

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

<p>In re:</p> <p>TERRAVIA HOLDINGS, INC., <i>et al.</i>,</p> <p style="padding-left: 40px;">Debtors.<sup>1</sup></p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 17-11655 (CSS)</p> <p>Jointly Administered</p>
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**NOTICE OF (I) APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY, (II) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN, AND (III) THE HEARING TO CONSIDER (A) FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On November 16, 2017, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors* (as may be amended, modified and/or supplemented, the “**Combined Disclosure Statement and Plan**”).<sup>2</sup>

2. Pursuant to an order, dated November 16, 2017 [D.I. 367] (the “**Interim Approval and Procedures Order**”), the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) approved the Combined Disclosure Statement and Plan on an interim basis for solicitation purposes only.

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: TerraVia Holdings, Inc. (7078), Solazyme Brazil LLC (2839) and Solazyme Manufacturing 1, LLC (4172). The debtors’ mailing address is 225 Gateway Boulevard, South San Francisco, CA 94080.

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



3. A hearing (the “**Confirmation Hearing**”) to consider (a) final approval of the Combined Disclosure Statement and Plan as containing adequate information within the meaning of section 1125 of the Bankruptcy Code and (b) confirmation of the Combined Disclosure Statement and Plan will be held before The Honorable Christopher S. Sontchi, United States Bankruptcy Judge, on the 5<sup>th</sup> Floor of the Bankruptcy Court, Courtroom #6, 824 North Market Street, Wilmington, Delaware 19801, **on January 8, 2018 at 1:00 p.m. prevailing Eastern Time.** The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice filed with the Bankruptcy Court

4. Objections to confirmation of the Combined Disclosure Statement and Plan, including any objection to the adequacy of the disclosures, if any, must (a) be in writing and (b) be filed with the Court and served on (i) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian S. Schaible, Steven Z. Szanzer and Adam L. Shpeen); (ii) Delaware counsel to the Debtors, Richards, Layton & Finger, P.A., 920 North King Street, One Rodney Square, Wilmington, Delaware 19801 (Attn: Mark D. Collins and Amanda R. Steele); (iii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Mark S. Kenney); and (iv) counsel to the Consortium, the lenders under the DIP Facility and the DIP Agent, Brown Rudnick LLP, 7 Times Square, New York, New York 10036 (Attn: Robert J. Stark) and One Financial Center, Boston, Massachusetts 02111

(Attn: Robert J. Stark, Brian T. Rice and Kellie W. Fisher), and Ashby & Geddes, PA, P.O. Box 1150, Wilmington, Delaware 19899 (Attn: William P. Bowden and Gregory A. Taylor), so that they are received no later than **4:00 p.m. (prevailing Eastern Time) on December 29, 2017**.

5. Pursuant to the Interim Approval and Procedures Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Combined Disclosure Statement and Plan and certain procedures for the tabulation of votes to accept or reject the Combined Disclosure Statement and Plan. If you are a holder of a Claim against the Debtors as of **November 16, 2017** and entitled to vote, you have received with this Notice a ballot form (a “**Ballot**”) and instructions for completing the Ballot.

6. For a vote to accept or reject the Combined Disclosure Statement and Plan to be counted, the holder of a Ballot must complete all required information on the Ballot, execute the Ballot and return the completed Ballot in accordance with the instructions so that it is received by **6:00 p.m. (prevailing Eastern Time) on December 29, 2017** (the “**Voting Deadline**”). Any failure to follow the instructions included with the Ballot, or to return a properly completed Ballot so that it is received by the Voting Deadline, may disqualify such Ballot and vote on the Combined Disclosure Statement and Plan. The rules and procedures for the tabulation of the votes are outlined in the Interim Approval and Procedures Order.

7. If a holder of a Claim wishes to challenge the allowance or disallowance of a Claim for voting purposes under the Tabulation Procedures (as defined in the Interim Approval and Procedures Order), such person or entity must file a motion, pursuant to

Bankruptcy Rule 3018(a), for an order temporarily allowing its Claim in a different amount or classification for purposes of voting to accept or reject the Combined Disclosure Statement and Plan (a “**Rule 3018 Motion**”) and serve the Rule 3018 Motion on the Debtors so that it is received no later than **4:00 p.m. (prevailing Eastern Time) on December 22, 2017**. The Debtors, or any other party in interest, shall have until December 29, 2017 to file and serve any responses to such motions. Unless the Bankruptcy Court orders otherwise, such Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Procedures.

8. **Article XIV.G of the Combined Disclosure Statement and Plan provides that, effective as of the Effective Date, certain parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released the Released Parties from any and all Claims, Interests, obligations, debts, rights, suits, damages, Causes of Action, remedies and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, asserted or unasserted, existing or hereinafter arising, in law, equity or otherwise, whether for tort, fraud, contract, violations of federal or state laws or otherwise, including Avoidance Actions, those Causes of Action based on veil piercing or alter-ego theories of liability, contribution, indemnification, joint liability or otherwise that such parties would have been legally entitled to assert (whether individually or collectively), based on, relating to or in any manner arising from, in whole or in part, the Debtors, the Liquidating Debtors, the Estates, the Plan Administrator, the liquidation, the Chapter 11 Cases, the purchase, sale or rescission of**

the purchase or sale of any security of the Debtors or the Liquidating Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Combined Disclosure Statement and Plan, the business or contractual arrangements between the Debtors and any such parties excluding any assumed executory contract or lease, the restructuring of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation or preparation of the Combined Disclosure Statement and Plan, the Plan Supplement, the Plan Administrator Agreement, the DIP Facility Documents, or, in each case, related agreements, instruments or other documents, or upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that is determined in a Final Order to have constituted willful misconduct (including, without limitation, actual fraud) or gross negligence. **IF YOU ARE ENTITLED TO VOTE ON THE COMBINED DISCLOSURE STATEMENT AND PLAN, YOU MAY BE ABLE TO OPT-OUT OF SUCH RELEASES BY FOLLOWING THE INSTRUCTIONS ON YOUR BALLOT. PLEASE REVIEW YOUR BALLOT CAREFULLY.**

COPIES OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AND THE INTERIM APPROVAL AND PROCEDURES ORDER MAY BE OBTAINED AND/OR ARE AVAILABLE FOR REVIEW WITHOUT CHARGE AT THE WEBSITE OF KURTZMAN CARSON CONSULTANTS LLC, THE NOTICE, CLAIMS, SOLICITATION AND BALLOTING AGENT RETAINED THE BY DEBTORS IN THE CHAPTER 11 CASES (THE “SOLICITATION AND CLAIMS AGENT”), [HTTP://WWW.KCCLLC.NET/TERRAVIA](http://www.kccllc.net/terravia), OR BY CONTACTING THE SOLICITATION AND CLAIMS AGENT BY EMAIL, [TERRAVIAINFO@KCCLLC.COM](mailto:TERRAVIAINFO@KCCLLC.COM), OR TELEPHONE, (877) 709-4750 OR, FOR INTERNATIONAL CALLERS, (424) 236-7230.

Dated: November 17, 2017  
Wilmington, Delaware

Respectfully submitted,  
RICHARDS, LAYTON & FINGER, P.A.

/s/ Mark D. Collins

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Mark D. Collins (No. 2981)  
Amanda R. Steele (No. 5530)  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Tel.: (302) 651-7700  
Fax: (302) 651-7701  
collins@rlf.com  
steele@rlf.com

-and-

DAVIS POLK & WARDWELL LLP

Damian S. Schaible (admitted *pro hac vice*)  
Steven Z. Szanzer (admitted *pro hac vice*)  
Adam L. Shpeen (admitted *pro hac vice*)  
450 Lexington Avenue  
New York, New York 10017  
Tel.: (212) 450-4000  
Fax: (212) 701-5800  
damian.schaible@davispolk.com  
steven.szanzer@davispolk.com  
adam.shpeen@davispolk.com

*Counsel to the Debtors and Debtors in Possession*