

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

In re:

MUJI U.S.A. LIMITED,¹

Debtor.

Chapter 11

Case No. 20-11805 (MFW)

**NOTICE OF NON-VOTING STATUS TO HOLDER OF
UNIMPAIRED CLAIMS OR INTERESTS CONCLUSIVELY PRESUMED TO
ACCEPT THE PLAN**

PLEASE TAKE NOTICE THAT on November 23, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. 230] (the “Disclosure Statement Order”): (a) authorizing MUJI U.S.A. Limited, as debtor and debtor in possession (the “Debtor”) in the above-captioned chapter 11 case (the “Chapter 11 Case”), to solicit acceptances for the *Amended Chapter 11 Plan of Reorganization of MUJI U.S.A. Limited Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, supplemented, or otherwise modified from time to time, the “Plan”);² (b) approving the *Disclosure Statement for Amended Chapter 11 Plan of Reorganization of MUJI U.S.A. Limited Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT 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 against the Debtor or Interest in the Debtor that is Unimpaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are ***not*** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **December 21, 2020, at 10:30 a.m. (prevailing Eastern Time)** before the Honorable Mary F. Walrath, United States Bankruptcy Court Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

¹ The last four digits of the Debtor’s federal tax identification number are 2229. The location of the Debtor’s principal place of business is 250 West 39th Street, Suite 605, New York, NY 10018.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **December 14, 2020, at 4:00 p.m. (prevailing Eastern Time)** (the “Plan Objection Deadline”). Any objection to the Plan *must*: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be *actually received* on or before the Plan Objection Deadline:

<i>Counsel to the Debtor</i>	
Greenberg Traurig, LLP Dennis A. Meloro The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, Delaware 19801 Telephone: (302) 661-7000 Facsimile: (302) 661-7360 Email: melorod@gtlaw.com	Greenberg Traurig, LLP Shari L. Heyen David R. Eastlake 1000 Louisiana Street, Suite 1700 Houston, Texas 77002 Telephone: (713) 374-3500 Facsimile: (713) 374-3505 Email: heyens@gtlaw.com eastlaked@gtlaw.com
<i>U.S. Trustee</i>	
Attn: David Buchbinder Office of the United States Trustee for the District of Delaware 844 King Street Wilmington, Delaware 19801	
<i>Counsel to the DIP Lender and the Prepetition Lender</i>	
Chipman Brown Cicero & Cole, LLP William E. Chipman, Jr. Mark D. Olivere Hercules Plaza 1313 North Market Street, Suite 5400 Wilmington, Delaware 19801 Telephone: (302) 295-0191 Email: chipman@chipmanbrown.com olivere@chipmanbrown.com	

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Donlin, Recano & Company, Inc., the notice and claims agent retained by the Debtor in the Chapter 11 Case (the “Notice and Claims Agent”) by: (1) calling the Notice and Claims Agent at 1 (800) 813-0529 (toll free) or (212) 771-1128 (international); (2) visiting the Debtor’s restructuring website at: <https://www.donlinrecano.com/Clients/mu/Index>; and/or (3) writing to the Notice and Claims Agent at: (a) if by mail, Donlin, Recano & Company, Inc., Re: MUJI U.S.A. Limited, Attn: Voting Department, PO Box 199043 Blythebourne Station, Brooklyn, New York 11219; and (b) if by hand delivery or overnight courier, Donlin, Recano & Company,

Inc., Re: MUJI U.S.A. Limited, Attn: Voting Department, 6201 15th Ave., Brooklyn, New York 11219. You may also obtain copies of any pleadings filed in this Chapter 11 Case for a fee via PACER at: <http://www.deb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT Article IX of the Plan contains release, exculpation, and injunction provisions, and Article IX.C contains a Consensual Release. Attached hereto as **Exhibit A** is the language of the Consensual Release.

ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE UNIMPAIRED AND, THUS, PRESUMED TO HAVE ACCEPTED THE PLAN, WILL BE DEEMED TO HAVE CONSENTED TO THE CONSENSUAL RELEASE UNLESS A HOLDER OF SUCH CLAIM OR INTEREST FILES AN OBJECTION TO THE RELEASES CONTAINED IN ARTICLE IX OF THE PLAN.

GREENBERG TRAURIG, LLP

/s/ Shari L. Heyen

Shari L. Heyen (admitted *pro hac vice*)
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Dated: November 23, 2020

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
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Counsel for the Debtor and Debtor in Possession

EXHIBIT A

Article IX.C of the Plan provides for the following Consensual Release.

Notwithstanding anything contained in the Plan to the contrary, as of the Effective Date, each Releasing Party¹ is deemed to have released and discharged each Released Party² from any and all claims, Claims and Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtor (or its Estate), that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtor and the ownership thereof, the Debtor's in- or out-of-court restructuring efforts, any Avoidance Actions, intercompany transactions, the Chapter 11 Case, the formulation,

¹ “*Releasing Parties*” or “*Releasing Party*” means, collectively, and in each case, in its capacity as such: (a) the DIP Lender, (b) the Exit Facility Lender, (c) all Holders of Claims, (d) all Holders of Interests, (e) the Debtor and the Reorganized Debtor, (f) with respect to each of the foregoing Entities in clauses (a) through (e), such Entity and its current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively; provided, however, that any Holder of a Claim that (1) is deemed to reject the Plan, (2) that is entitled to vote on the Plan but (X) does not return a ballot by the Voting Deadline or (Y) affirmatively opts out of the release under Article IX.C of the Plan by returning a properly completed ballot by the Voting Deadline and indicating on the Ballot that the Person or Entity opts out of the release under Article IX.C of the Plan, or (3) Files an objection to the releases contained in the Plan shall not be a “Releasing Party” (and, for the avoidance of doubt, the Entities and Persons listed in clause (f) for such Holder, shall not be deemed “Releasing Parties”).

² “*Released Parties*” or “*Released Party*” means, collectively, and in each case, in its capacity as such: (a) the Debtor; (b) the Reorganized Debtor; (c) the DIP Lender; (d) the Exit Facility Lender; and (e) with respect to the each of the foregoing entities in clauses (a) through (d), such Entity and its current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

preparation, dissemination, negotiation, or Filing of the Disclosure Statement, the DIP Facility, the DIP Facility Documents, the Exit Facility, the Exit Facility Documents, the Plan, the Plan Supplement, or any restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the DIP Facility, the DIP Facility Documents, the Exit Facility, the Exit Facility Documents, the Plan, the Plan Supplement, the Chapter 11 Case, the Filing of the Chapter 11 Case, the pursuit of Confirmation, the pursuit of the DIP Facility, the pursuit of the Exit Facility, the pursuit of consummation, the administration and implementation of the Plan, including the issuance or distribution of 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 post-Effective Date obligations of any party or entity under the Plan, any restructuring transaction, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, (b) any individual from any claim, 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 intentional fraud, willful misconduct, or gross negligence of such Released Party, or (c) any Released Party from any claim a Holder may have against a Released Party on account of any guarantees to which a Released Party may be a party.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the releases described in Article IX.C of the Plan, which includes by reference each of the related provisions and definitions contained in this Plan, and, further, shall constitute the Bankruptcy Court's finding that each release described in Article IX.C of the Plan is: (a) consensual; (b) essential to the Confirmation of the Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties; (d) a good faith settlement and compromise of the claims released pursuant to Article IX.C of the Plan; (e) in the best interests of the Debtor and its Estate; (f) fair, equitable, and reasonable; (g) given and made after due notice and opportunity for hearing; and (h) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to Article IX.C of the Plan.