed to have consented to the Consensual Release unless you properly complete and timely return the Opt-Out Form or timely File an objection to the Consensual Release.**
6. Your Class 4 Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is [●], 2022, at 4:00 p.m. (prevailing Eastern Time).**
7. If a Class 4 Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtor. Additionally, the following Class 4 Ballots will **not** be counted:
 - (a) any Class 4 Ballot that partially rejects and partially accepts the Plan;
 - (b) Class 4 Ballots sent to the Debtor, the Debtor’s agents (other than the Notice and Claims Agent), or the Debtor’s financial or legal advisors (unless otherwise waived by the Debtor in its sole discretion);
 - (c) Class 4 Ballots sent by facsimile;
 - (d) any Class 4 Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;

- (e) any Class 4 Ballot cast by a Person that does not hold a Claim in Class 4;
 - (f) any Class 4 Ballot submitted by a Holder not entitled to vote pursuant to the Plan;
 - (g) any unsigned Class 4 Ballot;
 - (h) any non-original Class 4 Ballot; and/or
 - (i) any Class 4 Ballot not marked to accept or reject the Plan or any Class 4 Ballot marked both to accept and reject the Plan.
8. The method of delivery of Class 4 Ballots to the Notice and Claims Agent is at the election and risk of each Holder of a Class 4 Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Class 4 Ballot. In all cases, Holders should allow sufficient time to assure timely delivery.
9. If multiple Class 4 Ballots are received from the same Holder of a Class 4 Claim with respect to the same Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 4 Ballot will supersede and revoke any earlier received Class 4 Ballots.
10. You must vote all of your Claims within Class 4 either to accept or reject the Plan and may **not** split your vote.
11. This Class 4 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.
12. **Please be sure to sign and date your Class 4 Ballot.** If you are signing a Class 4 Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, 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 Notice and Claims Agent, the Debtor, or the Bankruptcy Court, must submit proper evidence to the requesting party 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 Class 4 Ballot.

PLEASE SUBMIT YOUR CLASS 4 BALLOT PROMPTLY

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 4 BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (888) 830-4665 (TOLL FREE) OR
(310) 751-2648 (INTERNATIONAL).**

IF THE NOTICE AND CLAIMS AGENT DOES NOT **ACTUALLY RECEIVE** THIS CLASS 4 BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS ON [●], 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTOR.

SCHEDULE 3A

Form of Unimpaired Non-Voting Status Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

NOTICE OF NON-VOTING STATUS TO HOLDER OF
UNIMPAIRED CLAIMS OR IMPAIRED INTERESTS CONCLUSIVELY PRESUMED TO
ACCEPT OR REJECT THE PLAN

PLEASE TAKE NOTICE THAT on [●], 2022, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. [●]] (the “**Disclosure Statement Order**”): (a) authorizing Zosano Pharma Corporation, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Chapter 11 Case**”), to solicit acceptances for the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”);² (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; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim under the Plan, *you are not entitled to vote on the Plan*. Specifically, under the terms of the Plan, as a Holder of a Claim against the Debtor that is Unimpaired you are conclusively presumed to have accepted or rejected the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence on [●], 2022, at [●].m. (prevailing Eastern Time) in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is [●], 2022, at 4:00 p.m. (prevailing Eastern Time) (the “**Plan Objection Deadline**”). Any objection to the Plan *must*: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be *actually received* on or before the Plan Objection Deadline:

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

Greenberg Traurig, LLP Counsel to the Debtor		
Dennis A. Meloro The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, Delaware 19801 Email: melorod@gtlaw.com	John D. Elrod Terminus 200 3333 Piedmont Road NE, Suite 2500 Atlanta, Georgia 30305 Email: elrodj@gtlaw.com	Ari Newman 333 S.E. Second Ave, Suite 4400 Miami, Florida 33131 Email: newmanar@gtlaw.com
U.S. Trustee		
Attn: Joseph F. Cudia Office of the United States Trustee for the District of Delaware 844 King Street Wilmington, Delaware 19801		

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should 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 the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international); (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 TAKE FURTHER NOTICE THAT Article IX of the Plan contains release, exculpation, and injunction provisions, and Article IX.C contains a Consensual Release. Attached hereto as **Exhibit A** is the language of the Consensual Release. You may opt out of being a Releasing Party by properly completing the Opt-Out Election Form attached hereto as **Exhibit B**. To be effective, the Opt-Out Form must be properly executed, completed, and delivered by: (1) first class mail; (2) overnight courier; (3) personal delivery; or (4) the online eBallot portal, so that it is **actually received**, in any case, no later than the Voting Deadline. The Opt-Out Form may be delivered as follows: Zosano Pharma Ballot Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or the online eBallot portal, <https://eballot.kccllc.net/ZosanoPharma>.

ALL HOLDERS OF CLAIMS THAT ARE UNIMPAIRED AND, THUS, PRESUMED TO HAVE ACCEPTED THE PLAN, WILL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS THEY TIMELY RETURN AN OPT-OUT FORM OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

GREENBERG TRAUIG, LLP

Draft

Dennis A. Meloro
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801

-and-

John D. Elrod
Terminus 200
3333 Piedmont Road NE, Suite 2500
Atlanta, Georgia 30305

-and-

Ari Newman
333 S.E. Second Ave, Suite 4400
Miami, Florida 33131

Counsel for the Debtor and Debtor in Possession

EXHIBIT A

Article IX.C of the Plan provides for the following **Consensual Release**.

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all claims, Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor (or its Estate), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtor and the ownership thereof, the Debtor's in- or out-of-court restructuring efforts, the Chapter 11 Case, the formulation, preparation, dissemination, negotiation, or Filing of the Disclosure Statement, the Sale, the Sale Documents, the Plan, the Plan Supplement, or any restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Sale, the Sale Documents, the Plan, the Plan Supplement, the Chapter 11 Case, the Filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of the Sale, the pursuit of consummation, the administration and implementation of the Plan, including distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post Effective Date obligations of any party or entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or (c) any obligations under or in respect of the Sale Documents.

Each Person and Entity deemed to grant the releases described in this Article IX.C shall be deemed to have granted such releases notwithstanding that such Person or Entity may hereafter discover facts in addition to, or different from, those which such Person or Entity now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person or Entity expressly waives any and all rights that such Person or Entity may have under any statute or common law principle, including, without limitation, section 1542 of the California Civil Code, to the extent such section is applicable, which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist on the Effective Date. Section 1542 of the California Civil Code generally provides as follows: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY."

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases described in Article IX.C of the Plan, which includes by reference each of the related provisions and definitions contained in this Plan, and, further, shall constitute the Bankruptcy Court's finding that each release described in Article IX.C of the Plan is: (a) consensual; (b) essential to the Confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) in the best interests of the Debtor and its Estate; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for hearing; and (g) a bar to any of the Releasing Parties asserting any claim, Claim or Cause of Action released pursuant to Article IX.C of the Plan.

The term "**Released Parties**" or "**Released Party**" means, collectively, and in each case, in its capacity as such the Debtor, the Debtor's current and former directors, managers, officers, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants,

representatives, and other professionals, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns; provided, however, that any Entity or Person that opts out of the third-party release under Article IX.C of the Plan or otherwise objects to Confirmation of the Plan shall not be deemed a “**Released Party**” under this Plan.

The term “**Releasing Parties**” or “**Releasing Party**” means, individually and collectively, (a) each Holder of a Claim that (i) that does not opt out of the releases, or (ii) File an objection to such releases; and (b) as to each of the Entities in the foregoing clause (a), each such Entities’ and their Affiliates’ current and former officers, directors, principals, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives and all other professionals and retained Professionals (in each case as to the foregoing Entities and their Affiliates in clause (a), solely in their capacity as such). The term “**Releasing Party**” shall not include the Holder of an Interest, solely in such capacity.

* * *

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU PROPERLY COMPLETE AND RETURN THE OPT-OUT FORM INCLUDED ON EXHIBIT B OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

EXHIBIT A

Opt-Out Election Form

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

In re: Zosano Pharma Corporation, ¹ Debtor.	Chapter 11 Case No. 22-10506 (JKS)
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OPT-OUT ELECTION FORM

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU CHECK THE BOX BELOW TO OPT OUT OF PROVIDING THE CONSENSUAL RELEASE OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

<input type="checkbox"/> <u>OPT OUT of the Consensual Release</u>
--

Name of Holder _____
(Print or Type): _____
Signature: _____
Name of Signatory: _____
Title: _____
Address: _____

Telephone _____
Number: _____
Email: _____
Date Completed: _____

¹ The business address and the last four (4) digits of the Debtor's federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

PLEASE COMPLETE, SIGN, AND DATE OPT-OUT FORM AND RETURN IT IN THE PROVIDED RETURN ENVELOPE *PROMPTLY* VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

<u>If by First Class Mail:</u>	<u>If by Overnight Courier or Hand Delivery:</u>
Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245.	Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245

OR

IF COMPLETING AND SUBMITTING THE OPT-OUT FORM BY USING THE eBALLOT PLATFORM, You will need the following information to retrieve and submit your customized Opt-Out Form:

<https://eballot.kccllc.net/ZosanoPharma>

Unique eBallot ID#: _____
PIN#: _____

Holders of Claims who submit an eBallot Opt-Out Form should NOT also submit a paper Opt-Out Form.

SCHEDULE 3B

Form of Impaired Non-Voting Status Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

NOTICE OF NON-VOTING STATUS TO HOLDER OF
IMPAIRED INTERESTS CONCLUSIVELY PRESUMED TO REJECT THE PLAN

PLEASE TAKE NOTICE THAT on [●], 2022, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. [●]] (the “**Disclosure Statement Order**”): (a) authorizing Zosano Pharma Corporation, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Chapter 11 Case**”), to solicit acceptances for the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”);² (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; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Interest under the Plan, ***you are not entitled to vote on the Plan***. Specifically, under the terms of the Plan, as a Holder of an Interest in the Debtor that is conclusively presumed to have rejected the Plan, you are ***not*** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence on **[●], 2022, at [●].m. (prevailing Eastern Time)**, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[●], 2022, at 4:00 p.m. (prevailing Eastern Time)** (the “**Plan Objection Deadline**”). Any objection to the Plan ***must***: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be ***actually received*** on or before the Plan Objection Deadline:

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

Greenberg Traurig, LLP Counsel to the Debtor		
Dennis A. Meloro The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, Delaware 19801 Email: melorod@gtlaw.com	John D. Elrod Terminus 200 3333 Piedmont Road NE, Suite 2500 Atlanta, Georgia 30305 Email: elrodj@gtlaw.com	Ari Newman 333 S.E. Second Ave, Suite 4400 Miami, Florida 33131 Email: newmanar@gtlaw.com
U.S. Trustee		
Attn: Joseph F. Cudia Office of the United States Trustee for the District of Delaware 844 King Street Wilmington, Delaware 19801		

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should 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 the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international); (2) visiting the Debtor’s restructuring website at: <http://www.kcellc.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>.

GREENBERG TRAUIG, LLP

BY: DRAFT
Dennis A. Meloro (DE Bar No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801

-and-

John D. Elrod (*pro hac vice*)
Terminus 200
3333 Piedmont Road NE, Suite 2500
Atlanta, Georgia 30305

-and-

Ari Newman (*pro hac vice*)
333 S.E. Second Ave, Suite 4400
Miami, Florida 33131

Counsel for the Debtor and Debtor in Possession

SCHEDULE 4

Form of Notice to Disputed Claim Holders

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

NOTICE OF NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS

PLEASE TAKE NOTICE THAT on [●], 2022, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. [●]] (the “**Disclosure Statement Order**”): (a) authorizing Zosano Pharma Corporation, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Chapter 11 Case**”), to solicit acceptances for the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”);² (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; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because you are the Holder of a Claim that is subject to a pending objection by the Debtor. **Your vote on the Plan will not be counted unless one or more of the following events have taken place on the date of or before the Confirmation Hearing** (each, a “**Resolution Event**”):

1. an order of the Court is entered allowing such Claim or Interest pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
2. an order of the Court is entered temporarily allowing such Claim or Interest for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the Holder of such Claim or Interest and the Debtor temporarily allowing the Holder of such Claim or Interest to vote its Claim or Interest in an agreed upon amount; or
4. the pending objection to such Claim or Interest is voluntarily withdrawn by the objecting party.

Accordingly, this notice is being sent to you for informational purposes only.

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should 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 the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international); (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 TAKE FURTHER NOTICE THAT if a Resolution Event occurs, then no later than [one] business day thereafter, the Notice and Claims Agent shall distribute a Ballot to you, which must be returned to the Notice and Claims Agent no later than the Voting Deadline, which is on **[●], 2022 at 4:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claims, you should contact the Notice and Claims Agent in accordance with the instructions provided above.

PLEASE TAKE FURTHER NOTICE THAT Article IX of the Plan contains release, exculpation, and injunction provisions, and Article [IX.C] contains a Consensual Release. Attached hereto as **Exhibit A** is the language of the Consensual Release. You may opt out of being a Releasing Party by properly completing the Opt-Out Election Form attached hereto as **Exhibit B**. To be effective, the Opt-Out Form must be properly executed, completed, and delivered by: (1) first class mail; (2) overnight courier; (3) personal delivery; or (4) the online eBallot portal, so that they are ***actually received***, in any case, no later than the Voting Deadline. The Opt-Out Form may be delivered at Zosano Pharma Ballot Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245; or if by the online eBallot portal, <https://eballot.kccllc.net/ZosanoPharma>.

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU PROPERLY COMPLETE AND RETURN THE OPT-OUT FORM INCLUDED ON EXHIBIT B OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

GREENBERG TRAURIG, LLP

Draft

Dennis A. Meloro
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-and-

John D. Elrod
Terminus 200
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Atlanta, Georgia 30305

-and-

Ari Newman
333 S.E. Second Ave, Suite 4400
Miami, Florida 33131

Counsel for the Debtor and Debtor in Possession

EXHIBIT A

Article IX.C of the Plan provides for the following **Consensual Release**.

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all claims, Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor (or its Estate), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtor and the ownership thereof, the Debtor's in- or out-of-court restructuring efforts, the Chapter 11 Case, the formulation, preparation, dissemination, negotiation, or Filing of the Disclosure Statement, the Sale, the Sale Documents, the Plan, the Plan Supplement, or any restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Sale, the Sale Documents, the Plan, the Plan Supplement, the Chapter 11 Case, the Filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of the Sale, the pursuit of consummation, the administration and implementation of the Plan, including distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any post Effective Date obligations of any party or entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or (c) any obligations under or in respect of the Sale Documents.

Each Person and Entity deemed to grant the releases described in this Article IX.C shall be deemed to have granted such releases notwithstanding that such Person or Entity may hereafter discover facts in addition to, or different from, those which such Person or Entity now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person or Entity expressly waives any and all rights that such Person or Entity may have under any statute or common law principle, including, without limitation, section 1542 of the California Civil Code, to the extent such section is applicable, which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist on the Effective Date. Section 1542 of the California Civil Code generally provides as follows: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY."

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases described in Article IX.C of the Plan, which includes by reference each of the related provisions and definitions contained in this Plan, and, further, shall constitute the Bankruptcy Court's finding that each release described in Article IX.C of the Plan is: (a) consensual; (b) essential to the Confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) in the best interests of the Debtor and its Estate; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for hearing; and (g) a bar to any of the Releasing Parties asserting any claim, Claim or Cause of Action released pursuant to Article IX.C of the Plan.

The term "**Released Parties**" or "**Released Party**" means, collectively, and in each case, in its capacity as such the Debtor, the Debtor's current and former directors, managers, officers, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants,

representatives, and other professionals, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns; provided, however, that any Entity or Person that opts out of the third-party release under Article IX.C of the Plan or otherwise objects to Confirmation of the Plan shall not be deemed a “**Released Party**” under this Plan.

The term “**Releasing Parties**” or “**Releasing Party**” means, individually and collectively, (a) each Holder of a Claim that (i) that does not opt out of the releases, or (ii) File an objection to such releases; and (b) as to each of the Entities in the foregoing clause (a), each such Entities’ and their Affiliates’ current and former officers, directors, principals, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives and all other professionals and retained Professionals (in each case as to the foregoing Entities and their Affiliates in clause (a), solely in their capacity as such). The term “**Releasing Party**” shall not include the Holder of an Interest, solely in such capacity.

* * *

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU PROPERLY COMPLETE AND RETURN THE OPT-OUT FORM INCLUDED ON EXHIBIT B OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

EXHIBIT B

Opt-Out Election Form

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

In re: Zosano Pharma Corporation, ¹ Debtor.	Chapter 11 Case No. 22-10506 (JKS)
--	---

OPT-OUT ELECTION FORM

YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS YOU CHECK THE BOX BELOW TO OPT OUT OF PROVIDING THE CONSENSUAL RELEASE OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE.

<input type="checkbox"/> <u>OPT OUT of the Consensual Release</u>
--

Name of Holder _____
(Print or Type): _____
Signature: _____
Name of Signatory: _____
Title: _____
Address: _____

Telephone _____
Number: _____
Email: _____
Date Completed: _____

¹ The business address and the last four (4) digits of the Debtor's federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

PLEASE COMPLETE, SIGN, AND DATE OPT-OUT FORM AND RETURN IT IN THE PROVIDED RETURN ENVELOPE *PROMPTLY* VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

<u>If by First Class Mail:</u>	<u>If by Overnight Courier or Hand Delivery:</u>
Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245.	Zosano Pharma Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245

OR

IF COMPLETING AND SUBMITTING THE OPT-OUT FORM BY USING THE eBALLOT PLATFORM, You will need the following information to retrieve and submit your customized Opt-Out Form:

<https://eballot.kccllc.net/ZosanoPharma>

Unique eBallot ID#: _____
 PIN#: _____

Holders of Claims who submit an eBallot Opt-Out Form should NOT also submit a paper Opt-Out Form.

SCHEDULE 5

Form of Cover Letter

[●], 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 [●], 2022, the Court entered an order [Docket No. [●]] (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.

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;
- 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

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

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 [●], 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 the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international); (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 CONSENSUAL RELEASE. 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 CONSENSUAL RELEASE PURSUANT TO THE PROCEDURES AUTHORIZED IN THE DISCLOSURE STATEMENT ORDER OR FILE AN OBJECTION TO THE CONSENSUAL RELEASE WILL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE.

Sincerely,

Zosano Pharma Corporation, as Debtor and Debtor
in Possession

SCHEDULE 6

Form of Confirmation Hearing Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

NOTICE OF HEARING TO CONSIDER
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE
DEBTOR AND RELATED VOTING AND OBJECTION DEADLINES

PLEASE TAKE NOTICE THAT on [●], 2022, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. [●]] (the “**Disclosure Statement Order**”): (a) authorizing Zosano Pharma Corporation, the debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 (the “**Chapter 11 Case**”), to solicit acceptances for the *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”);² (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 Packages**”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence on **[●], 2022 at 10:00 a.m. (prevailing Eastern Time)** before the Honorable J. Kate Stickles, United States Bankruptcy Court Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTOR **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **[●], 2022** which is the date for determining which Holders of Claims in Classes 3 and 4 are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is on **[●], 2022 at 4:00 p.m. (prevailing Eastern Time)** (the “**Voting Deadline**”). If you received a Solicitation Package, including a Ballot and

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtor’s notice and claims agent, Kurtzman Carson Consultants LLC (the “**Notice and Claims Agent**”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

CRITICAL INFORMATION REGARDING RELEASES

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.C CONTAINS A CONSENSUAL RELEASE. 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 CONSENSUAL RELEASE PURSUANT TO THE PROCEDURES AUTHORIZED IN THE DISCLOSURE STATEMENT ORDER OR TIMELY FILE AN OBJECTION TO THE CONSENSUAL RELEASE WILL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

Plan Objection Deadline. The deadline for filing objections to the Plan is **[●], 2022 at 4:00 p.m. (prevailing Eastern Time)** (the “**Plan Objection Deadline**”). All objections to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; **and** (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before the Plan Objection Deadline:

<i>Greenberg Traurig, LLP</i> <i>Counsel to the Debtor</i>		
Dennis A. Meloro The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, Delaware 19801 Email: melorod@gtlaw.com	John D. Elrod Terminus 200 3333 Piedmont Road NE, Suite 2500 Atlanta, Georgia 30305 Email: elrodj@gtlaw.com	Ari Newman 333 S.E. Second Ave, Suite 4400 Miami, Florida 33131 Email: newmanar@gtlaw.com
<i>U.S. Trustee</i>		
Attn: Joseph F. Cudia Office of the United States Trustee for the District of Delaware 844 King Street Wilmington, Delaware 19801		

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials, please feel free to contact the Debtor’s Notice and Claims Agent, by: (1) calling the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international); (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. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may *not* advise you as to whether you should vote to accept or reject the Plan. 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>.

The Plan Supplement. The Debtor will file the Plan Supplement (as defined in the Plan) on or before **[●], 2022** and will serve on all parties on the 2002 List.

BINDING NATURE OF THE PLAN:

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS OR INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM OR INTEREST IN THE CHAPTER 11 CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

GREENBERG TRAUIG, LLP

Draft

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-and-

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-and-

Ari Newman (*pro hac vice*)
333 S.E. Second Ave, Suite 4400
Miami, Florida 33131
Telephone: (305) 579-0500
Email: newmanar@gtlaw.com

Counsel for the Debtor and Debtor in Possession

EXHIBIT B

Form of Disclosure Statement Hearing Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**NOTICE OF (I) DISCLOSURE STATEMENT HEARING
AND (II) DEADLINE FOR FILING OBJECTIONS TO APPROVAL
OF THE DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT MOTION**

PLEASE TAKE NOTICE THAT on [●], 2022, Zosano Pharma Corporation, as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Debtor**”) filed the following documents with the United States Bankruptcy Court for the District of Delaware (the “**Court**”):

- (a) *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* [Docket No. ___] (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”);
- (b) *Disclosure Statement for Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* [Docket No. ___] (as amended, supplemented, or otherwise modified from time to time, the “**Disclosure Statement**”); and
- (c) *Motion of the Debtor for Entry of an Order (I) Approving Adequacy of Disclosure Statement, (II) Approving Solicitation and Notice Procedures for Confirmation of the Chapter 11 Plan Of Liquidation, (III) Approving Ballot and Notice Forms in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* [Docket No. ___] (the “**Disclosure Statement Motion**”).

PLEASE TAKE FURTHER NOTICE THAT that a hearing to consider approval of the Disclosure Statement and the relief requested in the Disclosure Statement Motion will commence on _____, 2022 at _____ : a.m. (**prevailing Eastern Time**) before the Honorable J. Kate Stickles, United States Bankruptcy Court Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801. The Disclosure Statement Hearing may be continued from time to time by announcing such continuance in open court or otherwise, without further notice to parties in interest.

PLEASE TAKE FURTHER NOTICE _____, 2022 at _____ : a.m. (**prevailing Eastern Time**) (the “**Objection Deadline**”) is the date and time by which responses and objections, if any, to approval of the Disclosure Statement, or any of the other relief sought by the Debtor in

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

connection with the approval thereof, must be filed with the Bankruptcy Court and served so as to be actually received by the following parties:

<i>Greenberg Traurig, LLP</i> <i>Counsel to the Debtor</i>		
Dennis A. Meloro The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, Delaware 19801 Email: melorod@gtlaw.com	John D. Elrod Terminus 200 3333 Piedmont Road NE, Suite 2500 Atlanta, Georgia 30305 Email: elrodj@gtlaw.com	Ari Newman 333 S.E. Second Ave, Suite 4400 Miami, Florida 33131 Email: newmanar@gtlaw.com
<i>U.S. Trustee</i>		
Attn: Joseph F. Cudia Office of the United States Trustee for the District of Delaware 844 King Street Wilmington, Delaware 19801		

PLEASE TAKE FURTHER NOTICE that the Plan, the Disclosure Statement, the Disclosure Statement Motion, and all other documents and materials related thereto, including certain solicitation materials, are available free of charge by visiting the Debtor’s restructuring website at <http://www.kccllc.net/zosanopharma> calling the Notice and Claims Agent at (888) 830-4665 (toll free) or (310) 751-2648 (international). 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 THAT FURTHER NOTICE that if you fail to respond on or before the Objection Deadline, the Court may approve the Disclosure Statement as adequate without further notice or hearing.

GREENBERG TRAURIG, LLP

Draft

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-and-

Ari Newman (*pro hac vice*)
333 S.E. Second Ave, Suite 4400
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Telephone: (305) 579-0500
Email: newmanar@gtlaw.com

Counsel for the Debtor and Debtor in Possession

EXHIBIT B

Form of Disclosure Statement Hearing Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**NOTICE OF (I) DISCLOSURE STATEMENT HEARING
AND (II) DEADLINE FOR FILING OBJECTIONS TO APPROVAL
OF THE DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT MOTION**

PLEASE TAKE NOTICE THAT on [●], 2022, Zosano Pharma Corporation, as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Debtor**”) filed the following documents with the United States Bankruptcy Court for the District of Delaware (the “**Court**”):

- (a) *Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* [Docket No. ___] (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”);
- (b) *Disclosure Statement for Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* [Docket No. ___] (as amended, supplemented, or otherwise modified from time to time, the “**Disclosure Statement**”); and
- (c) *Motion of the Debtor for Entry of an Order (I) Approving Adequacy of Disclosure Statement, (II) Approving Solicitation and Notice Procedures for Confirmation of the Chapter 11 Plan Of Liquidation, (III) Approving Ballot and Notice Forms in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* [Docket No. ___] (the “**Disclosure Statement Motion**”).

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connection with the approval thereof, must be filed with the Bankruptcy Court and served so as to be actually received by the following parties:

<i>Greenberg Traurig, LLP</i> <i>Counsel to the Debtor</i>		
Dennis A. Meloro The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, Delaware 19801 Email: melorod@gtlaw.com	John D. Elrod Terminus 200 3333 Piedmont Road NE, Suite 2500 Atlanta, Georgia 30305 Email: elrodj@gtlaw.com	Ari Newman 333 S.E. Second Ave, Suite 4400 Miami, Florida 33131 Email: newmanar@gtlaw.com
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