

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

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|--|---|--------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| AVAYA INC., <i>et al.</i> , ¹ |) | Case No. 23-90088 (DRJ) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Re: Docket No. 79 |

**NOTICE OF CLARIFICATION TO WITHDRAWAL RIGHTS
REGARDING RIGHTS OFFERING SUBSCRIPTION**

On February 14, 2023 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

On the Petition Date, the Debtors filed the *Debtors’ Emergency Motion for Entry of an Order (I) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (II) Conditionally Approving the Disclosure Statement, (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures, (IV) Approving the Solicitation Procedures, (V) Approving the Combined Notice, (VI) Extending the Time by Which the U.S. Trustee Convenes a Meeting of Creditors and the Debtors File (A) Schedules and SOFAs and (B) Rule 2015.3 Financial Reports, and (VII) Granting Related Relief* [Docket No. 52] (the “Motion”).

On February 15, 2023, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered the *Order (I) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (II) Conditionally Approving the Disclosure Statement, (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures, (IV) Approving the Solicitation Procedures, (V) Approving the Combined Notice, (VI) Extending the Time by Which the U.S. Trustee Convenes a Meeting of Creditors and the Debtors File (A) Schedules and SOFAs and (B) Rule 2015.3 Financial Reports, and (VII) Granting Related Relief* [Docket No. 79] (the “Order”).²

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 <http://www.kccllc.net/avaya>. The location of Debtor Avaya Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 350 Mount Kemble Avenue, Morristown, New Jersey 07960.

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



On March 2, 2023, the Debtors, with the consent of the Required Consenting Stakeholders and Requisite Commitment Parties (as defined in the RO Backstop Agreement), extended the Subscription Expiration Deadline to March 23, 2023 at 5:00 p.m. (prevailing Eastern Time).

Pursuant to the Order, the Court approved, among other things, the RO Procedures and the Subscription Forms. Specifically, the RO Procedures provide that subscribing Noteholders must, among other things, instruct their Nominees to electronically deliver (or cause to be delivered) their Existing IL Notes through ATOP to the appropriate contra CUSIP established by DTC, so that such Existing IL Notes are received by the Subscription Expiration Deadline. The RO Procedures further provide that subject to the terms and conditions of the Plan and the RO Procedures, all subscriptions set forth in each Lender Subscription Form and Noteholder Beneficial Owner Subscription Form are irrevocable and withdrawals will not be permitted.

THE DEBTORS, WITH THE CONSENT OF THE REQUIRED CONSENTING STAKEHOLDERS AND REQUISITE COMMITMENT PARTIES, ARE PROVIDING THIS NOTICE TO CLARIFY THE RO PROCEDURES TO PROVIDE THAT A DELIVERY OF EXISTING 1L NOTES THROUGH ATOP MAY BE WITHDRAWN, SUBJECT TO REVIEW AND APPROVAL BY KURTZMAN CARSON CONSULTANTS LLC (THE “SUBSCRIPTION AGENT”), THROUGH MARCH 21, 2023 AT 5:00 P.M. (PREVAILING EASTERN TIME). IF A NOTEHOLDER BENEFICIAL OWNER SUBSCRIPTION FORM CORRESPONDING TO THE DELIVERY THROUGH ATOP HAS BEEN DELIVERED TO THE SUBSCRIPTION AGENT, THE SUBSCRIPTION AGENT WILL NOT APPROVE A WITHDRAWAL WITHOUT THE CONSENT OF THE REQUIRED CONSENTING STAKEHOLDERS AND REQUISITE COMMITMENT PARTIES.

If you have questions regarding this notice, please contact the Subscription Agent at 877-499-4509 (USA or Canada) or 917-281-4800 (International) or via email at avayaballots@kccllc.com. All documents relating to the Rights Offering are available from the Subscription Agent or are available free of charge from the Debtors’ restructuring website at <http://www.kccllc.net/avaya>.

Houston, Texas
Dated: March 14, 2023

/s/ Matthew D. Cavanaugh

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

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and Debtors in Possession*

Certificate of Service

I certify that on March 14, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh