IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
ASCEND ELEMENTS, INC., *et al*.,[1]	)	Case No. 26-90440
Debtors.	)	(Jointly Administered)

NOTICE OF INTERIM ORDER ESTABLISHING NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN ANY OF THE DEBTOR ENTITIES:

PLEASE TAKE NOTICE that on April 9, 2026 (the "***Petition Date***"), the above-captioned debtors and debtors in possession (collectively, the "***Debtors***") commenced cases under chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***"). Section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to exercise control over property of the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtors filed a motion seeking entry of an interim order (the "***Interim Order***"), and subsequently a final order (the "***Final Order***"), pursuant to sections 105(a), 362, and 541 of the Bankruptcy Code establishing notification procedures and approving restrictions on certain transfers of interests in the Debtors and their estates (the "***Motion***").[2]

PLEASE TAKE FURTHER NOTICE that on the April 10, 2026, the United States Bankruptcy Court for the Southern District of Texas, (the "***Bankruptcy Court***") having jurisdiction over the chapter 11 cases entered the Interim Order (a) finding that the Debtors' net operating loss ("***NOL***") carryforwards, interest deduction carryforwards and certain other tax attributes (collectively, the "***Tax Attributes***") are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code; (b) finding that unrestricted trading of the Stock (as defined below) could severely limit the Debtors' ability to utilize their Tax Attributes for U.S. federal income tax purposes; and (c) approving the Stock trading procedures and restrictions (the "***Procedures***") set forth below to preserve the Tax Attributes.

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[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Ascend Elements, Inc. (2893) and Ascend Elements US, LLC (8309). The location of the Debtors' service address is: 133 Flanders Road, Westborough, MA 01581.

[2] Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Motion.

Any sale or other transfer in violation of the Procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under sections 105(a) and 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the following Procedures have been approved by the Bankruptcy Court:

(a) Notice of Substantial Equity Holder Status. Any person or entity who is or becomes a Tax Owner of at least 4,789,589 shares of the Stock, which represents approximately 4.50% of the issued and outstanding Stock as of the Petition Date,[3] (each a "***Substantial Equity Holder***"), must on or before the later of (i) 15 days after the Court's entry of an order approving these Procedures or (ii) 10 days after that person or entity becomes a Substantial Equity Holder, serve on the Debtors and their attorneys a notice containing the Tax Ownership information substantially in the form that is attached hereto as **Exhibit 2** (a "***Substantial Equity Holder Notice***").

(b) Restrictions and Procedures for Trading in Stock. Any person or entity who after the entry of the Interim Order,

(i) is not a Substantial Equity Holder and wishes to purchase or otherwise acquire Tax Ownership of an amount of Stock that would cause the person or entity to become a Substantial Equity Holder;

(ii) is a Substantial Equity Holder and wishes to purchase or otherwise acquire Tax Ownership of any additional Stock; or

(iii) is a Substantial Equity Holder and wishes to sell or otherwise dispose[4] of Tax Ownership of any Stock,

must, at least 15 calendar days prior to the consummation of any such transaction (the "***Waiting Period***"), file with the Court and serve on the Debtors, their counsel, and counsel for any official committee (the "***Committee***"), if one has been appointed in these chapter 11 cases, a notice in the form attached as **Exhibit 3** or **Exhibit 4** to the Interim Order (the "***Proposed Stock Transaction Notice***"), as applicable.[5] The Debtors shall follow the procedures set forth in subsection (c) below with respect to any Proposed Stock Transaction Notice received.

(c) Procedures Upon Receipt of a Proposed Stock Transaction Notice. If the Debtors file written approval of the proposed transaction with the Court after

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[3] Based on a total of 106,435,319 shares of Stock issued and outstanding as of the Petition Date.

[4] In the case of a Substantial Equity Holder who qualifies as a 50-percent shareholder (as defined in 26 U.S.C. § 382(g)(4)(D)), the term "dispose" includes claiming a deduction for worthless Stock.

[5] **Exhibit 3** is the proposed Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock. **Exhibit 4** is the proposed Notice of Intent to Sell, Exchange, or Otherwise Dispose of Tax Ownership of Stock.

receipt of a Proposed Stock Transaction Notice, then the proposed transaction may proceed. If the Debtors do not file written approval of the proposed transaction with the Court within 15 calendar days after receipt of a Proposed Stock Transaction Notice, then the transaction may not be consummated unless approved by a final and non-appealable order of the Court; *provided, however*, the Debtors may subsequently approve the proposed transaction in writing, in which case a Court order is not necessary. Further transactions within the scope of this subsection (c) shall be the subject of additional notices as set forth herein with additional Waiting Periods.

(d) Sanctions for Noncompliance. Acquisitions and dispositions of Tax Ownership of Stock in violation of the restrictions and Procedures set forth above shall be void *ab initio*, and the sanction for violating the Procedures shall be reversal of the noncompliant transaction or such other (or additional) measures as the Court may consider appropriate.

(e) Discretionary Waiver by Debtors. The Debtors may waive, in writing, any and all restrictions, sanctions, and procedures required pursuant to the Procedures; *provided, however*, the Debtors shall file any such waiver with the Court.

(f) Notice of the Interim Order. Within five business days after the entry of the Interim Order approving the Procedures, a proposed form of which is attached hereto as **Exhibit A**, the Debtors shall: (i) post a notice of the entry of the Interim Order, substantially in the form attached as **Exhibit 5** to the Interim Order, together with a copy of the Interim Order, on the website maintained by Debtors' claims and notice agent, www.veritaglobal.net/ascend; and; and (ii) serve such notice, together with a copy of the Interim Order, on (A) the Office of the United States Trustee ("***U.S. Trustee***"), (B) the United States Securities and Exchange Commission ("***SEC***"), (C) the Office of the United States Attorney General for the Southern District of Texas, (D) the Internal Revenue Service ("***IRS***"), (E) the Master Service List for these chapter 11 cases, and (F) any identified Substantial Equity Holders.

(g) Confidential Information. To the extent confidential information is required in any declaration described in these Procedures, such confidential information may be filed and served in redacted form; *provided*, *however*, that any such declarations served on the Debtors shall not be in redacted form. The Debtors shall keep all information provided in such declarations strictly confidential and **shall not** disclose the contents thereof to any person except (i) to the extent necessary to respond to a petition or objection filed with the Court; (ii) to the extent otherwise required by law; or (iii) to the extent that the information contained therein is already public; *provided, however*, that the Debtors may disclose the contents thereof to their professional advisors, who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other person, subject to further Court order. To the extent confidential information is necessary

to respond to a petitioner objection filed with the Court, such confidential information shall be filed under seal or in a redacted form.

(h) Definitions. For purposes of this Motion and the Procedures, the following terms have the following meanings:

(1) Option. "***Option***" shall mean any contingent purchase, warrant, convertible debt, put, Stock subject to a risk of forfeiture, contract to acquire Stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

(2) Stock. "***Stock***" shall mean all Ascend Elements, Inc. Stock. For the avoidance of doubt, by operation of the definition of "Tax Ownership," an owner of an Option to acquire Stock may be treated as the owner of such Stock.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED BY SECTION 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED SALE, TRADE, OR OTHER TRANSFER OF THE STOCK IN VIOLATION OF THE INTERIM ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY LEAD TO CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES, OR SANCTIONS BEING IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate, and other laws and do not excuse compliance therewith.

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed and served so as to actually be received by May 1, 2026 at 4:00 P.M. prevailing Central Time and served on (a) the Debtors, 133 Flanders Road, Westborough, MA 01581; (b) proposed counsel to the Debtors, Norton Rose Fulbright US LLP, 1550 Lamar, Suite 2000, Houston, TX 77010, Attn: Ryan Manns; (c) the Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Ha Nguyen and Vianey Garza; (d) the official committee of unsecured creditors (if any) appointed in these chapter 11 cases and their counsel; (e) counsel to the DIP Lender; and (f) counsel to the collateral agent for the CLN Secured Parties.

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served as set forth herein, the Debtors shall submit to the Court the Final Order granting the relief requested in the Motion, which order may be entered with no further notice or opportunity to be heard afforded to any party, and the Motion shall be approved to the date of filing the Motion. If an objection is timely filed, a hearing will be on May 7, 2026 at 2:00 P.M. prevailing Central Time, or at such date and time established by the Court.