

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

In re:

PROTERRA INC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-11120 (BLS)
)
) (Jointly Administered)
)
)
)
) Ref. Docket Nos. 737, 795, 888, 921, 1029,
1039, 1076 & 1128

**NOTICE OF FILING AMENDED EXHIBITS C AND D-5 OF THE PLAN SUPPLEMENT
FOR THE FOURTH AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION
FOR PROTERRA INC AND ITS DEBTOR AFFILIATE**

PLEASE TAKE NOTICE that, on December 17, 2023, the debtors and debtors in possession (together, the “Debtors”) in the above-captioned chapter 11 cases filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate and (II) Blackline Thereto* [Docket No. 737] (as amended, supplemented, or modified, the “Plan”).² The Debtors filed amended versions of the Plan on January 2, 2024 [Docket No. 795], January 15, 2024 [Docket No. 888], January 22, 2024 [Docket No. 921], and February 8, 2024 [Docket No. 1039].

PLEASE TAKE FURTHER NOTICE that, on February 16, 2024, the Debtors filed the *Notice of Filing of Plan Supplement for the Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* [Docket No. 1076] (as may be amended, supplemented, or modified, the “Plan Supplement”). Attached as Exhibit C to the Plan Supplement was the Schedule

¹ 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: 500 Pennsylvania Avenue, PO Box 2205, Greer, SC 29652.

² Capitalized terms used but not otherwise defined herein shall have the meaning given to such terms in the Plan.



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of Assumed Executory Contracts and Unexpired Leases (the “Assumption Schedule”) and attached as Exhibit D-5 to the Plan Supplement was the Section 1129(a)(D) Disclosures Regarding Directors and Officers (the “D&O Disclosures”).

PLEASE TAKE FURTHER NOTICE that, on February 27, 2024, the Debtors filed the *Notice of Filing Amended Exhibits B, C, and E of the Plan Supplement for the Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* [Docket No. 1128] and, attached thereto as Exhibit B was a revised Assumption Schedule (the “Revised Assumption Schedule”).

PLEASE TAKE FURTHER NOTICE that the Debtors have further amended the Revised Assumption Schedule (the “Further Revised Assumption Schedule”), attached hereto as **Exhibit A**. The Debtors have also made changes to the D&O Disclosures (the “Revised D&O Disclosures”), attached hereto as **Exhibit B**. A blackline of the Further Revised Assumption Schedule marked against the Revised Assumption Schedule is attached hereto as **Exhibit C** and a blackline of the Revised D&O Disclosures marked against the D&O Disclosures is attached hereto as **Exhibit D**.

PLEASE TAKE FURTHER NOTICE that certain documents, or portions thereof, contained in the Plan Supplement remain subject to continuing negotiations among the Debtors and other interested parties. Subject to the terms and conditions of the Plan, the Debtors expressly reserve all rights to amend, revise, or supplement the Plan Supplement, and any of the documents and designations contained herein, at any time before the Effective Date of the Plan, or any such other date as may be provided for by the Plan or by order of the Court.

Dated: March 1, 2024
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Shella Borovinskaya

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*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

Further Revised Assumption Schedule (Exhibit C to Plan Supplement)

This **Exhibit C** contains the Schedule of Assumed Executory Contracts and Unexpired Leases.¹ Article V.A of the Plan provides as follows:

As of the Effective Date, except as provided herein, the Debtors shall be deemed to have rejected all Executory Contracts and Unexpired Leases, except for any Executory Contract or Unexpired Lease which (a) is a D&O Policy or an Insurance Contract, (b) has been identified on the Schedule of Assumed Executory Contracts and Unexpired Leases, if any (which shall be included in the Plan Supplement), (c) has been otherwise rejected, assumed, or assumed and assigned, including in connection with any Sale, or designated for assumption or assumption and assignment pursuant to the terms of any Sale Order, or (d) is the subject of a motion filed by the Debtors prior to the Effective Date to assume, assume and assign, or reject such Executory Contract or Unexpired Lease on which the Bankruptcy Court has not ruled and is still pending.

The Confirmation Order shall constitute an order of the Bankruptcy Court approving (a) the foregoing rejections and (b) the assumption of the Executory Contracts and Unexpired Leases listed on the Schedule of Assumed Executory Contracts and Unexpired Leases, each pursuant to sections 365 and 1123 of the Bankruptcy Code as of the Effective Date. Each Executory Contract and Unexpired Lease assumed pursuant to the Plan or by Bankruptcy Court order, and not assigned to a third party on or prior to the Effective Date, shall be (a) assumed by the Debtors, in the event that a Reorganization occurs, or (b) transferred to the Distribution Trust and be deemed a Distribution Trust Asset, in the event that a Plan Support Agreement Termination has occurred. To the maximum extent permitted by law, to the extent any provision in any Executory Contract or Unexpired Lease assumed pursuant to the Plan restricts or prevents, or purports to restrict or prevent, or is breached or deemed breached by, the assumption of such Executory Contract or Unexpired Lease (including any “change of control” provision), then such provision shall be deemed modified such that the transactions contemplated by the Plan shall not entitle the counterparty thereto to terminate such Executory Contract or Unexpired Lease or to exercise any other default-related rights with respect thereto. Notwithstanding anything to the contrary in the Plan, the Debtors reserve the right to alter, amend, modify, or supplement the Assumed Executory Contract and Unexpired Lease List prior to the Confirmation Date on no less than seven days’ notice to any counterparty to an Executory Contract or Unexpired Lease affected thereby.

Article V.C of the Plan provides as follows:

The Effective Date Notice shall indicate that all Executory Contracts that do not fall into categories (a), (b), or (c) as set forth in Article V.A hereof are deemed rejected as of the Effective Date. Proofs of Claim with respect to Claims arising

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the *Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* [Docket No. 1039] (as it may be amended, supplemented, or otherwise modified from time to time, the “Plan”).

from the rejection of Executory Contracts or Unexpired Leases pursuant to this Plan, if any, must be Filed with the clerk of the Bankruptcy Court and served upon the Debtors or Reorganized Debtors, as applicable, and the Distribution Trustee, within thirty (30) day of the occurrence of the Effective Date (the “Rejection Bar Date”). The Effective Date Notice shall set forth the Rejection Bar Date. Any Claim arising from the rejection of Executory Contracts or Unexpired Leases that becomes an Allowed Claim shall be classified as a Class 5 General Unsecured Claim and shall be treated in accordance with Article III of this Plan. **Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not Filed within the time required by this section will be forever barred from assertion against any of the Debtors, the Estates, the property of the Debtors or the Distribution Trust, and the Distribution Trustee.**

Inclusion of any document in the Schedule of Assumed Executory Contracts and Unexpired Leases is not an admission by the Debtors that any such documents constitutes an Executory Contract or Unexpired Lease. Subject to the terms of the Plan and the Plan Support Agreement, the Debtors reserve the right to assert that any of the documents listed in the Schedule of Assumed Executory Contracts and Unexpired Leases are not Executory Contracts or Unexpired Leases. As a matter of administrative convenience, in certain cases the Debtors may have listed the original parties to the Executory Contracts and Unexpired Leases listed in the Schedule of Assumed Executory Contracts and Unexpired Leases without taking into account any succession of trustees or any other transfers or assignments from one party to another. The fact that the current parties to any particular Executory Contract or Unexpired Leases may not be named in the Schedule of Assumed Executory Contracts and Unexpired Leases is not intended to change the treatment of such Executory Contracts or Unexpired Leases. References to any Executory Contracts or Unexpired Leases to be assumed pursuant to the Plan are to the applicable Executory Contract or Unexpired Lease and other operative documents as of the date of the Plan Supplement, as they may have been amended, modified, or supplemented from time to time and as may be further amended, modified, or supplemented by the parties thereto between such date and the Effective Date.

All parties reserve all rights, in accordance with the consent and approval rights provided under the Plan or the Plan Support Agreement, to amend, revise, or supplement the Plan Supplement, and any of the documents and designations contained herein, including this Exhibit C, at any time before the Effective Date of the Plan, or any such other date as may be provided for by order of the Bankruptcy Court. Each of the documents contained in the Plan Supplement and its amendments remain subject to certain consent and approval rights to the extent provided in the Plan or the Plan Support Agreement.

Exhibit C-1**Assumed Executory Contracts and Unexpired Leases**

Counterparty Name	Description of Contract	Debtor Counterparties
ABB E-Mobility Inc.	<i>Purchase Order - VBUR817966</i>	Proterra Operating Company, Inc.
ABB Inc. (USA)	<i>ABB Proterra Mutually Agreed Upon General Terms and Conditions of Sale - Software License</i>	Proterra Operating Company, Inc.
Albuquerque RIDE	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
Bethlehem Central School District	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
Biddeford Saco Old Orchard Beach Transit	<i>Engineer, Procure, Construct (EPC) Agreement - install battery charging equipment</i>	Proterra Operating Company, Inc.
BlackSwift Creative, LLC	<i>Proposal dated as of February 6, 2024</i>	Proterra Operating Company, Inc.
Bluebeam Revu Standard	<i>Quote # Q-1520621 BLUEBEAM REVU STANDARD RENEWAL MAINTENANCE (1-49 DEVICES), ANNUAL SUBSCRIPTION</i>	Proterra Operating Company, Inc.
Buellton Union School District	<i>Proterra Quote Q-00260 - Signed</i>	Proterra Operating Company, Inc.
Capital Metropolitan Transportation Authority	<i>Bus Electrification Phase 2 Project - 2910</i>	Proterra Operating Company, Inc.
CFO Systems, LLC	<i>Proposal dated as of February 8, 2024</i>	Proterra Operating Company, Inc.
Decker Electric Inc.	<i>Purchase Order - 825223E</i>	Proterra Operating Company, Inc.
Decker Electric Inc.	<i>Purchase Order - 816414E</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Decker Electric Inc.	<i>Purchase Order - 827154</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Capital Metropolitan Transportation Authority	<i>Contractor Agreement - Capital Metropolitan Transportation Authority (“CapMetro”) for the design and construction of electrification infrastructure at a bus operation facility located at 2910 E 5th St., Austin, TX 78702 (the “Site”)</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Topeka	<i>Charging Infrastructure Agreement - Topeka 200 NW Crane, Topeka, KS 66603 (the “Project”). - Phase 1</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Topeka	<i>Exhibit A.1 to Charging Infrastructure Agreement - Topeka 200 NW Crane, Topeka, KS 66603 (the “Project”). - Phase 1</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Biddeford Saco Old Orchard Beach Transit	<i>(Sub)Contractor Agreement - BSOOB</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Tompkins Consolidated Area Transit, Inc.	<i>(Sub)Contractor Agreement - 737 Willow Ave, Ithaca, NY 14850 - TCAT</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._WeDriveU	<i>Contractor Agreement - WeDriveU – San Jose, 1336 Old Bayshore Hwy, San Jose, CA 95112</i>	Proterra Operating Company, Inc.
Delaware Transit Corporation	<i>Delaware Transit Corporation (DART) - P000137 - - Quote</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
EVGateway, Inc.	<i>White Label SaaS - Reseller Agreement</i>	Proterra Operating Company, Inc.
Figma Inc.	<i>Figma Order Form</i>	Proterra Operating Company, Inc.
Glenn County School District	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
GoDaddy.com, LLC	<i>Receipt No. 2925503080, dated as of February 7, 2024</i>	Proterra Operating Company, Inc.
GridFabric	<i>GridFabric Software License Agreement (W2351058-3xA1F97)</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Master Services Agreement</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A -2021-14 Statement of Work - Proterra APEX</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A-2022-5 Statement of Work - On-Site Data Engineering Team Augmentation</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A-2023-2 - Statement of Work QA Support</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Change Request Form to the Exhibit A-2022-2 (Statement of Work)</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A-2023-1 Statement of Work Staff Augmentation for Managed Charging Team</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Change Request Form to Exhibit A-2021-4 - Change #007 Addition of Scope to the Engagement under Original SOW Exhibit A-2021-4</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Innominds Software Inc	<i>Change Requet Form to Exhibit A-2021-14 (Statement of Work) between Innominds Software, Inc. & POCI - Change #003</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Managed Charging Onshore Development</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Data Engineering Onshore Development</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Valence Onshore QA</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Managed Charging Offshore Development</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Managed Charging Offshore QA</i>	Proterra Operating Company, Inc.
Jean Martin Inc.	<i>Master Service Agreement</i>	Proterra Operating Company, Inc.
Jean Martin Inc.	<i>Data Engineering Offshore Development</i>	Proterra Operating Company, Inc.
Jean Martin Inc.	<i>Change Request Form to the Exhibit A-2023-1 Statement of Work between Jean Martin Inc. & POCI</i>	Proterra Operating Company, Inc.
Keysight Technologies, Inc.	<i>End User Statement</i>	Proterra Operating Company, Inc.
Keysight Technologies, Inc.	<i>Keysight On-Premises, Cloud (SAAS), and Services Terms and Conditions</i>	Proterra Operating Company, Inc.
Optimized Financial Planning LLC	<i>IBM ILOG CPLEX Optimize</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13253880.04</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256245.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256253.01</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
PC Connection Sales Corp.	<i>Sales Quote # 1325627.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256294.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 1325614.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256329.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256344.01</i>	Proterra Operating Company, Inc.
Power Electronics	<i>Product Supply Agreement dated October 15, 2020</i>	Proterra Operating Company, Inc.
Power Electronics	<i>Amendment No. 1 to Product Supply Agreement dated October 15, 2023</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR816353</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826036</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 818803</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826315</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826313</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826220</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826709</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826635</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 827270E</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 827250</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 826940E</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Power Electronics USA	<i>Purchase Order - 827048</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 816414</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 826997</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826040</i>	Proterra Operating Company, Inc.
Ramco Electric Ltd	<i>Agreement to Purchase Chargers for Electric Vehicles</i>	Proterra Operating Company, Inc.
Sandy, City of	<i>Agreement to Purchase Chargers for Electric Vehicles</i>	Proterra Operating Company, Inc.
Scale Microgrids Solutions	<i>Signed Quotation for Scale Valley Transit Authority</i>	Proterra Operating Company, Inc.
Schunk Carbon Technology, LLC	<i>Purchase Order - BUR816422</i>	Proterra Operating Company, Inc.
Schunk Carbon Technology, LLC	<i>Purchase Order - VBUR815847</i>	Proterra Operating Company, Inc.
SoftChoice Corporation	<i>Cloud Lifecycle Services for Google Cloud Platform</i>	Proterra Operating Company, Inc.
Sonoma County	<i>Agreement to Purchase Chargers for Electric Buses</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958136</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958149</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958144</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958146</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958138</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958143</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Staples Technology Solutions	<i>Quote # 958131</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958151</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958137</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958145</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958133</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958132</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958121</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958148</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958150</i>	Proterra Operating Company, Inc.
Swiftly	<i>Swiftly GPS Playback API access – unlimited agencies</i>	Proterra Operating Company, Inc.
Tallahassee, City of (StarMetro)	<i>P000132 - Administrative Office 1-Signed Quote</i>	Proterra Operating Company, Inc.
Taylor Machine Works	<i>Signed Quotations 1 & 2</i>	Proterra Operating Company, Inc.
Thrive Operations, LLC	<i>Master Services Agreement, dated February 7, 2024</i>	Proterra Operating Company, Inc.
Thrive Operations, LLC	<i>Service Order CON-045234</i>	Proterra Operating Company, Inc.
Thrive Operations, LLC	<i>Service Order CON-045235</i>	Proterra Operating Company, Inc.
Tompkins Consolidated Area Transit	<i>Engineer, Procure, Construct (EPC) Agreement</i>	Proterra Operating Company, Inc.
Topeka Metropolitan Transit Authority	<i>Agreement to Purchase Chargers for Electric Vehicles</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Topeka Metropolitan Transit Authority	<i>Charging Infrastructure Agreement Phase 1</i>	Proterra Operating Company, Inc.
Topeka Metropolitan Transit Authority	<i>Charging Infrastructure Agreement Engineer, Procure, Construction (EPC) Phase 2</i>	Proterra Operating Company, Inc.
TriNet Financial Services	<i>TriNet Services Requisition Form</i>	Proterra Operating Company, Inc.
Trundl Inc.	<i>MSA dated February 23, 2024</i>	Proterra Operating Company, Inc.
Valmont Industries Inc.	<i>Purchase Order - VBUR818158</i>	Proterra Operating Company, Inc.
Washington University dba Washington University in St. Louis	<i>Agreement to Purchase Chargers for Electric Buses</i>	Proterra Operating Company, Inc.
WeDriveU, Inc.	<i>Agreement to Purchase Chargers For Electric Vehicles</i>	Proterra Operating Company, Inc.
Wichita Transit	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
Zenatta Consulting	<i>Consulting Service Agreement fully executed on February 21, 2024</i>	Proterra Operating Company, Inc.
Zoho Corp.	<i>Signed Quotation dated as of February 21, 2024</i>	Proterra Operating Company, Inc.
Zoho Corp.	<i>Zoho One Declaration as of February 23, 2024</i>	Proterra Operating Company, Inc.

EXHIBIT B

Revised D&O Disclosures (Exhibit D-5 to Plan Supplement)

Section 1129(a)(5) Disclosures Regarding Directors and Officers

In accordance with Article IV.N.5 of the Plan and consistent with the requirements of section 1129(a)(5) of the Bankruptcy Code, the Debtors hereby disclose the identities and affiliations of the individuals proposed to serve as directors and officers of the Reorganized Debtors on the Effective Date and the identity of any insiders that will be employed or retained by the Reorganized Debtors, as well as the nature of any compensation for such insiders.

I. Disclosures Regarding Directors of the Reorganized Debtors

On the Effective Date, the directors on the boards of directors of the Reorganized Debtors will be the following individuals:

Initial Directors

- ***Vusal Najafov*** – Mr. Najafov is a co-Founder of Anthelion Capital and oversees strategy, investment selection and portfolio construction for the firm. He is currently on the Board of Directors of ecoATM and GreyOrange. Previously Mr. Najafov was a Board Observer for Proterra Inc. Mr. Najafov has twenty-two years of experience investing across sectors and asset classes, including significant expertise in energy, transport, and financial services. Since 2001, Mr. Najafov has managed capital for Enron, Goldman's Principal Strategies Group, Highbridge, Millennium, and Indus Capital. He is experienced at developing and building risk and valuation technologies, which he has implemented at previous firms including Goldman Sachs and Highbridge to build investment businesses and manage cross-asset-class portfolios. Mr. Najafov helped to build a credit investment business at Goldman Sachs and headed Capital Structure Opportunities business at Highbridge. He focused on commercializing key macro trends including oil/commodity super-cycle (2002-2004), financial crisis and recovery (profitable in financials investing each year 2006-2010), energy infrastructure boom (2012-2013), oil collapse (2014-2015), and solar energy growth (2012-today). Mr. Najafov holds a BBA with honors in finance from Texas Tech University where he graduated summa cum laude at age 19. He also earned an MBA with honors from the Wharton School, the University of Pennsylvania where he majored in statistics, finance and strategic management.
- ***Ewa Kozicz*** – Ms. Kozicz is a co-Founder of Anthelion Capital and oversees strategy, investment selection and portfolio construction for the firm. She is currently on the Board of Directors of ecoATM and quip. Ms. Kozicz has more than twenty-five years of investment experience across sectors and asset classes, including significant expertise in agriculture, industrials and financial services. Before partnering with Vusal Najafov to develop the Sustainable Investments strategy, Ms. Kozicz held various executive and leadership positions at BlackRock. She joined BlackRock as Head of US Strategy and Corporate Development, helping the firm execute on several acquisitions and joint ventures, as well as helping management develop the firm's Alternatives business strategy. Ms. Kozicz also led the firm's efforts to structure, fundraise capital and launch an innovative \$1 bn insurance company (ABR Re). Ms. Kozicz managed ABR Re's investments which span across private credit, equity and real assets. Prior

to joining BlackRock, Ms. Kozicz spent ten years at Goldman Sachs, starting as a financial institutions investment banker before moving to the Goldman Sachs Principal Strategies Group to manage the firm's capital across various strategies. She has also worked at Caxton Associates as an equity Portfolio Manager. Ms. Kozicz started her career in investment banking at Credit Suisse First Boston in the Financial Institutions Group where she was focused on advising insurance companies. Ms. Kozicz has an MBA from Columbia Business School and a BA in Economics and Math from Columbia College.

- **Artem Mariychin** – Mr. Mariychin is Managing Director and Head of Data Science for Anthelion Capital. He has over a decade of investment, operational, and data science experience across sectors and asset classes, including significant expertise in technology, energy, and consumer. He is currently a member of the Board of Directors of quip and Bevi. Prior to joining Anthelion, Mr. Mariychin was the founder and CEO of Zodiac, a predictive data analytics company that helped brands improve strategic decision-making and business operations. Zodiac was acquired by Nike, where Mr. Mariychin led Nike's Consumer Data Science efforts as the company shifted strategic focus towards direct to consumer. Prior to founding Zodiac, Mr. Mariychin was an investor at Goldman Sachs, Highbridge Capital, 3G Capital, and Perry Creek Capital where he focused on identifying investment opportunities arising from industries undergoing structural change, companies facing complex situations, and disruptive technologies. Throughout his career, Mr. Mariychin has combined statistical and quantitative analysis of granular data with deep fundamental research to understand investment opportunities, financial strategy, and business operations. Mr. Mariychin graduated summa cum laude from the University of Pennsylvania, completing the Roy Vagelos Program in Life Sciences and Management. As part of the dual degree program, he received a BS in Economics from the Wharton School with concentrations in Finance, Statistics, and Operations & Information Management and a BA with Distinction in Biology from the College of Arts & Sciences.
- **Michelle Barone** – Ms. Barone is a seasoned Chief Operating Officer in the asset management space with a focus on launching and operating new funds within the private and public equity space. Michelle has over 22 years of experience including 16 years as a COO. Most recently, Michelle served as COO for Kinetic Partners, a cross-over fund. Before that, Michelle was the first COO of Global Atlantic's (formerly part of Goldman Sachs, acquired by KKR) reinsurance platform and joined to create and manage the infrastructure of their first fund. Prior to this, Michelle spent 13 years at Goldman Sachs Investment Partners (GSIP, a part of GSAM) as COO where she was responsible for overseeing strategy, new product development, operations, finance, legal, investor relations, HR, and technology. During her time at GSIP she structured, launched and then managed several new investment strategies (PE, VC, event driven, public long/short, liquid alternatives, SPACs. In addition to her COO responsibilities, Michelle served on private company boards, GSIP's private investment committee, and served as GSIP's head of capital markets leading employee tenders for several large private companies. Prior to GSIP, Michelle spent time as a fundamental research analyst at Alphadyne Asset Management and as a fixed income sales-trader at Goldman Sachs. In addition to her COO responsibilities, Michelle served on private company

boards, GSIP's private investment committee, and served as GSIP's head of capital markets leading employee tenders for several large private companies. Prior to GSIP, Michelle spent time as a fundamental research analyst at Alphadyne Asset Management and as a fixed income sales-trader at Goldman Sachs. Ms. Barone holds a Bachelor of Science in Applied Mathematics from Columbia University and serves on the Board of Trustees of the Education Alliance.

- **Jordan Jaffe** – Mr. Jaffe is a Vice President at Anthelion Capital. Mr. Jaffe's responsibilities include the sourcing, valuation, structuring and management of investments across all sustainable sectors. He is currently a member of the Board of Directors of quip and is a Board Observer for Bevi. Previously, Mr. Jaffe worked as an Associate on the Private Equity team at APG Asset Management, where he was responsible for evaluating investment opportunities across numerous sectors and monitoring existing portfolio company performance. Prior to that, Mr. Jaffe was an Investment Banking Analyst in the Financial Sponsors group at Guggenheim Securities, where he assisted private equity funds on a variety of M&A and financing transactions. Mr. Jaffe holds a BS in Economics from the Wharton School and a BS in Nursing from the School of Nursing at the University of Pennsylvania.

The individuals listed above will be the initial members of the boards of directors of the Reorganized Debtors on the Effective Date. Director compensation and any subsequent changes to the composition of such boards of directors will be determined in accordance with the applicable New Organizational Documents.

II. Disclosures Regarding Officers of the Reorganized Debtors

Subject to and in accordance with the terms and conditions of Article IV.M.2 of the Plan, following the Confirmation Date and prior to the occurrence of the Effective Date, the then-current officers and directors of each of the Debtors shall continue in their respective capacities. On and after the Effective Date, all officers, directors, members, and managers of each Debtor shall be deemed to have resigned from such roles and shall be discharged from any further duties and responsibilities in such capacities.

Upon the Effective Date, the following individuals shall serve as the officers of the Reorganized Debtors in accordance with the terms of the New Organizational Documents:

- **Ewa Kosicz** – Ms. Kosicz will serve as President, Secretary, and Treasurer of Proterra Inc. Ms. Kosicz's professional qualifications and experience are described above.
- **Brendan Harney** – Mr. Harney will serve as President of Proterra Operating Company, Inc. Mr. Harney previously as Vice President for Proterra Energy, which helped fleets accelerate the transition to electrification by providing end-to-end charging and infrastructure solutions. Brendan joined Proterra in 2021 from Shell New Energies, where he led Business Development for the Energy Platform. Prior to Shell, Brendan served as Vice President of Business Development at Stem, an energy storage and software provider, overseeing market development and strategic partnerships. Brendan was Director of Business Development at Primus Power, a flow battery manufacturer,

and previously managed commercial market development for SolarCity. He holds a master's degree from Georgetown University's School of Foreign Service and an MBA from the University of Cambridge.

- ***Vusal Najafov*** – Mr. Najafov will serve as Treasurer and Secretary of Proterra Operating Company, Inc. Mr. Najafov's professional qualifications and experience are described above.

EXHIBIT C

Blackline of Further Revised Assumption Schedule

This **Exhibit C** contains the Schedule of Assumed Executory Contracts and Unexpired Leases.¹ Article V.A of the Plan provides as follows:

As of the Effective Date, except as provided herein, the Debtors shall be deemed to have rejected all Executory Contracts and Unexpired Leases, except for any Executory Contract or Unexpired Lease which (a) is a D&O Policy or an Insurance Contract, (b) has been identified on the Schedule of Assumed Executory Contracts and Unexpired Leases, if any (which shall be included in the Plan Supplement), (c) has been otherwise rejected, assumed, or assumed and assigned, including in connection with any Sale, or designated for assumption or assumption and assignment pursuant to the terms of any Sale Order, or (d) is the subject of a motion filed by the Debtors prior to the Effective Date to assume, assume and assign, or reject such Executory Contract or Unexpired Lease on which the Bankruptcy Court has not ruled and is still pending.

The Confirmation Order shall constitute an order of the Bankruptcy Court approving (a) the foregoing rejections and (b) the assumption of the Executory Contracts and Unexpired Leases listed on the Schedule of Assumed Executory Contracts and Unexpired Leases, each pursuant to sections 365 and 1123 of the Bankruptcy Code as of the Effective Date. Each Executory Contract and Unexpired Lease assumed pursuant to the Plan or by Bankruptcy Court order, and not assigned to a third party on or prior to the Effective Date, shall be (a) assumed by the Debtors, in the event that a Reorganization occurs, or (b) transferred to the Distribution Trust and be deemed a Distribution Trust Asset, in the event that a Plan Support Agreement Termination has occurred. To the maximum extent permitted by law, to the extent any provision in any Executory Contract or Unexpired Lease assumed pursuant to the Plan restricts or prevents, or purports to restrict or prevent, or is breached or deemed breached by, the assumption of such Executory Contract or Unexpired Lease (including any “change of control” provision), then such provision shall be deemed modified such that the transactions contemplated by the Plan shall not entitle the counterparty thereto to terminate such Executory Contract or Unexpired Lease or to exercise any other default-related rights with respect thereto. Notwithstanding anything to the contrary in the Plan, the Debtors reserve the right to alter, amend, modify, or supplement the Assumed Executory Contract and Unexpired Lease List prior to the Confirmation Date on no less than seven days’ notice to any counterparty to an Executory Contract or Unexpired Lease affected thereby.

Article V.C of the Plan provides as follows:

The Effective Date Notice shall indicate that all Executory Contracts that do not fall into categories (a), (b), or (c) as set forth in Article V.A hereof are deemed rejected as of the Effective Date. Proofs of Claim with respect to Claims arising

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the *Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* [Docket No. 1039] (as it may be amended, supplemented, or otherwise modified from time to time, the “Plan”).

from the rejection of Executory Contracts or Unexpired Leases pursuant to this Plan, if any, must be Filed with the clerk of the Bankruptcy Court and served upon the Debtors or Reorganized Debtors, as applicable, and the Distribution Trustee, within thirty (30) day of the occurrence of the Effective Date (the “Rejection Bar Date”). The Effective Date Notice shall set forth the Rejection Bar Date. Any Claim arising from the rejection of Executory Contracts or Unexpired Leases that becomes an Allowed Claim shall be classified as a Class 5 General Unsecured Claim and shall be treated in accordance with Article III of this Plan. **Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not Filed within the time required by this section will be forever barred from assertion against any of the Debtors, the Estates, the property of the Debtors or the Distribution Trust, and the Distribution Trustee.**

Inclusion of any document in the Schedule of Assumed Executory Contracts and Unexpired Leases is not an admission by the Debtors that any such documents constitutes an Executory Contract or Unexpired Lease. Subject to the terms of the Plan and the Plan Support Agreement, the Debtors reserve the right to assert that any of the documents listed in the Schedule of Assumed Executory Contracts and Unexpired Leases are not Executory Contracts or Unexpired Leases. As a matter of administrative convenience, in certain cases the Debtors may have listed the original parties to the Executory Contracts and Unexpired Leases listed in the Schedule of Assumed Executory Contracts and Unexpired Leases without taking into account any succession of trustees or any other transfers or assignments from one party to another. The fact that the current parties to any particular Executory Contract or Unexpired Leases may not be named in the Schedule of Assumed Executory Contracts and Unexpired Leases is not intended to change the treatment of such Executory Contracts or Unexpired Leases. References to any Executory Contracts or Unexpired Leases to be assumed pursuant to the Plan are to the applicable Executory Contract or Unexpired Lease and other operative documents as of the date of the Plan Supplement, as they may have been amended, modified, or supplemented from time to time and as may be further amended, modified, or supplemented by the parties thereto between such date and the Effective Date.

All parties reserve all rights, in accordance with the consent and approval rights provided under the Plan or the Plan Support Agreement, to amend, revise, or supplement the Plan Supplement, and any of the documents and designations contained herein, including this **Exhibit C**, at any time before the Effective Date of the Plan, or any such other date as may be provided for by order of the Bankruptcy Court. Each of the documents contained in the Plan Supplement and its amendments remain subject to certain consent and approval rights to the extent provided in the Plan or the Plan Support Agreement.

Exhibit C-1**Assumed Executory Contracts and Unexpired Leases**

Counterparty Name	Description of Contract	Debtor Counterparties
ABB E-Mobility Inc.	<i>Purchase Order - VBUR817966</i>	Proterra Operating Company, Inc.
ABB Inc. (USA)	<i>ABB Proterra Mutually Agreed Upon General Terms and Conditions of Sale - Software License</i>	Proterra Operating Company, Inc.
Albuquerque RIDE	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
Bethlehem Central School District	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
Biddeford Saco Old Orchard Beach Transit	<i>Engineer, Procure, Construct (EPC) Agreement - install battery charging equipment</i>	Proterra Operating Company, Inc.
BlackSwift Creative, LLC	<i>Proposal dated as of February 6, 2024</i>	Proterra Operating Company, Inc.
Bluebeam Revu Standard	<i>Quote # Q-1520621 BLUEBEAM REVU STANDARD RENEWAL MAINTENANCE (1-49 DEVICES), ANNUAL SUBSCRIPTION</i>	Proterra Operating Company, Inc.
Buellton Union School District	<i>Proterra Quote Q-00260 - Signed</i>	Proterra Operating Company, Inc.
Capital Metropolitan Transportation Authority	<i>Bus Electrification Phase 2 Project - 2910</i>	Proterra Operating Company, Inc.
CFO Systems, LLC	<i>Proposal dated as of February 8, 2024</i>	Proterra Operating Company, Inc.
Decker Electric Inc.	<i>Purchase Order - 825223E</i>	Proterra Operating Company, Inc.
Decker Electric Inc.	<i>Purchase Order - 816414E</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Decker Electric Inc.	<i>Purchase Order - 827154</i>	Proterra Operating Company, Inc.
<u>Decker Electric, Inc. Capital Metropolitan Transportation Authority</u>	<u><i>Contractor Agreement - Capital Metropolitan Transportation Authority (“CapMetro”) for the design and construction of electrification infrastructure at a bus operation facility located at 2910 E 5th St., Austin, TX 78702 (the “Site”)</i></u>	<u>Proterra Operating Company, Inc.</u>
Decker Electric, Inc._Topeka	<i>Charging Infrastructure Agreement - Topeka 200 NW Crane, Topeka, KS 66603 (the “Project”). - Phase 1</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Topeka	<i>Exhibit A.1 to Charging Infrastructure Agreement - Topeka 200 NW Crane, Topeka, KS 66603 (the “Project”). - Phase 1</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Biddeford Saco Old Orchard Beach Transit	<i>(Sub)Contractor Agreement - BSOOB</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._Tompkins Consolidated Area Transit, Inc.	<i>(Sub)Contractor Agreement - 737 Willow Ave, Ithaca, NY 14850 - TCAT</i>	Proterra Operating Company, Inc.
Decker Electric, Inc._WeDriveU	<i>Contractor Agreement - WeDriveU – San Jose, 1336 Old Bayshore Hwy, San Jose, CA 95112</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Delaware Transit Corporation	<i>Delaware Transit Corporation (DART) - P000137 - - Quote</i>	Proterra Operating Company, Inc.
EVGateway, Inc.	<i>White Label SaaS - Reseller Agreement</i>	Proterra Operating Company, Inc.
Figma Inc.	<i>Figma Order Form</i>	Proterra Operating Company, Inc.
Glenn County School District	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
GoDaddy.com, LLC	<i>Receipt No. 2925503080, dated as of February 7, 2024</i>	Proterra Operating Company, Inc.
GridFabric	<i>GridFabric Software License Agreement (W2351058-3xA1F97)</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Master Services Agreement</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A -2021-14 Statement of Work - Proterra APEX</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A-2022-5 Statement of Work - On-Site Data Engineering Team Augmentation</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A-2023-2 - Statement of Work QA Support</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Change Request Form to the Exhibit A-2022-2 (Statement of Work)</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Exhibit A-2023-1 Statement of Work Staff Augmentation for Managed Charging Team</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Innominds Software Inc	<i>Change Request Form to Exhibit A-2021-4 - Change #007 Addition of Scope to the Engagement under Original SOW Exhibit A-2021-4</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Change Requet Form to Exhibit A-2021-14 (Statement of Work) between Innominds Software, Inc. & POCI - Change #003</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Managed Charging Onshore Development</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Data Engineering Onshore Development</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Valence Onshore QA</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Managed Charging Offshore Development</i>	Proterra Operating Company, Inc.
Innominds Software Inc	<i>Managed Charging Offshore QA</i>	Proterra Operating Company, Inc.
Jean Martin Inc.	<i>Master Service Agreement</i>	Proterra Operating Company, Inc.
Jean Martin Inc.	<i>Data Engineering Offshore Development</i>	Proterra Operating Company, Inc.
Jean Martin Inc.	<i>Change Request Form to the Exhibit A-2023-1 Statement of Work between Jean Martin Inc. & POCI</i>	Proterra Operating Company, Inc.
Keysight Technologies, Inc.	<i>End User Statement</i>	Proterra Operating Company, Inc.
Keysight Technologies, Inc.	<i>Keysight On-Premises, Cloud (SAAS), and Services Terms and Conditions</i>	Proterra Operating Company, Inc.
Optimized Financial Planning LLC	<i>IBM ILOG CPLEX Optimize</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
PC Connection Sales Corp.	<i>Sales Quote # 13253880.04</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256245.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256253.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 1325627.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256294.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 1325614.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256329.01</i>	Proterra Operating Company, Inc.
PC Connection Sales Corp.	<i>Sales Quote # 13256344.01</i>	Proterra Operating Company, Inc.
Power Electronics	<i>Product Supply Agreement dated October 15, 2020</i>	Proterra Operating Company, Inc.
Power Electronics	<i>Amendment No. 1 to Product Supply Agreement dated October 15, 2023</i>	Proterra Operating Company, Inc.
Power Electronics USA	Purchase Order - VBUR812240	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR816353</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826036</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 818803</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826315</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826313</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826220</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - VBUR826709</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Power Electronics USA	<i>Purchase Order - VBUR826635</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 827270E</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 827250</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 826940E</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 827048</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 816414</i>	Proterra Operating Company, Inc.
Power Electronics USA	<i>Purchase Order - 826997</i>	Proterra Operating Company, Inc.
<u>Power Electronics USA</u>	<u>Purchase Order - VBUR826040</u>	<u>Proterra Operating Company, Inc.</u>
Ramco Electric Ltd	<i>Agreement to Purchase Chargers for Electric Vehicles</i>	Proterra Operating Company, Inc.
Sandy, City of	<i>Agreement to Purchase Chargers for Electric Vehicles</i>	Proterra Operating Company, Inc.
Scale Microgrids Solutions	<i>Signed Quotation for Scale Valley Transit Authority</i>	Proterra Operating Company, Inc.
Schunk Carbon Technology, LLC	<i>Purchase Order - BUR816422</i>	Proterra Operating Company, Inc.
Schunk Carbon Technology, LLC	<i>Purchase Order - VBUR815847</i>	Proterra Operating Company, Inc.
SoftChoice Corporation	<i>Cloud Lifecycle Services for Google Cloud Platform</i>	Proterra Operating Company, Inc.
Sonoma County	<i>Agreement to Purchase Chargers for Electric Buses</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958136</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958149</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Staples Technology Solutions	<i>Quote # 958144</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958146</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958138</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958143</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958131</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958151</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958137</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958145</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958133</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958132</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958121</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958148</i>	Proterra Operating Company, Inc.
Staples Technology Solutions	<i>Quote # 958150</i>	Proterra Operating Company, Inc.
Swiftly	<i>Swiftly GPS Playback API access – unlimited agencies</i>	Proterra Operating Company, Inc.
Tallahassee, City of (StarMetro)	<i>P000132 - Administrative Office 1-Signed Quote</i>	Proterra Operating Company, Inc.
Taylor Machine Works	<i>Signed Quotations 1 & 2</i>	Proterra Operating Company, Inc.
Thrive Operations, LLC	<i>Master Services Agreement, dated February 7, 2024</i>	Proterra Operating Company, Inc.
Thrive Operations, LLC	<i>Service Order CON-045234</i>	Proterra Operating Company, Inc.

Counterparty Name	Description of Contract	Debtor Counterparties
Thrive Operations, LLC	<i>Service Order CON-045235</i>	Proterra Operating Company, Inc.
Tompkins Consolidated Area Transit	<i>Engineer, Procure, Construct (EPC) Agreement</i>	Proterra Operating Company, Inc.
Topeka Metropolitan Transit Authority	<i>Agreement to Purchase Chargers for Electric Vehicles</i>	Proterra Operating Company, Inc.
Topeka Metropolitan Transit Authority	<i>Charging Infrastructure Agreement Phase 1</i>	Proterra Operating Company, Inc.
Topeka Metropolitan Transit Authority	<i>Charging Infrastructure Agreement Engineer, Procure, Construction (EPC) Phase 2</i>	Proterra Operating Company, Inc.
TriNet Financial Services	<i>TriNet Services Requisition Form</i>	Proterra Operating Company, Inc.
Trundl Inc.	<i>MSA dated February 23, 2024</i>	Proterra Operating Company, Inc.
Valmont Industries Inc.	<i>Purchase Order - VBUR818158</i>	Proterra Operating Company, Inc.
Washington University dba Washington University in St. Louis	<i>Agreement to Purchase Chargers for Electric Buses</i>	Proterra Operating Company, Inc.
WeDriveU, Inc.	<i>Agreement to Purchase Chargers For Electric Vehicles</i>	Proterra Operating Company, Inc.
WeDriveU, Inc.	Agreement to Purchase Chargers For Electric Vehicles	Proterra Operating Company, Inc.
Wichita Transit	<i>Signed Quotation</i>	Proterra Operating Company, Inc.
Zenatta Consulting	<i>Consulting Service Agreement fully executed on February 21, 2024</i>	Proterra Operating Company, Inc.
Zoho Corp.	<i>Signed Quotation dated as of February 21, 2024</i>	Proterra Operating Company, Inc.
Zoho Corp.	<i>Zoho One Declaration as of February 23, 2024</i>	Proterra Operating Company, Inc.

EXHIBIT D

Blackline of Revised D&O Disclosures

Section 1129(a)(5) Disclosures Regarding Directors and Officers

In accordance with Article IV.N.5 of the Plan and consistent with the requirements of section 1129(a)(5) of the Bankruptcy Code, the Debtors hereby disclose the identities and affiliations of the individuals proposed to serve as directors and officers of the Reorganized Debtors on the Effective Date and the identity of any insiders that will be employed or retained by the Reorganized Debtors, as well as the nature of any compensation for such insiders.

I. Disclosures Regarding Directors of the Reorganized Debtors

On the Effective Date, the directors on the boards of directors of the Reorganized Debtors will be the following individuals:

Initial Directors

- ***Vusal Najafov*** – Mr. Najafov is a co-Founder of Anthelion Capital and oversees strategy, investment selection and portfolio construction for the firm. He is currently on the Board of Directors of ecoATM and GreyOrange. Previously Mr. Najafov was a Board Observer for Proterra Inc. Mr. Najafov has twenty-two years of experience investing across sectors and asset classes, including significant expertise in energy, transport, and financial services. Since 2001, Mr. Najafov has managed capital for Enron, Goldman’s Principal Strategies Group, Highbridge, Millennium, and Indus Capital. He is experienced at developing and building risk and valuation technologies, which he has implemented at previous firms including Goldman Sachs and Highbridge to build investment businesses and manage cross-asset-class portfolios. Mr. Najafov helped to build a credit investment business at Goldman Sachs and headed Capital Structure Opportunities business at Highbridge. He focused on commercializing key macro trends including oil/commodity super-cycle (2002-2004), financial crisis and recovery (profitable in financials investing each year 2006-2010), energy infrastructure boom (2012-2013), oil collapse (2014-2015), and solar energy growth (2012-today). Mr. Najafov holds a BBA with honors in finance from Texas Tech University where he graduated summa cum laude at age 19. He also earned an MBA with honors from the Wharton School, the University of Pennsylvania where he majored in statistics, finance and strategic management.
- ***Ewa Kozicz*** – Ms. Kozicz is a co-Founder of Anthelion Capital and oversees strategy, investment selection and portfolio construction for the firm. She is currently on the Board of Directors of ecoATM and quip. Ms. Kozicz has more than twenty-five years of investment experience across sectors and asset classes, including significant expertise in agriculture, industrials and financial services. Before partnering with Vusal Najafov to develop the Sustainable Investments strategy, Ms. Kozicz held various executive and leadership positions at BlackRock. She joined BlackRock as Head of US Strategy and Corporate Development, helping the firm execute on several acquisitions and joint ventures, as well as helping management develop the firm’s Alternatives business strategy. Ms. Kozicz also led the firm’s efforts to structure, fundraise capital and launch an innovative \$1 bn insurance company (ABR Re). Ms. Kozicz managed ABR Re’s investments which span across

private credit, equity and real assets. Prior to joining BlackRock, Ms. Kozicz spent ten years at Goldman Sachs, starting as a financial institutions investment banker before moving to the Goldman Sachs Principal Strategies Group to manage the firm's capital across various strategies. She has also worked at Caxton Associates as an equity Portfolio Manager. Ms. Kozicz started her career in investment banking at Credit Suisse First Boston in the Financial Institutions Group where she was focused on advising insurance companies. Ms. Kozicz has an MBA from Columbia Business School and a BA in Economics and Math from Columbia College.

- **Artem Mariychin** – Mr. Mariychin is Managing Director and Head of Data Science for Anthelion Capital. He has over a decade of investment, operational, and data science experience across sectors and asset classes, including significant expertise in technology, energy, and consumer. He is currently a member of the Board of Directors of quip and Bevi. Prior to joining Anthelion, Mr. Mariychin was the founder and CEO of Zodiac, a predictive data analytics company that helped brands improve strategic decision-making and business operations. Zodiac was acquired by Nike, where Mr. Mariychin led Nike's Consumer Data Science efforts as the company shifted strategic focus towards direct to consumer. Prior to founding Zodiac, Mr. Mariychin was an investor at Goldman Sachs, Highbridge Capital, 3G Capital, and Perry Creek Capital where he focused on identifying investment opportunities arising from industries undergoing structural change, companies facing complex situations, and disruptive technologies. Throughout his career, Mr. Mariychin has combined statistical and quantitative analysis of granular data with deep fundamental research to understand investment opportunities, financial strategy, and business operations. Mr. Mariychin graduated summa cum laude from the University of Pennsylvania, completing the Roy Vagelos Program in Life Sciences and Management. As part of the dual degree program, he received a BS in Economics from the Wharton School with concentrations in Finance, Statistics, and Operations & Information Management and a BA with Distinction in Biology from the College of Arts & Sciences.
- **Michelle Barone** – Ms. Barone is a seasoned Chief Operating Officer in the asset management space with a focus on launching and operating new funds within the private and public equity space. Michelle has over 22 years of experience including 16 years as a COO. Most recently, Michelle served as COO for Kinetic Partners, a cross-over fund. Before that, Michelle was the first COO of Global Atlantic's (formerly part of Goldman Sachs, acquired by KKR) reinsurance platform and joined to create and manage the infrastructure of their first fund. Prior to this, Michelle spent 13 years at Goldman Sachs Investment Partners (GSIP, a part of GSAM) as COO where she was responsible for overseeing strategy, new product development, operations, finance, legal, investor relations, HR, and technology. During her time at GSIP she structured, launched and then managed several new investment strategies (PE, VC, event driven, public long/short, liquid alternatives, SPACs. In addition to her COO responsibilities, Michelle served on private company boards, GSIP's private investment committee, and served as GSIP's head of capital markets leading employee tenders for several large private companies. Prior to GSIP, Michelle spent time as a fundamental research analyst at Alphadyne Asset Management and as a

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- **Jordan Jaffe** – Mr. Jaffe is a Vice President at Anthelion Capital. Mr. Jaffe's responsibilities include the sourcing, valuation, structuring and management of investments across all sustainable sectors. He is currently a member of the Board of Directors of quip and is a Board Observer for Bevi. Previously, Mr. Jaffe worked as an Associate on the Private Equity team at APG Asset Management, where he was responsible for evaluating investment opportunities across numerous sectors and monitoring existing portfolio company performance. Prior to that, Mr. Jaffe was an Investment Banking Analyst in the Financial Sponsors group at Guggenheim Securities, where he assisted private equity funds on a variety of M&A and financing transactions. Mr. Jaffe holds a BS in Economics from the Wharton School and a BS in Nursing from the School of Nursing at the University of Pennsylvania.

The individuals listed above will be the initial members of the boards of directors of the Reorganized Debtors on the Effective Date. Director compensation and any subsequent changes to the composition of such boards of directors will be determined in accordance with the applicable New Organizational Documents.

II. Disclosures Regarding Officers of the Reorganized Debtors

Subject to and in accordance with the terms and conditions of Article IV.M.2 of the Plan, following the Confirmation Date and prior to the occurrence of the Effective Date, the then-current officers and directors of each of the Debtors shall continue in their respective capacities. On and after the Effective Date, all officers, directors, members, and managers of each Debtor shall be deemed to have resigned from such roles and shall be discharged from any further duties and responsibilities in such capacities.

~~The Officers~~ Upon the Effective Date, the following individuals shall serve as the officers of the Reorganized Debtors ~~shall be selected~~ in accordance with the terms of the New Organizational Documents:

- **Ewa Kosicz** – Ms. Kosicz will serve as President, Secretary, and Treasurer of Proterra Inc. Ms. Kosicz's professional qualifications and experience are described above.
- **Brendan Harney** – Mr. Harney will serve as President of Proterra Operating Company, Inc. Mr. Harney previously as Vice President for Proterra Energy, which helped fleets accelerate the transition to electrification by providing end-to-end charging and infrastructure solutions. Brendan joined Proterra in 2021 from Shell New Energies, where he led Business Development for the Energy Platform. Prior to

Shell, Brendan served as Vice President of Business Development at Stem, an energy storage and software provider, overseeing market development and strategic partnerships. Brendan was Director of Business Development at Primus Power, a flow battery manufacturer, and previously managed commercial market development for SolarCity. He holds a master's degree from Georgetown University's School of Foreign Service and an MBA from the University of Cambridge.

- *Vusal Najafov* – Mr. Najafov will serve as Treasurer and Secretary of Proterra Operating Company, Inc. Mr. Najafov's professional qualifications and experience are described above.