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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 BALLOT FOR ACCEPTING OR REJECTING
THE MODIFIED CHAPTER 11 PLAN OF LIQUIDATION FOR PARETEUM
CORPORATION AND CERTAIN OF ITS AFFILIATES**

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").

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'*

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.



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 Ballot for Accepting or Rejecting the Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates (the "Ballot") attached here as Exhibit "A", incorporating certain changes, and (b) a redline of the Ballot, attached hereto as Exhibit "B", showing changes to the previously filed form of Ballot annexed to the Procedures Motion as Exhibit "D".

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Procedures Motion and the Ballot 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

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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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**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)

**BALLOT FOR ACCEPTING OR REJECTING
THE MODIFIED CHAPTER 11 PLAN OF LIQUIDATION FOR
PARETEUM CORPORATION AND CERTAIN OF ITS AFFILIATES**

Class 4 - General Unsecured Claims

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

**THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED PRIOR TO
5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022 (THE "VOTING DEADLINE").**

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") 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").

The Debtors are soliciting votes regarding the *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 285] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the "Plan"), as set forth in the *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, or supplemented from time to time and including all exhibits and supplements thereto, the "Disclosure Statement"). Pursuant to the *Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including, Scheduling a Combined Hearing to Consider Approval of Disclosure Statement and Plan Confirmation; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; and (IV) Approving (A) Procedures for Solicitation; (B) Forms of Ballots; (C) Procedures for Tabulation of Votes; (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* [Docket No. ___] (the "Solicitation Procedures Order") entered on [___] [___], 2022, the Bankruptcy Court conditionally approved the Disclosure Statement for use in soliciting acceptances and rejections of the Plan and scheduled a hearing (the "Combined Hearing") to consider (a) whether the Disclosure Statement contains "adequate information" as set forth in section 1125 of the Bankruptcy Code, (b) approval of certain other materials related to the solicitation of acceptances of

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.

the Plan, and (c) confirmation of the Plan. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

You are receiving this Ballot because the Debtors' records indicate that, as of August 24, 2022 (the "Voting Record Date"), you are a Holder of a Class 4 General Unsecured Claim under the Plan. Accordingly, you are entitled to vote to accept or reject the Plan.

Provided Class 4 of General Unsecured Claims votes to accept the Plan, except to the extent that a Holder of a General Unsecured Claim agrees to less favorable treatment, upon the Effective Date, each Holder of a General Unsecured Claim shall be entitled to receive, in full and final satisfaction, settlement, and release, and in exchange for such General Unsecured Claim, distributions from the Liquidation Trust Net Recovery (as defined in the Plan) pursuant to the terms set forth in the Plan.

Your rights are described in the Plan and accompanying Disclosure Statement. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim(s). The Disclosure Statement and the Plan can be accessed via the Debtors' case website, <http://www.kccllc.net/pareteum> (where you can also access copies of certain other materials related to the Chapter 11 Cases). If you would like to receive paper copies or an electronic copy on a USB flash drive, or if you need to obtain additional solicitation materials, you may contact the Debtors' voting agent, Kurtzman Carson Consultants LLC (the "Voting Agent") (a) in writing at Pareteum Ballot Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 (U.S./Canada) or (310) 751-1839 (International), or (c) via email at pareteuminfo@kccllc.com.

This Ballot may not be used for any purpose other than (i) for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Debtors' counsel immediately at (212) 594-5000.

To ensure that your vote is counted, you must (a) complete your Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the appropriate box; and (c) sign and deliver your Ballot **so that it is actually received by 5:00 p.m. prevailing Eastern Time on September 27, 2022** either (i) via the Voting Agent's online electronic balloting platform ("eBallot") or (ii) by delivering a paper copy via first class mail, overnight courier or hand delivery to the Voting Agent at the following address:

Pareteum Ballot Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

You may access the eBallot platform on the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. **Click on the "Submit eBallot" section of the website and follow the instructions to submit your Ballot.** Ballots submitted by email or facsimile ballots **will not** be accepted. If the Bankruptcy Court confirms the Plan, you will be bound by the Plan regardless of whether you vote.

- **IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:**

Unique eBallot ID#: _____

PIN#: _____

Each eBallot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each eBallot ID# you receive, as applicable.

Claimants who cast a Ballot using the Voting Agent's "eBallot" platform should NOT also submit a paper Ballot.

TO SUBMIT YOUR BALLOT BY MAIL, PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of General Unsecured Claims against the Debtors in the following aggregate unpaid principal amount (insert amount in box below):

Class: 4 – General Unsecured Claims Aggregate Claim Amount: \$ _____

Item 2. Vote on Plan.

The Holder of the General Unsecured Claim(s) against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
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Any Ballot that is executed by the Holder of a General Unsecured Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted.

Item 3. 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.

Item 5. Certifications.

that: By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors

- (a) either: (i) the Person or Entity is the Holder of the General Unsecured Claims being voted, or (ii) the Person or Entity is an authorized signatory for a Person or Entity that is a Holder of the General Unsecured Claims being voted;
- (b) the Person or Entity has received a copy of the Disclosure Statement or accessed the Disclosure Statement through the Debtors' case website and has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) no other Ballots with respect to the amount of the General Unsecured Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked; and

Name of Holder:	_____
	(Print or Type)
Social Security (Last 4 Digits) or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If Other Than Holder)
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED (OR OTHERWISE IN ACCORDANCE
WITH THE SOLICITATION PROCEDURES). PLEASE ALLOW SUFFICIENT TIME FOR THE
VOTING AGENT TO RECEIVE THIS BALLOT PRIOR TO THE VOTING DEADLINE.**

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Class 4 – General Unsecured Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of Holders of General Unsecured Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan or the Disclosure Statement, as applicable, copies of which also accompany the Ballot.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting Agent via the delivery methods set forth above, so that it is actually received by the Voting Agent prior to the Voting Deadline.
3. If a Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it will not be counted unless otherwise determined by the Debtors in accordance with the Tabulation Procedures and Solicitation Procedures and approved by the Bankruptcy Court. Additionally, the following **Ballots will NOT be counted**:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors;
 - Ballots sent by email or facsimile;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any Ballot cast for a Claim scheduled as contingent, unliquidated, or disputed for which the applicable Bar Date has passed, and no Proof of Claim was timely filed;
 - any unsigned Ballot or Ballot lacking an original signature;
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and
 - any Ballot submitted by any Person or Entity not entitled to vote pursuant to the Solicitation Procedures.
4. If multiple Ballots are received from the same Holder of a General Unsecured Claim with respect to the same General Unsecured Claim prior to the Voting Deadline, the last valid executed Ballot timely received will be deemed to reflect that voter’s intent and will supersede and revoke any prior Ballot, *provided that*, if a Holder timely submits both a paper Ballot and eBallot on account of the same Claim, the eBallot shall supersede the paper Ballot.
5. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote.

6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Voting Agent, the Debtors nor the Debtors' counsel will accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors' counsel, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors and approval of the Bankruptcy Court.

PLEASE RETURN YOUR BALLOT PROMPTLY!

IF YOUR VOTE IS NOT ACTUALLY RECEIVED PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT BE COUNTED.

**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)

**BALLOT FOR ACCEPTING OR REJECTING
THE MODIFIED CHAPTER 11 PLAN OF LIQUIDATION FOR
PARETEUM CORPORATION AND CERTAIN OF ITS AFFILIATES**

Class 4 - General Unsecured Claims

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

**THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED PRIOR TO
5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022 (THE "VOTING DEADLINE").**

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") 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").

The Debtors are soliciting votes regarding the Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates [Docket No. 268285] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the "Plan"), as set forth in the 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, or supplemented from time to time and including all exhibits and supplements thereto, the "Disclosure Statement"). Pursuant to the *Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including, Scheduling a Combined Hearing to Consider Approval of Disclosure Statement and Plan Confirmation; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; and (IV) Approving (A) Procedures for Solicitation; (B) Forms of Ballots; (C) Procedures for Tabulation of Votes; (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* [Docket No.] (the "Solicitation Procedures Order") entered on [] [], 2022, the Bankruptcy Court conditionally approved the Disclosure Statement for use in soliciting acceptances and rejections of the Plan and scheduled a hearing (the "Combined Hearing") to consider (a) whether the Disclosure Statement contains "adequate information" as set forth in section 1125 of the Bankruptcy Code, (b) approval of certain other materials related to the solicitation of acceptances of

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the Plan, and (c) confirmation of the Plan. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

You are receiving this Ballot because the Debtors' records indicate that, as of August 24, 2022 (the "Voting Record Date"), you are a Holder of a Class 4 General Unsecured Claim under the Plan. Accordingly, you are entitled to vote to accept or reject the Plan.

Provided Class 4 of General Unsecured Claims votes to accept the Plan, except to the extent that a Holder of a General Unsecured Claim agrees to less favorable treatment, upon the Effective Date, each Holder of a General Unsecured Claim shall be entitled to receive, in full and final satisfaction, settlement, and release, and in exchange for such General Unsecured Claim, distributions from the Liquidation Trust Net Recovery (as defined in the Plan) pursuant to the terms set forth in the Plan.

Your rights are described in the Plan and accompanying Disclosure Statement. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim(s). The Disclosure Statement and the Plan can be accessed via the Debtors' case website, <http://www.kccllc.net/pareteum> (where you can also access copies of certain other materials related to the Chapter 11 Cases). If you would like to receive paper copies or an electronic copy on a USB flash drive, or if you need to obtain additional solicitation materials, you may contact the Debtors' voting agent, Kurtzman Carson Consultants LLC (the "Voting Agent") (a) in writing at Pareteum Ballot Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 (U.S./Canada) or (310) 751-1839 (International), or (c) via email at pareteuminfo@kccllc.com.

This Ballot may not be used for any purpose other than (i) for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Debtors' counsel immediately at (212) 594-5000.

To ensure that your vote is counted, you must (a) complete your Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the appropriate box; and (c) sign and deliver your Ballot so that it is actually received by 5:00 p.m. prevailing Eastern Time on September 27, 2022 either (i) via the Voting Agent's online electronic balloting platform ("eBallot") or (ii) by delivering a paper copy via first class mail, overnight courier or hand delivery to the Voting Agent at the following address:

Pareteum Ballot Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

You may access the eBallot platform on the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. **Click on the "Submit eBallot" section of the website and follow the instructions to submit your Ballot.** Ballots submitted by email or facsimile ballots will not be accepted. If the Bankruptcy Court confirms the Plan, you will be bound by the Plan regardless of whether you vote.

- **IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:**

Unique eBallot ID#: _____

PIN#: _____

Each eBallot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each eBallot ID# you receive, as applicable.

Claimants who cast a Ballot using the Voting Agent's "eBallot" platform should NOT also submit a paper Ballot.

TO SUBMIT YOUR BALLOT BY MAIL, PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of General Unsecured Claims against the Debtors in the following aggregate unpaid principal amount (insert amount in box below):

Class: 4 – General Unsecured Claims Aggregate Claim Amount: \$ _____

Item 2. Vote on Plan.

The Holder of the General Unsecured Claim(s) against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
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Any Ballot that is executed by the Holder of a General Unsecured Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted.

Item 3. 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 ~~Creditors~~ Independent Directors; (c) Management; (d) the Creditors' Committee and its members; (e) the Purchasers; (f) ~~the~~ DIP Lender; (g) the ~~Designated~~ Wind Down Officer; ~~(f) the and Saccullo Business Consulting, LLC;~~ (h) the TSA Designee; and (i) with respect to each of the ~~following foregoing~~ persons in clauses (a) through (h), 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.

Item 5. Certifications.

that: By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors

- (a) either: (i) the Person or Entity is the Holder of the General Unsecured Claims being voted, or (ii) the Person or Entity is an authorized signatory for a Person or Entity that is a Holder of the General Unsecured Claims being voted;
- (b) the Person or Entity has received a copy of the Disclosure Statement or accessed the Disclosure Statement through the Debtors' case website and has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) no other Ballots with respect to the amount of the General Unsecured Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked; and

Name of Holder:	_____
	(Print or Type)
Social Security (Last 4 Digits) or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If Other Than Holder)
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED (OR OTHERWISE IN ACCORDANCE WITH THE SOLICITATION PROCEDURES). PLEASE ALLOW SUFFICIENT TIME FOR THE VOTING AGENT TO RECEIVE THIS BALLOT PRIOR TO THE VOTING DEADLINE.

[Continues on Following Page]

Class 4 – General Unsecured Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of Holders of General Unsecured Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan or the Disclosure Statement, as applicable, copies of which also accompany the Ballot.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting Agent via the delivery methods set forth above, so that it is actually received by the Voting Agent prior to the Voting Deadline.
3. If a Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it will not be counted unless otherwise determined by the Debtors in accordance with the Tabulation Procedures and Solicitation Procedures and approved by the Bankruptcy Court. Additionally, the following **Ballots will NOT be counted**:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors;
 - Ballots sent by email or facsimile;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any Ballot cast for a Claim scheduled as contingent, unliquidated, or disputed for which the applicable Bar Date has passed, and no Proof of Claim was timely filed;
 - any unsigned Ballot or Ballot lacking an original signature;
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and
 - any Ballot submitted by any Person or Entity not entitled to vote pursuant to the Solicitation Procedures.
4. If multiple Ballots are received from the same Holder of a General Unsecured Claim with respect to the same General Unsecured Claim prior to the Voting Deadline, the last valid executed Ballot timely received will be deemed to reflect that voter’s intent and will supersede and revoke any prior Ballot, *provided that*, if a Holder timely submits both a paper Ballot and eBallot on account of the same Claim, the eBallot shall supersede the paper Ballot.
5. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote.

6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Voting Agent, the Debtors nor the Debtors' counsel will accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors' counsel, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors and approval of the Bankruptcy Court.

PLEASE RETURN YOUR BALLOT PROMPTLY!

IF YOUR VOTE IS NOT ACTUALLY RECEIVED PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT BE COUNTED.