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

In re:	)	Chapter 11
ORBITAL INFRASTRUCTURE GROUP, INC., *et al.*,[1]	)	Case No. 23-90763 (CML)
Debtors.	)	Jointly Administered

SOLICITATION AND TABULATION PROCEDURES

PLEASE TAKE NOTICE OF THE FOLLOWING:

On August 23, 2023, each of the debtors and debtors in possession listed below (collectively, the "**Debtors**") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the "**Court**"). The Debtors' chapter 11 cases are being jointly administered for procedural purposes only under case number 23-90763 (CML) (the "**Chapter 11 Cases**").

On [•], 2023, the Court entered an order [Docket No. [•]] (the "**Conditional Disclosure Statement Order**") that, among other things, (a) approved these "**Solicitation and Tabulation Procedures**," (b) approved the form of Ballot, Solicitation Package, and other related notices, (c) established certain dates and deadlines in connection with the solicitation and confirmation of the *Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Orbital Infrastructure Group, Inc. et al.* (as it may be amended, modified, or supplemented from time to time in accordance with the terms thereof (including all appendices, exhibits, schedules, and supplements (including any Plan Supplements) thereto), the "**Combined DS and Plan**," the "**Disclosure Statement**," or the "**Plan**," as applicable), and (d) scheduled a Combined Hearing for final approval of the Disclosure Statement and confirmation of the Plan.[2]

A. Voting Record Date

The "**Voting Record Date**," which is the record date as of which a Holder of record of a Claim entitled to vote on the Plan must have held such Claim to cast a vote to accept or reject the Plan, is **11:59 p.m. (Central Time) on October 19, 2023**. With respect to any transferred Claim,

[1] The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Orbital Infrastructure Group, Inc. (3284); Orbital Gas Systems, North America, Inc. (7018); Orbital Power, Inc. (6341); Orbital Solar Services, LLC (1156); and Eclipse Foundation Group, Inc. (5575). The location of the Debtors' service address is: 5444 Westheimer Road, Suite 1650, Houston, TX 77056.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Combined DS and Plan or the Conditional Disclosure Statement Order, as applicable.

the transferee will be entitled to receive and cast a Ballot on account of such transferred Claim only if (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date (including the passage of any applicable objection period) or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

B. Voting Deadline

All Ballots must be properly executed, completed, and delivered in accordance with the Solicitation and Tabulation Procedures, so that the Ballots are actually received no later than **4:00 p.m. (prevailing Central Time) on November 21, 2023** (the "**Voting Deadline**"). The Debtors may extend the Voting Deadline in their sole discretion, including for only some Holders, without further order of the Court.

Ballots must be properly completed and submitted (as set forth on the Ballot) so as to be actually received by the Solicitation Agent before the Voting Deadline. ***Ballots delivered in an incomplete manner, after the Voting Deadline, or in a manner not expressly provided for on the Ballot may not be counted.***

C. Form, Content, and Manner of Notices

i. Classes

As further set forth in the Combined DS and Plan, there are seven Classes:

Class	Claims and Interests	Status	Voting Rights
1	Other Secured Claims	Unimpaired	Presumed to Accept
2	Other Priority Claims	Unimpaired	Presumed to Accept
3	General Unsecured Claims	Impaired	Entitled to Vote
4	Intercompany Claims	Impaired	Deemed to Reject
5	Subordinated Claims	Impaired	Deemed to Reject
6	Intercompany Interests	Impaired	Deemed to Reject
7	Interests in Orbital	Impaired	Deemed to Reject

The amount of each General Unsecured Claim for voting purposes will be the undisputed, non-contingent, liquidated amount set forth on the Schedules or, if a Holder timely and properly filed a Proof of Claim, the undisputed, non-contingent, liquidated amount set forth thereon, subject to the Voting and Tabulation Procedures.

ii. Materials for the Voting Class

Within three Business Days of entry of the Conditional Disclosure Statement Order, or as soon as reasonably practical thereafter, the Debtors or the Solicitation Agent will send to each Holder of a Claim in the Voting Class a Solicitation Package via email (recipients for whom the Debtors do not have an email address may receive their Solicitation Package by first-class mail, including in electronic format (*e.g.*, flash drive)); *provided, however*, that with respect to timely filed proofs of claim asserting liquidated, unscheduled amounts and for which the Holders of such Claims have not been sent a Solicitation Package, if any, the Solicitation Agent will cease mailing Solicitation Packages at 4:00 p.m. (Central Time) on Friday, November 17, 2023. The Solicitation Package will include copies of the following: the Ballot, the Conditional Disclosure Order (excluding exhibits, other than these Solicitation and Tabulation Procedures); the Combined DS and Plan; the Combined Hearing Notice; and any other documents and materials as the Court may direct or the Debtors may deem appropriate.

iii. Materials for Non-Voting Classes

Within three Business Days of entry of the Conditional Disclosure Statement Order, or as soon as reasonably practical thereafter, the Debtors or the Solicitation Agent will send to each Holder in a Non-Voting Class a Combined Hearing Notice and a Notice of Non-Voting Status (recipients for whom the Debtors do not have an email address may receive their materials by first-class mail, including in electronic format (*e.g.*, flash drive)).

iv. Materials for Unknown Creditors

Within three Business Days of entry of the Conditional Disclosure Statement Order, or as soon as reasonably practical thereafter, the Debtors or the Solicitation Agent will publish the Combined Hearing Notice on the Case Information Website and in the national edition of *USA Today* or another publication with similar national circulation as soon as reasonably practical after entry of the Conditional Disclosure Statement Order, thereby providing notice of the Combined Hearing on the Combined DS and Plan to unknown creditors.

D. Voting Tabulation

The following standard tabulation procedures will be used by the Debtors and the Solicitation Agent with respect to votes for the Plan and the tracking of Opt-Out Forms (the "**Voting and Tabulation Procedures**"), subject to the Debtors' right to waive (in their sole discretion, but subject to applicable law (including any order of the Court)) any of the Voting and Tabulation Procedures:

a. if a Claim is deemed Allowed under the Plan, an order of the Bankruptcy Court, or a stipulated agreement between the parties, such Claim will be temporarily Allowed solely for voting purposes in the deemed Allowed amount set forth therein;

b. unless otherwise provided in these Voting and Tabulation Procedures, a Claim will be deemed temporarily Allowed for voting purposes only in an amount equal to (i) the undisputed, non-contingent, and liquidated amount greater than $0.00 of such Claim as set forth in the Schedules if no Proof of Claim has been timely filed in respect of such Claim, or (ii) if a Proof of Claim has been timely filed in respect of such Claim, the undisputed, non-contingent and liquidated amount that is greater than $0.00 as set forth in such Proof of Claim;

c. if a Claim, for which no Proof of Claim has been timely filed, is listed on the Schedules, but is listed as contingent, unliquidated, disputed, or in a $0.00 amount, such Claim shall be disallowed for voting purposes;

d. creditors who properly and timely file a proof of claim after the Voting Record Date but before the Bar Date applicable to them and before the Voting Deadline shall be deemed as if they held their Claim as of the Voting Record Date for purposes of determining which Holders are entitled to receive a Ballot to vote to accept or reject the Plan;

e. creditors who properly and timely file a proof of claim that includes a liquidated general unsecured claim amount after the Voting Record Date but who purport to have claims that are not listed on the Debtors' schedules or which are listed on the schedules as undetermined shall be allowed a Class 3 Claim in the amount of $1 solely for voting purposes;

f. if the Debtors have served an objection or request for estimation as to a Claim at least ten (10) calendar days before the Voting Deadline, such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and manner as set forth in such objection or as otherwise agreed with the Debtors;

g. if a Claim is not listed in the Schedules (or is listed in the Schedules as disputed, contingent or unliquidated) and a Proof of Claim is filed after the earlier of the applicable Bar Date or Voting Record Date, a Ballot on account of such Claim shall not be counted unless it is temporarily Allowed for voting purposes by the Voting Deadline;

h. notwithstanding anything to the contrary herein, any Claim to which there is a pending objection as of the Voting Deadline, or an order has been entered granting such objection, such Claim shall not be counted for voting purposes;

i. if a holder of a Claim identifies a Claim amount on its Ballot that is different than the amount otherwise calculated in accordance with the Voting and Tabulation Procedures, the Claim will be temporarily allowed for voting purposes in the amount determined by the Voting and Tabulation Procedures;

j. if a creditor has filed or purchased duplicate Proofs of Claim by the Voting Record Date against one or more Debtors, such creditor's Ballot on account of such Claim shall only be counted once in the amount of the total of all Proofs of Claim without regard to duplicative or overlapping amounts;

k. if a creditor has filed a Proof of Claim by the Voting Record Date against one or more Debtors and the creditor's electronic or mailing address differs from the address of record where a Solicitation Package was delivered, the Solicitation Agent shall not be required to issue a new Solicitation Package but shall, instead, at the direction of the Debtors, update the electronic or mailing address of such creditor's Claim, if necessary, in accordance with these Voting and Tabulation Procedures;

l. any duplicate Ballot will only be counted once; thus, if a creditor casts more than one Ballot voting the same Claim on or before the Voting Deadline, the last properly cast Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent, and shall supersede any prior Ballots;

m. if a Proof of Claim has been amended by a later Proof of Claim that is filed on or prior to the earlier of the applicable Bar Date or the Voting Record Date, the later-filed amending Claim shall be entitled to vote in a manner consistent with these Voting and Tabulation Procedures, and the earlier filed Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended Claim. Absent the Debtors consent, any amendments to Proofs of Claim after the earlier of the applicable Bar Date or Voting Record Date shall not be considered for purposes of these Voting and Tabulation Procedures;

n. a creditor who votes an amount related to a Claim that has been paid or otherwise satisfied in full or in part (whether by any Debtor or Third Party) shall only be counted for the amount that remains unpaid or not satisfied, and if such Claim has been fully paid or otherwise satisfied, such vote will not be counted for purposes of amount or number;

o. if a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity on behalf of a holder of a Claim, such person will be required to indicate such capacity when signing and must submit proper evidence satisfactory to the Debtors, to so act on behalf of the holder of such Claim;

p. each Holder of a Claim will be deemed to have voted the full amount of its Claim as set forth on the Ballot even if a different amount or no amount is listed by the Holder of the Claim on the Ballot except to the extent it was paid or satisfied in full or in part as set forth in these Voting and Tabulation Procedures;

q. any Ballots received after the Voting Deadline will not be counted absent the consent of the Debtors in consultation with the Committee;

r. any Ballot that is illegible or contains insufficient information to permit identification of the voter will not be counted;

s. any Ballot that is otherwise timely completed, executed, and properly cast to the Solicitation Agent but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan, shall not be counted;

t. any Ballot submitted by a Person that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan shall not be counted;

u. an original, executed Ballot is required to be submitted by the entity submitting any written Ballot and any unsigned Ballot or Ballot without an original signature will not be counted; provided, however, for the avoidance of doubt, a Ballot submitted via the Solicitation Agent' E-Ballot platform will be deemed to contain an original signature;

v. delivery of a Ballot by facsimile, telecopy, or any other electronic means shall not be counted; provided, however, that Ballots submitted through the E-Ballot Portal, mentioned above, will be counted. The method of delivery of Ballots to the Solicitation Agent is at the risk of each holder of a Claim, and such delivery will be deemed made only when the Ballot is actually received by the Solicitation Agent;

w. any holder of a Claim who has delivered a valid Ballot voting on the Plan may withdraw such vote and/or submit a new Ballot with either (i) consent of the Debtors at any time prior to the Combined Hearing, or (ii) solely in accordance with Bankruptcy Rule 3018(a);

x. the Debtors reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot, either before or after the Voting Deadline, and any such waivers shall be documented in the vote tabulation certification prepared by the Solicitation Agent; *provided that*, neither the Debtors nor any other Person or Entity will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any of them incur any liabilities for failure to provide such notification;

y. the Debtors reserve the right, in consultation with the Committee, to direct the Solicitation Agent to revise, modify, or update the electronic amount of a Class 3 Claim in the event of a clerical error on the Ballot delivered to the Holder of such Claim, provided that the Solicitation Agent shall not be required to re-issue a paper Solicitation Package to the Holder unless so directed by the Debtors;

z. for purposes of determining whether the numerosity and amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the Debtors will tabulate only those Ballots received by the Voting Deadline in accordance with the Voting and Tabulation Procedures, unless untimeliness or non-compliance with such procedures is waived by the Debtors in consultation with the Committee; and

aa. for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor shall be aggregated as if such creditor held one (1) Claim against all Debtors, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan.

E. Amendments to the Combined DS and Plan, the Exhibits to the Conditional Disclosure Statement Order, and the Solicitation and Tabulation Procedures

The Debtors may, without further order of the Court, make non-substantive or immaterial changes to the Combined DS and Plan, the Solicitation Package, the Notice of Non-Voting Status, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, and to make conforming changes among the Combined DS and Plan and related documents when, in the Debtors' reasonable discretion, doing so would better facilitate the solicitation or confirmation process. Any other changes to the Combined DS and Plan shall be subject to Article XIII.F thereof.