



**January 25, 2024**

Via First Class Mail

**RE: In re Proterra Inc**  
**Chapter 11 Case No. 23-11120 (BLS)**

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

Proterra Inc and its affiliated debtor (together, the “Debtors”)<sup>1</sup> 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 August 7, 2023.

You have received this letter and the enclosed materials because you are entitled to vote on the *Third Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* (as modified, amended, or supplemented from time to time, the “Plan”).<sup>2</sup> On January 25, 2024, the Court entered an order [Docket No. 951] (the “Disclosure Statement Order”): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Third Amended Disclosure Statement for the Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* (as modified, amended, or supplemented from time to time, 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”); (d) scheduling certain dates with respect thereto; and (e) 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 ARE 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.**

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Proterra Inc (9565); and Proterra Operating Company, Inc. (8459). The location of the Debtors’ service address is: 1815 Rollins Road, Burlingame, California 94010.

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



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. a Ballot, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope;
- c. this Solicitation Package Cover Letter and the UCC Letter;
- d. the Disclosure Statement (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures);
- f. the Confirmation Hearing Notice; and
- g. such other materials as the Court may direct.

The Debtors have filed the Plan and are soliciting votes to accept the Plan. **The Debtors believe that the acceptance of the Plan is in the best interests of their estates, Holders of Claims, and all other parties in interest. The Plan is the culmination of the Debtors' extensive efforts to achieve the best possible outcome for all creditors. Moreover, the Debtors believe 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) on account of Claims asserted in the chapter 11 cases. IF THE PLAN IS NOT CONFIRMED, THE DEBTORS CURRENTLY HAVE NO ALTERNATIVES FOR PRESERVING THE ESTATES.**

**THE DEBTORS STRONGLY URGE YOU TO PROPERLY AND TIMELY SUBMIT YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN, IN ACCORDANCE WITH THE INSTRUCTIONS INDICATED ON YOUR BALLOT.**

**THE VOTING DEADLINE IS FEBRUARY 27, 2024 AT 4:00 PM (ET).**

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 (or paper copies of solicitation materials if you received electronic access to the solicitation materials), contact KCC, the Debtors' Solicitation Agent, by: (a) writing to Proterra Ballot Processing Center, c/o KCC, 222 North Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (b) calling the



Debtors' restructuring hotline at (888) 251-3076 (USA or Canada, toll-free) or +1 (310) 751-2617 (International) or emailing via [www.kccllc.net/proterra/inquiry](http://www.kccllc.net/proterra/inquiry); or (c) visiting the Debtors' restructuring website at <https://www.kccllc.net/proterra>. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <https://www.deb.uscourts.gov/>. Please be advised that the Solicitation Agent is authorized to answer any 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.

Sincerely,

/s/ Gareth T. Joyce

Gareth T. Joyce  
Chief Executive Officer  
Proterra Inc, on behalf of itself