

TOGUT, SEGAL & SEGAL LLP

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Hearing Date: August 18, 2022 at 2:00 p.m. (EST)

*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

Related Docket No. 270

**NOTICE OF FILING OF FORM OF NOTICE OF (I) COMBINED HEARING
TO CONSIDER FINAL APPROVAL OF DISCLOSURE STATEMENT AND PLAN
CONFIRMATION; (II) VOTING STATUS FOR HOLDERS OF CLAIMS AND
INTERESTS; (III) DEADLINE FOR OBJECTING TO DISCLOSURE STATEMENT
AND PLAN AND (IV) AN INTERIM BAR DATE FOR FILING ADMINISTRATIVE
CLAIMS ARISING FROM THE PETITION DATE THROUGH
AND INCLUDING AUGUST 31, 2022**

PLEASE TAKE NOTICE that on May 15, 2022 (the "Petition Date"), Pareteum Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artidium Group Ltd. (f/k/a Artidium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artidium N.V.). The Debtors' corporate headquarters is located at 1185 Avenue of the Americas, 2nd Floor, New York, NY 10036.



PLEASE TAKE FURTHER NOTICE that on August 4, 2022, the Debtors filed an *Application for an Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including Scheduling a Combined Hearing to Consider Approval of Debtors' Disclosure Statement and Plan; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; (IV) Approving (A) Procedures for Solicitation, (B) Forms of Ballots, (C) Procedures for Tabulation of Votes; and (D) Procedures for Objections; and (V) Establishing a Bar Date for Filing Administrative Claims Arising from the Petition Date Through and Including August 31, 2022 (the "Procedures Motion")* [Docket No. 270].

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file (a) a form of Notice of (i) Combined Hearing to Consider Final Approval of Disclosure Statement and Plan Confirmation; (ii) Voting Status for Holders of Claims and Interests; (iii) Deadline for Objecting to Disclosure Statement and Plan and (iv) An Interim Bar Date for Filing Administrative Claims Arising from the Petition Date through and Including August 31, 2022 (the "Combined Hearing Notice") attached here as Exhibit "A", incorporating certain changes, and (b) a redline of the Form Combined Notice, attached hereto as Exhibit "B", showing changes to the previously filed form of Notice annexed to the Procedures Motion as Exhibit "B".

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Procedures Motion and form of Combined Hearing Notice is scheduled for August 18, 2022, at 2:00 p.m. (the "Hearing"); and

PLEASE TAKE FURTHER NOTICE that copies of the Procedures Motion and its related pleadings can be viewed and/or obtained by (i) accessing the Bankruptcy Court's Website for a fee, (ii) visiting the website for the Debtors' chapter 11

cases at <http://www.kccllc.net/pareteum>, or (iii) by contacting the Office of the Clerk of the United States Bankruptcy Court, Southern District of New York. Please note that a PACER password is required to access documents on the Bankruptcy Court's Website.

DATED: August 18, 2022
New York, New York

PARETEUM CORPORATION, *ET AL.*
Debtors and Debtors in Possession
By their Counsel
TOGUT, SEGAL & SEGAL LLP,
By:

/s/Brian F. Moore
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EXHIBIT "A"

TOGUT, SEGAL & SEGAL LLP
One Penn Plaza, Suite 3335
New York, New York 10119
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Frank A. Oswald
Brian F. Moore
Amy M. Oden

*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**NOTICE OF (I) COMBINED HEARING TO CONSIDER FINAL APPROVAL
OF DISCLOSURE STATEMENT AND PLAN CONFIRMATION; (II) VOTING
STATUS FOR HOLDERS OF CLAIMS AND INTERESTS; (III) DEADLINE
FOR OBJECTING TO DISCLOSURE STATEMENT AND PLAN AND (IV) AN
INTERIM BAR DATE FOR FILING ADMINISTRATIVE CLAIMS ARISING
FROM THE PETITION DATE THROUGH AND INCLUDING AUGUST 31, 2022**

PLEASE TAKE NOTICE OF THE FOLLOWING:

I. CHAPTER 11 CASES

On May 15, 2022 (the "Petition Date"), Pareteum Corporation and certain of its affiliates, the debtors and debtors in possession (the "Debtors") in the above-captioned Chapter 11 cases (the "Chapter 11 Cases") each filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On May 18, 2022, the Bankruptcy Court entered an order authorizing the joint administration and procedural consolidation of the Chapter 11 Cases [Docket No. 37].

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artidium Group Ltd. (f/k/a Artidium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artidium N.V.). The mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, Crimson King Drive, 2nd Floor, Bear, DE 19701.

On May 24, 2022, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) pursuant to section 1102(a) of the Bankruptcy Code [Docket No. 52]. No trustee or examiner has been appointed in the Chapter 11 Cases.

II. PLAN AND DISCLOSURE STATEMENT

On August 17, 2022, the Debtors filed their *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 285] (as may be amended, modified, and/or supplemented from time to time, the “Plan”) and related *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 286] (as may be amended, modified, and/or supplemented from time to time, the “Disclosure Statement”).²

On August [], 2022, the Bankruptcy Court entered an order [Docket No. []] (a) provisionally approving the Disclosure Statement, pending final approval at the Combined Hearing (as defined below), and (b) approving procedures for solicitation of votes on the Plan and key dates and deadlines in connection therewith. The Plan has not yet been approved by the Bankruptcy Court and will be considered for confirmation at the Combined Hearing.

III. PLAN VOTING AND NON-VOTING STATUS

Only Holders of Claims in Class 4 (General Unsecured Claims) are entitled to vote to accept or reject the Plan (the “Voting Class”).

Holders of Claims in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), and Class 3 (Other Priority Claims) are unimpaired and not entitled to vote on the Plan because such Claims and Interests are deemed to accept the Plan on account of such unimpaired status.

Holders of Interests in Class 5 (Interests) are not entitled to vote on the Plan because such Holders are not receiving or retaining any value under the Plan and, thus, are deemed to reject the Plan (collectively with Classes 1, 2, and 3, the “Non-Voting Classes”).

Only creditors who hold Claims in Class 4 (General Unsecured Claims) as of **August 24, 2022** (the “Voting Record Date”) are entitled to vote on the Plan. All votes to accept or reject the Plan must be actually received by the Voting Agent by no later than **September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). Any failure to follow the voting instructions included with your ballot may disqualify your ballot and your vote. Only creditors in the Voting Class are receiving ballots.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Plan or Disclosure Statement, as applicable.

ON ACCOUNT OF YOUR NON-VOTING STATUS AS DETERMINED BY YOUR TREATMENT UNDER THE PLAN PURSUANT TO SECTION 1126 OF THE BANKRUPTCY CODE, IF YOU ARE A CREDITOR IN A NON-VOTING CLASS, YOU ARE RECEIVING THIS NOTICE FOR INFORMATIONAL PURPOSES AND TO PROVIDE INSTRUCTIONS ON HOW TO OBTAIN COPIES OF THE DISCLOSURE STATEMENT, PLAN AND RELATED MATERIALS.

IV. THE COMBINED HEARING

A hearing to consider approval of the Disclosure Statement on a final basis and confirmation of the Plan (the "Combined Hearing") will be held before the Honorable Lisa G. Beckerman, United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court, One Bowling Green, Room 601, New York, New York 10004, on **October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)**. The Combined Hearing will only be conducted via Zoom for Government. Those parties wishing to participate in the Combined Hearing must register their appearance by utilizing the Electronic Appearance portal located at the Bankruptcy Court's website: <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>. **Appearances must be entered no later than 4:00 p.m. (prevailing Eastern Time) one (1) business day prior to the Combined Hearing.** General Order M-543, along with other temporary procedures implemented by the Bankruptcy Court in connection with the COVID-19 pandemic (including electronic filing procedures for *pro se* parties) can be found by visiting www.nysb.uscourts.gov and clicking on the "Coronavirus COVID-19 Protocol" banner.

The Combined Hearing may be adjourned from time to time by the Bankruptcy Court or the Debtors without further notice other than an announcement in open court or as indicated in any notice or hearing agenda that is filed with the Bankruptcy Court. The Plan may be further modified, if necessary, prior to, during, or as a result of the Combined Hearing.

V. PLAN EXCULPATION PROVISION

THE PLAN PROVIDES FOR THE EXCULPATION OF CERTAIN PARTIES INVOLVED IN THESE CHAPTER 11 CASES. PARTIES SHOULD THEREFORE BE AWARE THAT IF THE PLAN IS CONFIRMED AND IF THE EFFECTIVE DATE OF THE PLAN OCCURS, CERTAIN PARTIES WILL BE GETTING THE BENEFITS OF THE EXCULPATION PROVISION AND CERTAIN PARTIES WILL BE BOUND BY THE EXCULPATION PROVISION AS SET FORTH IN SECTION 10.2 OF THE PLAN AND PART VII.E OF THE DISCLOSURE STATEMENT.

The Plan contains the following provisions with respect thereto:

- (a) **Defined Terms.** As used in the Plan, capitalized terms have the meanings set forth below.
 - (i) "**Exculpated Parties**" means the following parties in their respective capacities as such: (a) the Debtors; (b) the Independent Directors; (c) Management; (d) the Creditors' Committee and its members; (e)

the Purchasers; (f) the DIP Lender; (g) the Wind Down Officer and Saccullo Business Consulting, LLC; (h) the TSA Designee.; and (i) with respect to each of the foregoing persons in clauses (a) through (h), each of their respective Related Parties. For the avoidance of doubt, former directors and officers of the Debtors, including, but not limited, to Robert H. Turner shall not be entitled to the exculpation or limitation of liability set forth in Section 10.2 of the Plan.

(ii) *“Related Parties”* means with respect to any Exculpated Party, an Entity’s current employees, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

(b) *Exculpation and Limitation of Liability.* NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN TO THE CONTRARY, EFFECTIVE AS OF THE EFFECTIVE DATE, TO THE EXTENT PERMITTED UNDER SECTION 1125(e) OF THE BANKRUPTCY CODE AND PROFESSIONAL RULES OF CONDUCT, THE EXCULPATED PARTIES SHALL NOT HAVE OR INCUR ANY LIABILITY FOR ANY ACT OR OMISSION TAKEN OR NOT TAKEN BETWEEN THE PETITION DATE AND THE EFFECTIVE DATE IN CONNECTION WITH, RELATING TO, OR ARISING OUT OF THE CHAPTER 11 CASES, THE NEGOTIATION AND FILING OF THE DISCLOSURE STATEMENT, THE PLAN OR ANY DOCUMENT IMPLEMENTING THE PLAN, THE LIQUIDATING TRUST AGREEMENT, THE PLAN SUPPLEMENT, THE TRANSITION SERVICES AGREEMENT, THE GLOBAL SETTLEMENT, THE SALE DOCUMENTS, THE FILING OF THE CHAPTER 11 CASES, THE SETTLEMENT OF CLAIMS OR RENEGOTIATION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE CONSUMMATION OF THE PLAN, OR THE ADMINISTRATION OF THE PLAN OR THE PROPERTY TO BE DISTRIBUTED UNDER THE PLAN, EXCEPT FOR ACTS OR OMISSIONS THAT ARE DETERMINED BY A FINAL ORDER TO BE THE RESULT OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD) OR ANY OBLIGATIONS THAT THEY HAVE UNDER OR IN CONNECTION WITH THE PLAN OR THE TRANSACTIONS CONTEMPLATED IN THE PLAN, AND IN ALL RESPECTS SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND OBLIGATIONS UNDER THE PLAN. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EXCULPATION SET FORTH ABOVE DOES NOT EXCULPATE ANY OF THE EXCULPATED PARTIES’ POST-EFFECTIVE DATE OBLIGATIONS UNDER THE PLAN, THE GLOBAL SETTLEMENT, THE SALE ORDER, OR THE SALE DOCUMENTS, OR ANY DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING,

BUT NOT LIMITED TO, THOSE SET FORTH IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.

VI. OBJECTIONS TO THE PLAN

Any responses or objections to final approval of the Disclosure Statement or confirmation of the Plan must (a) be in writing; (b) comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules for the Bankruptcy Court, Chambers' procedures and orders of the Bankruptcy Court; (c) state the name and address of the responding or objecting party and the nature and amount of the Claim against or Interest in the Debtors' estates or property of the Debtors; (d) state with particularity the legal and factual basis for such response or objection; (e) be filed with the Clerk of the Bankruptcy Court, together with proof of service thereon; and (f) be served by mail, email or hand delivery, so as to be ACTUALLY RECEIVED no later than **September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)** by:

- (i) counsel for the Debtor, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Brian F. Moore, Esq. (bmoore@teamtogut.com);
- (ii) the U.S. Trustee, Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Arbeit, Esq. (Susan.Arbeit@usdoj.gov);
- (iii) counsel to the Creditors' Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Michael G. Burke, Esq. (mgburke@sidley.com); and
- (iv) any other party that has filed a request for notice in these Chapter 11 Cases.

ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.

[Continues on following page]

VII. ACCESS TO THE DISCLOSURE STATEMENT AND THE PLAN AND ADDITIONAL INFORMATION

Members of the Voting Class and Non-Voting Classes are entitled to obtain copies of the Disclosure Statement and the Plan, as well as the exhibits thereto, free of charge (a) at the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>; (b) upon request in writing at Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) by calling the Voting Agent at (888) 201-2205 or (310) 751-1839 (International), or (d) via the Voting Agent's email at pareteuminfo@kccllc.com.

The Disclosure Statement and the Plan, as well as the exhibits thereto, may also be obtained from (a) the office of the Clerk of the Bankruptcy Court (the "Clerk's Office") during normal business hours or (b) the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov).

PLEASE NOTE: Neither the staff of the Clerk's Office, the Voting Agent, nor the Debtors' counsel can give you legal advice.

VIII. INTERIM ADMINISTRATIVE CLAIMS BAR DATE

The Bankruptcy Court has established September 30, 2022 (the "Interim Administrative Claims Bar Date") as the deadline for filing administrative claims that have accrued from the Petition Date through and including August 31, 2022 for which administrative expense priority is sought pursuant to section 503 of the Bankruptcy Code (except for claims arising under section 503(b)(9)) (each an "Administrative Claim"). A proof of Administrative Claim form is available at <http://www.kccllc.net/pareteum>. The Interim Administrative Claims Bar Date will apply to all Administrative Claims arising from the Petition Date through and including August 31, 2022. The Interim Administrative Claims Bar Date will not apply to the following persons or entities:

- (a) any party that has already properly filed an Administrative Claim with the Voting Agent, which clearly sets forth the Debtor against which the party asserts an Administrative Claim;
- (b) any holder of a claim that heretofore has been allowed by order of the Bankruptcy Court;
- (c) any person or entity whose claim has been paid in full by the Debtors or the Purchasers
- (d) any holder of a claim for which specific deadlines have previously been fixed by the Bankruptcy Court (including, for the avoidance of doubt, any holder of a claim arising under section 503(b)(9) of the Bankruptcy Code); and

(e) Professionals retained by order of the Bankruptcy Court seeking interim or final compensation.

Delivery of the proof of Administrative Claim must be made to the Voting Agent, who also serves as the Debtors' claims and noticing agent, by U.S. Postal Service mail or other overnight delivery to Pareteum Claims Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 by the Interim Administrative Claims Bar Date.

Any proof of Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted. Holders of Administrative Claims who are required to file a request for payment of such Claims and who do not file such requests by the Interim Administrative Claims Bar Date shall be forever barred from asserting such Claims against the Debtors or their property, and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.

Dated: August __, 2022
New York, New York

PARETEUM CORPORATION, ET AL.
Debtors and Debtors in Possession
By their Counsel
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Frank A. Oswald
FRANK A. OSWALD
BRIAN F. MOORE
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EXHIBIT "B"

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Frank A. Oswald
Brian F. Moore
Amy M. Oden

*Counsel to the Debtors
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**UNITED STATES BANKRUPTCY COURT
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II. PLAN AND DISCLOSURE STATEMENT

On August 417, 2022, the Debtors filed their *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 268285] (as may be amended, modified, and / or supplemented from time to time, the “Plan”) and related *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 269286] (as may be amended, modified, and / or supplemented from time to time, the “Disclosure Statement”).²

On August [], 2022, the Bankruptcy Court entered an order [Docket No. [] (a) provisionally approving the Disclosure Statement, pending final approval at the Combined Hearing (as defined below), and (b) approving procedures for solicitation of votes on the Plan and key dates and deadlines in connection therewith. The Plan has not yet been approved by the Bankruptcy Court and will be considered for confirmation at the Combined Hearing.

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Only creditors who hold Claims in Class 4 (General Unsecured Claims) as of **August 24, 2022** (the “Voting Record Date”) are entitled to vote on the Plan. All votes to accept or reject the Plan must be actually received by the Voting Agent by no later than **September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). Any failure to follow the voting instructions included with your ballot may disqualify your ballot and your vote. Only creditors in the Voting Class are receiving ballots.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Plan or Disclosure Statement, as applicable.

ON ACCOUNT OF YOUR NON-VOTING STATUS AS DETERMINED BY YOUR TREATMENT UNDER THE PLAN PURSUANT TO SECTION 1126 OF THE BANKRUPTCY CODE, IF YOU ARE A CREDITOR IN A NON-VOTING CLASS, YOU ARE RECEIVING THIS NOTICE FOR INFORMATIONAL PURPOSES AND TO PROVIDE INSTRUCTIONS ON HOW TO OBTAIN COPIES OF THE DISCLOSURE STATEMENT, PLAN AND RELATED MATERIALS.

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The Combined Hearing may be adjourned from time to time by the Bankruptcy Court or the Debtors without further notice other than an announcement in open court or as indicated in any notice or hearing agenda that is filed with the Bankruptcy Court. The Plan may be further modified, if necessary, prior to, during, or as a result of the Combined Hearing.

V. PLAN EXCULPATION PROVISION

THE PLAN PROVIDES FOR THE EXCULPATION OF CERTAIN PARTIES INVOLVED IN THESE CHAPTER 11 CASES. PARTIES SHOULD THEREFORE BE AWARE THAT IF THE PLAN IS CONFIRMED AND IF THE EFFECTIVE DATE OF THE PLAN OCCURS, CERTAIN PARTIES WILL BE GETTING THE BENEFITS OF THE EXCULPATION PROVISION AND CERTAIN PARTIES WILL BE BOUND BY THE EXCULPATION PROVISION AS SET FORTH IN SECTION 10.2 OF THE PLAN AND PART VII.E OF THE DISCLOSURE STATEMENT.

The Plan contains the following provisions with respect thereto:

- (a) *Defined Terms.* As used in the Plan, capitalized terms have the meanings set forth below.

(i) ~~(i)~~—"Exculpated Parties" means the following parties in their respective capacities as such: (a) the Debtors; (b) the Creditors'Independent Directors; (c) Management; (d) the

~~Creditors'~~ Committee and its members; ~~(ce)~~ the Purchasers; ~~(df)~~ the DIP Lender; ~~(eg)~~ the ~~Designated~~Wind Down Officer; ~~(f)~~ the ~~and Saccullo Business Consulting, LLC~~; ~~(h)~~ the TSA Designee; and ~~(gi)~~ with respect to each of the ~~followingforegoing~~ persons in clauses (a) through ~~(fh)~~, each of their ~~respective~~ Related Parties; ~~provided; however, that~~. ~~For the avoidance of doubt, former directors and officers of the Debtors, including, but not limited, to Robert H. Turner shall not be entitled to the exculpation or limitation of liability set forth in Section 10.2 of the Plan. For the avoidance of doubt, former directors and officers of the Debtors shall not be a Related Party of any Debtor.~~

(ii) *“Related Parties”* means with respect to any Exculpated Party, an Entity’s ~~predecessors, successors and assigns, managed accounts, or funds, and all of their respective current and former officers, managers, directors, principals, members, employees, agents, independent contractors, management companies, investment advisors, fund advisors, advisory board members,~~ financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, ~~and such Persons’ respective heirs, executors, estates, servants, and nominees, in each case solely to the extent such parties are acting in such capacity; provided; however, that Robert H. Turner shall not be a related party for purposes of the definition of Exculpated Parties.~~

(b) *Exculpation and Limitation of Liability.* NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN TO THE CONTRARY, EFFECTIVE AS OF THE EFFECTIVE DATE, TO THE EXTENT PERMITTED UNDER SECTION 1125(e) OF THE BANKRUPTCY CODE AND PROFESSIONAL RULES OF CONDUCT, THE EXCULPATED PARTIES SHALL NOT HAVE OR INCUR ANY LIABILITY FOR ANY ACT OR OMISSION TAKEN OR NOT TAKEN BETWEEN THE PETITION DATE AND THE EFFECTIVE DATE IN CONNECTION WITH, RELATING TO, OR ARISING OUT OF THE CHAPTER 11 CASES, THE NEGOTIATION AND FILING OF THE DISCLOSURE STATEMENT, THE PLAN OR ANY DOCUMENT IMPLEMENTING THE PLAN, THE LIQUIDATING TRUST AGREEMENT, THE PLAN SUPPLEMENT, THE TRANSITION SERVICES AGREEMENT, THE GLOBAL SETTLEMENT, THE SALE DOCUMENTS, THE FILING OF THE CHAPTER 11 CASES, THE SETTLEMENT OF CLAIMS OR RENEGOTIATION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE CONSUMMATION OF THE PLAN, OR THE ADMINISTRATION OF THE PLAN OR THE PROPERTY TO BE DISTRIBUTED UNDER THE PLAN, EXCEPT FOR ACTS OR OMISSIONS THAT ARE DETERMINED BY A FINAL ORDER TO BE THE RESULT OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD) OR ANY OBLIGATIONS THAT THEY HAVE UNDER OR IN CONNECTION WITH THE PLAN

OR THE TRANSACTIONS CONTEMPLATED IN THE PLAN, AND IN ALL RESPECTS SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND OBLIGATIONS UNDER THE PLAN. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EXCULPATION SET FORTH ABOVE DOES NOT EXCULPATE ANY OF THE EXCULPATED PARTIES' POST-EFFECTIVE DATE OBLIGATIONS UNDER THE PLAN, THE GLOBAL SETTLEMENT, THE SALE ORDER, OR THE SALE DOCUMENTS, OR ANY DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING, BUT NOT LIMITED TO, THOSE SET FORTH IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.

VI. OBJECTIONS TO THE PLAN

Any responses or objections to final approval of the Disclosure Statement or confirmation of the Plan must (a) be in writing; (b) comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules for the Bankruptcy Court, Chambers' procedures and orders of the Bankruptcy Court; (c) state the name and address of the responding or objecting party and the nature and amount of the Claim against or Interest in the Debtors' estates or property of the Debtors; (d) state with particularity the legal and factual basis for such response or objection; (e) be filed with the Clerk of the Bankruptcy Court, together with proof of service thereon; and (f) be served by mail, email or hand delivery, so as to be **ACTUALLY RECEIVED** no later than **September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)** by:

- (i) counsel for the Debtor, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Brian F. Moore, Esq. (bmoore@teamtogut.com);
- (ii) the U.S. Trustee, Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Arbeit, Esq. (Susan.Arbeit@usdoj.gov);
- (iii) counsel to the Creditors' Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Michael G. Burke, Esq. (mgburke@sidley.com); and
- (iv) any other party that has filed a request for notice in these Chapter 11 Cases.

ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.

[Continues on following page]

VII. ACCESS TO THE DISCLOSURE STATEMENT AND THE PLAN AND ADDITIONAL INFORMATION

Members of the Voting Class and Non-Voting Classes are entitled to obtain copies of the Disclosure Statement and the Plan, as well as the exhibits thereto, free of charge (a) at the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>; (b) upon request in writing at Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) by calling the Voting Agent at (888) 201-2205 or (310) 751-1839 (International), or (d) via the Voting Agent's email at pareteuminfo@kccllc.com.

The Disclosure Statement and the Plan, as well as the exhibits thereto, may also be obtained from (a) the office of the Clerk of the Bankruptcy Court (the "Clerk's Office") during normal business hours or (b) the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov).

PLEASE NOTE: Neither the staff of the Clerk's Office, the Voting Agent, nor the Debtors' counsel can give you legal advice.

VIII. INTERIM ADMINISTRATIVE CLAIMS BAR DATE

The Bankruptcy Court has established September 30, 2022 (the "Interim Administrative Claims Bar Date") as the deadline for filing administrative claims that have accrued from the Petition Date through and including August 31, 2022 for which administrative expense priority is sought pursuant to section 503 of the Bankruptcy Code (except for claims arising under section 503(b)(9)) (each an "Administrative Claim"). A proof of Administrative Claim form is available at <http://www.kccllc.net/pareteum>. The Interim Administrative Claims Bar Date will apply to all Administrative Claims arising from the Petition Date through and including August 31, 2022. The Interim Administrative Claims Bar Date will not apply to the following persons or entities:

- (a) any party that has already properly filed an Administrative Claim with the Voting Agent, which clearly sets forth the Debtor against which the party asserts an Administrative Claim;
- (b) any holder of a claim that heretofore has been allowed by order of the Bankruptcy Court;
- (c) any person or entity whose claim has been paid in full by the Debtors or the Purchasers
- (d) any holder of a claim for which specific deadlines have previously been fixed by the Bankruptcy Court (including, for the avoidance of doubt, any holder of a claim arising under section 503(b)(9) of the Bankruptcy Code); and

(e) Professionals retained by order of the Bankruptcy Court seeking interim or final compensation.

Delivery of the proof of Administrative Claim must be made to the Voting Agent, who also serves as the Debtors' claims and noticing agent, by U.S. Postal Service mail or other overnight delivery to Pareteum Claims Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 by the Interim Administrative Claims Bar Date.

Any proof of Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted. Holders of Administrative Claims who are required to file a request for payment of such Claims and who do not file such requests by the Interim Administrative Claims Bar Date shall be forever barred from asserting such Claims against the Debtors or their property, and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.

Dated: August 4, 2022
New York, New York

PARETEUM CORPORATION, ET AL.
Debtors and Debtors in Possession
By their Counsel
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Frank A. Oswald
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