

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Paul D. Leake
Lisa Laukitis
Shana A. Elberg
Evan A. Hill
One Manhattan West
New York, New York 10001
Telephone: (212) 735-3000
Fax: (212) 735-2000

Counsel to Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

ENDO INTERNATIONAL plc, et al.,

Debtors.¹

Chapter 11

Case No. 22-22549 (JLG)

(Jointly Administered)

COVER LETTER AND RECOMMENDATION OF THE DEBTORS

To: All Holders of Claims in Voting Classes

You are receiving this letter (the “Solicitation Cover Letter”) because you are a holder of a Claim² in one or more of the following Classes (collectively, the “Voting Classes”) as set forth in the *Second Amended Joint Chapter 11 Plan of Reorganization of Endo International plc and its Affiliated Debtors* [Docket No. 3535] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “Plan”):

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

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

Voting Classes	
Class	Claim
3	First Lien Claims
4(A)	Second Lien Deficiency and Unsecured Notes Claims
4(B)	Other General Unsecured Claims
4(C)	Mesh Claims
4(D)	Ranitidine Claims
4(E)	Generics Price Fixing Claims
4(F)	Reverse Payment Claims
5	U.S. Government Claims
6(A)	State Opioid Claims
6(B)	Local Government Opioid Claims
6(C)	Tribal Opioid Claims
7(A)	PI Opioid Claims
7(B)	NAS PI Claims
7(C)	Hospital Opioid Claims
7(D)	TPP Claims
7(E)	IERP II Claims
8	Public School District Claims
9	Canadian Provinces Claims
10	Settling Co-Defendant Claims
11	Other Opioid Claims
12	EFBD Claims

As a member of a Voting Class, you are entitled to vote to accept or reject the Plan, or may abstain from voting on the Plan, and make an election with respect to certain releases contained in Article X of the Plan. ***Therefore, you should read this Solicitation Cover Letter and the enclosed materials carefully and discuss them with your attorney. If you do not have an attorney, you may wish to consult one.***

This Solicitation Cover Letter is part of your Solicitation Package, which was approved by the Bankruptcy Court for distribution to holders of Claims in connection with the solicitation of votes to accept or reject the Plan. You may access the solicitation materials (the “Voting Class Digital Package”) by visiting <https://restructuring.ra.kroll.com/endo/> (the “Case Website”) and clicking “Solicitation Materials” located within the “Quick Links” section of the site’s left-hand navigation panel (the “Solicitation Materials Webpage”). You may also directly access the Solicitation Materials Webpage by **using the QR code on the last page of this Solicitation Letter.**³ Additionally, you may access these materials for a fee via PACER at <https://www.nysb.uscourts.gov/>. Please review these materials carefully and follow the instructions contained therein. The Solicitation Materials Webpage contains the following documents:

- A. The *Order (I) Scheduling a Combined Hearing for Approval of the Disclosure Statement and Confirmation of the Plan; (II) Conditionally*

³ The QR code can be scanned using the camera on any smartphone or tablet capable of accessing the internet and will automatically take you to the Solicitation Materials Webpage.

Approving the Adequacy of the Disclosure Statement; (III) Approving (A) Procedures for Solicitation, (B) Forms of Ballots and Notices, (C) Procedures for Tabulation of Votes, and (D) Procedures for Objections; and (IV) Granting Related Relief [Docket No. 3549] (the “Disclosure Statement Order”), as entered by the Bankruptcy Court;

- B. The Solicitation and Voting Procedures;
- C. The *Disclosure Statement with Respect to the Second Amended Joint Chapter 11 Plan of Reorganization of Endo International plc and its Affiliated Debtors* [Docket No. 3554] (the “Disclosure Statement”), as conditionally approved by the Bankruptcy Court (along with the Plan and other exhibits attached thereto);
- D. The Scheme Circular;
- E. Copies of this Solicitation Cover Letter and the Letters in Support (defined below); and
- F. The notice of the Combined Hearing (defined below).

Endo International plc (“Endo Parent”) intends to pursue a “scheme of arrangement” under Part 9 of the Irish Companies Act 2014 (the “Scheme”) with certain claimants (the “Scheme Creditors”), which will implement certain terms of the Plan in Ireland and affect the rights of Scheme Creditors. The Debtors have prepared a Scheme Circular (the “Scheme Circular”), which has been put before the High Court of Ireland, describing the terms of the Scheme and explaining its effects, including who it applies to, how it interacts with the Plan, and how to vote to approve or reject the Scheme. Votes in respect of the Scheme will be cast at the Scheme Meetings (as defined in the Scheme Circular), which will be held on **March 7, 2024**, as set out in the Scheme Circular and the Notice of the Scheme Meetings (as defined in the Scheme Circular). Copies of the Scheme Circular (with the terms of the Scheme, among other documents, appended thereto) can also be accessed using one of the methods set out above to access copies of relevant materials from the Solicitation Materials Webpage. To the extent necessary, this letter should be considered an advertisement within the meaning of section 452(1)(b) of the Irish Companies Act 2014.

Scheme Creditors are only required to vote once in respect of the Plan and the Scheme. Scheme Creditors may vote on both the Plan and the Scheme by duly completing and submitting the applicable Ballot (or having a Master Ballot submitted on its behalf) in accordance with the Solicitation and Voting Procedures.

Additionally, your Ballot for voting, letters from the Committees recommending acceptance of the Plan (collectively, the “Letters in Support”), if applicable, and any additional documents that the Bankruptcy Court has ordered to be included in hard copy format are enclosed in paper format with your Solicitation Package accompanying this Solicitation Cover Letter. Instructions for requesting paper copies of the digital solicitation materials are included on the last page of this letter.

Please note that the hearing at which the Bankruptcy Court will consider the adequacy of the Disclosure Statement on a final basis and Confirmation of the Plan (the “Combined Hearing”) will commence on **March 19, 2024 at 10:00 a.m. (prevailing Eastern Time)** or such other time that the Bankruptcy Court determines, before the Honorable James L. Garrity, Jr., in the United States Bankruptcy Court for the Southern District of New York, located at One Bowling Green, Courtroom 723, New York, New York 10004.

The deadline for filing objections to the Plan or Disclosure Statement is **February 22, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the “Plan and Disclosure Statement Objection Deadline”). All objections to the relief sought at the Combined Hearing **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Bankruptcy Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Bankruptcy Court and served upon the Objection Notice Parties (defined below) so as to be **actually received** on or before the Plan and Disclosure Statement Objection Deadline.

As set forth in the enclosed Disclosure Statement and accompanying materials, as a result of the Bankruptcy Court-approved Mediation, Endo Parent and its debtor affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”) and/or the Ad Hoc First Lien Group were able to negotiate the Plan Settlements with certain parties in interest in the Chapter 11 Cases. The Plan incorporates the Plan Settlements, which consist of multiple resolutions reached through extensive arm’s length negotiations conducted through months of Mediation and reflect global consensus among nearly all key stakeholders in these Chapter 11 Cases, including the Committees, the FCR, and the Multi-State Endo Executive Committee, among others.

The Debtors are jointly proposing the Plan, which seeks to (i) resolve the extensive litigation facing the Debtors, (ii) implement the Plan Settlements, and (iii) restructure the Debtors’ capital structure in such a way that maximizes recovery to all creditors while ensuring the go-forward business remains a financially strong and competitive enterprise upon emergence. At present, the Debtors believe the Plan is the best option to address the extensive litigation facing the Debtors. The Debtors, therefore, believe that a failure to approve the Plan may cause substantial harm to the Debtors and potentially reduce any recovery you might otherwise receive as a creditor.

The Ad Hoc First Lien Group and the parties to the Plan Settlements support the Plan, and the Debtors strongly recommend that you vote to accept the Plan. The Debtors believe that liquidation under chapter 7 would result in substantially smaller distributions to creditors than those provided for in the Plan, as described in further detail in the Disclosure Statement and the exhibits attached thereto.

The Debtors believe that confirmation and consummation of the Plan is in the best interests of all holders of Claims and Interests and therefore urge that all creditors who are entitled to vote on the Plan do so in favor of the Plan. The Debtors also urge all creditors to review their Ballots carefully regarding the consensual third-party releases contained in

Article X of the Plan. By granting the applicable releases, certain creditors may be entitled to an additional payment. If you are a holder of a Claim in Classes 3, 4(A), 4(E)-(F), 6(B)-(C), 7(C)-(D), or 8-10 and fail to submit a Ballot, however, then you will be deemed to consent to grant the applicable releases in each and every capacity in which you hold a Claim against, or Interest in, any of the Debtors. However, if you are a holder of a Claim in Classes 4(B)-(D), 7(A)-(B), 7(E), 11, or 12 and fail to submit a Ballot, you will be deemed to opt out of the applicable releases unless you affirmatively make the election to opt in to grant the applicable releases. If you are a holder of a Trust Channeled Claim (other than a Canadian Provinces Claim, State Opioid Claim, or Tribal Opioid Claim), by granting the applicable third-party releases, you may be entitled to an additional payment from the Trust in exchange for granting the releases. Please be advised that if you are abstaining from voting on the Plan and you are a holder of a Claim in Classes 3, 4(A), 4(E)-(F), 6(B)-(C), 7(C)-(D), or 8-10, you must affirmatively check the appropriate box in your Ballot to opt out of the releases—if you affirmatively opt out of granting the applicable third-party releases and you hold a Claim in Class 4(A), 4(E)-(F) or 7(C)-(D), you will not receive any additional payments. Please be advised that if you are abstaining from voting on the Plan and you are a holder of a Claim in Classes 4(B)-(D), 7(A)-(B), 7(E), 11, or 12, you will be deemed to opt out of the releases unless you affirmatively check the appropriate box in your Ballot to opt in to the releases—if you do not affirmatively opt in to grant the applicable third-party releases, you will not receive any additional payments.

THE DEBTORS BELIEVE THAT CONFIRMATION AND CONSUMMATION OF THE PLAN IS IN THE BEST INTERESTS OF ALL HOLDERS OF CLAIMS AND INTERESTS AND STRONGLY URGE YOU TO VOTE IN FAVOR OF THE PLAN AND SCHEME, IF APPLICABLE.

YOU MAY DO SO BY TIMELY SUBMITTING A BALLOT INDICATING YOUR ACCEPTANCE OF THE PLAN AND SCHEME, IF APPLICABLE, AND YOUR RELEASE ELECTION, IF APPLICABLE, AS EXPLAINED IN THE VOTING INSTRUCTIONS ACCOMPANYING YOUR BALLOT. THE VOTING DEADLINE IS FEBRUARY 22, 2024, AT 4:00 P.M. (PREVAILING EASTERN TIME).

IF THE DEBTORS' PLAN OF REORGANIZATION IS CONFIRMED BY THE BANKRUPTCY COURT AND THE DEBTORS' SCHEME OF ARRANGEMENT IS SANCTIONED BY THE HIGH COURT OF IRELAND, BOTH WILL BIND HOLDERS OF CLAIMS AND INTERESTS REGARDLESS OF WHETHER THEY HAVE VOTED.

If you have any questions about the materials in the Solicitation Package, please feel free to contact the Solicitation Agent by: (a) calling the Solicitation Agent at (877) 542-1878 (U.S./Canada, toll-free) or +1 (929) 284-1688 (International, toll); (b) visiting the Debtors' Case Website at <https://restructuring.ra.kroll.com/Endo> and contacting the Solicitation Agent via the "Live Chat" feature at the "Info Center" panel of the landing page; (c) contacting the Solicitation Agent by mail at Endo Ballot Processing Center, c/o Kroll Restructuring Administration, LLC, 850 Third Avenue, Suite 412,

Brooklyn, NY 11232; or (d) emailing endoinfo@ra.kroll.com. If you are a holder of a Claim in Classes 4(A)-(F) or 10, you may also contact the Creditors' Committee with any questions at EndoCreditorInfo@kramerlevin.com. If you are a holder of a Claim in Classes 6(B)-(C), 7(A)-(E), 8, 9, or 11, you may also contact the Opioid Claimants' Committee with any questions at EndoCreditorInfo@akingump.com.

ACCESS TO ELECTRONIC MATERIALS

THE DISCLOSURE STATEMENT, PLAN, AND DISCLOSURE STATEMENT ORDER (INCLUDING THE SOLICITATION AND VOTING PROCEDURES AND OTHER EXHIBITS) AND THE SCHEME CIRCULAR MAY BE ACCESSED FREE OF CHARGE AT [HTTPS://RESTRUCTURING.RA.KROLL.COM/ENDO](https://restructuring.ra.kroll.com/endo) BY CLICKING ON THE "SOLICITATION MATERIALS" TAB ON THE HOME PAGE. ADDITIONALLY, YOU MAY ACCESS THE SOLICITATION MATERIALS BY SCANNING THE QR CODE BELOW USING THE CAMERA ON YOUR SMART PHONE, TABLET, OR OTHER DEVICE.



YOU CAN ALSO REQUEST, FREE OF CHARGE, PAPER COPIES OF ANY OF THESE MATERIALS BY CONTACTING THE DEBTORS' SOLICITATION AGENT THROUGH ONE OF THE METHODS PROVIDED ABOVE. AS SOON AS REASONABLY PRACTICABLE AFTER RECEIVING SUCH A REQUEST, THE SOLICITATION AGENT WILL PROVIDE YOU WITH THE DOCUMENTATION YOU REQUESTED.

Dated: January 25, 2024
New York, New York

/s/ Paul D. Leake

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

Paul D. Leake

Lisa Laukitis

Shana A. Elberg

Evan A. Hill

One Manhattan West

New York, New York 10001

Telephone: (212) 735-3000

Fax: (212) 735-2000

*Counsel for the Debtors and Debtors in
Possession*