Docket #0551 Date Filed: 07/08/2026

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 (CML)
Debtors.	)	(Jointly Administered)

DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER (I) CONDITIONALLY APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT; (II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES; (III) APPROVING THE FORM OF BALLOT AND NOTICES; (IV) APPROVING CERTAIN DATES AND DEADLINES IN CONNECTION WITH THE SOLICITATION AND CONFIRMATION OF THE PLAN; AND (V) SCHEDULING A COMBINED HEARING ON (A) FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND (B) CONFIRMATION OF THE PLAN

Emergency relief has been requested. Relief is requested not later than July 15, 2026 at 1:00 p.m. (prevailing Central Time).

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at 832-917-1510. Once connected, you will be asked to enter the conference room number. Judge Lopez's conference room number is 590153. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Lopez's homepage. The meeting code is "JudgeLopez". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Lopez's homepage. Select the case name, complete the required fields and click "Submit" to complete your appearance.

The above-captioned debtors and debtors in possession (collectively, the "***Debtors***") in the above-captioned chapter 11 cases (the "***Chapter 11 Cases***") state as follows in support of this emergency motion (this "***Motion***").

[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.

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Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the "***Order***"), granting the following relief:

a. *Disclosure Statement*. Conditionally approving, for solicitation purposes only, the adequacy of the information provided in the *Combined Disclosure Statement and Joint Plan of Liquidation for Ascend Elements, Inc., et al.* (as may be amended, modified, or supplemented from time to time, the "***Disclosure Statement***," or the "***Plan***" or the "***Combined Disclosure Statement and Plan***," as applicable),[2] substantially in the form filed contemporaneously herewith and attached to the Order as **Exhibit 1**;

b. *Solicitation and Voting Procedures*. Approving procedures for: (i) soliciting, receiving, and tabulating votes to accept or reject the Plan; (ii) voting to accept or reject the Plan; and (iii) filing objections to the Combined Disclosure Statement and Plan (collectively, the "***Solicitation and Voting Procedures***");

c. *Solicitation Packages*. Finding that the solicitation materials and documents included in the solicitation packages (the "***Solicitation Packages***") that will be sent to Holders of Claims who are entitled to vote to accept or reject the Plan are in compliance with Bankruptcy Rules 2002(b) and 3017(d);

d. *Ballots*. Approving the form of ballots, substantially in the forms attached to the Order as **Exhibit 2** (the "***Ballots***"), to be included in the Solicitation Packages;

e. *Combined Hearing Notice*. Approving the form and manner of notice of the combined hearing to consider final approval of the adequacy of the Disclosure Statement and Confirmation of the Plan (the "***Combined Hearing***"), which also includes notice of the Administrative Claims Bar Date and the release provisions under the Plan, substantially in the form attached to the Order as **Exhibit 3** (the "***Combined Hearing Notice***");

f. *Notices of Non-Voting Status*. Approving the forms of notice, substantially in the forms attached to the Order as **Exhibits 4A** and **4B** (the "***Non-Voting Status Notices***"), to be sent to Holders of Claims or Interests who are not entitled to vote on the Plan because they hold unclassified Claims or are either presumed to accept the Plan under section 1126(f) of the Bankruptcy Code or presumed to reject the Plan under section 1126(g) of the Bankruptcy Code;

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Combined Disclosure Statement and Plan.

g. *Confirmation Schedule*. Establishing certain dates and deadlines with respect to confirmation of the Plan (the "***Confirmation Schedule***") as follows:

Event or Deadline	**Date and Time**
Hearing on Conditional Approval of the Disclosure Statement	July 15, 2026 at 1:00 p.m. (prevailing Central Time), subject to the Court's availability
Solicitation and Notice Deadline	July 17, 2026
Plan Supplement Deadline	August 10, 2026
Plan and Disclosure Statement Objection Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Rule 3018 Motion Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Voting Record Date	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Voting and Opt-In Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Administrative Claims Bar Date	Thirty (30) days after the Effective Date
Voting Report Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Combined Hearing on Final Approval of Disclosure Statement and Confirmation of the Plan	August 17, 2026 at 1:00 p.m. (prevailing Central Time), subject to the Court's availability

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of Texas (the "***Court***") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding under 28 U.S.C. § 157(b)(2). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***"), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105, 1125, 1126 and 1128 of title 11 of the United States Code (the "***Bankruptcy Code***"), Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, rules 3016-2 and 9013-1 of the Bankruptcy Local Rules of the Court (the "***Local Rules***"), and the Procedures for Complex Cases in the Southern District of Texas (the "***Complex Case Procedures***").

Background

5. On April 9, 2026 (the "Petition Date"), each of the Debtors commenced these chapter 11 cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On April 26, 2026, the Office of the United States Trustee for the Southern District of Texas (the "US Trustee") appointed the official committee of unsecured creditors (the "Committee") pursuant to section 1102 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

7. Additional information regarding the Debtors, their businesses, their capital structure, and the events leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Linh Austin in Support of the Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 11] (the "First Day Declaration"), filed on the Petition Date. As described therein and in the Combined Disclosure Statement and Plan, the Debtors commenced these chapter 11 cases to preserve enterprise value, stabilize operations, conduct an orderly sale process under section 363 of the Bankruptcy Code, maximize recoveries for creditors and other stakeholders, and resolve the substantial liabilities arising from the construction of the Debtors' Apex 1 facility.

8. Since the Petition Date, these chapter 11 cases have progressed on an expedited timeline. Early in the cases, the Court approved the Debtors' use of cash collateral and entered the Bid Procedures Order [Docket No. 120], establishing a comprehensive marketing and sale process for substantially all of the Debtors' assets. Following an extensive marketing process, the Debtors determined that separate transactions for their Poland and intellectual property assets, the Hopkinsville assets, and the Covington assets represented the highest or otherwise best means of maximizing value for their estates.

9. On May 22, 2026, the Court entered the order approving the sale of the Debtors' Polish operations and intellectual property to Bluegrass Infrastructure Partners Holdings, LLC [Docket No. 393]. That transaction closed on May 26, 2026 [Docket No. 403], generating significant value for the estates and preserving the Debtors' intellectual property platform through a going-concern transaction.

10. The Debtors next completed the sale of their Hopkinsville assets following a competitive auction conducted pursuant to the Bid Procedures Order. Turner-Kokosing Joint Venture was selected as the successful bidder, the Court approved the transaction on June 5, 2026 [Docket No. 469], and the sale closed on June 11, 2026 [Docket No. 474]. In addition to generating value for the estates, the transaction materially reduced the Debtors' secured indebtedness through a credit bid and the purchaser's agreement to waive an additional $40 million of secured debt, resulting in an aggregate reduction of approximately $50 million of secured claims.

11. Following the closing of those transactions, the Debtors focused on completing the sale of their remaining operating assets. On June 20, 2026, after no competing qualified bids were received, the Debtors designated R3 Lithium, Inc. as the successful bidder for the Covington assets and cancelled the scheduled auction. [Docket No. 487]. On June 30, 2026, the Court entered the order approving the sale of the Covington assets to R3 Lithium, Inc.

[Docket No. 534]. The transaction contemplates approximately $3 million in cash, the assumption of specified liabilities, and payment of the purchaser's allocated cure costs.

12. At the same time, the Debtors continued their wind-down efforts by seeking authority to implement streamlined procedures to sell, transfer, or abandon residual assets that were excluded from the principal sale transactions and that continued to impose storage, maintenance, insurance, and other carrying costs on the estates. [Docket Nos. 511 & 532].

13. As a result of these transactions, the Debtors have substantially completed the monetization of their operating assets and have transitioned from operating businesses to a wind-down of their estates. The remaining tasks primarily consist of disposing of remaining assets, resolving claims and executory contract issues, reconciling administrative and priority claims, and implementing the proposed General Unsecured Claims Trust. Accordingly, the Debtors have reached the stage of these chapter 11 cases where confirmation of the Combined Disclosure Statement and Plan represents the most efficient path to conclude the administration of their estates, distribute remaining value to creditors, and complete the wind-down process.

Basis for Relief

A. The Court Should Conditionally Approve the Disclosure Statement.

14. Pursuant to section 1125 of the Bankruptcy Code, prior to or concurrently with the solicitation of votes on a plan, a plan proponent must provide "adequate information" about the plan to voting creditors and interest holders. 11 U.S.C. § 1125. The term "adequate information" means "information of a kind, and in sufficient detail, as far as is reasonably practicable" to permit an "informed judgment about the plan." 11 U.S.C. § 1125(a)(1). Determining what constitutes "adequate information" is subject to the Court's discretion. *See, e.g.*, *Mabey v. Sw. Elec. Power Co. (In re Cajun Elec. Power Coop., Inc.*), 150 F.3d 503, 518 (5th Cir. 1998).

15. The Disclosure Statement contains adequate information in sufficient detail to permit voting creditors to make an informed judgment about the Plan, including: (a) the Debtors' corporate history and prepetition capital structure; (b) the events leading to the commencement of the Chapter 11 Cases; (c) material events in the Chapter 11 Cases, including the Sale processes; (d) the classification and treatment of Claims and Interests; (e) the source of consideration for Plan distributions and the means for implementing the Plan, including establishment of the GUC Trust; (f) provisions governing distributions; (g) the releases, injunction, and exculpations under the Plan, which are conspicuously displayed in accordance with Bankruptcy Rule 3016(c); (h) the statutory requirements for Confirmation; (i) the estimated return to creditors under a hypothetical chapter 7 liquidation; (j) risk factors related to the Plan; and (k) certain U.S. federal tax consequences arising from the implementation of the Plan. *See, e.g.*, *In re Divine Ripe, L.L.C.*, 554 B.R. 395, 401-02 (Bankr. S.D. Tex. 2009) (citing *In re Metrocraft Pub. Serv., Inc.*, 39 B.R. 567-68 (Bankr. N.D. Ga. 1984) (citing factors for determining inclusion of adequate information)).

16. Local Rule 3016-2 and Section P of the Complex Case Procedures permit a plan proponent to move for conditional approval of a disclosure statement and a combined hearing to consider final approval of the disclosure statement and confirmation of the plan. Conditional approval of the Disclosure Statement pursuant to Local Rule 3016-2 and Section P of the Complex Case Procedures is warranted under the circumstances. The Motion and Order comply with the requirements for conditional approval under Local Rule 3016-2 and Section P of the Complex Case Procedures by (a) identifying Kurtzman Carson Consultants, LLC d/b/a Verita Global ("***Verita***"), the Debtors' claims, noticing, and solicitation agent (the "***Solicitation Agent***"), as the balloting agent, (b) proposing the Confirmation Schedule and Combined Hearing, (c) seeking final approval of the Solicitation and Voting Procedures, the forms of notice to be provided to creditors, and the form of Ballots, and (d) establishing the Voting

Deadline and Voting Record Date (each as defined below). Additionally, the Debtors have sold substantially all of their assets and are proposing a straightforward liquidating Plan.

17. Accordingly, the Debtors request that the Court approve the Disclosure Statement as containing "adequate information" on a conditional basis, subject to final approval at the Combined Hearing.

B. The Court Should Approve the Setting of Certain Dates and Deadlines in Connection with Plan Confirmation and Forms of the Combined Hearing Notice.

1. The Court Should Establish an Administrative Claims Bar Date.

18. The Debtors request that the Court set the deadline for filing and serving any Administrative Claims (other than Professional Fee Claims and Section 503(b)(9) Claims) against the Debtors' Estates (the "Administrative Claims Bar Date") as **thirty (30) days after the Effective Date** of the Combined Disclosure Statement and Plan.

19. The Debtors propose including notice of the Administrative Claims Bar Date in the Combined Hearing Notice, which will be served by first-class United States mail on all parties appearing on the Debtors' creditor matrix. The Debtors submit that, under the circumstances, no other or further notice is necessary.

2. The Court Should Approve the Setting of the Combined Hearing and the Form of the Combined Hearing Notice

20. Section 105(d)(2)(B)(vi) of the Bankruptcy Code expressly authorizes a court to "issue an order . . . that . . . provides that the hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan" where the court deems a combined hearing to be "appropriate to ensure that the case is handled expeditiously and economically." 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. 407, 425 (Bankr. S.D. Tex. 2009) (holding that section 105(d) of the Bankruptcy Code authorizes the court to hold combined hearings for disclosure statements and plans). Moreover, Local Rule 3016-2 and Section P of the Complex Case Procedures authorize the plan proponent

to move for approval of a disclosure statement that requests a joint hearing to consider final approval of the disclosure statement and confirmation of a plan.

21. Here, an expeditious confirmation process and a single combined hearing on the Combined Disclosure Statement and Plan is appropriate given the circumstances of these Chapter 11 Cases. The Debtors have sold substantially all of their assets, and the Plan is premised on the disposition of the Debtors' remaining assets and the establishment of a GUC Trust for the benefit of the Debtors' general unsecured creditors. The Debtors respectfully request that the Court schedule the Combined Hearing on final approval of the adequacy of the information contained in the Disclosure Statement and confirmation of the Plan on August 17, 2026 at 1:00 p.m. (prevailing Central Time), subject to the Court's availability.

22. The Debtors also request that the Court approve the form of Combined Hearing Notice, which includes: (a) instructions as to how to view or obtain copies of the Combined Disclosure Statement and Plan, the Order, and all other materials in the Solicitation Package (excluding Ballots) from the Debtors' Solicitation Agent, including through the Debtors' case website maintained by the Solicitation Agent, and the Court's website via PACER; (b) notice of the Voting Deadline; (c) notice of the Plan and Disclosure Statement Objection Deadline (as defined below) and instructions for filing an objection; (d) notice of the Combined Hearing Date and information related thereto; (e) notice of the Administrative Claims Bar Date; and (f) instructions for attending the Combined Hearing electronically.

23. The Debtors propose to serve the Combined Hearing Notice on all known Holders of Claims and Interests as of the Voting Record Date and any other party entitled to notice under Bankruptcy Rule 2002 and applicable Local Rules (regardless of whether such parties are entitled to vote on the Plan) by ***no later than the Solicitation and Notice Deadline***. The Court should approve the proposed form of Combined Hearing Notice because the notice period provided after service of the Combined Hearing Notice, together with service

of notice of this Motion, will provide creditors with sufficient notice of the Combined Hearing and the Administrative Claims Bar Date.

3. The Court Should Approve the Voting Record Date

24. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, "creditors and equity security holders shall include holders of stocks, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing." Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Fed. R. Bankr. P. 3018(a).

25. The Debtors request that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish **August 14, 2026 at 4:00 p.m. (prevailing Central Time)**, as the voting record date (the "***Voting Record Date***"). The Debtors propose that, with respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the Holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim only if all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote on the Plan made by the Holder of such Claim as of the Voting Record Date.

4. The Court Should Approve the Voting Deadline

26. Bankruptcy Rule 3017(c) provides, in relevant part, that "[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan . . . ." Fed. R. Bank. P. 3017(c). The Debtors request that the Court establish **August 14, 2026, at 4:00 p.m. (prevailing Central Time)**, as

the deadline for voting on the Plan (the "***Voting Deadline***"), subject to extension in the Debtors' discretion. The Debtors anticipate serving the Solicitation Packages as soon as practicable after entry of the Order, but in no event later than the Solicitation and Notice Deadline. The Debtors propose that, for votes to be counted, all Ballots must be properly executed, completed, and delivered in the manner described in the Solicitation and Voting Procedures so that they are ***actually received*** by the Solicitation Agent no later than the Voting Deadline.

5. The Court Should Approve the Timing of the Combined Hearing and the Plan and Disclosure Statement Objection Deadline

27. Section 1128 of the Bankruptcy Code provides that a court shall hold a hearing on confirmation of a plan and that parties in interest can object to confirmation. 11 U.S.C. § 1128. Bankruptcy Rule 3020(b)(1) provides that objections to confirmation of a plan must be filed and served within a time fixed by the court. Fed. R. Bankr. P. 3020(b)(1). Bankruptcy Rule 3017(a) provides that the court shall hold a hearing on at least 28 days' notice as set forth in Bankruptcy Rule 2002 to consider a disclosure statement, and objections to a disclosure statement must be filed and served at any time before it is approved or an earlier date fixed by the court. Fed. R. Bankr. P. 3017(a). Bankruptcy Rule 2002(b) provides that there should be "not less than "28 days' notice by mail of the time fixed (1) for filing objections and the hearing to consider approval of a disclosure statement . . . " and "(2) for filing objections and the hearing to consider confirmation of a . . . chapter 11 plan." Fed. R. Bankr. P. 2002(b).

28. The Debtors request that the Court establish **August 14, 2026, at 4:00 p.m. (prevailing Central Time)** as the deadline for filing and serving objections to confirmation of the Plan and final approval of the Disclosure Statement (the "***Plan and Disclosure Statement Objection Deadline***"). The Plan and Disclosure Statement Objection Deadline is at least 28 days after the Solicitation and Notice Deadline, and the Combined Hearing is scheduled to occur at least 31 days after the Solicitation and Notice Deadline.

29. The Debtors also request that the Court direct the manner for filing objections to the final approval of the Disclosure Statement and confirmation of the Plan, as set forth in the Combined Hearing Notice, to require that such objections, if any, must:

(a) be in writing;

(b) be served on the following parties (the "***Objection Notice Parties***") so as to be received no later than the applicable deadline: (i) counsel to the Debtors, Norton Rose Fulbright US LLP, 1550 Lamar Street, Suite 2000, Houston, Texas 77010, Attn: Ryan Manns (ryan.manns@nortonrosefulbright.com), Jason Blanchard (jason.blanchard@nortonrosefulbright.com), and Maria Mokrzycka (maria.mokrzycka@nortonrosefulbright.com); (ii) the Office of the United States Trustee, Southern District of Texas, Region 7, 515 Rusk Street, Suite 3516, Houston, TX 77002, Attn: Ha Nguyen (ha.nguyen@usdoj.gov) and Vianey Garza (vianey.garza@usdoj.gov); and (iii) counsel to the Official Committee of Unsecured Creditors, McDermott Will & Schulte LLP, 2801 N. Harwood Street, Suite 2600, Dallas, TX 75201, Attn: Carole Wurzelbacher (cwurzelbacher@mcdermottlaw.com), Charles R. Gibbs (crgibbs@mcdermottlaw.com), Kristin K. Going (kgoing@mcdermottlaw.com), and Nathaniel Allard (nallard@mcdermottlaw.com);

(c) comply with the Bankruptcy Rules, the Local Rules, and any orders of the Court;

(d) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and

(e) be filed with the Court and served on the Objection Notice Parties before the Plan and Disclosure Statement Objection Deadline.

C. The Court Should Approve the Solicitation and Voting Procedures and the Contents of the Solicitation Package.

30. The Debtors seek approval of the Solicitation and Voting Procedures and the contents of the Solicitation Package, as described below, to efficiently solicit votes in connection with the Plan in a manner consistent with the Bankruptcy Code and the Bankruptcy Rules. The Debtors propose to serve the Solicitation Packages on, and solicit votes to accept or reject the Plan, only from Holders of General Unsecured Claims in Class 3 (the "***Voting***

Class"). The Debtors are not proposing to solicit votes from Holders of Claims and Interests in any of the other Classes under the Plan (the "***Non-Voting Classes***").

1. The Voting and Tabulation Procedures

31. Section 1126(c) of the Bankruptcy Code sets forth the numerosity and amount requirements for determining whether a class of claims has accepted a plan. *See* 11 U.S.C. § 1126(c). Additionally, Bankruptcy Rule 3018(c) provides, in part, that "[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form." Fed. R. Bankr. P. 3018(c). Further, Bankruptcy Rule 3018(a) provides that the "court after notice and hearing may temporarily allow [a] claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan." Fed. R. Bankr. P. 3018(a).

32. Solely for the purpose of voting to accept or reject the Plan and not for purposes of allowance of, or distribution on account of, a Claim, each Claim within the Voting Class shall be temporarily allowed in an amount equal to (i) the amount asserted in a timely Filed Proof of Claim, or, if no timely Proof of Claim has been Filed, (ii) the liquidated, non-contingent, undisputed amount of such Claim set forth in the Schedules, subject to the following exceptions:

a. if a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or Allowed by this Court;

b. if (a) does not apply, but the Claim has been estimated or otherwise Allowed for voting purposes pursuant to a stipulation, settlement, or other agreement in writing reached between the Debtors and the holder of the Claim (whether such stipulation, settlement, or agreement is filed or not), such Claim is temporarily Allowed against the Debtors in the amount set forth in the stipulation, settlement, or other agreement;

c. if neither (a) nor (b) applies, then in the liquidated, non-contingent, and undisputed amount set forth on a Proof of Claim filed against the Debtors as of the Voting Record Date; provided that, if the amount set

forth on a submitted Proof of Claim filed against the Debtors is wholly unliquidated, contingent, and/or disputed (as determined on the face of the Claim or based on reasonable review by the Debtors and/or the Voting Agent), then the Claim shall be temporarily Allowed for voting purposes in the amount of $1.00;

d. if neither (a), (b), nor (c) applies, then in the liquidated, non-contingent, and undisputed amount set forth on the Debtors' Schedules; *provided that*, if the Claim appearing on the Debtors' Schedules is either contingent, unliquidated, and/or disputed, or in a $0.00 amount and the claimant has not filed a Proof of Claim against the Debtors, then the Claim shall be disallowed for voting purposes; *provided further*, that, to the extent such creditor's deadline to file a Claim arising from the rejection of an Executory Contract or Unexpired Lease has not yet occurred before the Voting Record Date, such creditor will be entitled to vote in the amount of $1.00 on account of such Claim;

e. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class may be provided with only one Solicitation Package and one Ballot for voting on a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and

f. if a Proof of Claim has been amended by a later Proof of Claim that is filed against the Debtors, the later filed amended Proof of Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Proof of Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim.

33. The Debtors request that the Court approve the vote tabulation methodology set forth above and as set forth in the voting instructions on the Ballots. The Debtors will not count or consider for any purpose in determining whether the Combined Disclosure Statement and Plan has been accepted or rejected the following Ballots: (a) any Ballot that is received after the Voting Deadline; (b) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; (c) any Ballot cast by a Person or Entity that does not hold a Claim or Interest in a Class that is entitled to vote on the Combined Disclosure Statement and Plan; (d) any unsigned Ballot; (e) any Ballot not marked to accept or reject the Combined Disclosure Statement and Plan, or marked both to accept and reject the Combined Disclosure Statement and Plan; and (f) any Ballot submitted by a party not entitled to cast a vote with respect to the Combined Disclosure Statement and Plan.

2. Motions to Temporarily Allow Claims for Voting Purposes

34. The Debtors also propose that any Holder that wishes to challenge the allowance or classification of its Claim for voting purposes file and serve on the Objection Notice Parties a motion (a "***Rule 3018 Motion***"), pursuant to Bankruptcy Rule 3018(a), requesting that the Court temporarily allow its Claim in a different amount or with a different classification for purposes of voting to accept or reject the Plan. Rule 3018 Motions must be filed by 4:00 p.m. (prevailing Central Time) on the later of (a) August 14, 2026 and (b) if such Rule 3018 Motion relates to a Claim that is disputed (a "***Disputed Claim***"), the fifth day after such Claim became a Disputed Claim (the "***Rule 3018 Motion Deadline***"). In accordance with Bankruptcy Rule 3018, the Debtors further propose that any Ballot submitted by a Holder of such Claim shall be counted without regard to the amount sought to be allowed or the classification sought to be applied in any Rule 3018 Motion unless and until a Claim is temporarily allowed (pursuant to an order of the Court entered prior to the Voting Deadline) in a different amount or with a different classification for purposes of voting to accept or reject the Plan.

3. The Form of the Ballots

35. The Bankruptcy Rules provide that creditors entitled to vote on a plan must be sent a form of ballot conforming to the appropriate Official Form, and that such creditors' acceptance or rejection must conform to the appropriate Official Form. *See* Fed. R. Bankr. P. 3017(d), 3018(c). The form of the Ballots is based on Official Form No. 314 and has been modified to include certain additional information that the Debtors believe to be relevant and appropriate for Holders of Claims entitled to vote on the Plan as of the Voting Record Date, including an option for such Holders to elect to opt in to the releases under the Plan. Accordingly, the Ballots comply with Bankruptcy Rules 3017(d) and 3018(c) and should be approved. *See* Fed. R. Bankr. P. 3017(d), 3018(c).

4. The Balloting Process

36. The Debtors, through the Solicitation Agent, will: (a) distribute the Solicitation Packages and solicit votes on the Plan in compliance with the Solicitation and Voting Procedures; (b) receive, tabulate, and report on Ballots; and (c) respond to inquiries relating to the solicitation and voting process, including all matters related thereto. Further, the Solicitation Agent will file a voting report (the "***Voting Report***") with the Court by **August 14, 2026 at 4:00 p.m. (prevailing Central Time)**, which is one (1) Business Day before the Combined Hearing.

37. The Debtors request that the Solicitation Agent be authorized (to the extent not already authorized by another order of the Court) to assist the Debtors in (a) distributing the Solicitation Packages, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims, (c) responding to inquiries from Holders of Claims or Interests and other parties in interest relating to the Combined Disclosure Statement and Plan, the Ballot, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting Holders of Claims and Interests regarding the Plan. The Solicitation Agent may, but is not obligated to, contact parties that submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies.

38. The Debtors further request that the Solicitation Agent be authorized to accept Ballots via electronic online transmission through a customized online balloting portal on the Debtors' case website to be maintained by the Solicitation Agent ("***E-Ballot***"). Parties entitled to vote through E-Ballot may cast an electronic Ballot and electronically sign and submit the Ballot instantly by utilizing E-Ballot. The encrypted data and audit trail created by such electronic submission will become part of the record of any Ballot submitted in this manner

and the creditor's electronic signature will be deemed to be immediately legally valid and effective. The Debtors request that Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature. E-Ballot is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots- submitted by facsimile, email, or other means of electronic transmission will not be counted.

5. The Content and Distribution of the Solicitation Packages

39. Bankruptcy Rule 3017(d) provides that, upon approval of a disclosure statement, the plan proponent shall mail to creditors and interest holders a copy of the plan or a summary thereof, the disclosure statement, a notice of the voting deadline, and any other information as the court may direct. Fed. R. Bankr. P. 3017(d). In addition, the plan proponent must provide notice to all creditors of the deadline for filing plan objections and, with respect to voting creditors, a form of ballot conforming to Official Form No. 314. *See id.*

40. The Debtors propose to distribute the Solicitation Packages to Holders of Claims who, as of the Solicitation and Notice Deadline, are entitled to vote on the Plan by no later than the Solicitation and Notice Deadline. Each Solicitation Package will include the following materials:

(a) the Order (without exhibits);

(b) a copy of the Combined Disclosure Statement and Plan, which will be provided in electronic format by including in the Combined Hearing Notice instructions for accessing such documents on the Debtors' restructuring website;

(c) a Ballot, which includes an option to opt in to the releases under the Plan, together with detailed voting instructions with respect thereto and a pre-addressed, postage-prepaid return envelope;

(d) a copy of the Combined Hearing Notice; and

(e) such other materials as the Court may direct.

41. Due to the voluminous nature of certain documents, the Debtors request authorization to distribute the Combined Disclosure Statement and Plan and the Order (without

exhibits) by providing instructions as part of the Solicitation Package for accessing these documents through the Debtors' case website (https://www.veritaglobal.net/ascend), and, if requested, providing a hard or email copy as soon as reasonably practicable. Only the Ballot, the Order (without exhibits), the return envelope, and the notices sought to be approved by this Motion (collectively, the "***Notices***") will be provided in email or paper format. The Combined Hearing Notice will include a website address directing recipients to the electronic format of the documents and providing recipients directions for obtaining a print or email copy of such documents if they so desire. Distribution in this manner will result in significant monetary savings for the Debtors' estates and increase recoveries to creditors by reducing printing and postage costs. Further, all documents will be available in print and email on request to the Solicitation Agent and electronically, free of charge, at the Debtors' restructuring website (https://www.veritaglobal.net/ascend).

42. The Debtors further request that they not be required to mail Solicitation Packages or other solicitation materials to Holders of Claims that have already been paid in full during the Chapter 11 Cases either through a critical vendor or cure payment, that are authorized to be paid in full in the ordinary course of business pursuant to an agreement between the parties or an order previously entered by the Court, or that have been waived or released by such Holder as reflected in a document or stipulation filed with the Court or an order entered by the Court.

D. The Court Should Approve the Form of Non-Voting Status Notices

43. In compliance with section 1123(a)(1) of the Bankruptcy Code and as reflected in Article IV of the Plan, Administrative Claims, Priority Tax Claims, U.S. Trustee Fees, and Professional Fee Claims have not been classified and are not entitled to vote on the Plan. Additionally, the Holders of Claims and Interests in the Non-Voting Classes and the Holders of Claims that are subject to certain pending objections filed by the Debtors are not entitled to

vote on the Plan. As a result, the Holders of such Claims will ***not*** receive Solicitation Packages. Instead, the Debtors propose that such parties receive a Non-Voting Status Notice. The Debtors propose to serve certain Holders of Claims that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, the *Notice of Non-Voting Status to Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form attached as **Exhibit 4B** to the Order. Additionally, the Debtors propose to serve the *Notice of Non-Voting Status to Holders of Impaired Claims or Interests Conclusively Presumed to Reject the Plan*, substantially in the form attached as **Exhibit 4A** to the Order, to certain Holders of Claims or Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code.

44. The Non-Voting Status Notices will include (a) instructions on how to view or obtain copies of the Combined Disclosure Statement and Plan, the Order, and all other materials in the Solicitation Package (excluding the Ballot) from the Solicitation Agent free of charge and the Court's website via PACER; (b) a disclosure regarding the release language set forth in the Plan and an Opt-In Form; (c) notice of the Plan and Disclosure Statement Objection Deadline; (d) notice of the Combined Hearing Date; (e) notice of the Administrative Claims Bar Date; and (f) related information. The transmittal of Non-Voting Status Notices in lieu of Solicitation Packages satisfies the requirements of Bankruptcy Rule 3017(d) and should be approved.

E. Undeliverable Notices and Solicitation Materials.

45. The Solicitation and Voting Procedures provide that the Debtors are not obligated to redistribute the Combined Hearing Notice, Solicitation Packages, and/or any other approved Notices related to the Confirmation of the Plan to any Entity to the extent Notices or materials sent to such Entity's listed address are returned as undeliverable. The Solicitation

and Voting Procedures do not require the Debtors to send the Combined Hearing Notice, Solicitation Package, and/or any other Notices for which the Debtors seek approval in this Motion to any address that the Debtors have sent a notice during the course of these Chapter 11 Cases, which notice was returned as undeliverable.

46. The Debtors request that the Court determine that not redistributing or not distributing, as the case may be, materials and notices to such Entities does not constitute inadequate notice of the Combined Hearing Notice, the Solicitation Package, the Combined Disclosure Statement and Plan, any deadlines sought to be approved by this Motion, or a violation of the Bankruptcy Code or Bankruptcy Rules. For purposes of serving the Solicitation Packages and Non-Voting Status Notices, the Debtors request authorization to rely on the address and/or email information for the creditors receiving such notice as compiled, updated, and maintained by the Solicitation Agent as of the Voting Record Date, without any requirement to conduct additional research for updated addresses based on undeliverable Solicitation Packages (including the Ballots) or Non-Voting Status Notices.

Emergency Consideration

47. The Debtors request emergency consideration of this Motion no later than July 15, 2026. *See* Local Rule 9013-1 and Section C of the Complex Case Procedures. The Debtors have already consummated virtually all of the Sales, other than the De Minimis Sales. Commencing solicitation and pursuing confirmation of the Plan on an expedient basis will minimize the accrual of further administrative costs and expenses and maximize the value of the Debtors' Estates for distribution to their creditors. Accordingly, emergency relief is critical to facilitate the Debtors' prompt conclusion of these Chapter 11 Cases for the benefit of all stakeholders.

Non-Substantive Modifications

48. The Debtors request authorization to make non-substantive and immaterial changes to the Combined Disclosure Statement and Plan, the materials in the Solicitation Packages, the Notices and related documents without further order of the Court. These changes could include changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

Notice

49. The Debtors will provide notice of this Motion to: (a) the U.S. Trustee; (b) the United States Attorney's Office for the Southern District of Texas; (c) the state attorneys general for the states in which the Debtors operate; (d) the Internal Revenue Service; and (e) any party that has requested notice pursuant to Bankruptcy Rule 2002 and Local Rule 9013-1(d). In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

[Concludes on following page]

WHEREFORE, the Debtors respectfully request that the Court enter the Order granting the relief requested in this Motion and such other and further relief as the Court deems appropriate under the circumstances.

Houston, Texas
Dated: July 8, 2026

/s/ Ryan Manns

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Counsel to the Debtors and Debtors in Possession

Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Local Rule 9013-1(i).

/s/ Ryan Manns
Ryan E. Manns

Certificate of Service

I certify that on July 8, 2026, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas. Additionally, the foregoing document will be served as set forth in a forthcoming affidavit filed by the Solicitation Agent.

/s/ Ryan Manns
Ryan E. Manns

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 (CML)
Debtors.	)	(Jointly Administered)
	)	**Re: Docket No. _____**

ORDER (I) CONDITIONALLY APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT; (II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES; (III) APPROVING THE FORM OF BALLOT AND NOTICES; (IV) APPROVING CERTAIN DATES AND DEADLINES IN CONNECTION WITH THE SOLICITATION AND CONFIRMATION OF THE PLAN; AND (V) SCHEDULING A COMBINED HEARING ON (A) FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND (B) CONFIRMATION OF THE PLAN

Upon the emergency motion (the "***Motion***")[2] of the above-captioned debtors and debtors in possession (collectively, the "***Debtors***") for entry of an order (this "***Order***"): (i) authorizing, among other things, the Debtors to solicit votes on the *Combined Disclosure Statement and Joint Plan of Liquidation for Ascend Elements, Inc., et al.* [Docket No. [●]] (as may be amended, modified, or supplemented from time to time, the "***Disclosure Statement***," or the "***Plan***" or the "***Combined Disclosure Statement and Plan***," as applicable); (ii) conditionally approving the Disclosure Statement as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having considered the Motion and having found it has jurisdiction over the matter pursuant to 28 U.S.C. § 1334 and the *Order of Reference to Bankruptcy Judges* from the United States District Court for the Southern District of Texas, entered May 24, 2012; and the Court having found that this is a core proceeding pursuant to 28

[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 have the meanings given to such terms in the Motion.

U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' Estates, their creditors, and other parties in interest; and the Court having found that notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at the hearing on the Motion, if any (the "***Hearing***"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. Conditional Approval of the Disclosure Statement.

1. The Disclosure Statement, attached hereto as **Exhibit 1**, is conditionally approved as containing adequate information within the meaning of section 1125(a)(1) of the Bankruptcy Code and is subject to final approval of the Court at the Combined Hearing. No further or additional information is necessary or required.

B. Approval of the Confirmation Schedule and Certain Dates and Deadlines with Respect to the Combined Disclosure Statement and Plan.

2. The following Confirmation Schedule is hereby approved:

Event or Deadline	Date and Time
Hearing on Conditional Approval of the Disclosure Statement	July 15, 2026 at 1:00 p.m. (prevailing Central Time), subject to the Court's availability.
Solicitation and Notice Deadline	July 17, 2026
Plan Supplement Deadline	August 10, 2026
Plan and Disclosure Statement Objection Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Rule 3018 Motion Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Voting Record Date	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Administrative Claims Bar Date	Thirty (30) days after the Effective Date **o**
Voting and Opt-In Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Voting Report Deadline	August 14, 2026 at 4:00 p.m. (prevailing Central Time)
Combined Hearing on Final Approval of Disclosure Statement and Confirmation of the Plan	August 17, 2026 at 1:00 p.m. (prevailing Central Time), subject to the Court's availability

C. Approval of the Timing of the Combined Hearing and the Plan and Disclosure Statement Objection Deadline and the Procedures for Filing Objections to Confirmation of the Plan and Final Approval of the Disclosure Statement.

3. The Court shall hold the Combined Hearing on August **17, 2026 at 1:00 p.m. (prevailing Central Time), subject to the Court's availability**. The Plan and Disclosure Statement Objection Deadline shall be **August 14, 2026, at 4:00 p.m. (prevailing Central Time)**. Objections to Confirmation of the Plan and final approval of the Disclosure Statement must (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be served on the Objection Notice Parties and filed with the Court on or before the Plan and Disclosure Statement Objection Deadline set forth above. Objections that fail to comply with this Order will not be considered by the Court.

D. Establishment of Administrative Claims Bar Date.

4. Each Entity that asserts a claim for administrative priority under section 503(b) of the Bankruptcy Code, other than Professional Fee Claims or Section 503(b)(9) Claims (each, an "Administrative Claim"), to the extent not already paid in the ordinary course, must file with the Court and serve on the applicable parties an application for allowance of such Administrative Claim no later than thirty (30) days after the Effective Date (the "Administrative Claims Bar Date").

E. Approval of the Solicitation and Voting Procedures.

5. The following Solicitation and Voting Procedures are approved.

6. Solely for the purpose of voting to accept or reject the Plan and not for purposes of allowance of, or distribution on account of, a Claim, each Claim within the Voting Class shall be temporarily allowed in an amount equal to (i) the amount asserted in a timely Filed Proof of Claim, or, if no timely Proof of Claim has been Filed, (ii) the liquidated, non-contingent, undisputed amount of such Claim set forth in the Schedules, subject to the following exceptions:

a. if a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or Allowed by this Court;

b. if (a) does not apply, but the Claim has been estimated or otherwise Allowed for voting purposes pursuant to a stipulation, settlement, or other agreement in writing reached between the Debtors and the holder of the Claim (whether such stipulation, settlement, or agreement is filed or not), such Claim is temporarily Allowed against the Debtors in the amount set forth in the stipulation, settlement, or other agreement;

c. if neither (a) nor (b) applies, then in the liquidated, non-contingent, and undisputed amount set forth on a Proof of Claim filed against the Debtors as of the Voting Record Date; provided that, if the amount set forth on a submitted Proof of Claim filed against the Debtors is wholly unliquidated, contingent, and/or disputed (as determined on the face of the Claim or based on reasonable review by the Debtors and/or the Voting Agent), then the Claim shall be temporarily Allowed for voting purposes in the amount of $1.00;

d. if neither (a), (b), nor (c) applies, then in the liquidated, non-contingent, and undisputed amount set forth on the Debtors' Schedules; provided that, if the Claim appearing on the Debtors' Schedules is either contingent, unliquidated, and/or disputed, or in a $0.00 amount and the claimant has not filed a Proof of Claim against the Debtors, then the Claim shall be disallowed for voting purposes; provided further, that, to the extent such creditor's deadline to file a Claim arising from the rejection of an Executory Contract or Unexpired Lease has not yet occurred before the Voting Record Date, such creditor will be entitled to vote in the amount of $1.00 on account of such Claim;

e. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class may be provided with only one Solicitation Package and one Ballot for voting on a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and

f. if a Proof of Claim has been amended by a later Proof of Claim that is filed against the Debtors, the later filed amended Proof of Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Proof of Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim.

7. If a Holder wishes to challenge the allowance or classification of its Claim for voting purposes, it must file and serve on the Objection Notice Parties a motion (a "***Rule 3018 Motion***"), pursuant to Bankruptcy Rule 3018(a), requesting that the Court temporarily allow its Claim in a different amount or with a different classification for purposes of voting to accept or reject the Plan. Rule 3018 Motions must be filed by 4:00 p.m. (prevailing Central Time) on the later of (a) August 14, 2026 and (b) if such Rule 3018 Motion relates to a Disputed Claim, the fifth day after such Claim became a Disputed Claim. Any Ballot submitted by a Holder of such Claim shall be counted without regard to the amount sought to be allowed or the classification sought to be applied in any Rule 3018 Motion unless and until a Claim is temporarily allowed (pursuant to an order of the Court entered prior to the Voting Deadline) in a different amount or with a different classification for purposes of voting to accept or reject the Plan.

8. The Solicitation Agent is authorized to assist the Debtors in (a) distributing the Solicitation Packages, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject

the Plan by Holders of Claims, (c) responding to inquiries from Holders of Claims or Interests and other parties in interest relating to the Combined Disclosure Statement and Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors and equity holders regarding the Plan. The Solicitation Agent may, but is not obligated to, contact parties that submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies.

9. The Solicitation Agent is also authorized to accept Ballots via electronic online transmission through a customized online balloting portal on the Debtors' case website to be maintained by the Solicitation Agent ("***E-Ballot***"). Parties entitled to vote through -E-Ballot may cast an electronic Ballot and electronically sign and submit the Ballot instantly by utilizing E-Ballot; parties entitled to submit an Opt-In Form may submit such form through -E-Ballot and electronically sign and submit the Opt-In Form instantly by utilizing E-Ballot. The encrypted data and audit trail created by such electronic submission will become part of the record of any Ballot or Opt-In Form submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots or Opt-In Forms submitted via -E-Ballot shall be deemed to contain an original signature. E-Ballot is the sole manner in which Ballots or Opt-In Forms will be accepted via electronic or online transmission. Ballots or Opt-In Forms submitted by facsimile, email, or other means of electronic transmission will not be counted.

F. Approval of the Contents and Distribution of the Solicitation Packages.

10. The Solicitation Packages shall include the following materials, the forms of each of which are hereby approved:

a. this Order (without exhibits);

b. a copy of the Combined Disclosure Statement and Plan, which will be provided in electronic format by including in the Combined Hearing

Notice instructions for accessing such documents on the Debtors' restructuring website;

c. a Ballot, which includes an option to opt in to the releases under the Plan, substantially in the form attached to this Order as **Exhibit 2,** together with detailed voting instructions with respect thereto and a pre-addressed, postage-prepaid return envelope; and

d. a copy of the Combined Hearing Notice, substantially in the form attached to this Order as **Exhibit 3**.

11. The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules. The procedures for distributing the Solicitation Packages as set forth herein and the Solicitation and Voting Procedures satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and are approved.

12. The Debtors shall distribute or cause to be distributed Solicitation Packages to all Entities who, as of the Solicitation and Notice Deadline, are entitled to vote to accept or reject the Plan as soon as practicable after entry of this Order, but in no event later than the Solicitation and Notice Deadline set forth above. On or before the Solicitation and Notice Deadline, the Debtors shall also provide by electronic mail complete Solicitation Packages (excluding the Ballots) in electronic format to the U.S. Trustee and all parties entitled to receive notice under Bankruptcy Rule 2002.

13. The Debtors are authorized, but not directed, to distribute the Combined Hearing Notice as a separate electronic mailing or print mailing from the remaining documents included in the Solicitation Package. If the Debtors distribute the Combined Hearing Notice separately, the Debtors are not required to include an additional copy of the Combined Hearing Notice in the Solicitation Package.

14. The Debtors shall not be required to mail Solicitation Packages or other solicitation materials to Holders of Claims and Interests that have already been paid in full

during the Chapter 11 Cases either through a critical vendor or cure payment, that are authorized to be paid in full in the ordinary course of business pursuant to an agreement between the parties or an order previously entered by the Court, or that have been waived or released by such Holder as reflected in a document or stipulation filed with the Court or an order entered by the Court.

15. Any party that receives materials in electronic format, but would prefer to receive materials in paper format, may contact the Solicitation Agent and request paper copies of the corresponding materials received in electronic format (to be provided at the Debtors' expense as soon as practicable following such request).

G. Approval of the Combined Hearing Notice

16. The Combined Hearing Notice, substantially in the form attached to this Order as **Exhibit 3**, is approved and shall be served by the Debtors on all known Holders of Claims and Interests as of the Voting Record Date and any other party entitled to notice under Bankruptcy Rule 2002 and applicable Local Rules (regardless of whether such parties are entitled to vote on the Plan) by no later than the Solicitation and Notice Deadline.

17. The Combined Hearing Notice constitutes adequate and sufficient notice of the Combined Disclosure Statement and Plan, the Combined Hearing, the Combined Hearing Date, the Plan and Disclosure Statement Objection Deadline, the Administrative Claims Bar Date, and the release, injunction, and exculpation provisions contained in the Plan. The form and manner of service of the Combined Hearing Notice comply with the Bankruptcy Rules and the Local Rules, comport with due process, and no further notice is necessary.

H. Approval of the Form of the Non-Voting Status Notices

18. The Non-Voting Status Notices, substantially in the forms attached to this Order as **Exhibits 4A and 4B**, are approved. Except to the extent that the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to Holders of Claims

or Interests in Non-Voting Classes, as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation and Notice Deadline, the Solicitation Agent shall serve an applicable Non-Voting Status Notice in lieu of Solicitation Packages to those Holders of Claims and Interests in the Non-Voting Classes, which classes are not entitled to vote on the Plan. Service thereof complies with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and is approved and deemed to be sufficient and appropriate under the circumstances of these Chapter 11 Cases.

I. Service of Solicitation Materials and Undeliverable Notices and Solicitation Materials

19. For purposes of serving the Solicitation Packages and the notices approved by this Order (collectively, the "***Notices***"), the Debtors may rely on the address information for the creditors receiving such notices as compiled, updated, and maintained by the Solicitation Agent as of the Voting Record Date, without any requirement to conduct additional research for updated addresses based on undeliverable Solicitation Packages (including the Ballots) and Notices.

20. The Debtors shall be excused from (a) redistributing the Solicitation Packages and/or the Notices to any Entity to the extent any such notices or materials sent to such Entity's listed address are returned as undeliverable; and (b) sending the Solicitation Package and/or the Notices to any address that the Debtors have sent a notice in the last two (2) months, which notice was returned as undeliverable. The failure to distribute Solicitation Packages and Notices to such Entities shall not constitute inadequate notice of the Combined Hearing, the Solicitation Package, the Combined Disclosure Statement and Plan, or any deadlines approved by this Order, or a violation of the Bankruptcy Code or Bankruptcy Rules.

J. Miscellaneous

21. The Debtors' rights to modify or withdraw the Plan and Disclosure Statement at any time prior to the Confirmation Date in accordance with its terms are reserved.

22. The Debtors are authorized, but not directed, to extend the Voting Deadline or the Plan and Disclosure Statement Objection Deadline at their discretion, without further order of the Court.

23. The Debtors are authorized to make non-substantive and immaterial changes to the Combined Disclosure Statement and Plan, the Combined Hearing Notice, the Solicitation and Voting Procedures, the Ballots, the Non-Voting Status Notices, and related documents without further order of the Court.

24. Nothing in this Order shall be construed as a waiver of the rights of the Debtors or any other party in interest, as applicable, to object to a Proof of Claim after the Voting Record Date.

25. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

26. The requirements set forth in the Local Rules and the Complex Case Procedures are satisfied by the contents of the Motion.

27. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

28. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective upon its entry.

29. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

EXHIBIT 1

Combined Disclosure Statement and Plan

[Filed at Dkt. No. 550]

EXHIBIT 2

Form of Ballot

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 (CML)
Debtors.	)	(Jointly Administered)

CLASS 3 GENERAL UNSECURED CLAIMS BALLOT FOR VOTING TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND JOINT PLAN OF LIQUIDATION FOR ASCEND ELEMENTS, INC., *ET AL*.

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

FOR YOUR VOTE TO BE COUNTED, THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY THE SOLICITATION AGENT BY 4:00 P.M. (PREVAILING CENTRAL TIME) ON AUGUST 14, 2026 (THE "*VOTING DEADLINE*"). IF THIS BALLOT IS NOT PROPERLY COMPLETED, EXECUTED, AND RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED.

ACCESS TO SOLICITATION MATERIALS:
THE COMBINED PLAN AND DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER, INCLUDING THE SOLICITATION AND VOTING PROCEDURES MAY BE ACCESSED FREE OF CHARGE AT: HTTPS://VERITAGLOBAL.NET/ASCEND.

YOU CAN ALSO OBTAIN COPIES IN PAPER FORMAT OF ANY SOLICITATION MATERIALS (A) FREE OF CHARGE BY (I) ACCESSING THE DEBTORS' RESTRUCTURING WEBSITE AT HTTPS://VERITAGLOBAL.NET/ASCEND; O R (II) CALLING (866) 927-7078 (TOLL FREE) OR +1 (310) 751-2651 (INTERNATIONAL) AND REQUESTING TO SPEAK WITH A MEMBER OF THE SOLICITATION GROUP; OR (B) FOR A FEE VIA PACER AT HTTP://WWW.TXS.USCOURTS.GOV.

The above-captioned debtors and debtors in possession (collectively, the "***Debtors***") are soliciting votes with respect to the Plan as set forth in the *Combined Disclosure Statement and Joint Plan of Liquidation for Ascend Elements, Inc., et al.*, and all exhibits related thereto [Docket No. [●]] (as may be amended, supplemented, or otherwise modified from time to time, the "***Plan***," or "***Disclosure Statement***" or "***Combined Disclosure Statement and Plan***," as applicable).[2]

[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 not otherwise defined herein shall have the meaning ascribed to such terms in the Combined Disclosure Statement and Plan.

The Bankruptcy Court for the Southern District of Texas (the "***Court***") has conditionally approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code by entry of an order on July 15, 2026 [Docket No. [●]] (the "***Disclosure Statement Order***"). Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

Your rights are described in the Combined Disclosure Statement and Plan and related materials, which are available electronically free of charge on the Debtors' restructuring website at https://www.veritaglobal.net/ascend, or for a fee via PACER at http://www.txs.uscourts.gov. You may also request paper or electronic copies of such materials by (a) calling (866) 927-7078 (Toll Free) or +1 (310) 751-2651 (International) and requesting to speak with a member of the Solicitation Group.

You are receiving this ballot (the "***Ballot***") because records indicate that you are the Holder of a General Unsecured Claim in Class 3 as of August 14, 2026 at 4:00 p.m. (prevailing Central Time) (the "***Voting Record Date***").

If the Plan is confirmed by the Court, it will be binding on you whether or not you vote or if you vote to reject the Plan. To have your vote counted, you must complete, sign, and return this Ballot by the Voting Deadline, which is **August 14, 2026 at 4:00 p.m. (prevailing Central Time)**.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, electing to opt in to the release provisions set forth in 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 you have received the wrong ballot, please contact the Solicitation Agent immediately at the address, telephone number, or email address set forth above.

ARTICLE XIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE XIII.E CONTAINS A THIRD-PARTY RELEASE. HOLDERS OF CLAIMS IN CLASS 3 WHO WISH TO PROVIDE THE RELEASES SET FORTH IN ARTICLE XIII.E MUST AFFIRMATIVELY INDICATE SO BY CHECKING THE "OPT-IN" BOX ON THIS BALLOT. HOLDERS OF CLAIMS IN CLASS 3 THAT VOTE TO ACCEPT THE PLAN, VOTE TO REJECT THE PLAN, OR DO NOT VOTE, AND DO NOT AFFIRMATIVELY MAKE THE OPT-IN ELECTION ON THIS BALLOT SHALL NOT BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE XIII.E. YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

You should review the Combined Disclosure Statement and Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim.

THE DEBTORS AND THE SOLICITATION AGENT ARE NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

PLEASE SUBMIT YOUR BALLOT BY *ONLY ONE* OF THE FOLLOWING METHODS:

Via Paper Ballot. Complete, sign, and date this Ballot and return it (with an original signature) promptly in the envelope provided:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Ascend Ballot Processing Center
c/o KCC dba Verita
222 N Pacific Coast Highway, Suite 300
El Segundo, CA 90245

OR

Via E-Ballot Portal. Submit your Ballot via the Solicitation Agent's online portal, by visiting https://www.veritaglobal.net/ascend. Click on the "E-Ballot" section of the Debtors' website and follow the instructions to submit your E-Ballot.

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

Unique E-Ballot Password: _____

"E-Balloting" is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile or email will not be counted.

Each E-Ballot Password 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 E-Ballot Password you receive, as applicable. Creditors who cast a Ballot using E-Ballot should NOT also submit a paper Ballot.

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 in the following aggregate unpaid amount (insert amount in box below):

$_____
Debtor _____

Any admission of Claims and Interest for purposes of voting on the Plan is not an admission of liability on the part of the Debtors or any other party for payment purposes.

Item 2. Vote on Plan.

The Holder of the General Unsecured Claims set forth in Item 1 votes to (please check only one):

☐ **ACCEPT** (vote FOR) the Plan	☐ **REJECT** (vote AGAINST) the Plan

Item 3. Important information regarding the third-party release provision in the Plan (the "*Third-Party Release*").

Article XIII.E of the Plan contains the following Third-Party Release:

As of the Effective Date, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each of the Releasing Parties, in each case on behalf of itself and its respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any Cause of Action, directly or derivatively, by, through, for, or because of the foregoing Entities, will be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged each Debtor and other Released Party from any and all Causes of Action, whether known or unknown, that such Entity would have been legally entitled to assert in its own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the governance, management, ownership or operation thereof), the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among the Debtors and/or their Affiliates, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors or the GUC Trust, as applicable, and the ownership thereof, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Cash Collateral Orders, the Prepetition Note Documents, the applicable asset purchase agreements, and the sale transactions, the Chapter 11 Cases and any related adversary proceedings and related prepetition activities, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Plan, contract, instrument, release, or other agreement or document created or entered into in connection with the cash collateral orders, the Prepetition Note Documents, the applicable asset purchase agreements, the sale transactions, the Disclosure Statement, the Plan, or the Plan Supplement, the Debtors' restructuring efforts, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including providing any legal opinion requested by any Entity regarding any transaction, contract, instrument, document, or other agreement contemplated by the Plan or the reliance by any Released Party on the Plan or the Confirmation Order in lieu of such legal opinion, any action or actions taken in furtherance or consistent with administration of the Plan, the issuance or distribution of any debt and/or securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any obligations of any Entity arising on or after the Effective Date under the Plan, the Confirmation Order, any applicable asset purchase agreement, any restructuring transaction, any assumed executory contract or unexpired lease, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or an applicable section 363 asset sale, (b) any Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful

misconduct, or gross negligence by such Entity, or (c) any of the Debtors' commercial tort claims and Avoidance Actions transferred to the GUC Trust.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases by Holders of Claims and Interests set forth in Article XIII.E of the Plan, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims and Causes of Action released by such releases; (3) in the best interests of the Debtors and their Estates; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; (6) an essential component of the Plan; and (7) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to such releases. For the avoidance of doubt, the Non-Released Parties are not Released Parties and are not subject to the releases set forth in this Article XIII.E.

* * *

UNDER THE PLAN, "***RELEASED PARTY***" MEANS, COLLECTIVELY, AND IN EACH CASE ONLY IN ITS CAPACITY AS SUCH: (I) EACH OF THE DEBTORS; (II) THE CRO; (III) THE MEMBERS OF THE SPECIAL COMMITTEE; (IV) THE PROFESSIONALS; (V) THE COMMITTEE IN ITS CAPACITY AS SUCH; (VI) EACH MEMBER OF THE COMMITTEE, SOLELY IN ITS CAPACITY AS A MEMBER OF THE COMMITTEE; (VII) EACH OF THE PREPETITION SECURED PARTIES, SOLELY IN THEIR CAPACITIES AS SUCH; AND (VIII) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IDENTIFIED IN SUBSECTIONS (I) THROUGH (VII), EACH OF SUCH ENTITIES' RELATED PARTIES, IN EACH CASE OTHER THAN THE NON-RELEASED PARTIES.

UNDER THE PLAN, "***RELEASING PARTY***" MEANS, COLLECTIVELY, AND IN EACH CASE ONLY IN ITS CAPACITY AS SUCH: (I) THE RELEASED PARTIES; (II) EACH CONSENTING CREDITOR; AND (III) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IDENTIFIED IN SUBSECTIONS (I) THROUGH (II), EACH OF SUCH ENTITIES' RELATED PARTIES.

IMPORTANT INFORMATION REGARDING THE RELEASES

HOLDERS OF CLAIMS IN CLASS 3 WHO WISH TO PROVIDE THE RELEASES SET FORTH IN ARTICLE XIII.E MUST AFFIRMATIVELY ELECT TO OPT IN ON THIS BALLOT. HOLDERS THAT DO NOT TIMELY OPT IN SHALL NOT BE RELEASING PARTIES ON ACCOUNT OF THEIR CLAIMS.

THE ELECTION TO GRANT THE THIRD-PARTY RELEASE IS ENTIRELY VOLUNTARY. IF YOU CHECK THE BOX BELOW AND TIMELY SUBMIT THIS BALLOT, YOU WILL BE TREATED AS A RELEASING PARTY UNDER THE PLAN ON ACCOUNT OF YOUR CLAIM, UNLESS YOU TIMELY FILE AN OBJECTION TO THE RELEASES CONTAINED IN THE PLAN AND THAT OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION. IF YOU DO NOT CHECK THE BOX BELOW, YOU WILL NOT BE A RELEASING PARTY ON ACCOUNT OF YOUR CLAIM, BUT YOU WILL RECEIVE THE SAME TREATMENT ON ACCOUNT OF YOUR CLAIM UNDER THE PLAN.

OPTIONAL RELEASE ELECTION. YOU MAY ELECT TO OPT IN TO THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE XIII.E OF THE PLAN ONLY IF YOU CHECK THE BOX BELOW.

The Undersigned Holder of the Claims identified in Item 1 elects to:

☐ **OPT IN to the Third-Party Release.**

Item 4. Certifications.

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

(a) as of the Voting Record Date, either: (i) the Entity is the Holder of the General Unsecured Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a Holder of the General Unsecured Claims being voted;

(b) the Entity (or in the case of an authorized signatory, the Holder) has received the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(c) the Entity has cast the same vote with respect to all of its General Unsecured Claims; and

(d) 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 General Unsecured Claims, then any such earlier Ballots are hereby revoked.

Name of Holder: _____
(Print or Type)

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

_____

_____

Telephone Number: _____

Email: _____

Date Completed: _____

IF THE SOLICITATION AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT ON OR BEFORE 4:00 P.M. (PREVAILING CENTRAL TIME) ON AUGUST 14, **2026, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED BY THIS BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.**

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan. **PLEASE READ THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BALLOT**.

2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in total dollar amount and more than one-half in number of Claims in each Class entitled to vote on the Plan that actually vote on the Plan and if the Plan otherwise satisfies the requirements for Confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

3. To ensure that your Ballot is counted, you ***must*** complete and submit this Ballot as instructed herein. **Ballots will not be accepted by electronic mail or facsimile.**

4. **Use of Ballot**. To ensure that your Ballot is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) clearly sign and submit your Ballot as instructed herein.

5. Your Ballot ***must*** be returned to the Solicitation Agent so as to be ***actually received*** by the Solicitation Agent on or before the Voting Deadline. **The Voting Deadline is August 14, 2026 at 4:00 p.m. (prevailing Central Time).**

6. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, the following Ballots will not be counted:

    a. any Ballot that partially rejects and partially accepts the Plan;

    b. Ballots sent to the Debtors, the Debtors' agents (other than the Solicitation Agent), any agent, indenture trustee, or the Debtors' financial or legal advisors;

    c. Ballots sent by electronic mail or facsimile;

    d. any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;

    e. any Ballot cast by an Entity that does not hold a General Unsecured Claim;

    f. any Ballot submitted by a Holder not entitled to vote pursuant to the Plan;

g. any unsigned Ballot (for the avoidance of doubt, Ballots validly submitted through E-Ballot will be deemed signed);

h. any non-original Ballot (for the avoidance of doubt, Ballots validly submitted through E-Ballot will be deemed original); and/or

i. any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.

7. The method of delivery of Ballots to the Solicitation Agent is at the election and risk of each Holder of a General Unsecured Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation Agent ***actually receives*** the originally executed Ballot. In all cases, Holders should allow sufficient time to assure timely delivery.

8. If multiple Ballots are received from the same Holder of a Class 3 General Unsecured Claim with respect to the same Class 3 General Unsecured Claim prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots.

9. You must vote all of your General Unsecured Claims, regardless if such Claims are asserted against one or multiple Debtors, either to accept or reject the Plan and may ***not*** split your vote.

10. 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.

11. **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, 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 Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party 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.

PLEASE SUBMIT YOUR BALLOT PROMPTLY

IF THE SOLICITATION AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS AUGUST 14, 2026 AT 4:00 P.M. (PREVAILING CENTRAL TIME), AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.

EXHIBIT 3

Combined Hearing Notice

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 (CML)
Debtors.	)	(Jointly Administered)

NOTICE OF (I) COMBINED HEARING TO CONSIDER FINAL APPROVAL OF DISCLOSURE STATEMENT AND CONFIRMATION OF CHAPTER 11 PLAN FILED BY THE DEBTORS, (II) RELATED VOTING AND OBJECTION DEADLINES, AND (III) BAR DATE FOR FILING ADMINISTRATIVE CLAIMS

PLEASE TAKE NOTICE that on July 15, 2026, the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "***Court***") entered an order [Docket No. [●]] (the "***Disclosure Statement Order***"): (i) authorizing Ascend Elements, Inc. and its affiliated debtors and debtors in possession (collectively, the "***Debtors***") to solicit acceptances for the *Combined Disclosure Statement and Joint Plan of Liquidation for Ascend Elements, Inc., et al*. [Docket No. [●]] (as modified, amended, or supplemented from time to time and including all exhibits and supplements thereto, the "***Plan***," or "***Disclosure Statement***," or "***Combined Disclosure Statement and Plan***," as applicable),[2] (ii) conditionally approving the Disclosure Statement as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (iii) approving the solicitation materials and documents to be included in the solicitation package (the "***Solicitation Package***"); (iv) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan; and (v) scheduling certain dates with respect thereto.

PLEASE TAKE FURTHER NOTICE that a hearing to consider final approval of the Disclosure Statement and Confirmation of the Plan (the "***Combined Hearing***") will commence on **August 17,** 2026 at **1:00 p.m**. (prevailing Central Time**), subject to the Court's availability,** before the Honorable Christopher M. Lopez in the United States Bankruptcy Court for the Southern District of Texas, located at 515 Rusk Street, Courtroom 402, Houston, Texas, 77002. Please be advised that the Combined Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on other parties entitled to notice. The Plan may be modified, if necessary, prior to, during, or as a result of the Combined Hearing.

PLEASE TAKE FURTHER NOTICE that parties may participate in the Combined Hearing either in person or by an audio and video connection. Audio communication will be

[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] All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Combined Disclosure Statement and Plan.

by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Lopez's conference room number is 590153. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Lopez's home page. The meeting code is "JudgeLopez". Click the settings icon in the upper right corner and enter your name under the personal information setting. Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Lopez's home page. Select the case name, complete the required fields and click "Submit" to complete your appearance.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is August 14, 2026 at 4:00 p.m. (prevailing Central Time) (the "***Voting Record Date***"), which is the date for determining which Holders of Claims are entitled to vote on the Plan.

Voting Deadline. The deadline to vote on the Plan is **August 14, 2026 at 4:00 p.m. (prevailing Central Time) (**the "***Voting Deadline***"). If you received the Solicitation Package, including a Ballot and intend to vote on the Plan you ***must***: (i) follow the instructions contained on your Ballot carefully; (ii) complete ***all*** of the required information on the Ballot; and (iii) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is ***actually received*** by the Solicitation Agent, on or before the Voting Deadline.

Temporary Allowance Deadline. If a Holder of a Claim wishes to challenge the allowance or classification of its Claim for voting purposes, it must file and serve on the Objection Notice Parties a motion pursuant to Bankruptcy Rule 3018(a), requesting that the Court temporarily allow its Claim in a different amount or with a different classification for purposes of voting to accept or reject the Plan. Such motions must be filed by 4:00 p.m. (prevailing Central Time) on **the later of (a) August 14, 2026 and (b) if such Rule 3018 Motion relates to a Disputed Claim, the fifth day after such Claim became a Disputed Claim** (the "***Rule 3018 Motion Deadline***").

Failure to follow such instructions may disqualify your vote.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE XIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE XIII.E CONTAINS A THIRD-PARTY RELEASE. YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

Confirmation Objection Deadline. The deadline for filing objections to confirmation of the Plan and the adequacy of the Disclosure Statement is **August 14, 2026 at 4:00 p.m. (prevailing Central Time)** (the "***Objection Deadline***"). Any objection to the relief sought at the Combined Hearing must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be Filed with the Court and served on the Objection Notice Parties on or before the Objection Deadline.

IF AN OBJECTION TO CONFIRMATION OF THE PLAN OR FINAL APPROVAL OF THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

ADDITIONAL INFORMATION REGARDING THE COMBINED DISCLOSURE STATEMENT AND PLAN

Obtaining Solicitation Materials. If you wish to receive paper copies of the Combined Disclosure Statement and Plan, they will be provided, as quickly as practicable, upon request to the voting agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global (the "***Solicitation Agent***") by accessing the Solicitation Agent's website at https://www.veritaglobal.net/ascend and are on file with the Clerk of the Bankruptcy Court for the Southern District of Texas, and may be reviewed during the regular hours of the Court or online through the Court's website at https://www.txs.uscourts.gov/page/bankruptcy-court.

The Plan Supplement. The Debtors will file the Plan Supplement on or before **August 10, 2026,** and will serve notice on parties in interest, which will (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

Administrative Claims Bar Date. The deadline for Holders of Administrative Claims, other than Professional Fee Claims and Section 503(b)(9) Claims, to file and serve an application for allowance of an Administrative Claim shall be **thirty (30) days after the Effective Date** (the "Administrative Claims Bar Date").

IF YOU HAVE ANY QUESTIONS REGARDING YOUR CLAIM OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE COMBINED DISCLOSURE STATEMENT AND PLAN OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT AS SET FORTH ABOVE.

BINDING NATURE OF THE PLAN

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

[*Remainder of page intentionally left blank.*]

Houston, Texas
Dated: [●], 2026

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Counsel to the Debtors and Debtors in Possession

EXHIBIT 4A

Notice of Non-Voting Status (Presumed to Reject)

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 (CML)
Debtors.	)	(Jointly Administered)

NOTICE OF NON-VOTING STATUS TO HOLDERS OF IMPAIRED CLAIMS AND INTERESTS CONCLUSIVELY DEEMED TO REJECT THE PLAN

PLEASE TAKE NOTICE THAT:

On April 9, 2026 (the "***Petition Date***"), Ascend Elements, Inc. and its affiliated debtors and debtors-in-possession each filed a voluntary petition for relief under the Bankruptcy Code. On [●], 2026, the Debtors filed the *Combined Disclosure Statement and Joint Plan of Liquidation for Ascend Elements, Inc., et al*. [Docket No. [●]] (the "***Combined Disclosure Statement and Plan***" or, separately in relevant part, the "***Disclosure Statement***" or the "***Plan***," as applicable).[2]

By an order dated **July 15,** 2026 (the "***Disclosure Statement Order***"), the Court **conditionally approved** the Disclosure Statement as containing adequate information within the meaning of section 1125 of **the** Bankruptcy Code. The Disclosure Statement Order expressly reserves all parties' rights to raise objections to final approval of the adequacy of **the** information in the Disclosure Statement.

On August **17,** 2026 **at 1:00 p.m. (prevailing Central Time), subject to the Court's availability**, a hearing will be held before the Honorable Christopher M. Lopez in the United States Bankruptcy Court for the Southern District of Texas, 515 Rusk Street, 4th Floor, Courtroom 402, Houston, TX 77002, to consider final approval of the Disclosure Statement and Confirmation of the Plan, as the same may be amended or modified (the "***Combined Hearing***"). The Combined Hearing may be adjourned from time to time.

Non-Voting Status. You are receiving this notice (this "***Notice***") because of the nature and treatment of your Claim or Interest under the Plan. ***You are not entitled to vote on the Plan.*** Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtors) or Interest in the Debtors that is Impaired and conclusively deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code, you are ***not*** entitled to vote on the Plan. If, notwithstanding this Notice of your non-voting status, you believe that

[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] All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Combined Disclosure Statement and Plan.

you may have a Claim against or Interest in the Debtors that entitles you to vote on the Plan, you should immediately request the appropriate Ballot by contacting the Solicitation Agent.

Objection Deadline. The deadline for filing objections to confirmation of the Plan and final approval of the Disclosure Statement is **August 14, 2026 at 4:00 p.m. (prevailing Central Time)** (the "***Objection Deadline***"). Any objection to the relief sought at the Combined Hearing must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be served on the Objection Notice Parties and filed with the Court on or before the Objection Deadline.

Administrative Claims Bar Date. The deadline for Holders of Administrative Claims, other than Professional Fee Claims and Section 503(b)(9) Claims, to file and serve an application for allowance of an Administrative Claim shall be **thirty (30) days after the Effective Date** (the "Administrative Claims Bar Date").

Copies. If you wish to receive paper copies of the Combined Disclosure Statement and Plan, they will be provided, as quickly as practicable, upon request to the voting agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global **(the** "***Solicitation Agent***") by accessing the Solicitation Agent's website at https://www.veritaglobal.net/ascend and are on file with the Clerk of the Bankruptcy Court for the Southern District of Texas, and may be reviewed during the regular hours of the Court or online through the Court's website at https://www.txs.uscourts.gov/page/bankruptcy-court.

ARTICLE XIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE XIII.E CONTAINS A THIRD-PARTY RELEASE. HOLDERS OF CLAIMS OR INTERESTS THAT WISH TO PROVIDE THE RELEASES SET FORTH IN ARTICLE XIII.E MUST AFFIRMATIVELY ELECT TO OPT IN TO THOSE RELEASES ON THE ENCLOSED FORM. HOLDERS OF CLAIMS OR INTERESTS THAT DO NOT TIMELY OPT IN SHALL NOT BE RELEASING PARTIES ON ACCOUNT OF SUCH CLAIMS OR INTERESTS. YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER. THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

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Counsel to the Debtors and Debtors in Possession

OPTIONAL: RELEASE OPT-IN FORM

You are receiving this opt-in form (the "***Opt-In Form***") because you are a Holder of a Claim or Interest that is not entitled to vote on the *Combined Disclosure Statement and Joint Plan of Liquidation for Ascend Elements Inc., et al*. (as may be amended, supplemented or otherwise modified from time to time and including all exhibits and supplements thereto, the "***Plan***"). Holders of Claims or Interests that wish to provide the third-party release (the "***Third-Party Release***") set forth in the Plan and reproduced in this notice may affirmatively opt in to such releases by completing and returning this form in accordance with the directions herein on or before **4:00 p.m. (prevailing Central Time) on August 14, 2026** (the "***Opt-In Deadline***"). Holders that do not timely opt in shall not be Releasing Parties on account of such Claims or Interests.

If you believe you are a Holder of a Claim or Interest with respect to the Debtors and choose to opt in to the Third-Party Release set forth in Article XIII.E of the Plan, please promptly complete, sign, and date this Opt-In Form and return it via first class mail, overnight courier, the Solicitation Agent's online E-Ballot, or hand delivery to Kurtzman Carson Consultants, LLC d/b/a Verita Global (the "***Solicitation Agent***") at the address set forth below. Holders are strongly encouraged to submit their Opt-In Form through the Solicitation Agent's online E-Ballot. Parties that submit their Opt-In Form using E-Ballot should **NOT** also submit a paper Opt-In Form.

THIS OPT-IN FORM MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AGENT BY THE OPT-IN DEADLINE. IF THE OPT-IN FORM IS RECEIVED AFTER THE OPT-IN DEADLINE, IT WILL NOT BE COUNTED.

Item 1. Important information regarding the Third-Party Release.

Article XIII.E of the Plan contains the following Third-Party

Release:

As of the Effective Date, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each of the Releasing Parties, in each case on behalf of itself and its respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any Cause of Action, directly or derivatively, by, through, for, or because of the foregoing Entities, will be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged each Debtor and other Released Party from any and all Causes of Action, whether known or unknown, that such Entity would have been legally entitled to assert in its own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the governance, management, ownership or operation thereof), the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among the Debtors and/or their Affiliates, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors or the GUC Trust, as applicable, and the ownership thereof, the subject matter of, or the transactions or events giving rise to, any Claim or Interest

that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Cash Collateral Orders, the Prepetition Note Documents, the applicable asset purchase agreements, and the sale transactions, the Chapter 11 Cases and any related adversary proceedings and related prepetition activities, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Plan, contract, instrument, release, or other agreement or document created or entered into in connection with the cash collateral orders, the Prepetition Note Documents, the applicable asset purchase agreements, the sale transactions, the Disclosure Statement, the Plan, or the Plan Supplement, the Debtors' restructuring efforts, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including providing any legal opinion requested by any Entity regarding any transaction, contract, instrument, document, or other agreement contemplated by the Plan or the reliance by any Released Party on the Plan or the Confirmation Order in lieu of such legal opinion, any action or actions taken in furtherance or consistent with administration of the Plan, the issuance or distribution of any debt and/or securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any obligations of any Entity arising on or after the Effective Date under the Plan, the Confirmation Order, any applicable asset purchase agreement, any restructuring transaction, any assumed executory contract or unexpired lease, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or an applicable section 363 asset sale, (b) any Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Entity, or (c) any of the Debtors' commercial tort claims and Avoidance Actions transferred to the GUC Trust.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases by Holders of Claims and Interests set forth in Article XIII.E of the Plan, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims and Causes of Action released by such releases; (3) in the best interests of the Debtors and their Estates; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; (6) an essential component of the Plan; and (7) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to such releases. For the avoidance of doubt, the Non-Released Parties are not Released Parties and are not subject to the releases set forth in this Article XIII.E.

* * *

UNDER THE PLAN, "***RELEASED PARTY***" MEANS, COLLECTIVELY, AND IN EACH CASE ONLY IN ITS CAPACITY AS SUCH: (I) EACH OF THE DEBTORS; (II) THE CRO; (III) THE MEMBERS OF THE SPECIAL COMMITTEE; (IV) THE PROFESSIONALS; (V) THE COMMITTEE IN ITS CAPACITY AS SUCH; (VI) EACH MEMBER OF THE COMMITTEE, SOLELY IN ITS CAPACITY AS A MEMBER OF THE COMMITTEE; (VII) EACH OF THE PREPETITION SECURED PARTIES, SOLELY IN THEIR CAPACITIES AS

SUCH; AND (VIII) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IDENTIFIED IN SUBSECTIONS (I) THROUGH (VII), EACH OF SUCH ENTITIES' RELATED PARTIES, IN EACH CASE OTHER THAN THE NON-RELEASED PARTIES.

UNDER THE PLAN, "***RELEASING PARTY***" MEANS, COLLECTIVELY, AND IN EACH CASE ONLY IN ITS CAPACITY AS SUCH: (I) THE RELEASED PARTIES; (II) EACH CONSENTING CREDITOR; AND (III) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IDENTIFIED IN SUBSECTIONS (I) THROUGH (II), EACH OF SUCH ENTITIES' RELATED PARTIES.

IMPORTANT INFORMATION REGARDING THE RELEASES

HOLDERS OF CLAIMS OR INTERESTS THAT WISH TO PROVIDE THE RELEASES SET FORTH IN ARTICLE XIII.E MUST AFFIRMATIVELY ELECT TO OPT IN ON THIS FORM. HOLDERS THAT DO NOT TIMELY OPT IN SHALL NOT BE RELEASING PARTIES ON ACCOUNT OF SUCH CLAIMS OR INTERESTS.

THE ELECTION TO GRANT THE THIRD-PARTY RELEASE IS ENTIRELY VOLUNTARY. IF YOU CHECK THE BOX BELOW AND PROPERLY SUBMIT THIS OPT-IN FORM BY THE OPT-IN DEADLINE, YOU WILL BE TREATED AS A RELEASING PARTY UNDER THE PLAN ON ACCOUNT OF YOUR CLAIM OR INTEREST, UNLESS YOU TIMELY FILE AN OBJECTION TO THE RELEASES CONTAINED IN THE PLAN AND THAT OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION. IF YOU DO NOT CHECK THE BOX BELOW, YOU WILL NOT BE A RELEASING PARTY ON ACCOUNT OF YOUR CLAIM OR INTEREST, BUT YOU WILL RECEIVE THE SAME TREATMENT ON ACCOUNT OF YOUR CLAIM OR INTEREST UNDER THE PLAN.

OPTIONAL RELEASE ELECTION. YOU MAY ELECT TO OPT IN TO THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE XIII.E OF THE PLAN ONLY IF YOU CHECK THE BOX BELOW:

☐ **The Undersigned Holder of the Claim or Interest elects to OPT IN to the Third-Party Release.**

Item 2. Certifications.

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

a. as of the Voting Record Date, either: (i) the Entity is the Holder of a Claim or Interest; or (ii) the Entity is an authorized signatory for the Entity that is a Holder of a Claim or Interest;

b. the Entity (or in the case of an authorized signatory, the Holder) has received a copy of the Notice of Non-Voting Status to Holders of Claims and Interests Conclusively Presumed to Reject the Plan and that this Opt-In Form is made pursuant to the terms and conditions set forth therein;

c. the Entity has submitted the same respective election concerning the releases with respect to all Claims or Interests in a single Class; and

d. no other Opt-In Form has been submitted or, if any other Opt-In Forms have been submitted with respect to such Claims or Interests, then any such earlier Opt-In Forms are hereby revoked.

Name of Holder: _____
(Print or Type)

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

_____

_____

Telephone Number: _____

Email: _____

Date Completed: _____

IF YOU HAVE MADE THE OPTIONAL OPT-IN ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-IN FORM AND RETURN IT PROMPTLY BY ONLY ONE OF THE METHODS BELOW:

If by First-Class Mail, Hand Delivery, or Overnight Mail:

Ascend Ballot Processing Center
c/o KCC dba Verita Global
222 N Pacific Coast Highway, Suite 300
El Segundo, CA 90245

By electronic, online submission:

Please visit https://www.veritaglobal.net/ascend. Click on the "E-Ballot" section of the Debtors' website and follow the directions to submit your Opt-In Form. If you choose to submit your Opt-In Form via the Solicitation Agent's E-Ballot system, you should not also return a hard copy of your Opt-In Form.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Opt-In Form:

Unique E-Ballot Password: _____

"E-Balloting" is the sole manner in which this Opt-In Form will be accepted via electronic or online transmission. Opt-In Forms submitted by facsimile or email will not be counted.

THE OPT-IN DEADLINE IS AUGUST 14, 2026 AT 4:00 P.M. (PREVAILING CENTRAL TIME). THE SOLICITATION AGENT MUST *ACTUALLY RECEIVE* YOUR OPT-IN ELECTION ON OR BEFORE THE OPT-IN DEADLINE.

EXHIBIT 4B

Notice of Non-Voting Status (Presumed to Accept)

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 (CML)
Debtors.	)	(Jointly Administered)

NOTICE OF NON-VOTING STATUS TO HOLDERS OF UNCLASSIFIED AND UNIMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN

PLEASE TAKE NOTICE THAT:

On April 9, 2026 (the "***Petition Date***"), Ascend Elements, Inc. and its affiliated debtors and debtors-in-possession each filed a voluntary petition for relief under the Bankruptcy Code. On [●], 2026, the Debtors filed the *Combined Disclosure Statement and Joint Plan of Liquidation for Ascend Elements, Inc., et al*. [Docket No. [●]] (the "***Combined Disclosure Statement and Plan***" or, separately in relevant part, the "***Disclosure Statement***" or the "***Plan***," as applicable).[2]

By an order dated **July 15,** 2026 (the "***Disclosure Statement Order***"), the Court **conditionally approved** the Disclosure Statement as containing adequate information within the meaning of section 1125 of **the** Bankruptcy Code. The Disclosure Statement Order expressly reserves all parties' rights to raise objections to final approval of the adequacy of **the** information in the Disclosure Statement.

On August **17,** 2026 **at 1:00 p.m. (prevailing Central Time), subject to the Court's availability**, a hearing will be held before the Honorable Christopher M. Lopez in the United States Bankruptcy Court for the Southern District of Texas, 515 Rusk Street, 4th Floor, Courtroom 402, Houston, TX 77002, to consider final approval of the **Disclosure** Statement and Confirmation of the Plan, as the same may be amended or modified (the "***Combined Hearing***"). The Combined Hearing may be adjourned from time to time.

Non-Voting Status. You are receiving this notice (this "***Notice***") because of the nature and treatment of your Claim or Interest under the Plan. ***You are not entitled to vote on the Plan***. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtors) that is (a) Unimpaired and conclusively deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code or (b) unclassified, you are ***not*** entitled to vote on the Plan.

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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] All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Combined Disclosure Statement and Plan.

Objection Deadline. The deadline for filing objections to confirmation of the Plan and final approval of the Disclosure Statement is **August 14, 2026 at 4:00 p.m. (prevailing Central Time)** (the "***Objection Deadline***"). Any objection to the relief sought at the Combined Hearing must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be served on the Objection Notice Parties and filed with the Court on or before the Objection Deadline.

Administrative Claims Bar Date. The deadline for Holders of Administrative Claims, other than Professional Fee Claims and Section 503(b)(9) Claims, to file and serve an application for allowance of an Administrative Claim shall be **thirty (30) days after the Effective Date** (the "Administrative Claims Bar Date").

Copies. If you wish to receive paper copies of the Combined Disclosure Statement and Plan, they will be provided, as quickly as practicable, upon request to the voting agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global **(the** "***Solicitation Agent***") by accessing the Solicitation Agent's website at https://www.veritaglobal.net/ascend and are on file with the Clerk of the Bankruptcy Court for the Southern District of Texas, and may be reviewed during the regular hours of the Court or online through the Court's website at https://www.txs.uscourts.gov/page/bankruptcy-court.

ARTICLE XIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE XIII.E CONTAINS A THIRD-PARTY RELEASE. HOLDERS OF CLAIMS OR INTERESTS THAT WISH TO PROVIDE THE RELEASES SET FORTH IN ARTICLE XIII.E MUST AFFIRMATIVELY ELECT TO OPT IN TO THOSE RELEASES ON THE ENCLOSED FORM. HOLDERS OF CLAIMS OR INTERESTS THAT DO NOT TIMELY OPT IN SHALL NOT BE RELEASING PARTIES ON ACCOUNT OF SUCH CLAIMS OR INTERESTS. YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER. THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

[*Remainder of page intentionally left blank.*]

Houston, Texas
Dated: [●], 2026

NORTON ROSE FULBRIGHT US LLP
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Maria Mokrzycka (SBT 24119994)
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Tel: (713) 651-5151
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Counsel to the Debtors and Debtors in Possession

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If you believe you are a Holder of a Claim or Interest with respect to the Debtors and choose to opt in to the Third-Party Release set forth in Article XIII.E of the Plan, please promptly complete, sign, and date this Opt-In Form and return it via first class mail, overnight courier, the Solicitation Agent's online E-Ballot, or hand delivery to Kurtzman Carson Consultants, LLC d/b/a Verita Global (the "***Solicitation Agent***") at the address set forth below. Holders are strongly encouraged to submit their Opt-In Form through the Solicitation Agent's online E-Ballot. Parties that submit their Opt-In Form using E-Ballot should **NOT** also submit a paper Opt-In Form.

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Item 1. Important information regarding the Third-Party Release.

Article XIII.E of the Plan contains the following Third-Party

Release:

As of the Effective Date, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each of the Releasing Parties, in each case on behalf of itself and its respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any Cause of Action, directly or derivatively, by, through, for, or because of the foregoing Entities, will be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged each Debtor and other Released Party from any and all Causes of Action, whether known or unknown, that such Entity would have been legally entitled to assert in its own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the governance, management, ownership or operation thereof), the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions between or among the Debtors and/or their Affiliates, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors or the GUC Trust, as applicable, and the ownership thereof, the subject matter of, or the transactions or events giving rise to, any Claim or Interest

that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Cash Collateral Orders, the Prepetition Note Documents, the applicable asset purchase agreements, and the sale transactions, the Chapter 11 Cases and any related adversary proceedings and related prepetition activities, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Plan, contract, instrument, release, or other agreement or document created or entered into in connection with the cash collateral orders, the Prepetition Note Documents, the applicable asset purchase agreements, the sale transactions, the Disclosure Statement, the Plan, or the Plan Supplement, the Debtors' restructuring efforts, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including providing any legal opinion requested by any Entity regarding any transaction, contract, instrument, document, or other agreement contemplated by the Plan or the reliance by any Released Party on the Plan or the Confirmation Order in lieu of such legal opinion, any action or actions taken in furtherance or consistent with administration of the Plan, the issuance or distribution of any debt and/or securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (a) any obligations of any Entity arising on or after the Effective Date under the Plan, the Confirmation Order, any applicable asset purchase agreement, any restructuring transaction, any assumed executory contract or unexpired lease, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or an applicable section 363 asset sale, (b) any Entity from any claim or Causes of Action related to an act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, willful misconduct, or gross negligence by such Entity, or (c) any of the Debtors' commercial tort claims and Avoidance Actions transferred to the GUC Trust.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases by Holders of Claims and Interests set forth in Article XIII.E of the Plan, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that such releases are: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims and Causes of Action released by such releases; (3) in the best interests of the Debtors and their Estates; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; (6) an essential component of the Plan; and (7) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to such releases. For the avoidance of doubt, the Non-Released Parties are not Released Parties and are not subject to the releases set forth in this Article XIII.E.

* * *

UNDER THE PLAN, "***RELEASED PARTY***" MEANS, COLLECTIVELY, AND IN EACH CASE ONLY IN ITS CAPACITY AS SUCH: (I) EACH OF THE DEBTORS; (II) THE CRO; (III) THE MEMBERS OF THE SPECIAL COMMITTEE; (IV) THE PROFESSIONALS; (V) THE COMMITTEE IN ITS CAPACITY AS SUCH; (VI) EACH MEMBER OF THE COMMITTEE, SOLELY IN ITS CAPACITY AS A MEMBER OF THE COMMITTEE; (VII) EACH OF THE PREPETITION SECURED PARTIES, SOLELY IN THEIR CAPACITIES AS

SUCH; AND (VIII) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IDENTIFIED IN SUBSECTIONS (I) THROUGH (VII), EACH OF SUCH ENTITIES' RELATED PARTIES, IN EACH CASE OTHER THAN THE NON-RELEASED PARTIES.

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IMPORTANT INFORMATION REGARDING THE RELEASES

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THE ELECTION TO GRANT THE THIRD-PARTY RELEASE IS ENTIRELY VOLUNTARY. IF YOU CHECK THE BOX BELOW AND PROPERLY SUBMIT THIS OPT-IN FORM BY THE OPT-IN DEADLINE, YOU WILL BE TREATED AS A RELEASING PARTY UNDER THE PLAN ON ACCOUNT OF YOUR CLAIM OR INTEREST, UNLESS YOU TIMELY FILE AN OBJECTION TO THE RELEASES CONTAINED IN THE PLAN AND THAT OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION. IF YOU DO NOT CHECK THE BOX BELOW, YOU WILL NOT BE A RELEASING PARTY ON ACCOUNT OF YOUR CLAIM OR INTEREST, BUT YOU WILL RECEIVE THE SAME TREATMENT ON ACCOUNT OF YOUR CLAIM OR INTEREST UNDER THE PLAN.

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☐ **The Undersigned Holder of the Claim elects to OPT IN to the Third-Party Release.**

Item 2. Certifications.

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

a. as of the Voting Record Date, either: (i) the Entity is the Holder of a Claim; or (ii) the Entity is an authorized signatory for the Entity that is a Holder of a Claim;

b. the Entity (or in the case of an authorized signatory, the Holder) has received a copy of the Notice of Non-Voting Status to Holders of Unclassified Claims and Unimpaired Claims Conclusively Presumed to Accept the Plan and that this Opt-In Form is made pursuant to the terms and conditions set forth therein;

c. the Entity has submitted the same respective election concerning the releases with respect to all Claims in a single Class; and

d. no other Opt-In Form has been submitted or, if any other Opt-In Forms have been submitted with respect to such Claims, then any such earlier Opt-In Forms are hereby revoked.

Name of Holder: _____
(Print or Type)

Signature: _____

Name of Signatory: _____
(If other than Holder)

Title: _____

Address: _____

_____

_____

Telephone Number: _____

Email: _____

Date Completed: _____

IF YOU HAVE MADE THE OPTIONAL OPT-IN ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-IN FORM AND RETURN IT PROMPTLY BY ONLY ONE OF THE METHODS BELOW:

If by First-Class Mail, Hand Delivery, or Overnight Mail:
Ascend Ballot Processing Center
c/o KCC dba Verita Global
222 N Pacific Coast Highway, Suite 300
El Segundo, CA 90245

By electronic, online submission:

Please visit https://www.veritaglobal.net/ascend. Click on the "E-Ballot" section of the Debtors' website and follow the directions to submit your Opt-In Form. If you choose to submit your Opt-In Form via Solicitation Agent's E-Ballot system, you should not also return a hard copy of your Opt-In Form.

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