

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

In re:)	
)	Chapter 11
MALLINCKRODT PLC, <i>et al.</i> ,)	
)	Case No. 20-12522 (JTD)
Debtors. ¹)	
)	(Jointly Administered)
)	

SOLICITATION PROCEDURES

On June 17, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”), which among other things: (i) approved the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Mallinckrodt plc and Its Debtors Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 2917] (as modified, amended, or supplemented from time to time, the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (ii) authorized the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit votes on the *Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 2916] (as modified, amended, or supplemented from time to time, the “**Plan**”)²; (iii) approved these procedures for the solicitation and tabulation of votes on the Plan (the “**Solicitation Procedures**”); and (iv) approved the solicitation materials and documents to be included in the Solicitation Package.

A. The Voting Record Date.

The Court has approved **June 17, 2021** as the record date (the “**Voting Record Date**”) for purposes of determining which holders of Claims in the following voting classes (other than Classes 8(a)-(d) and 9(a)-(h)) are entitled to vote to accept or reject the Plan:

Class	Claim
2(b)	2024 First Lien Term Loan Claims
2(c)	2025 First Lien Term Loan Claims
3	First Lien Notes Claims
4	Second Lien Notes Claims
5	Guaranteed Unsecured Notes Claims
6(a)	Acthar Claims

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://restructuring.primeclerk.com/Mallinckrodt>. The Debtors’ mailing address is 675 McDonnell Blvd., Hazelwood, Missouri 63042.

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

6(b)	Generics Price Fixing Claims
6(c)	Asbestos Claims
6(d)	Legacy Unsecured Notes Claims
6(e)	Environmental Claims
6(f)	Other General Unsecured Claims
7	Trade Claims
8(a)	State Opioid Claims
8(b)	Municipal Opioid Claims
8(c)	Tribe Opioid Claims
8(d)	U.S. Government Opioid Claims
9(a)	Third-Party Payor Opioid Claims
9(b)	PI Opioid Claims
9(c)	NAS PI Opioid Claims
9(d)	Hospital Opioid Claims
9(e)	Ratepayer Opioid Claims
9(f)	NAS Monitoring Opioid Claims
9(g)	Emergency Room Physicians Opioid Claims
9(h)	Other Opioid Claims
10	Settled Federal/State Acthar Claims

(collectively, all Classes in the chart above and the subclasses therein, the “***Voting Classes***”). For the avoidance of doubt, the Voting Record Date shall not apply to Opioid Claimants in Voting Classes 8(a)-(d) and 9(a)-(h).

B. The Voting Deadline and Ballots.

The Court has approved **September 3, 2021 at 4:00 p.m. (prevailing Eastern Time)** as the voting deadline (the “***Voting Deadline***”) for the Plan.

To be counted as votes to accept or reject the Plan, votes must be submitted on an appropriate ballot or master ballot (each, as applicable, a “***Ballot***”). There are two types of master ballots. There is a notes master ballot (the “***Notes Master Ballot***”) that will be used to solicit votes from Nominees (as defined below) that are the registered holders of notes-related Claims in Classes 3, 4, 5, and 6(d), of the Plan. There is also a non-notes master ballot (the “***Non-Notes Master Ballot***” and, together with the Notes Master Ballot, the “***Master Ballots***”) that will be used to solicit votes from certain Holders of Claims in Classes 6(a)-(c) and (e)-(f), 8(a)-(d), 9(a)-(h), and 10.

Votes on the appropriate Ballot must be delivered so that the Ballot is **actually received** no later than the Voting Deadline by Prime Clerk LLC (the “***Notice and Claims Agent***”). The procedures governing the submission of your vote depend on the class of your voting Claim. Therefore, please refer to your specific Ballot for instructions on the procedures to follow in order to submit your vote properly.

C. Form, Content, and Manner of the Solicitation Package and Notices.

1. The Solicitation Package.

The following materials shall constitute the solicitation package (the “*Solicitation Package*”):

- a. with respect to Holders of Claims in the Voting Classes (but subject to the Non-Notes Master Ballot Solicitation Procedures (as defined below)): a cover letter describing the contents of the Solicitation Package and an enclosed USB flash drive, and instructions for obtaining (free of charge) printed copies of the following materials provided in electronic format;
 - notice of the hearing to consider confirmation of the Plan (the “*Confirmation Hearing Notice*”);
 - the Disclosure Statement with all exhibits, including the Plan with its exhibits (to the extent such exhibits are filed with the Court before the Solicitation Date);
 - these Solicitation Procedures;
 - the Disclosure Statement Order (without exhibits);
 - subject to the Non-Notes Master Ballot Solicitation Procedures, an appropriate Ballot and voting instructions for the same;
 - subject to the Non-Notes Master Ballot Solicitation Procedures, a pre-addressed, return envelope for completed Ballots;
 - subject to the Non-Notes Master Ballot Solicitation Procedures, solely for Holders of contingent, unliquidated, or disputed Claims that are not subject to an objection filed by the Debtors, a notice of limited voting status (the “*Notice of Limited Voting Status*”); and
 - letters from the Official Committee of Opioid-Related Claimants and Official Committee of Unsecured Creditors (collectively, the “*Committees*”) expressing their views on the Plan;
- b. with respect to Holders of Claims and Interests in Non-Voting Classes³ (or Claims in Voting Classes that, as of **July 12, 2021**, are subject to a pending objection or are otherwise deemed not entitled to vote on the Plan): (a) the Confirmation Hearing Notice and (b) the applicable Notice of Non-Voting Status (as defined below);

³ The Non-Voting Classes are Classes 1, 2(a), 9(i), and 11 through 14.

- c. with respect to Holders of Opioid Claims in Voting Classes 8(a)-(d) and 9(a)-(h) and any Entity that believes it may have an Opioid Claim that requests a Solicitation Package, a notice to such Holders of Opioid Claims (the “*Opioid Claimant Notice*”), substantially in the form attached to the Disclosure Statement Order as **Exhibit 4.11 and (subject to the Non-Notes Master Ballot Solicitation Procedures (as defined below)) the materials listed in subsection (a) above;**
- d. with respect to the United States Trustee, a copy of each document contained in each version of the Solicitation Packages, which may include non-customized Ballots and a non-customized Notice of Non-Voting Status; and
- e. any other materials ordered by the Court to be included as part of the Solicitation Package.

2. Distribution of the Solicitation Package and Online Submissions.

The Solicitation Package shall include a USB flash drive containing electronic copies of the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits). All other contents of the Solicitation Package, including all Ballots, shall be provided in paper format.

For the avoidance of doubt, the paper Ballots contain instructions for electronic, online transmission of the Ballots. The paper Ballots can be submitted via electronic, online transmissions, solely through a customized online balloting portal on the Debtors’ case website maintained at <https://restructuring.primeclerk.com/Mallinckrodt>. Entities entitled to vote may cast an electronic Ballot and electronically sign and submit the Ballot instantly by utilizing the online balloting portal (which allows a Holder to submit an electronic signature). Further, the Debtors are authorized to serve the relevant Solicitation Package to Firms (as defined below) via encrypted email or other secured electronic means in lieu of mailing or otherwise serving any paper copies. The paper Non-Notes Master Ballots may be submitted via email and Firms are strongly encouraged to submit the Non-Notes Master Ballots and accompanying Client Lists (as defined below) via encrypted email or other secured method of electronic transmission. The paper Notes Master Ballots submitted by Nominees on behalf of the Classes 3, 4, 5, and 6(d) will also be accepted via email.

The Debtors may substitute paper copies of all solicitation materials instead of the USB flash drive as may be necessary to achieve timely distribution of the Solicitation Package. Any party that would prefer paper format versions of any of the documents in the Solicitation Package may contact the Notice and Claims Agent by: (a) calling (877) 467-1570 (US/Canada) or (347) 817-4093 (international); (b) visiting the Debtors’ restructuring website at: <https://restructuring.primeclerk.com/Mallinckrodt>; (c) writing Mallinckrodt plc Ballot Processing c/o Prime Clerk LLC, One Grand Central Place 60 East 42nd Street, Suite 1440 New York, NY 10165; and/or (d) emailing mallinckrodsolicitation@primeclerk.com with a reference to “Mallinckrodt” in the subject line and requesting paper copies of the corresponding materials (to be provided at the Debtors’ expense).

or Non-Notes Master Ballot Solicitation Method (as defined in these Solicitation Procedures) pursuant to the Non-Notes Master Ballot Solicitation Procedures, the Notice and Claims Agent shall serve the applicable Solicitation Package with or without a Ballot (as applicable) by the Solicitation Deadline or as soon as reasonably practicable after receipt of the Solicitation Directive.

3. **Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.**

Certain holders of Claims and Interests that (i) are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code, (ii) are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, (iii) are not entitled to vote because they are Impaired and presumed to reject the Plan under section 1126(g) of the Bankruptcy Code, or (iv) have Disputed Claims, which are subject to an objection filed by the Debtors, will receive only a notice of non-voting status, substantially in one of the forms attached as **Exhibits 4.4 through 4.7 and 4.12** to the Disclosure Statement Order (each a “***Notice of Non-Voting Status***”).⁵ Such notice will instruct such Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Each Holder that receives a Notice of Non-Voting Status will also receive a Confirmation Hearing Notice.

4. **Notices in Respect of Executory Contracts and Unexpired Leases.**

The Debtors will send a notice, substantially in the form attached as **Exhibit 4.9** to the Disclosure Statement Order (the “***Contract/Lease Notice***”) to the counterparties to the Debtors’ Executory Contracts and Unexpired Leases, which gives (i) notice of the filing of the Plan, (ii) notice that such party has been identified as a party to an Executory Contract or Unexpired Lease, (iii) instructions regarding the Confirmation Hearing and how to obtain a copy of the Solicitation Package (other than a Ballot) free of charge, and (iv) detailed directions for filing objections to confirmation of the Plan.

The following procedures (the “***Assumption Procedures***”) shall apply in connection with the assumption of any such Executory Contracts or Unexpired Leases by the Debtors (any such contract or lease, a “***Contract or Lease***” and, collectively, the “***Contracts and Leases***”):

- a. **Notice.** The Debtors shall mail (or cause to be mailed) the notice attached as **Exhibit 4.10** to the Disclosure Statement Order (the “***Cure Notice***”) to all counterparties to the Debtors’ Contracts and Leases (the “***Contract Parties***”) by no later than **July 30, 2021**.
- b. **Content of the Cure Notice.** The Cure Notice will include the following information: (i) the title of the Contract or Lease to be assumed; (ii) the name of the counterparty to the Contract or Lease; (iii) any applicable cure amounts, whether arising prepetition or post-petition (the “***Cure Amount***”); and (iv) the deadline by which any such Contract Party must object to the assumption of such Contract or Lease. The Cure Notice also sets forth the contents of **Article V.G** of the Plan, which provides in pertinent part (and in sum and substance) that (i) as of the Effective Date, any term of any Contract applicable to any Debtor shall be void and of no further force or

⁵ Holders of Claims in Class 1 (Other Secured Claims), Class 2(a) (First Lien Revolving Credit Facility Claims), Class 11 (Intercompany Claims), and Class 12 (Intercompany Interests) will receive a Notice of Non-Voting Status for Holders of Unimpaired Claims deemed to accept the Plan. Holders of Claims in Class 9(i) (No Recovery Opioid Claims), Class 13 (Subordinated Claims), and of Interests in Class 14 (Equity Interests) will receive a Notice of Non-Voting Status for Holders deemed to reject the Plan.

effect to the extent such Contract creates an obligation of any Debtor, or gives rise to a right under any Insurance Contract of any Debtor, for indemnification or reimbursement of any Person other than the Opioid Trust or any other amounts whatsoever relating to or arising from any actual or potential litigation or dispute in connection with any indemnification obligations under such Contract; and (ii) the Plan shall constitute (i) an amendment to each assumed or assumed and assigned Contract to sever any and all provisions thereof that give rise to any indemnification obligations thereunder and (ii) an agreement by each counterparty to release any and all such obligations and liabilities relating to such severed provisions.

- c. Objections. Objections to the proposed Cure Amount and adequate assurance of future performance obligations to the Contract Parties must: (i) be in writing; (ii) set forth the nature of the objector's claims against or interests in the Debtors' estates and the basis for the objection and the specific grounds therefor; (iii) comply with the Bankruptcy Rules, Local Rules, and orders of this Court; and (iv) be filed with the Clerk of the Court by the Cure Objection Deadline (**August 17, 2021**).
- d. Effects of Objecting to a Cure Notice. A properly filed objection to a Cure Notice will reserve such objecting party's rights against the Debtors with respect to the relevant objection (each such objection a "***Cure Objection***").
- e. Effects of Not Objecting to a Cure Notice. If a Contract Party does not object to: (a) the Cure Amount for its Contracts and Leases; (b) the ability of the Debtors to provide adequate assurance of future performance as required by section 365 of the Bankruptcy Code; or (c) any other matter pertaining to assumption, then the Cure Amounts owed to such Contract Party shall be paid as soon as reasonably practicable after the effective date of the assumption of such Contract or Lease, and such Contract Party shall forever be barred and estopped from objecting (i) to the proposed Cure Amount as the amount to cure all defaults to satisfy section 365 of the Bankruptcy Code and from asserting that any additional amounts are due or defaults exist; (ii) that any conditions to assumption must be satisfied under such Contract or Lease before it can be assumed; or (iii) that the Debtors have not provided adequate assurance of future performance as contemplated by section 365 of the Bankruptcy Code. Further, a Contract Party will be deemed to consent to certain amendment and release provisions related to the Debtors' indemnification obligations as described in Article V.G of the Plan (such provisions, the "***Co-Defendant Indemnification Obligation Provisions***"), if applicable to such Contract Party's Contract or Lease, unless such Contract Party objects to such provisions before the Confirmation Objection Deadline (**September 3, 2021**). If a Contract Party does not wish to consent to the Co-Defendant Indemnification Obligation Provisions, such Contract Party must file an objection to the Plan by **September 3, 2021**.

D. Establishing Claim Amounts for Voting Purposes and Allowance and Disallowance of Claims for Tabulation Purposes.

A claimant who holds a Claim in a Voting Class is nonetheless not entitled to vote to the extent that:

- a. such claimant's Claim has been disallowed, expunged, or superseded;
- b. if (1) such claimant's Claim is either (i) not listed on the Schedules; (ii) scheduled at zero or in an unknown amount in the Schedules, or (iii) listed on the Schedules as "disputed," "contingent," or "unliquidated" and (2) such claimant did not timely file a Proof of Claim with respect to such Claim; *provided, however*, that this specific provision shall not apply to Opioid Claimants in Classes 8(a)-(d) and 9(a)-(h); or
- c. such claimant's Claim is subject to an objection, subject to the procedures set forth below.

Solely for the purpose of voting, each Claim within the Voting Classes is temporarily allowed in an amount equal to the liquidated, noncontingent, and undisputed amount of such Claim set forth in the Schedules or Proof of Claim, as applicable, subject to the following exceptions:

- a. If a Claim is deemed Allowed under the Plan, such Claim is allowed for voting purposes in the deemed Allowed amount set forth in the Plan;
- b. If a Proof of Claim was timely filed in an amount that is wholly liquidated, noncontingent, and undisputed, such Claim is temporarily allowed for voting purposes only in the amount set forth on the Proof of Claim, unless such Claim is disputed as set forth in subparagraph j below;
- c. If a Claim for which a Proof of Claim has been timely filed is wholly contingent, unliquidated, or disputed (based on the face of such Proof of Claim or as determined upon the review of the Debtors), such Claim is accorded one (1) vote and valued at One Dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such Claim is disputed as set forth in subparagraph j below;
- d. Notwithstanding anything to the contrary herein, each Entity that believes it may hold a Claim in Classes 8(a)-(d) and 9(a)-(h) shall be accorded one (1) vote valued at One Dollar (\$1.00) on account of such Claims for voting purposes only, and not for purposes of allowance or distribution, unless such Claim is disputed as set forth pursuant to the terms of this paragraph. Opioid Claims may only be disputed and subject to disallowance on non-substantive grounds under the Local Rules (*i.e.*, duplicative, wrong case or wrong class, amended or superseded, etc.), and may not be disputed or subject to disallowance on non-substantive grounds pertaining to late filed claims and claims that do not have a basis in the Debtors' books and records. For the avoidance of doubt, any Claim in Classes 8(a)-(d) and 9(a)-(h) that

is disputed and subject to disallowance but is otherwise temporarily allowed for voting purposes shall be accorded one (1) vote and valued at One Dollar (\$1.00) for voting purposes only, and may not be disallowed for voting purposes for any reason other than as set forth in this paragraph;

- e. If a Claim is listed on a timely filed Proof of Claim as contingent, unliquidated, or disputed in part, such Claim is temporarily allowed in the amount that is liquidated, noncontingent, and undisputed, unless such Claim is disputed as set forth in subparagraph j below;
- f. Subject to subparagraphs j-k below, if a Claim has been estimated or otherwise allowed for voting purposes by order of the Court on or before the Voting Deadline, such Claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only; *provided that* nothing in the Solicitation Procedures shall limit in any way the effect of any order allowing a Claim for purposes of distribution and allowance;
- g. Any claimant who has filed or purchased duplicate Claims within the same Class (based on the reasonable determination of the Debtors, in consultation with the Supporting Parties) will be provided with only one (1) Solicitation Package and one (1) Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claim;
- h. Each claimant who holds or has filed more than one (1) non-duplicative Claim within a particular Class shall be treated as if such claimant has only one (1) Claim in such Class in the aggregate dollar amount of such Claims;
- i. If a Proof of Claim has been validly amended by a later Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending claim shall entitle the Holder of such Claim to vote in a manner consistent with these tabulation rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such earlier filed Claim. Except as otherwise ordered by the Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules;
- j. If any party in interest with appropriate standing has filed an objection to a Claim on or before **July 12, 2021 at 4:00 p.m. (prevailing Eastern Time)** (such claim, a “***Disputed Claim***”), such Disputed Claim (or the portion thereof that is Disputed) is temporarily disallowed for voting purposes, except as otherwise provided in a stipulation, settlement, or other agreement filed by the Debtors (in consultation with the Supporting Parties) and approved or as may be otherwise ordered by the Court, prior to or concurrent with entry of an order confirming the Plan, including pursuant to an order on any Rule 3018 Motion (as described below) filed regarding such Claim; *provided that* if the objection seeks to reclassify or reduce the allowed amount of such Claim, then such Claim is temporarily allowed for

voting purposes in the reduced amount and/or as reclassified, except as otherwise provided in a stipulation, settlement, or other agreement filed by the Debtors (in consultation with the Supporting Parties) and approved or as may be otherwise ordered by the Court, prior to or concurrent with entry of an order confirming the Plan;

- k. If any claimant seeks to challenge the disallowance of its Claim for voting purposes pursuant to subparagraph j above, such claimant must file a motion with the Court for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for voting purposes (a “**Rule 3018 Motion**”) on or before **July 26, 2021 at 4:00 p.m. (prevailing Eastern Time)** (the “**Rule 3018(a) Motion Filing Deadline**”), unless such deadline is extended by agreement of the Debtors (in consultation with the Supporting Parties). Upon the filing of a timely Rule 3018 Motion, the Notice and Claims Agent will provide such claimant with a Ballot or a new Ballot with an updated voting amount (as applicable). For purposes of filing the Voting Report, if the Rule 3018 Motion is resolved by order of the Court, stipulation, or settlement by the business day before the deadline to file the Voting Report, the Notice and Claims Agent will tabulate (or not tabulate, as applicable) such vote according to any aforementioned resolution. Otherwise, the Notice and Claims Agent will treat the vote with respect to such Claim as disallowed for voting purposes to the extent provided in subparagraph j above for the purposes of tabulating (or not tabulating) votes in connection with preparation and filing of the Voting Report. The vote with respect to such Claim shall be treated as disallowed for voting purposes to the extent provided in subparagraph j above for purposes of confirmation of the Plan except as otherwise provided in a stipulation, settlement, or other agreement filed by the Debtors (in consultation with the Supporting Parties) and approved or as ordered by the Court prior to or concurrently with entry of an order confirming the Plan, including pursuant to an order on any Rule 3018 Motion; and
- l. The Debtors shall not be required to send Solicitation Packages to creditors whose Claims (a) are based solely on amounts scheduled by the Debtors that have already been paid in the full scheduled amount or (b) have been scheduled in a wholly unliquidated, contingent, or disputed amount and with respect to which such creditor did not timely file a Proof of Claim (other than for Opioid Claims).

For the further avoidance of doubt, (a) any Entity that believes it may hold an Opioid Claim in Classes 8(a)-(d) and 9(a)-(h) shall not be required to file a Proof of Claim for such Opioid Claim to be temporarily allowed for voting purposes, and (b) such Opioid Claims can only be disputed or subject to disallowance on non-substantive grounds under the Local Rules (*i.e.*, duplicative, wrong case or wrong class, amended or superseded, etc.), and may not be disputed or subject to disallowance on non-substantive grounds pertaining to late filed claims and claims that do not have a basis in the Debtors’ books and records.

E. Return of Ballots.

- a. Votes to accept or reject the Plan will be counted only if such votes are included on a valid Ballot properly executed, completed, and delivered to the Notice and Claims Agent so that such Ballot is actually received by the Notice and Claims Agent no later than the Voting Deadline;
- b. In addition to accepting hard copy Ballots via first-class mail, overnight courier, or hand delivery, (or, in the case of Master Ballots, via email), the Debtors will accept Ballots submitted via an online balloting portal accessible at the Debtors' chapter 11 case website;⁶ and
- c. For the avoidance of doubt, the Debtors will accept Master Ballots submitted by Firms via email, and to that end, the Debtors encourage Firms to submit Master Ballots and accompanying Client Lists (setting forth the Eligible Clients' votes) via encrypted email or other secured method of electronic transmission. Firms with any questions about such secured transmission methods should contact Prime Clerk at: *mallinckrodt solicitation@primeclerk.com*.

F. Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right (in consultation with the Supporting Parties) to waive any of the below specified requirements for completion and submission of Ballots, so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- a. Except as otherwise provided in the Solicitation Procedures or the Disclosure Statement Order, unless the Ballot being furnished is timely submitted to the Notice and Claims Agent on or prior to the Voting Deadline (as the same may be extended by the Debtors, in consultation with the Supporting Parties, and the Official Committee of Unsecured Creditors solely for extensions for Classes 6 and 7 and the Official Committee of Opioid-Related Claimants solely for extensions for Classes 8 and 9), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan; *provided, however*, that such invalid Ballots shall be documented in the Voting Report;
- b. The Notice and Claims Agent will date-stamp all Ballots when received. The Notice and Claims Agent shall retain all original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan and thereafter may discard such original Ballots, unless

⁶ The encrypted Ballot data and audit trail created by such online submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed immediately legally valid and effective.

otherwise ordered by the Court or requested by the Debtors. The Notice and Claims Agent shall tabulate every Ballot on a Debtor-by-Debtor basis;

- c. Consistent with the requirements of Local Rule 3018-1, the Notice and Claims Agent will file with the Court, on or before **September 13, 2021 at 4:00 p.m. (prevailing Eastern Time)**, a certification of votes (the “***Voting Report***”). The Voting Report shall, among other things, certify to the Court in writing the amount and number of Allowed Claims of each Class accepting or rejecting the Plan, and delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail (in instances where submission by email is not permitted), or damaged (“***Irregular Ballots***”). The Voting Report shall indicate the Debtors’ intentions with regard to each such Irregular Ballot. The Voting Report shall be served upon the Supporting Parties, the Committees and the U.S. Trustee;
- d. The method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each Holder (and each Nominee, as applicable), and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the executed Ballot;
- e. Delivery of any Ballot to the Notice and Claims Agent by facsimile, or any electronic means other than as expressly provided in these Solicitation Procedures will not be valid;
- f. No Ballot should be sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), the Debtors’ financial or legal advisors, or the Court, and if so sent, and not otherwise properly and timely delivered to the Notice and Claims Agent, will not be counted;
- g. Except as described in the Non-Notes Master Ballot Solicitation Procedures in Section G below, if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received by the Notice and Claims Agent will be deemed to reflect that Holder’s intent and will supersede and revoke any prior Ballot;
- h. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot (other than a Master Ballot) that indicates both an acceptance and rejection of the Plan or partially rejects and partially accepts the Plan will not be counted. In addition, any Ballot that does not indicate an acceptance or rejection of the Plan will not be counted. Further, to the extent there are multiple Claims of any particular Holder within the same Class, the Debtors

may, in their discretion (in consultation with the Supporting Parties and the Official Committee of Opioid-Related Claimants solely with respect to Classes 8 and 9), aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

- i. Any person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing;
- j. The Debtors, in consultation with the Official Committee of Unsecured Creditors for Classes 6 and 7 and the Official Committee of Opioid-Related Claimants for Classes 8 and 9, and subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting and without notice, and any such waivers will be documented in the Voting Report;
- k. Subject to the Non-Notes Master Ballot Solicitation Procedures, neither the Debtors, the Notice and Claims Agent, nor any other Entity will be under any duty to provide notification to any party of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification; *provided, however*, that the Debtors are authorized to inform the Official Committee of Unsecured Creditors for Classes 6 and 7 and Official Committee of Opioid-Related Claimants for Classes 8 and 9 of any Irregular Ballots in those respective Classes that the Debtors determine to be defective, and the Official Committee of Unsecured Creditors and Official Committee of Opioid-Related Claimants are permitted to inform such voter of the defect and the process for correcting the Irregular Ballot; *provided further that* the Debtors shall use reasonable efforts to identify and inform Official Committee of Opioid-Related Claimant professionals of any defective Ballots and provide claimants with a reasonable opportunity to cure (including a reasonable time after the Voting Deadline which is to be determined on a case by case basis and agreed upon by Debtors);
- l. Subject to the Non-Notes Master Ballot Solicitation Procedures, unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots or Irregular Ballots must be cured prior to the Voting Deadline or such Ballots or Irregular Ballots will not be counted;
- m. In the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;

- n. After the Voting Deadline, no Ballot may be withdrawn or modified without approval of the Court or the prior written consent of the Debtors, in consultation with the Supporting Parties; and
- o. The Debtors, in consultation with the Supporting Parties, are authorized to enter into a stipulation with the Holder of any Claim agreeing to the amount of a Claim for voting purposes, and any such stipulation shall be subject to the approval of the Court.

G. Non-Notes Master Ballot Solicitation Procedures (for Classes 6(a)-(c) and (e)-(f), 8(a)-(d), 9(a)-(h), and 10).

The following procedures (the “**Non-Notes Master Ballot Solicitation Procedures**”) shall apply in cases where an attorney (such attorneys, collectively, the “**Firms**”) representing Holders of Claims in Voting Classes 6(a)-(c) and (e)-(f), 8(a)-(d), 9(a)-(h), and 10 (collectively, the “**Solicitation Directive Classes**”) returned a properly completed solicitation directive (the “**Solicitation Directive**”), substantially in the form attached to the Disclosure Statement Order as **Exhibit 2.2**. The properly completed Solicitation Directive must include an associated list of such Firm’s client(s) (the “**Eligible Clients**”) that hold Claims in any Solicitation Directive Class in the precise, readily accessible electronic format dictated by the Notice and Claims Agent in the Solicitation Directive (the “**Client List**”). The Firms must direct the Notice and Claims Agent on the method to solicit its Eligible Clients pursuant to these Non-Notes Master Ballot Solicitation Procedures on or before **July 15, 2021 at 4:00 p.m., prevailing ET**, as such deadline may be extended by the Debtors in consultation with the Supporting Parties and the Official Committee of Opioid-Related Claimants for Solicitation Directives sent to Firms representing Opioid Claimants (the “**Solicitation Directive Deadline**”). Any Firm that fails to return or improperly completes the Solicitation Directive (including the Client List) by the Solicitation Directive Deadline will be deemed to have directed the Notice and Claims Agent to solicit votes on the Plan directly from its Eligible Clients according to the Direct Solicitation Method (as defined below).

The Client List must mirror precisely the format attached to the Solicitation Directive and include at least each applicable Eligible Client’s (i) name (*i.e.*, first and last name or entity name, as applicable), (ii) the number (the “**Claim Number**”) assigned by the Notice and Claims Agent to each Proof of Claim of each Eligible Client on the Client List that will be subject to the Non-Notes Master Ballot Solicitation Procedures (if any), (iii) either the last four digits of the Eligible Client’s social security number or the Eligible Client’s federal tax identification number (or note that no such number is available), (iv) mailing address (including such Eligible Client’s zip code)—**even if you have elected the Non-Notes Master Ballot Solicitation Method without the Informational Service Election**,⁷ and (v) each Class (or sub-class) of Claims for which your Eligible Client holds an Eligible Claim (*e.g.*, if your Eligible Client holds Eligible Claims in both sub-classes 6(a) and 9(a), then you must include information for that client in two separate rows of the Client List, with one row identifying the sub-class 6(a) Claims and the second row identifying the sub-class 9(a) Claims). If a Firm returns the Solicitation Directive and Client List

⁷ The Notice and Claims Agent requires your Eligible Clients’ physical mailing address even in the instance you elect the Non-Notes Master Ballot Solicitation Method without making the Informational Service Election, because the Notice and Claims Agent will still serve the Confirmation Hearing Notice on such Eligible Clients.

by the Solicitation Directive Deadline, but the Client List does not contain (i) applicable Claim Numbers (if any), zip codes, or the federal tax identification number or last four (4) digits of the Social Security Number, as required, (ii) does not precisely follow the “*Client List Formatting Instructions*” provided with the Solicitation Directive, or (iii) is otherwise defective, the Notice and Claims Agent will solicit votes on the Plan directly from the Eligible Clients (to the extent known) according to the Direct Solicitation Method. The Notice and Claims Agent may, but is not required to, contact parties who submit incomplete or otherwise deficient Solicitation Directives to make a reasonable effort to cure such deficiencies prior to the Solicitation Directive Deadline. Each Firm is required to confirm the accuracy of the Client List in the Solicitation Directive, and the Notice and Claims Agent may rely upon such confirmation without the need to further investigate or verify its validity.

The Claims of Eligible Clients listed on each Solicitation Directive shall be solicited pursuant to the solicitation method below selected by the Firm on the applicable Solicitation Directive:

- a. **Non-Notes Master Ballot Solicitation Method.** If a Firm certifies that (i) the Firm will collect and record the votes of its Eligible Clients through customary and accepted practices, or that it has obtained (or will obtain) authority to procedurally cast each Eligible Client’s vote (provided that the Firm complies with the voting procedures set forth herein and each Eligible Client indicates an informed decision on such vote) or (ii) it has the authority under applicable law to vote to accept or reject the Plan on behalf of its Eligible Clients (with a valid power of attorney provided to the Notice and Claims Agent), the Firm may direct the Notice and Claims Agent to serve the Firm with one Solicitation Package and one applicable Non-Notes Master Ballot on which the Firm must record the votes on the Plan for each of its Eligible Clients in accordance with the Firm’s customary and accepted practices. If it is the Firm’s customary and accepted practice to receive or collect authorizations or instructions from its Eligible Clients by email, telephone, or other standard communication methods (including electronic methods, such as a website or smart phone application), the Firm will be authorized to follow such customary practices. Any Firm that elects this procedure shall meet all applicable standards to receive informed consent from its Eligible Clients. The Notice and Claims Agent may rely upon any power of attorney or similar representation of authority presented to the Notice and Claims Agent without the need to further investigate or verify its validity. Each Firm that elects this procedure shall either (i) provide the Disclosure Statement, via instructions detailing how to access electronic versions or in hard copy or electronic format, to its Eligible Clients, or (ii) request that, for informational purposes and by selecting the applicable box on the Solicitation Directive, the Notice and Claims Agent serve Solicitation Packages (without Ballots) on its Eligible Clients.⁸ Any Firm that elects this procedure must return the Non-Notes Master Ballot to the

⁸ Such informational Solicitation Packages may contain a generic, non-customized insert explaining that the recipient’s attorney has elected to utilize the Master Ballot Solicitation Method.

Notice and Claims Agent so that it is received by the Voting Deadline. The Non-Notes Master Ballot must be returned to the Notice and Claims Agent pursuant to the instructions thereon. Firms are strongly encouraged to submit Non-Notes Master Ballots and accompanying Client Lists via encrypted email or other secured method of electronic transmission. The form of Non-Notes Master Ballots are attached to the Disclosure Statement Order.

- b. **Direct Solicitation Method.** If a Firm prefers to have each of its Eligible Clients cast its own vote to accept or reject the Plan or it does not have authority from its Eligible Clients as described above, such Firm may direct the Notice and Claims Agent to solicit votes on the Plan directly from its Eligible Clients by mailing Solicitation Packages (including Ballots) directly to the Firm's Eligible Clients at the addresses or email addresses (as applicable) provided on the Client List. If no address or email address (as applicable) is set forth on the Client List, the Notice and Claims Agent shall solicit votes on the Plan directly from the Firm's Eligible Clients by mailing the Solicitation Packages (including Ballots) directly to the Firm's Eligible Clients at the primary addresses as indicated in the applicable Proof of Claim forms, only if such Eligible Clients filed Proof of Claim forms. Under this procedure, completed Ballots will be submitted to the Notice and Claims Agent individually by the Eligible Clients. In the event that no contact information (*i.e.*, name, address, email address) is set forth on the Client List for an Eligible Client and the Eligible Client has no Proof of Claim on file, the Notice and Claims Agent will immediately request the Eligible Client's contact information from the Firm. After receipt of the Eligible Client's contact information from the Firm, the Notice and Claims Agent will use its reasonable efforts to directly solicit the Eligible Client's vote on the Plan by mailing Solicitation Packages (including Ballots) directly to such Eligible Client. If, however, after receiving such request the Firm does not provide the Eligible Client's contact information, the Notice and Claims Agent will not be responsible for mailing the Solicitation Package (including a Ballot) directly to the Eligible Client. For the avoidance of doubt, failure by a Firm to properly return the Solicitation Directive so that it is actually received by the Notice and Claims Agent on or before the Solicitation Directive Deadline (**July 15, 2021 at 4:00 p.m., prevailing ET**) will be deemed a direction to the Notice and Claims Agent to solicit votes on the Plan directly from its Eligible Clients (to the extent known) according to the Direct Solicitation Method.

Under both the Direct Solicitation Method and the Non-Notes Master Ballot Solicitation Method, the Notice and Claims Agent will, by default, send a hard copy Solicitation Package to each Eligible Client, although each Eligible Client through their Firm may request to receive a Solicitation Package via email instead. The Firm must indicate an email election in its Client List for its Eligible Client to receive a Solicitation Package via email. **Hard copy Solicitation Packages will be sent to all Eligible Clients except those Eligible Clients for which the Client List indicates the email election.** For the avoidance of doubt, Solicitation Packages (whether

H. Notes Master Ballot Solicitation Procedures (for Classes 3 through 5 and 6(d)).

With respect to Holders of First Lien Notes Claims in Class 3, Second Lien Notes Claims in Class 4, Guaranteed Unsecured Notes Claims in Class 5, and Legacy Unsecured Notes Claims in Class 6(d), the Debtors intend to distribute two types of Ballots in each Class and to use the following procedures with respect to such Ballots (the “*Notes Master Ballot Solicitation Procedures*”):

- a. a Ballot for beneficial owners holding First Lien Notes Claims, Second Lien Notes Claims, Guaranteed Unsecured Notes Claims, or Legacy Unsecured

Notes Claims, respectively, as of the Voting Record Date, through a nominee, which shall include, but is not limited to, any bank, brokerage firm, or the agent thereof (collectively, “*Nominees*”) as the entity through which the holder of a beneficial interest (the “*Beneficial Holder*”) holds the First Lien Notes Claims, Second Lien Notes Claims, Guaranteed Unsecured Notes Claims, or Legacy Unsecured Notes Claims, respectively, or as record holder in its own name.

- b. a Notes Master Ballot for a Nominee that is the registered holder (or agents thereof) of First Lien Notes Claims, Second Lien Notes Claims, Guaranteed Unsecured Notes Claims, or Legacy Unsecured Notes Claims, respectively, to transmit the votes of one or more Beneficial Holders.

The form of Beneficial Holder Ballots and Notes Master Ballots are attached to the Disclosure Statement Order.

Votes cast by Beneficial Holders of Class 3 First Lien Notes Claims, Class 4 Second Lien Notes Claims, Class 5 Guaranteed Unsecured Notes Claims, and Class 6(d) Legacy Unsecured Notes Claims held through Nominees will be applied to the applicable positions held by such Nominees as of the Voting Record Date, as evidenced by the applicable securities position report(s) obtained from The Depository Trust Company. Votes submitted by a Nominee pursuant to a Notes Master Ballot will not be counted in excess of the amount of such Claims held by such Nominee as of the Voting Record Date. To ensure that the Beneficial Holders of First Lien Notes Claims, Second Lien Notes Claims, Guaranteed Unsecured Notes Claims, and Legacy Unsecured Notes Claims are able to timely vote, the Court has ordered that the Nominees distribute the Solicitation Packages and notice to the respective Beneficial Holders of the First Lien Notes Claims, Second Lien Notes Claims, Guaranteed Unsecured Notes Claims, and Legacy Unsecured Notes Claims within five (5) business days of receiving the Solicitation Package and related notices.