

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

ENDO INTERNATIONAL plc, *et al.*,

Debtors.¹

Chapter 11

Case No. 22-22549 (JLG)

(Jointly Administered)

**JOINT (I) BALLOT FOR VOTING TO ACCEPT OR REJECT THE SECOND
AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF ENDO
INTERNATIONAL PLC AND ITS AFFILIATED DEBTORS AND (II) PROXY FOR
VOTING ON SCHEME OF ARRANGEMENT OF ENDO INTERNATIONAL PLC**

CLASS 6(B) – LOCAL GOVERNMENT OPIOID CLAIMS

**IF YOU ARE A HOLDER OF A CLASS 6(B) LOCAL GOVERNMENT OPIOID CLAIM,
PLEASE NOTE THE FOLLOWING IMPORTANT POINTS:**

- **SUBMITTING A BALLOT DOES NOT AFFECT YOUR ABILITY TO PARTICIPATE IN YOUR STATE OR TERRITORY’S OPIOID ABATEMENT PROGRAMS, INCLUDING IN SUCH PROGRAMS FUNDED FROM THE PUBLIC OPIOID TRUST, TO THE EXTENT APPLICABLE TO LOCAL GOVERNMENTS.**
- **ONLY HOLDERS OF CLASS 6(A) STATE OPIOID CLAIMS THAT VOTE IN FAVOR OF THE PLAN WILL BE ABLE TO PARTICIPATE IN THE PUBLIC OPIOID TRUST.**
- **PLEASE REVIEW THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS AND OPTIONS BEGINNING AT ITEM 2 OF THIS BALLOT PRIOR TO DECIDING WHETHER TO OR HOW TO VOTE ON THE PLAN.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE EMAIL THE SOLICITATION AGENT AT ENDOINFO@RA.KROLL.COM (WITH “ENDO SOLICITATION INQUIRY” IN THE SUBJECT LINE) OR CALL THE SOLICITATION AGENT AT: (877) 542-1878 (U.S. / CANADA, TOLL-FREE); +1 (929) 284-1688 (INTERNATIONAL, TOLL). YOU MAY ALSO CONTACT THE

¹ The last four digits of Debtor Endo International plc’s tax identification number are 3755. Due to the large number of debtors in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/Endo>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1400 Atwater Dr, Malvern PA 19355.



**OPIOID CLAIMANTS' COMMITTEE WITH ANY QUESTIONS AT
ENDOCREDITORINFO@AKINGUMP.COM.**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY
BEFORE COMPLETING THIS BALLOT. THIS BALLOT IS BEING SENT TO YOU
TO SOLICIT YOUR (I) VOTE ON THE DEBTORS' PLAN OF REORGANIZATION
AND APPOINT A SPECIAL PROXY TO VOTE ON THE SCHEME OF
ARRANGEMENT AND (II) ELECTION WITH RESPECT TO CERTAIN RELEASES
CONTAINED IN ARTICLE X OF THE DEBTORS' PLAN OF REORGANIZATION.**

**IF YOU ARE A HOLDER OF AN ALLOWED CLASS 6(B) LOCAL GOVERNMENT
OPIOID CLAIM, PLEASE COMPLETE, EXECUTE, AND RETURN THIS BALLOT SO
THAT IT IS ACTUALLY RECEIVED BY KROLL RESTRUCTURING
ADMINISTRATION LLC (THE "SOLICITATION AGENT" OR "KROLL") BY OR
BEFORE 4:00 P.M. (PREVAILING EASTERN TIME) ON FEBRUARY 22, 2024
(THE "VOTING DEADLINE"). DO NOT RETURN THIS BALLOT TO THE
DEBTORS.**

**IF THE DEBTORS' PLAN OF REORGANIZATION IS CONFIRMED BY THE
BANKRUPTCY COURT AND THE DEBTORS' SCHEME OF ARRANGEMENT IS
SANCTIONED BY THE HIGH COURT OF IRELAND, BOTH WILL BE BINDING ON
YOU WHETHER OR NOT YOU HAVE VOTED TO ACCEPT OR REJECT EITHER
ONE. IF YOU DO NOT MAKE THE PROPER ELECTION WITH RESPECT TO
CERTAIN RELEASES CONTAINED IN ARTICLE X OF THE DEBTORS' PLAN OF
REORGANIZATION, THE RELEASES WILL BE BINDING ON YOU.**

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE,
OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN
THE MATERIALS ENCLOSED WITH THIS BALLOT.**

Endo International plc ("Endo Parent") and its debtor affiliates, as debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases") are soliciting votes to accept or reject the *Second Amended Joint Chapter 11 Plan of Reorganization of Endo International plc and Its Affiliated Debtors*, dated January 9, 2024 [Docket No. 3535] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the "Plan")² as set forth in the *Disclosure Statement with Respect to the Second Amended Joint Chapter 11 Plan of Reorganization of Endo International plc and its Affiliated Debtors*, dated January 16, 2024 [Docket No. 3554] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the "Disclosure Statement"). The Bankruptcy 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 January 12, 2024 [Docket No. 3549] (the "Disclosure Statement Order").

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan, Disclosure Statement, Disclosure Statement Order, Scheme Circular (each as defined herein), or the Solicitation and Voting Procedures (as defined in the Disclosure Statement Order), as applicable.



Entry of the Disclosure Statement Order does not indicate approval of the Disclosure Statement on a final basis or confirmation of the Plan by the Bankruptcy Court.

Endo Parent is concurrently proposing a “scheme of arrangement” under Part 9 of the Irish Companies Act 2014 (the “Scheme”) which will implement certain terms of the Plan in Ireland and affects your rights. The High Court of Ireland (the “Irish High Court”) has approved a Scheme Circular (the “Scheme Circular”) describing the terms of the Scheme, including who it applies to, how it interacts with the Plan, and how to vote to approve or reject the Scheme. Votes in respect of the Scheme will be cast at the Scheme Meetings, which will be held on March 7, 2024, as set out in the Scheme Circular and the Notices of the Scheme Meetings.

You are receiving this Ballot because our records indicate that you are, as of the Voting Record Date (close of business on January 2, 2024), a holder of a Class 6(B) Local Government Opioid Claim against the Debtors. Accordingly, you have the right to (i) vote to accept or reject the Plan, (ii) vote at the relevant Scheme Meeting (in person or by proxy) to accept or reject the Scheme, and (iii) if applicable, make an election (the “Release Election”) regarding the Non-GUC Releases contained in Section 10.3 of the Plan (the “Releases”) as provided in Item 2 below on account of your Class 6(B) Local Government Opioid Claim. You may submit a vote in respect of the Plan, submit a proxy in respect of the Scheme, and make your Release Election as provided at Item 2 below.

You are only required to vote once in respect of the Plan and the Scheme, and you may use this Ballot to submit both a vote in respect of the Plan and a proxy in respect of the Scheme.

For the purpose of the Scheme, the Voting Record Date for General Unsecured Scheme Creditors will be February 22, 2024 (the Voting Deadline under the Plan) (the “General Unsecured Scheme Voting Record Date”). As indicated above, you have received this Ballot and the accompanying Solicitation Package because our records indicate that you are, as of the Voting Record Date under the Plan, a holder of a Class 6(B) Local Government Opioid Claim and therefore are a General Unsecured Scheme Creditor. If you transfer or assign your Claim between the Voting Record Date and the General Unsecured Scheme Voting Record Date, you will not be entitled to attend or vote at the General Scheme Creditors’ Meeting. You will remain entitled to vote on the Plan if you are a holder of a Class 6(B) Local Government Opioid Claim as of the Voting Record Date under the Plan. You should submit your vote in respect of the Plan in accordance with the Solicitation and Voting Procedures, but any vote in relation to the Scheme will not be counted for purposes of the Scheme to the extent there has been a valid transfer or assignment of the applicable Claim prior to the General Unsecured Scheme Voting Record Date.

The transferee or assignee of a relevant Claim transferred or assigned after the Voting Record Date, but prior to the General Unsecured Scheme Voting Record Date, will be entitled to vote on the Scheme at the General Scheme Creditors’ Meeting, and to receive any distribution or consideration in respect of that relevant Claim. In order to do so, the transferee or assignee should contact the Solicitation Agent at endoballots@ra.kroll.com to request and obtain a Scheme Voting Form.



IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS 6(B)

As described in more detail in the Disclosure Statement and the Plan, if the Plan is confirmed and the Effective Date occurs, each holder of an Allowed Class 6(B) Local Government Opioid Claim shall receive the following treatment:

On the Effective Date, in full and final satisfaction, settlement, release, and discharge of, and in exchange for such Claims, holders of Local Government Opioid Claims shall be eligible to receive distributions from their respective State in accordance with such State's opioid abatement programs, subject to the laws and agreements of such State and such State's opioid abatement programs. For the avoidance of doubt, the treatment provided with respect to this Class 6(B) shall not prevent any Local Government from participating in its respective State's opioid abatement programs as provided by and in accordance with applicable State law and agreements, regardless of whether such Local Government filed a Local Government Opioid Claim and/or voted to accept or reject the Plan.

PLEASE SEE EXHIBIT A FOR IMPORTANT INFORMATION REGARDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS IN THE PLAN.

If you are the holder of a Class 6(B) Local Government Opioid Claim (and are entitled to vote) as of the Voting Record Date, please use this Ballot to (i) cast your vote to (a) accept or reject the Plan, and (b) appoint the Chairperson of the Scheme Meetings as a special proxy to submit an equivalent vote on your behalf to accept or reject the Scheme, and (ii) if applicable, make your Release Election. This Ballot may not be used for any other purpose. If you (i) wish to submit a proxy to vote on the Scheme differently to the vote you are submitting in relation to the Plan, (ii) wish to vote on the Plan but do not wish to vote on the Scheme, (iii) wish to appoint someone other than the Chairperson as your proxy for the purpose of the relevant Scheme Meeting, or (iv) wish to attend the relevant Scheme Meeting and vote in person, you must obtain a Scheme Voting Form from the Solicitation Agent by emailing endoballots@ra.kroll.com with a reference to "Endo Scheme Voting Form" in the subject line.

If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot or any information thereon is incorrect, please contact the Solicitation Agent immediately at the address or telephone number set forth below.

Your rights are described in the Disclosure Statement and Scheme Circular, which, along with the Plan, Scheme, Disclosure Statement Order, a letter from the Opioid Claimants' Committee (the "OCC Letter"), and certain other materials, can be accessed electronically using the instructions provided in the Solicitation Package you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact the Debtors' Solicitation Agent, Kroll Restructuring Administration LLC, by: (a) calling the Solicitation Agent at (877) 542-1878 (U.S. / Canada, toll-free) or +1 (929) 284-1688 (International, toll); (b) visiting the Debtors' case website at <https://restructuring.ra.kroll.com/Endo> (the "Case Website") and contacting the Solicitation Agent via the "Live Chat" feature at the "Info Center" panel of the landing page; (c) contacting the Solicitation Agent by mail at Endo Ballot Processing Center, c/o Kroll Restructuring Administration LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or



(d) emailing endoinfo@ra.kroll.com with "Solicitation Package request" in the subject line. You may also access these materials for a fee via PACER at <https://www.nysb.uscourts.gov/>.

You should review the Disclosure Statement, the Scheme Circular, the Scheme, the Plan, and the OCC Letter before you vote. You may wish to seek legal advice concerning the Plan, the Scheme, and the classification and treatment of your Claim. Your Claim has been placed in Class 6(B) (Local Government Opioid Claims) under the Plan. You must use only this Ballot for all the Class 6(B) Local Government Opioid Claims you wish to vote, and you must vote either (i) to accept the Plan and the Scheme as to all such Claims or (ii) to reject the Plan and the Scheme as to all such Claims. Except as set forth in the immediately preceding sentence, if you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

The Bankruptcy Court can confirm the Plan and bind you if the Plan is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class rejecting the Plan, (b) provides that at least one Impaired Class accepts the Plan without including the votes of insiders in accordance with section 1129(a)(10) of the Bankruptcy Code, and (c) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote or affirmatively vote to reject the Plan. If you opt out of granting the Releases, the Releases will not be binding on you.

The Irish High Court can sanction the Scheme if the Scheme is approved by Scheme Creditors representing at least 75% by value and a majority in number of those voting (either in person or by proxy) at each Scheme Meeting. If the Scheme is sanctioned by the Irish High Court, it will be binding on all Scheme Creditors whether or not they vote or affirmatively vote to reject the Scheme.

To have your vote counted, you must complete, sign, and return this Ballot so that it is actually received by the Solicitation Agent by or before the Voting Deadline.

ITEM 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date (close of business on January 2, 2024), the undersigned was the holder of Class 6(B) Local Government Opioid Claims against the Debtors in the following aggregate unpaid principal amount. **Please note that, except as otherwise set forth in the Disclosure Statement Order, for purposes of tabulating your vote on the Plan, regardless of the amount set forth below, each Claim in Class 6(B) will be allowed and tabulated in the amount of \$1.00 on a non-priority, unsecured basis for voting purposes only, and not for distribution, allowance, or any other purpose.**

\$1.00



For purposes of voting on the Scheme, you may be requested to provide additional supporting documents to substantiate the value of your Claim for voting purposes. If the Chairperson is not satisfied that the documents provided support your Claim, the Chairperson may exercise its discretion to (i) admit your Claim for an alternative amount which appears to be supported by the evidence provided, (ii) admit the Claim for \$1.00, or (iii) reject the Claim, in each case, for voting purposes only.

ITEM 2. Vote on the Plan and the Scheme and Release Election.

IMPORTANT INFORMATION REGARDING CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS IN THE PLAN

ARTICLE X OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, WHICH ARE SET FORTH AT THE END OF THIS BALLOT IN **EXHIBIT A**. YOU SHOULD REVIEW THESE PROVISIONS CAREFULLY.

How you vote on the Plan will govern your Release Election options. Please **read carefully** the following three options:

- (1) If you vote to **accept** the Plan, you will be deemed to consent to the Releases. You may not opt out of granting the Releases if you accept the Plan.
- (2) If you vote to **reject** the Plan, you will be deemed to have opted out of granting the Releases. Nevertheless, you may affirmatively **OPT IN** to grant the Releases. You may indicate this election by checking the appropriate box below.
- (3) If you **abstain** from voting on the Plan, you will be deemed to consent to the Releases. You may affirmatively **OPT OUT** of granting the Releases by checking the appropriate box below.

PLEASE BE ADVISED THAT IF YOU FAIL TO RETURN THIS BALLOT, THEN YOU WILL BE DEEMED TO CONSENT TO GRANT THE RELEASES IN EACH AND EVERY CAPACITY IN WHICH YOU HOLD A CLAIM AGAINST, OR INTEREST IN, ANY OF THE DEBTORS. IF YOU ARE ABSTAINING FROM VOTING ON THE PLAN AND DO NOT WISH TO GRANT THE RELEASES, YOU MUST AFFIRMATIVELY CHECK THE APPROPRIATE BOX BELOW TO OPT OUT OF THE RELEASES.

PLEASE ALSO BE ADVISED THAT ARTICLE X OF THE PLAN CONTAINS THE DEBTOR RELEASES, NON-GUC RELEASES, GUC RELEASES, EXCULPATION, PLAN INJUNCTION, AND CHANNELING INJUNCTION. IF YOU OBJECT TO ANY OF THE RELEASE, EXCULPATION, OR INJUNCTION PROVISIONS CONTAINED IN ARTICLE X OF THE PLAN, YOU MUST FILE A SEPARATE OBJECTION WITH THE BANKRUPTCY COURT IN ACCORDANCE WITH THE PROCEDURES DESCRIBED IN THE DISCLOSURE STATEMENT ORDER.

The holder of the Class 6(B) Local Government Opioid Claim against the Debtors set forth in Item 1 above seeks to:



<i>CHECK BOX(ES) IN ONE ROW ONLY</i>	
<input checked="" type="checkbox"/> ACCEPT (vote FOR) the Plan and to appoint the Chairperson as special proxy to vote in favor of the Scheme at the relevant Scheme Meeting and any adjournment thereof.	
<input type="checkbox"/> REJECT (vote AGAINST) the Plan and to appoint the Chairperson as special proxy to vote against the Scheme at the relevant Scheme Meeting and any adjournment thereof.	<input type="checkbox"/> If you are voting to REJECT the Plan, check this box to OPT IN to grant the Releases contained in <u>Section 10.3</u> of the Plan.
<input type="checkbox"/> ABSTAIN from voting on the Plan.	<input type="checkbox"/> If you are ABSTAINING from voting on the Plan, check this box to OPT OUT of granting the Releases contained in <u>Section 10.3</u> of the Plan.

Any Ballot that is executed by the holder of a Claim, but that indicates both an acceptance and a rejection of the Plan and the Scheme, or does not indicate either an acceptance or rejection of the Plan and the Scheme, will not be counted.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN AND THE SCHEME.

ITEM 3. Certifications.

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

- (a) either the undersigned is: (i) the holder of the Class 6(B) Local Government Opioid Claims being voted; or (ii) an authorized signatory for a person or entity that is a holder of the Class 6(B) Local Government Opioid Claims being voted, and, in either case, has the full power and authority to vote to accept or reject the Plan and the Scheme and make the Release Election with respect to the Claims identified in Item 1 above;
- (b) the undersigned asserts a claim against Endo Parent and is entitled to vote to accept or reject the Scheme;
- (c) the undersigned has received access to an electronic copy of the Disclosure Statement, the Scheme Circular and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (d) the undersigned has cast the same vote with respect to all of its Class 6(B) Local Government Opioid Claims; and



- (e) no other Ballots with respect to the amount of the Class 6(B) Local Government Opioid Claims identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of holder:	CITY OF CARTERSVILLE, GEORGIA
	(Print or Type)
Social Security or Federal Tax Identification Number:	58-6000534
Signature:	_____
Name of Signatory:	DAN PORTA
	(If other than a holder)
Title:	CITY MANAGER
Address:	PO BOX 1390, CARTERSVILLE GA 30120
Date Completed:	02/15/2024
Email Address:	adavis@davislucascarter.com

No fees, commissions, or other remuneration will be payable to any person for soliciting votes on the Plan or the Scheme.

If your address or contact information has changed, please note the new information here.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

IF YOU DO NOT INTEND TO SUBMIT ELECTRONICALLY, PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT PROMPTLY BY FIRST-CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY IN THE PROVIDED RETURN ENVELOPE TO:

Endo Ballot Processing Center
c/o Kroll Restructuring Administration LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

If you plan to hand-deliver your Ballot to Kroll's office, please email Endoballots@ra.kroll.com with "Endo Ballot Submission" in the subject line at least twenty-four (24) hours in advance of your arrival at the Kroll address above to arrange delivery.

