

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--|---|-------------------------|
| In re: |) | Chapter 11 |
| |) | |
| KLEOPATRA FINCO S.À R.L., <i>et al.</i> , ¹ |) | Case No. 25-90642 (CML) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

**NOTICE OF ORDER (I) APPROVING
NOTIFICATION AND HEARING PROCEDURES
FOR CERTAIN TRANSFERS OF AND DECLARATIONS
OF WORTHLESSNESS WITH RESPECT TO ORDINARY SHARES,
(II) DIRECTING THAT ANY SUCH TRANSFER OR DECLARATION
OF WORTHLESSNESS IN VIOLATION OF SUCH PROCEDURES BE
NULL AND VOID *AB INITIO*, AND (III) GRANTING RELATED RELIEF**

TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT MAY HOLD BENEFICIAL OWNERSHIP OF THE EXISTING CLASSES OF ORDINARY SHARES (THE “ORDINARY SHARES”) OF KLEOPATRA HOLDINGS 2 S.C.A.:

PLEASE TAKE NOTICE that on November 4, 2025 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed petitions with the United States Bankruptcy Court for the Southern District of Texas (the “Court”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of or from the Debtors’ estates or to exercise control over property of or from the Debtors’ estates.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Klockner>. The location of Kleopatra Finco S.à r.l.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtors filed the Debtors' *Emergency Motion for Entry of an Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. 14] (the "Motion").

PLEASE TAKE FURTHER NOTICE that on November 5, 2025, the Court entered the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. 95] (the "Order") approving procedures for certain transfers and declarations of worthlessness with respect to Ordinary Shares, set forth in **Exhibit 1** attached to the Order (the "Procedures").²

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a Substantial Shareholder may not consummate any purchase, sale, or other transfer of Ordinary Shares, or Beneficial Ownership of Ordinary Shares in violation of the Procedures, and any such transaction in violation of the Procedures shall be null and void *ab initio*.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Procedures shall apply to the holding and transfers of Ordinary Shares, or any Beneficial Ownership therein by a Substantial Shareholder or someone who may become a Substantial Shareholder.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Order or the Motion, as applicable.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a 50-Percent Shareholder may not claim a worthless stock deduction with respect to Ordinary Shares or Beneficial Ownership of Ordinary Shares in violation of the Procedures, and any such deduction in violation of the Procedures shall be null and void *ab initio*, and the 50-Percent Shareholder shall be required to file an amended tax return revoking such proposed deduction.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, upon the request of any person or entity, the proposed notice, claims, and solicitation agent for the Debtors, Stretto, Inc., will provide a copy of the Order and a form of each of the declarations required to be filed by the Procedures in a reasonable period of time. Such declarations are also available via PACER on the Court's website at <https://ecf.txsb.uscourts.gov/> for a fee, or free of charge by accessing the Debtors' restructuring website at: <https://cases.stretto.com/Klockner>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, failure to follow the Procedures set forth in the Order shall constitute a violation of, among other things, the automatic stay provisions of section 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that nothing in the Order shall preclude any person desirous of acquiring any Ordinary Shares from requesting relief from the Order from the Court, subject to the Debtors' and the other Notice Parties' rights to oppose such relief.

PLEASE TAKE FURTHER NOTICE that other than to the extent that the Order expressly conditions or restricts transfers or declarations of worthlessness with respect to Beneficial Ownership of Ordinary Shares, nothing in the Order or in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any holders of Ordinary Shares, including in connection with the treatment of any such stock under any chapter 11 plan or any applicable bankruptcy court order.

PLEASE TAKE FURTHER NOTICE that any prohibited purchase, sale, or other transfer of, or declaration of worthlessness with respect to Ordinary Shares, Beneficial Ownership thereof, or option with respect thereto in violation of the Order is prohibited and shall be null and void *ab initio* and may be subject to additional sanctions as the Court may determine.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in the Order are in addition to the requirements of applicable law and do not excuse compliance therewith.

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Dated: November 6, 2025
Houston, Texas

/s/ John F. Higgins

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*Proposed Co-Counsel for the Debtors
and Debtors in Possession*

Exhibit A

Order

ENTERED

November 05, 2025

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--|---|--------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| KLEOPATRA FINCO S.À R.L., <i>et al.</i> , ¹ |) | Case No. 25-90642 (CML) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Re: Docket No. 14 |

**ORDER (I) APPROVING NOTIFICATION AND
HEARING PROCEDURES FOR CERTAIN TRANSFERS OF
AND DECLARATIONS OF WORTHLESSNESS WITH RESPECT TO
ORDINARY SHARES, (II) DIRECTING THAT ANY SUCH TRANSFER OR
DECLARATION OF WORTHLESSNESS IN VIOLATION OF SUCH PROCEDURES
BE NULL AND VOID *AB INITIO*, AND (III) GRANTING RELATED RELIEF**

Upon the emergency motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”), (a) approving certain notification and hearing procedures, substantially in the form of Exhibit 1 attached hereto (the “Procedures”), related to certain transfers of, or declarations of worthlessness with respect to Debtor Kleopatra Holdings 2 S.C.A.’s existing classes (or series) of ordinary shares or any Beneficial Ownership³ therein (any such record or Beneficial Ownership of ordinary shares,

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Klockner>. The location of Kleopatra Finco S.à r.l.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg.

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

³ “Beneficial Ownership” will be determined in accordance with the applicable rules of sections 382 and 383 of the Internal Revenue Code of 1986, 26 U.S.C. §§ 1–9834 as amended (the “IRC”), and the U.S. Department of the Treasury regulations thereunder (“Treasury Regulations”) (other than Treasury Regulations section 1.382-2T(h)(2)(i)(A)), and includes direct, indirect, and constructive ownership (*e.g.*, (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option (as defined herein) to acquire). For the avoidance of doubt, Beneficial Ownership includes direct and

collectively, the “Ordinary Shares”) and (b) directing that any purchase, sale, other transfer of, or declaration of worthlessness with respect to Ordinary Shares in violation of the Procedures shall be null and void *ab initio*, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the *Order of Reference to Bankruptcy Judges* from the United States District Court for the Southern District of Texas, entered May 24, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”), if any; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Any objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.

indirect interests in Debtor Kleopatra Holdings 2 S.C.A. An “Option” to acquire stock includes all interests described in Treasury Regulations section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

2. The Debtors' Tax Attributes are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code.

3. The provisions of this Order shall be effective as of the Petition Date.

4. The Procedures, as set forth in **Exhibit 1** attached hereto, are hereby approved.

5. Any postpetition transfer of or postpetition declaration of worthlessness with respect to Beneficial Ownership of Ordinary Shares in violation of the Procedures, including but not limited to the notice requirements, shall be null and void *ab initio*.

6. In the case of any such postpetition transfer of Beneficial Ownership of Ordinary Shares in violation of the Procedures, including but not limited to the notice requirements, the person or entity making such transfer shall be required to take remedial actions specified by the Debtors, which may include the actions specified in Private Letter Ruling 201010009 (Dec. 4, 2009), to appropriately reflect that such transfer is null and void *ab initio*.

7. In the case of any such postpetition declaration of worthlessness with respect to Beneficial Ownership of Ordinary Shares in violation of the Procedures, including the notice requirements, the person or entity making such declaration shall be required to file an amended tax return revoking such declaration and any related deduction to appropriately reflect that such declaration is void *ab initio*.

8. The Debtors may retroactively or prospectively, in writing, waive any and all restrictions, stays and notification procedures set forth in the Procedures.

9. The Debtors shall post the Procedures to the website established by the Debtors' proposed claims and noticing agent, Stretto, Inc. ("Stretto"), for these chapter 11 cases (<https://cases.stretto.com/Klockner>), such notice being reasonably calculated to provide notice to all parties that may be affected by the Procedures, whether known or unknown.

10. The Debtors shall provide directly to Stretto the list of registered holders of the Debtors' Ordinary Shares within one business day of entry of this Order.

11. Nothing herein shall preclude any person desirous of acquiring Ordinary Shares from requesting relief from this Order from the Court, subject to the Debtors' and the other Notice Parties' rights to oppose such relief.

12. The requirements set forth in this Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws and do not excuse compliance therewith.

13. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity, or priority of, or basis for, any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the

Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease.

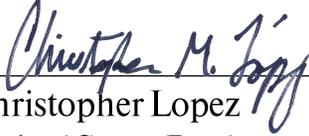
14. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules, the Bankruptcy Local Rules, and the *Procedures for Complex Cases in the Southern District of Texas* are satisfied by such notice.

15. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

16. The Debtors and the Clerk of Court are authorized to take all actions necessary to effectuate the relief granted in this Order.

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

Signed: November 05, 2025



Christopher Lopez
United States Bankruptcy Judge

Exhibit 1

**Procedures for Transfers of and
Declarations of Worthlessness with Respect to
Beneficial Ownership of Ordinary Shares**

**PROCEDURES FOR TRANSFERS
OF AND DECLARATIONS OF WORTHLESSNESS WITH
RESPECT TO ORDINARY SHARES**

The following procedures apply to transfers of Ordinary Shares:¹

- a. Any entity (as defined in section 101(15) of the Bankruptcy Code) that is a Substantial Shareholder (as defined herein) must file with the Court, and serve upon: (i) the Debtors, Kleopatra Finco S.à r.l., 46A Ave. J.F. Kennedy 1855, Luxembourg, Attn.: Marc Rotella (Marc.Rotella@kpfilms.com) and Shené Mitchell (Shene.Mitchell@kpfilms.com); (ii) proposed counsel to the Debtors, (a) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Joshua A. Sussberg, P.C. (joshua.sussberg@kirkland.com), and (b) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Chad J. Husnick, P.C. (chad.husnick@kirkland.com), John R. Luze, P.C. (john.luze@kirkland.com), Jeffery T. Michalik (jeff.michalik@kirkland.com), and David R. Gremling (dave.gremling@kirkland.com); (iii) proposed co-counsel to the Debtors, Porter Hedges LLP, 1000 Main Street, 36th Floor, Houston, Texas 77002, Attn.: John F. Higgins (jhiggins@porterhedges.com) and Eric M. English (eenglish@porterhedges.com), Attn.: [●]; (iv) the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn.: [●]; and (##) any statutory committee appointed in these chapter 11 cases (collectively, the “Notice Parties”), a declaration of such status, substantially in the form attached hereto as **Exhibit 1A** (each, a “Declaration of Status as a Substantial Shareholder”), on or before the later of (A) twenty (20) calendar days after the date of the Notice of Order, or (B) ten (10) calendar days after becoming a Substantial Shareholder; *provided* that, for the avoidance of doubt, the other procedures set forth herein shall apply to any Substantial Shareholder even if no Declaration of Status as a Substantial Shareholder has been filed.
- b. Prior to effectuating any transfer of Beneficial Ownership of Ordinary Shares that would result in an increase in the amount of Ordinary Shares of which a Substantial Shareholder has Beneficial Ownership or would result in an entity or individual becoming a Substantial Shareholder, the parties to such transaction must file with the Court, and serve upon the Notice Parties, an advance written declaration of the intended transfer of Ordinary Shares, substantially in the form attached hereto as **Exhibit 1B** (each, a “Declaration of Intent to Accumulate Ordinary Shares”).
- c. Prior to effectuating any transfer of Beneficial Ownership of Ordinary Shares that would result in a decrease in the amount of Ordinary Shares of which a Substantial Shareholder has Beneficial Ownership or would result in an

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

entity or individual ceasing to be a Substantial Shareholder, the parties to such transaction must file with the Court, and serve upon the Notice Parties, an advance written declaration of the intended transfer of Ordinary Shares, substantially in the form attached hereto as **Exhibit 1C** (each, a “Declaration of Intent to Transfer Ordinary Shares,” and together with a Declaration of Intent to Accumulate Ordinary Shares, each, a “Declaration of Proposed Transfer”).

- d. The Debtors and the other Notice Parties shall have twenty (20) calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder or potential Substantial Shareholder an objection to any proposed transfer of Beneficial Ownership of Ordinary Shares, described in the Declaration of Proposed Transfer on the grounds that such transfer is reasonably expected to adversely affect the Debtors’ ability to utilize their Tax Attributes. If the Debtors or any of the other Notice Parties file an objection, such transaction will remain ineffective unless such objection is withdrawn, or such transaction is approved by a final and non-appealable order of the Court. If the Debtors and the other Notice Parties do not object within such twenty-day period, such transaction can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional twenty-day waiting period for each Declaration of Proposed Transfer. To the extent that the Debtors receive an appropriate Declaration of Proposed Transfer and determine in their business judgment not to object, they shall provide notice of that decision to the Notice Parties as soon as is reasonably practicable.
- e. For purposes of these Procedures (including, for the avoidance of doubt, with respect to both transfers and declarations of worthlessness): (i) a “Substantial Shareholder” is any entity or individual person that has Beneficial Ownership of more than: 137,739 shares of Ordinary Shares (representing approximately 4.5 percent of all issued and outstanding shares of Ordinary Shares); and (ii) “Beneficial Ownership” will be determined in accordance with the applicable rules of sections 382 and 383 of the IRC, and the Treasury Regulations promulgated thereunder (other than Treasury Regulations section 1.382-2T(h)(2)(i)(A)) and includes direct, indirect, and constructive ownership (*e.g.*, (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option (as defined herein) to acquire). For the avoidance of doubt, Beneficial Ownership includes direct and indirect interests in Debtor

Kleopatra Holdings 2 S.C.A. An “Option” to acquire stock includes all interests described in Treasury Regulations section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

The following procedures apply for declarations of worthlessness of Ordinary Shares:

- a. Any person or entity that currently is or becomes a 50-Percent Shareholder² must file with the Court and serve upon the Notice Parties a declaration of such status, substantially in the form attached hereto as **Exhibit 1D** (each, a “Declaration of Status as a 50-Percent Shareholder”), on or before the later of (i) twenty (20) calendar days after the date of the Notice of Order and (ii) ten (10) calendar days after becoming a 50-Percent Shareholder; *provided* that, for the avoidance of doubt, the other procedures set forth herein shall apply to any 50-Percent Shareholder even if no Declaration of Status as a 50-Percent Shareholder has been filed.

- a. Prior to filing any U.S. federal or state tax return, or any amendment to such a return, or taking any other action that claims any deduction for worthlessness of Beneficial Ownership of Ordinary Shares for a taxable year ending before the Debtors’ emergence from chapter 11 protection, such 50-Percent Shareholder must file with the Court and serve upon the Notice Parties a declaration of intent to claim a worthless stock deduction (a “Declaration of Intent to Claim a Worthless Stock Deduction”), substantially in the form attached hereto as **Exhibit 1E**.
 - i. The Debtors and the other Notice Parties shall have twenty (20) calendar days after receipt of a Declaration of Intent to Claim a Worthless Stock Deduction to file with the Court and serve on such 50-Percent Shareholder an objection to any proposed claim of worthlessness described in the Declaration of Intent to Claim a Worthless Stock Deduction on the grounds that such claim is reasonably expected to adversely affect the Debtors’ ability to utilize their Tax Attributes.
 - ii. If the Debtors or the other Notice Parties timely object, the filing of the tax return or amendment thereto with such claim will not be permitted unless approved by a final and non-appealable order of the Court, unless such objection is withdrawn.
 - iii. If the Debtors and the other Notice Parties do not object within such twenty-day period, the filing of the return or amendment with such

² For purposes of the Procedures, a “50-Percent Shareholder” is any person or entity that, at any time since December 31, 2022, has owned Beneficial Ownership of 50 percent or more of the Ordinary Shares (determined in accordance with section 382(g)(4)(D) of the IRC and the applicable Treasury Regulations thereunder).

claim will be permitted solely as described in the Declaration of Intent to Claim a Worthless Stock Deduction. Additional returns and amendments within the scope of this section must be the subject of additional notices as set forth herein, with an additional twenty-day waiting period. To the extent that the Debtors receive an appropriate Declaration of Intent to Claim a Worthless Stock Deduction and determine in their business judgment not to object, they shall provide notice of that decision to the Notice Parties as soon as is reasonably practicable.

NOTICE PROCEDURES

The following notice procedures apply to these Procedures:

- a. No later than five (5) business days following entry of the Order, or as soon as reasonably practicable thereafter, the Debtors shall serve a notice by first class mail and email, if available, substantially in the form attached to the Order as **Exhibit 1F** (the “Notice of Order”), on: (i) the U.S. Trustee; (ii) the entities listed on the consolidated list of creditors holding the thirty largest unsecured claims; (iii) the U.S. Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney’s Office for the Southern District of Texas; (vi) the state attorneys general for states in which the Debtors conduct business; (vii) to the extent known, all registered holders of Ordinary Shares, and all banks, brokers, intermediaries, or mailing agents (collectively, the “Nominee Holders”) that hold Ordinary Shares in “street name” for the beneficial holders; and (viii) the Notice Parties. To accomplish the aforementioned noticing, the Debtors request that the Court order and authorize the Debtors to provide Stretto, Inc. (“Stretto”), the Debtors’ proposed claims and noticing agent, with the list of registered Ordinary Shares holders within one business day of entry of the Order.
- b. Upon receipt of the Notice of Order, and in no event later than five (5) business days after being served with such notice, all registered holders of Ordinary Shares and all Nominees that hold the Ordinary Shares in “street name” shall be required to serve the Notice of Order on any holder for whose benefit such registered or Nominee holder holds such Ordinary Shares, with correlative instructions to serve notices, sequentially, down the chain of ownership for all such holders of Ordinary Shares, as applicable, to reach the beneficial holder level.
- c. Any entity or individual, or broker or agent acting on such entity’s or individual’s behalf who sells Ordinary Shares to another entity or individual, shall be required to serve a copy of the Notice of Order on such purchaser of such Ordinary Shares, or any broker or agent acting on such purchaser’s behalf.

- d. Within five (5) calendar days following entry of the Order, or as soon as reasonably practicable thereafter, the Debtors shall submit a copy of the Notice of Order (modified for publication) for publication in *The New York Times* (national edition) and *The New York Times* (international edition) or similar publication in the Debtors' business judgment.
- e. To the extent confidential information is required in any declaration described in the Procedures, such confidential information may be filed with the Court in redacted form; *provided, however*, that any such declarations served on the Notice Parties **shall not** be in redacted form. The Notice Parties shall keep all information provided in such declarations strictly confidential and shall not disclose the contents thereof to any person except: (i) to the extent necessary to respond to a petition or objection filed with the Court; (ii) to the extent otherwise required by law; or (iii) to the extent that the information contained therein is already public; *provided, further, however*, that the Debtors may disclose the contents thereof to their professional advisors, who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other person, subject to further Court order. To the extent confidential information is necessary to respond to an objection filed with the Court, such confidential information shall be filed under seal or in a redacted form.

Exhibit 1A

Declaration of Status as a Substantial Shareholder

As of _____, the undersigned party currently has Beneficial Ownership of _____ shares of Ordinary Shares. The following table sets forth the date(s) on which the undersigned party acquired Beneficial Ownership of such Ordinary Shares:

| Number of Shares | Date Acquired |
|------------------|---------------|
| | |
| | |
| | |
| | |
| | |

(Attach additional page or pages if necessary)

The last four digits of the taxpayer identification number of the undersigned party are _____.

Pursuant to the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. [●]] (the “Order”), this declaration (this “Declaration”) is being filed with the Court and served upon the Notice Parties (as defined in the Order).

At the election of the Substantial Shareholder, the Declaration to be filed with the Court (but not the Declaration that is served upon the Notice Parties) may be redacted to exclude the Substantial Shareholder’s taxpayer identification number and the amount of Ordinary Shares that the Substantial Shareholder beneficially owns.

Pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 2025
_____, _____

(City)

(State)

Exhibit 1B

Declaration of Intent to Accumulate Ordinary Shares

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--|---|----------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| KLEOPATRA FINCO S.À R.L., <i>et al.</i> , ¹ |) | Case No. 25-90642 (CML) |
| Debtors. |) | (Joint Administration Requested) |
| |) | |

**DECLARATION OF INTENT TO
ACCUMULATE ORDINARY SHARES²**

The undersigned party hereby provides notice of its intention to purchase, acquire, or otherwise accumulate (the “Proposed Transfer”) one or more shares of the existing classes (or series) of ordinary shares or any Beneficial Ownership therein (any such record or Beneficial Ownership of ordinary shares, collectively, the “Ordinary Shares”) of Kleopatra Holdings 2 S.C.A. Kleopatra Holdings 2 S.C.A. is a debtor and debtor in possession in Case No. 25-90642 (CML) pending in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Klockner>. The location of Kleopatra Finco S.à r.l.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg.

² For purposes of this Declaration: (i) a “Substantial Shareholder” is any entity or individual that has Beneficial Ownership of more than: 137,739 shares of Ordinary Shares (representing approximately 4.5 percent of all issued and outstanding shares of Ordinary Shares); and (ii) “Beneficial Ownership” will be determined in accordance with the applicable rules of sections 382 and 383 of the Internal Revenue Code of 1986, 26 U.S.C. §§ 1–9834 as amended (the “IRC”), and the Treasury Regulations thereunder (other than Treasury Regulations section 1.382-2T(h)(2)(i)(A)), and includes direct, indirect, and constructive ownership (*e.g.*, (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option (as defined herein) to acquire). For the avoidance of doubt, Beneficial Ownership includes direct and indirect interests in Debtor Kleopatra Holdings 2 S.C.A. An “Option” to acquire stock includes all interests described in Treasury Regulations section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

If applicable, on _____, __, __, the undersigned party filed a Declaration of Status as a Substantial Shareholder with the Court and served copies thereof as set forth therein.

The undersigned party currently has Beneficial Ownership of _____ shares of Ordinary Shares.

Pursuant to the Proposed Transfer, the undersigned party proposes to purchase, acquire, or otherwise accumulate Beneficial Ownership of _____ shares of Ordinary Shares and or an Option with respect to _____ shares of Ordinary Shares. If the Proposed Transfer is permitted to occur, the undersigned party will have Beneficial Ownership of _____ shares of Ordinary Shares.

The last four digits of the taxpayer identification number of the undersigned party are _____.

Pursuant to the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. [●]] (the “Order”), this declaration (this “Declaration”) is being filed with the Court and served upon the Notice Parties (as defined in the Order).

At the election of the undersigned party, the Declaration to be filed with the Court (but not the Declaration that is served upon the Notice Parties) may be redacted to exclude the undersigned party’s taxpayer identification number and the amount of Ordinary Shares that the undersigned party beneficially owns.

Pursuant to the Order, the undersigned party acknowledges that it is prohibited from consummating the Proposed Transfer unless and until the undersigned party complies with the Procedures set forth therein.

The Debtors and the other Notice Parties have twenty (20) calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or any of the other Notice Parties file an objection, such Proposed Transfer will remain ineffective unless such objection is withdrawn or such transaction is approved by a final and non-appealable order of the Court. If the Debtors and the other Notice Parties do not object within such twenty-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

Any further transactions contemplated by the undersigned party that may result in the undersigned party purchasing, acquiring, or otherwise accumulating Beneficial Ownership of additional shares of Ordinary Shares will each require an additional notice filed with the Court to be served in the same manner as this Declaration.

Pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

Respectfully submitted,

(Name of Declarant)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 2025
_____, _____
(City) (State)

Exhibit 1C

Declaration of Intent to Transfer Ordinary Shares

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--|---|----------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| KLEOPATRA FINCO S.À R.L., <i>et al.</i> , ¹ |) | Case No. 25-90642 (CML) |
| Debtors. |) | (Joint Administration Requested) |
| |) | |

**DECLARATION OF INTENT TO
TRANSFER ORDINARY SHARES²**

The undersigned party hereby provides notice of its intention to sell, trade, or otherwise transfer (the “Proposed Transfer”) one or more shares of the existing classes (or series) of ordinary shares or any Beneficial Ownership therein (any such record or Beneficial Ownership of ordinary shares, collectively, the “Ordinary Shares”) of Kleopatra Holdings 2 S.C.A. Kleopatra Holdings 2 S.C.A. is a debtor and debtor in possession in Case No. 25-90642 (CML) pending in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Klockner>. The location of Kleopatra Finco S.à r.l.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg.

² For purposes of this Declaration: (i) a “Substantial Shareholder” is any entity or individual that has Beneficial Ownership of more than: 137,739 shares of Ordinary Shares (representing approximately 4.5 percent of all issued and outstanding shares of Ordinary Shares);; and (ii) “Beneficial Ownership” will be determined in accordance with the applicable rules of sections 382 and 383 of the Internal Revenue Code of 1986, 26 U.S.C. §§ 1–9834 as amended (the “IRC”), and the Treasury Regulations thereunder (other than Treasury Regulations section 1.382-2T(h)(2)(i)(A)), and includes direct, indirect, and constructive ownership (*e.g.*, (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option (as defined herein) to acquire). For the avoidance of doubt, Beneficial Ownership includes direct and indirect interests in Debtor Kleopatra Holdings 2 S.C.A. An “Option” to acquire stock includes all interests described in Treasury Regulations section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

If applicable, on _____, _____, the undersigned party filed a Declaration of Status as a Substantial Shareholder with the Court and served copies thereof as set forth therein.

The undersigned party currently has Beneficial Ownership of _____ shares of Ordinary Shares.

Pursuant to the Proposed Transfer, the undersigned party proposes to sell, trade, or otherwise transfer Beneficial Ownership of _____ shares of Ordinary Shares or an Option with respect to _____ shares of Ordinary Shares. If the Proposed Transfer is permitted to occur, the undersigned party will have Beneficial Ownership of _____ shares of Ordinary Shares.

The last four digits of the taxpayer identification number of the undersigned party are _____.

Pursuant to the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. [●]] (the “Order”), this declaration (this “Declaration”) is being filed with the Court and served upon the Notice Parties (as defined in the Order).

At the election of the undersigned party, the Declaration to be filed with the Court (but not the Declaration that is served upon the Notice Parties) may be redacted to exclude the undersigned party’s taxpayer identification number and the amount of Ordinary Shares that the undersigned party beneficially owns.

Pursuant to the Order, the undersigned party acknowledges that it is prohibited from consummating the Proposed Transfer unless and until the undersigned party complies with the Procedures set forth therein.

The Debtors and the other Notice Parties have twenty (20) calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or any of the other Notice Parties file an objection, such Proposed Transfer will remain ineffective unless such objection is withdrawn or such transaction is approved by a final and non-appealable order of the Court. If the Debtors and the other Notice Parties do not object within such twenty-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

Any further transactions contemplated by the undersigned party that may result in the undersigned party selling, trading, or otherwise transferring Beneficial Ownership of additional shares of Ordinary Shares will each require an additional notice filed with the Court to be served in the same manner as this Declaration.

Pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

Respectfully submitted,

(Name of Declarant)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 2025
_____, _____

(City)

(State)

Exhibit 1D

Declaration of Status as a 50-Percent Shareholder

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--|---|----------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| KLEOPATRA FINCO S.À R.L., <i>et al.</i> , ¹ |) | Case No. 25-90642 (CML) |
| Debtors. |) | (Joint Administration Requested) |
| |) | |

DECLARATION OF STATUS AS A 50-PERCENT SHAREHOLDER

The undersigned party is/has become a 50-Percent Shareholder² with respect to one or more shares of the existing classes (or series) of ordinary shares or any Beneficial Ownership therein (any such record or Beneficial Ownership of Ordinary shares, collectively, the “Ordinary Shares”) of Kleopatra Holdings 2 S.C.A. Kleopatra Holdings 2 S.C.A. is a debtor and debtor in possession in Case No. 25-90642 (CML) pending in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Klockner>. The location of Kleopatra Finco S.à r.l.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg.

² For purposes of this Declaration: (i) a “50-Percent Shareholder” is any person or entity that, at any time since December 31, 2022, has owned Beneficial Ownership of 50 percent or more of the Ordinary Shares (determined in accordance with section 382(g)(4)(D) of the IRC and the applicable Treasury Regulations thereunder); and (ii) “Beneficial Ownership” will be determined in accordance with the applicable rules of sections 382 and 383 of the Internal Revenue Code of 1986, 26 U.S.C. §§ 1–9834 as amended (the “IRC”), and the Treasury Regulations thereunder (other than Treasury Regulations section 1.382-2T(h)(2)(i)(A)) and includes direct, indirect, and constructive ownership (*e.g.*, (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option (as defined herein) to acquire). For the avoidance of doubt, Beneficial Ownership includes direct and indirect interests in Debtor Kleopatra Holdings 2 S.C.A. An “Option” to acquire stock includes all interests described in Treasury Regulations section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

As of _____, _____, the undersigned party currently has Beneficial Ownership of _____ shares of Ordinary Shares. The following table sets forth the date(s) on which the undersigned party acquired Beneficial Ownership of such Ordinary Shares:

| Number of Shares | Date Acquired |
|------------------|---------------|
| | |
| | |
| | |
| | |
| | |

(Attach additional page or pages if necessary)

The last four digits of the taxpayer identification number of the undersigned party are _____.

Pursuant to the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. [●]] (the “Order”), this declaration (this “Declaration”) is being filed with the Court and served upon the Notice Parties (as defined in the Order).

At the election of the undersigned party, the Declaration to be filed with the Court (but not the Declaration that is served upon the Notice Parties) may be redacted to exclude the undersigned party’s taxpayer identification number and the amount of Ordinary Shares that the undersigned party beneficially owns.

Pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

Respectfully submitted,

(Name of Declarant)

By:

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 2025
_____, _____
(City) (State)

Exhibit 1E

Declaration of Intent to Claim a Worthless Stock Deduction

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--|---|----------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| KLEOPATRA FINCO S.À R.L., <i>et al.</i> , ¹ |) | Case No. 25-90642 (CML) |
| Debtors. |) | (Joint Administration Requested) |
| |) | |

DECLARATION OF INTENT TO CLAIM A WORTHLESS STOCK DEDUCTION²

The undersigned party hereby provides notice of its intention to claim a worthless stock deduction (the “Worthless Stock Deduction”) with respect to one or more shares of the existing classes (or series) of ordinary shares or any Beneficial Ownership therein (any such record or Beneficial Ownership of ordinary shares, collectively, the “Ordinary Shares”) of Kleopatra Holdings 2 S.C.A. Kleopatra Holdings 2 S.C.A. is a debtor and debtor in possession in Case No. 25-90642 (CML) pending in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Klockner>. The location of Kleopatra Finco S.à r.l.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg.

² For purposes of this Declaration: (i) a “50-Percent Shareholder” is any person or entity that, at any time since December 31, 2022, has owned Beneficial Ownership of 50 percent or more of the Ordinary Shares (determined in accordance with section 382(g)(4)(D) of the IRC and the applicable Treasury Regulations thereunder); and (ii) “Beneficial Ownership” will be determined in accordance with the applicable rules of sections 382 and 383 of the Internal Revenue Code of 1986, 26 U.S.C. §§ 1–9834 as amended (the “IRC”), and the Treasury Regulations thereunder (other than Treasury Regulations section 1.382-2T(h)(2)(i)(A)) and includes direct, indirect, and constructive ownership (*e.g.*, (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option (as defined herein) to acquire). For the avoidance of doubt, Beneficial Ownership includes direct and indirect interests in Debtor Kleopatra Holdings 2 S.C.A. An “Option” to acquire stock includes all interests described in Treasury Regulations section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

If applicable, on _____, _____, the undersigned party filed a Declaration of Status as a 50-Percent Shareholder with the Court and served copies thereof as set forth therein.

The undersigned party currently has Beneficial Ownership of _____ shares of Ordinary Shares.

Pursuant to the Worthless Stock Deduction, the undersigned party proposes to declare that _____ shares of Ordinary Shares became worthless during the tax year ending _____.

The last four digits of the taxpayer identification number of the undersigned party are _____.

Pursuant to the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. [●]] (the “Order”), this declaration (this “Declaration”) is being filed with the Court and served upon the Notice Parties (as defined in the Order).

At the election of the undersigned party, the Declaration to be filed with the Court (but not the Declaration that is served upon the Notice Parties) may be redacted to exclude the undersigned party’s taxpayer identification number and the amount of Ordinary Shares that the undersigned party beneficially owns.

Pursuant to the Order, the undersigned party acknowledges that the Debtors and the other Notice Parties have twenty (20) calendar days after receipt of this Declaration to object to the Worthless Stock Deduction described herein. If the Debtors or any of the other Notice parties file an objection, such Worthless Stock Deduction will not be effective unless such objection is withdrawn or such action is approved by a final and non-appealable order of the Court. If the

Debtors and the other Notice Parties do not object within such twenty-day period, then after expiration of such period the Worthless Stock Deduction may proceed solely as set forth in this Declaration.

Any further claims of worthlessness contemplated by the undersigned party will each require an additional notice filed with the Court to be served in the same manner as this Declaration and are subject to an additional twenty-day waiting period.

Pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

Respectfully submitted,

(Name of Declarant)

By:

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 2025

_____, _____

(City)

(State)

Exhibit 1F

Notice of Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

| | | |
|--|---|----------------------------------|
| In re: |) | Chapter 11 |
| KLEOPATRA FINCO S.À R.L., <i>et al.</i> , ¹ |) | Case No. 25-90642 (CML) |
| Debtors. |) | (Joint Administration Requested) |

**NOTICE OF ORDER (I) APPROVING
NOTIFICATION AND HEARING PROCEDURES
FOR CERTAIN TRANSFERS OF AND DECLARATIONS
OF WORTHLESSNESS WITH RESPECT TO ORDINARY SHARES,
(II) DIRECTING THAT ANY SUCH TRANSFER OR DECLARATION
OF WORTHLESSNESS IN VIOLATION OF SUCH PROCEDURES BE
NULL AND VOID *AB INITIO*, AND (III) GRANTING RELATED RELIEF**

TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT MAY HOLD BENEFICIAL OWNERSHIP OF THE EXISTING CLASSES OF ORDINARY SHARES (THE “ORDINARY SHARES”) OF KLEOPATRA HOLDINGS 2 S.C.A.:

PLEASE TAKE NOTICE that on November 4, 2025 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed petitions with the United States Bankruptcy Court for the Southern District of Texas (the “Court”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of or from the Debtors’ estates or to exercise control over property of or from the Debtors’ estates.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Klockner>. The location of Kleopatra Finco S.à r.l.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtors filed the Debtors' *Emergency Motion for Entry of an Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. [●]] (the "Motion").

PLEASE TAKE FURTHER NOTICE that on [____], 2025, the Court entered the *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Ordinary Shares, (II) Directing That Any Such Transfer or Declaration of Worthlessness in Violation of Such Procedures Be Null and Void Ab Initio, and (III) Granting Related Relief* [Docket No. [●]] (the "Order") approving procedures for certain transfers and declarations of worthlessness with respect to Ordinary Shares, set forth in **Exhibit 1** attached to the Order (the "Procedures").²

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a Substantial Shareholder may not consummate any purchase, sale, or other transfer of Ordinary Shares, or Beneficial Ownership of Ordinary Shares in violation of the Procedures, and any such transaction in violation of the Procedures shall be null and void *ab initio*.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Procedures shall apply to the holding and transfers of Ordinary Shares, or any Beneficial Ownership therein by a Substantial Shareholder or someone who may become a Substantial Shareholder.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Order or the Motion, as applicable.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a 50-Percent Shareholder may not claim a worthless stock deduction with respect to Ordinary Shares or Beneficial Ownership of Ordinary Shares in violation of the Procedures, and any such deduction in violation of the Procedures shall be null and void *ab initio*, and the 50-Percent Shareholder shall be required to file an amended tax return revoking such proposed deduction.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, upon the request of any person or entity, the proposed notice, claims, and solicitation agent for the Debtors, Stretto, Inc., will provide a copy of the Order and a form of each of the declarations required to be filed by the Procedures in a reasonable period of time. Such declarations are also available via PACER on the Court's website at <https://ecf.txsb.uscourts.gov/> for a fee, or free of charge by accessing the Debtors' restructuring website at: <https://cases.stretto.com/Klockner>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, failure to follow the Procedures set forth in the Order shall constitute a violation of, among other things, the automatic stay provisions of section 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that nothing in the Order shall preclude any person desirous of acquiring any Ordinary Shares from requesting relief from the Order from the Court, subject to the Debtors' and the other Notice Parties' rights to oppose such relief.

PLEASE TAKE FURTHER NOTICE that other than to the extent that the Order expressly conditions or restricts transfers or declarations of worthlessness with respect to Beneficial Ownership of Ordinary Shares, nothing in the Order or in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any holders of Ordinary Shares, including in connection with the treatment of any such stock under any chapter 11 plan or any applicable bankruptcy court order.

PLEASE TAKE FURTHER NOTICE that any prohibited purchase, sale, or other transfer of, or declaration of worthlessness with respect to Ordinary Shares, Beneficial Ownership thereof, or option with respect thereto in violation of the Order is prohibited and shall be null and void *ab initio* and may be subject to additional sanctions as the Court may determine.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in the Order are in addition to the requirements of applicable law and do not excuse compliance therewith.

Dated: [●], 2025
Houston, Texas

/s/DRAFT

PORTER HEDGES LLP

John F. Higgins (TX Bar No. 09597500)
Eric M. English (TX Bar No. 24062714)
M. Shane Johnson (TX Bar No. 24083263)
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*Proposed Co-Counsel for the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (*pro hac vice* pending)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

-and-

Chad J. Husnick, P.C. (*pro hac vice* pending)
John R. Luze, P.C. (*pro hac vice* pending)
Jeffery T. Michalik (*pro hac vice* pending)
David R. Gremling (*pro hac vice* pending)
333 West Wolf Point Plaza
Chicago, Illinois 60654
Telephone: (312) 862-2000
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Email: chad.husnick@kirkland.com
john.luze@kirkland.com
jeff.michalik@kirkland.com
dave.gremling@kirkland.com

*Proposed Co-Counsel for the Debtors
and Debtors in Possession*