

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

In re:)	Chapter 11
OneWeb Global Limited, <i>et al.</i>)	Case No. 20-22437 (RDD)
)	(Jointly Administered)
Debtors. ¹)	

**ORDER (I) CONDITIONALLY APPROVING DEBTORS’
DISCLOSURE STATEMENT SUPPLEMENT FOR DISTRIBUTION TO
VOTING CLASSES, (II) AMENDING CERTAIN SOLICITATION AND PLAN
OBJECTION DEADLINES, (III) SCHEDULING HEARING TO APPROVE
DISCLOSURE STATEMENT SUPPLEMENT ON A FINAL BASIS, (IV) APPROVING
THE (A) REVISED HEARING NOTICE, (B) SUPPLEMENTAL
COMMITTEE LETTER, AND (C) CLASS 10 NOTICE AS PART OF THE
SOLICITATION PACKAGE, AND (V) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of OneWeb Global Limited and its above-captioned affiliates, as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order (the “Order”), pursuant to section 105(d)(2)(B)(vi) and 1125 of title 11 of the United States Code §§ 101-1532 (as amended, the “Bankruptcy Code”) and Rules 2002, 3016, 3017, 3018, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) (a) conditionally approving the Disclosure Statement Supplement, including the Supplemental Committee Letter, (b) amending certain solicitation deadlines, (c) scheduling a hearing to consider final approval

¹ The debtors in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), along with the last four digits of each Debtor’s federal tax identification number, if any, are: OneWeb Global Limited (N/A); OneWeb Holdings LLC (5429); OneWeb Communications Limited (9487); WorldVu Satellites Limited (7802); WorldVu Development LLC (9067); WorldVu JV Holdings LLC (N/A); 1021823 B.C. LTD (8609); Network Access Associates Limited (8566); OneWeb Limited (8662) WorldVu South Africa (Pty) Ltd. (1867); OneWeb Chile SpA (2336); WorldVu Australia Pty Ltd. (5436); WorldVu Unipessoal Lda. (2455); OneWeb Norway AS (0209); OneWeb ApS (9191); OneWeb Network Access Holdings Limited (8580); OneWeb G.K. (1396); OneWeb Ltd (8661); WorldVu Mexico S. DE R. L. DE C.V. (1234) (collectively, the “Debtors”). The Debtors’ headquarters is located at 195 Wood Lane, West Works Building, 3rd Floor, London, W12 7FQ, UK.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion, the Disclosure Statement Motion or the Disclosure Statement Order, as applicable.

the adequacy of the Disclosure Statement Supplement and confirmation of the Amended Plan, (d) approving the Revised Hearing Notice and the Class 10 Notice, and (e) granting related relief; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion’s request for the relief granted herein appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary except as set forth herein; and the Court having considered the Disclosure Statement and that certain *Order (I) Approving the Disclosure Statement (II) Solicitation and Notice Materials; (III) Approving Forms of Ballots; (IV) Establishing Procedures for Allowing Certain Claims for Voting Purposes; (VI) Scheduling a Confirmation Hearing; and (VII) Establishing Notice and Objection Procedures* [Docket No. 535] (the “Disclosure Statement Order”); and upon the record of the hearing held by the Court on the Motion on September 23, 2020 and all of the proceedings herein; and there being no objections to the relief granted herein; and, after due deliberation, the Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish good and sufficient cause for the relief granted herein and that such relief is in the best interests of the Debtors’ estates, their creditors and other parties in interest; now, therefore, it is

HEREBY FOUND AND DETERMINED THAT:

- A. The Revised Hearing Notice, substantially in the form attached hereto as **Exhibit A**, is reasonable and appropriate.
- B. The Supplemental Committee Letter, substantially in the form attached hereto as **Exhibit B**, is reasonable and appropriate.

C. The Class 10 Notice, substantially in the form attached hereto as Exhibit C, is reasonable and appropriate.

D. Re-solicitation of acceptances and rejections of the Amended Plan is not required under Bankruptcy Rule 3017.

E. Conditional approval of the Disclosure Statement Supplement, including the Supplemental Committee Letter and the scheduling of a hearing on final approval thereof for the same dated as the Confirmation Hearing as provided herein is warranted.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED to the extent set forth herein.
2. The Disclosure Statement Supplement attached to the Motion as Exhibit 2 is CONDITIONALLY APPROVED as containing “adequate information” within the meaning of section 1125 of the Bankruptcy Code.
3. Pursuant to Bankruptcy Code section 105(d)(2)(B)(vi), the hearing to consider the Debtors’ request for final approval of the Disclosure Statement Supplement, including the Supplemental Committee Letter, under section 1125 of the Bankruptcy Code shall be held before this Court commencing at **10:00 a.m. (prevailing Eastern Time) on October 2, 2020.**
4. Any objections to final approval the Disclosure Statement Supplement must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the Order Establishing Certain Notice and Case Management Procedures [Docket No. 44] (the “Case Management Order”) approved by the Court; (c) be filed electronically with the Court on the docket of In re

OneWeb Global Limited, et al., Case 20-22437 (RDD) by registered users of the Court's electronic filing system and in accordance with the General Order M-399 (which is available on the Court's website at <http://www.nysb.uscourts.gov>); and (d) delivered to the Court's chambers and be served so as to be actually received by **4:00 p.m. (prevailing Eastern Time) on September 30, 2020** (the "Disclosure Statement Supplement Objection Deadline"), by:

- a. co-counsel to the Debtors, Milbank LLP, 55 Hudson Yards, New York, New York 10001, Attn: Lauren C. Doyle and W. Schumacher (ldoyle@milbank.com and wschumacher@milbank.com);
- b. the Office of the U.S. Trustee for the Southern District of New York, 201 Varick Street, Room 1006, New York, New York 10014, Attn: Richard Morrissey (Richard.morrissey@usdoj.gov);
- c. counsel to the Committee, Paul Hastings LLP, 200 Park Avenue, New York, New York 10166, Attn: Luc Despains and Pedro Jimenez (lucdespains@paulhastings.com and pedrojimenez@paulhastings.com);
- d. counsel to GLAS as administrative agent and GLAS as collateral agent under the Senior Note Purchase Agreement, Arnold & Porter Kaye Scholer LLP, 250 W. 55th Street, New York, New York 10019, Attn: Jonathan Levine (jonathan.levine@arnoldporter.com);
- e. counsel to the Plan Sponsor, (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 Attn.: Garrett A. Fail (Garrett.Fail@weil.com) and Gabriel A. Morgan (Gabriel.Morgan@weil.com); and (ii) Cravath, Swaine & Moore LLP, 825 Eighth Avenue, New York, New York 10019, Attn.: Paul H. Zumbro (PZumbro@cravath.com) and George E. Zobitz (JZobitz@cravath.com);
- f. counsel to Softbank Group Corp., Morrison & Foerster LLP, 250 W. 55th Street, New York, New York 10019, Attn: Gary S. Lee and Todd M. Goren (glee@mofo.com and tgoren@mofo.com); and
- g. all other parties entitled to notice pursuant to Bankruptcy Rule 2002.

5. The Voting Deadline and the Opt-Out deadline have been extended to **4:00 p.m. (prevailing Eastern Time) on September 29, 2020**. Such objections must be filed and served as provided in paragraph 4 hereof.

6. The last date for objections to confirmation of the Amended Plan, only to the extent based on the proposed treatment of Classes 1, 4, 5 and 10 therein, is extended to **4:00 p.m. (prevailing Eastern time on September 29, 2020).**

7. The Revised Hearing Notice, substantially in the form attached hereto as Exhibit A, is approved.

8. The Supplemental Committee Letter, substantially in the form attached hereto as Exhibit B, is conditionally approved under section 1125 of the Bankruptcy Code and shall be included as part of the Disclosure Statement Supplement Documents.

9. The Committee is authorized to contact members of Class 4, Class 5 and Class 10 regarding voting on the Amended Plan for the purpose of recommending that such parties vote in favor of the Amended Plan.

10. The Class 10 Notice, substantially in the form attached hereto as Exhibit C, is approved.

11. Prior to mailing the Disclosure Statement Supplement, Revised Hearing Notice, Supplemental Committee Letter and the Class 10 Notice (collectively, the “Disclosure Statement Supplement Documents”) the Debtors may fill in any missing dates and other information, correct any typographical errors and make any such other non-material, non-substantive changes to any such documents the Debtors deem appropriate.

12. The Debtors shall post the Revised Hearing Notice electronically on their solicitation agent website at omniagentsolutions.com/OneWeb.

13. The Debtors are authorized and directed to provide copies of (a) the Disclosure Statement Supplement to all holders of claims in Voting Classes, (b) the Revised Hearing Notice to all Rule 2002 parties, (c) the Supplemental Committee Letter to all members

of claims in Classes 4, 5 and 10, and (d) the Class 10 Notice to all eligible members of Class 10, in each case via first class mail, provided that the Debtors are authorized, but not directed, to provide the Disclosure Statement Supplement Documents in electronic form via email delivery where possible in lieu of providing hard copies via first class mail.

14. Members of Class 10 may submit their Class 4 Ballot contained in the Solicitation Package and the Solicitation Agent will properly tabulate their vote as a Class 10 vote. The Debtors are authorized, but not directed to, provide replacement Ballots to members of Class 10.

15. Notwithstanding anything to the contrary in the Solicitation Procedures and the Disclosure Statement Order, the last properly submitted Ballot received before the Voting Deadline shall be deemed to reflect the holder's intent and superseded any prior Ballot.

16. The Debtors may submit a Voting Report no later than **11:59 p.m. (prevailing Eastern Time) on October 1, 2020.**

17. For addresses where a Disclosure Statement Hearing Notice was distributed and returned by the United States Postal Service as undeliverable, the Debtors are excused from distributing the Disclosure Statement Supplement Documents unless the Debtors are provided with accurate addresses for the relevant persons or entities at least seven (7) calendar days prior to the Voting Deadline.

18. The Debtors do not need to resolicit the Plan or the Disclosure Statement.

19. The Debtors are authorized and empowered to take such steps and expand such funds as are necessary or appropriate to implement the terms of this order.

20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

White Plains, New York
Dated: September 23, 2020

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A to the Proposed Order

Revised Hearing Notice

Dennis F. Dunne, Esq.
Andrew M. Leblanc, Esq.
Tyson M. Lomazow, Esq.
Lauren C. Doyle, Esq.
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55 Hudson Yards
New York, New York 10001
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*Counsel to the Debtors
and Debtors in Possession*

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

In re:)	Chapter 11
OneWeb Global Limited, <i>et al.</i>)	Case No. 20-22437 (RDD)
Debtors. ¹)	(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER THE ADEQUACY
OF THE DISCLOSURE STATEMENT SUPPLEMENT
AND CONFIRMATION OF THE THIRD AMENDED PLAN**

PLEASE TAKE NOTICE THAT on September 1, 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order [Docket No. 535] (the “Disclosure Statement Order”): (i) approving the adequacy of the Disclosure Statement; (ii) approving the solicitation materials and notices relating to the Disclosure Statement and the Plan; (iii) approving the forms of Ballots; (iv) establishing procedures for distributing the Solicitation Packages, voting on the Plan and tabulating votes; (v) scheduling a hearing regarding confirmation of the Plan; and (vi) establishing notice and objection procedures with respect to the confirmation of the Plan.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: OneWeb Global Limited (N/A); OneWeb Holdings LLC (5429); OneWeb Communications Limited (9487); WorldVu Satellites Limited (7802); WorldVu Development LLC (9067); WorldVu JV Holdings LLC (N/A); 1021823 B.C. LTD (8609); Network Access Associates Limited (8566); OneWeb Limited (8662); WorldVu South Africa (Pty) Ltd. (1867); OneWeb Chile SpA (2336); WorldVu Australia Pty Ltd. (5436); WorldVu Unipessoal Lda. (2455); OneWeb Norway AS (0209); OneWeb ApS (9191); OneWeb Network Access Holdings Limited (8580); OneWeb G.K. (1396); OneWeb Ltd (8661); WorldVu Mexico S. DE R. L. DE C.V. (1234). The Debtors’ headquarters is located at 195 Wood Lane, West Works Building, 3rd Floor, London, W12 7FQ, UK.

PLEASE TAKE NOTICE THAT on September [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Supplement Order”): (i) conditionally approving the adequacy of the Disclosure Statement Supplement for distribution to Voting Classes; (ii) amending certain solicitation deadlines; (iii) scheduling a hearing to consider final approval the adequacy of the Disclosure Statement Supplement and confirmation of the Plan; (iv) approving the (a) Revised Hearing Notice, (b) Supplemental Committee Letter, and (c) Class 10 Notice as part of the Debtors’ Solicitation Packages; and (v) granting related relief.

PLEASE TAKE FURTHER NOTICE THAT the deadline for voting on the Plan has been extended and is set as September 29, 2020, at 4:00 p.m. prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so as to actually be received by the Debtors’ solicitation agent, Omni Agent Solutions (the “Solicitation Agent”) on or before the Voting Deadline.

PLEASE TAKE FURTHER NOTICE THAT ALL PERSONS ENTITLED TO VOTE ARE ENTITLED TO SUBMIT A VOTE PRIOR TO THE VOTING DEADLINE AND MAY ELECT TO AMEND A PREVIOUSLY SUBMITTED BALLOT BY SUBMITTING A TIMELY BALLOT PRIOR TO THE VOTING DEADLINE. ALREADY SUBMITTED ELECTRONIC BALLOTS MAY BE AMENDED BY FOLLOWING THE ELECTRONIC BALLOT SUBMISSION PROCEDURES AND USING THE UNIQUE E-BALLOT ID ASSOCIATED WITH SUCH ELECTRONIC BALLOT TO RESUBMIT SUCH BALLOT. ALREADY SUBMITTED PHYSICAL BALLOTS MAY BE AMENDED BY FOLLOWING THE PHYSICAL BALLOT SUBMISSION PROCEDURES TO RESUBMIT SUCH BALLOT. THE LAST PROPERLY SUBMITTED BALLOT RECEIVED PRIOR TO THE VOTING DEADLINE SHALL BE DEEMED TO REFLECT THE HOLDER’S INTENT AND SUPERSEDE ANY PRIOR BALLOT.

PLEASE TAKE FURTHER NOTICE that individuals needing physical replacement Ballots or having any questions regarding the submission of a physical Ballot or electronic Ballot or amendment of an already submitted physical Ballot or an electronically submitted Ballot, including regarding your unique E-Ballot ID, should immediately call or email the Debtors’ Solicitation Agent at (866) 680-8121 or OneWebBallots@OmniAgnt.com.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider final approval of the adequacy of the Disclosure Statement Supplement and confirmation of the Plan (the “Confirmation Hearing”) will commence on October 2, 2020, at 2:00 p.m. prevailing Eastern Time before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.

PLEASE TAKE FURTHER NOTICE THAT the Confirmation Hearing may be continued from time to time without further notice other than by such adjournment being announced in open Court or by a notice filed on the Court's docket and served on all parties entitled to the notice.

PLEASE TAKE FURTHER NOTICE THAT the Plan may be modified pursuant to section 1127 of the Bankruptcy Code, before, during or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **September 25, 2020 at 4:00 p.m.** prevailing Eastern Time (the "**Plan Objection Deadline**"), and that the Plan Objection Deadline is extended solely with respect to objections to Confirmation of the Plan regarding the amended treatment set forth in the Plan for Classes 1, 4, 5 and 10 to **September 29, 2020 at 4:00 p.m.** All objections to the relief sought regarding the Plan at the Confirmation Hearing must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court and shall be filed with the Bankruptcy Court electronically in accordance with the Bankruptcy Court's *Order Implementing Certain Notice and Case Management Procedures* entered on April 2, 2020 [Docket No. 44] (the "**Case Management Order**"), delivered to the Court's chambers, and served upon the following parties **so as to be actually received on or before the Plan Objection Deadline by:**

- (a) co-counsel to the Debtors, Milbank LLP, 55 Hudson Yards, New York, New York 10001, Attn: Lauren C. Doyle and W. Schumacher (ldoyle@milbank.com and wschumacher@milbank.com);
- (b) the Office of the U.S. Trustee for the Southern District of New York, 201 Varick Street, Room 1006, New York, New York 10014, Attn: Richard Morrissey (Richard.morrissey@usdoj.gov);
- (c) counsel to the Committee, Paul Hastings LLP, 200 Park Avenue, New York, New York 10166, Attn: Luc Despins and Pedro Jimenez (lucdespins@paulhastings.com and pedrojimenez@paulhastings.com);
- (d) counsel to GLAS as administrative agent and GLAS as collateral agent under the Senior Note Purchase Agreement, Arnold & Porter Kaye Scholer LLP, 250 W. 55th Street, New York, New York 10019, Attn: Jonathan Levine (jonathan.levine@arnoldporter.com);
- (e) counsel to the Plan Sponsor, (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 Attn.: Garrett A. Fail (Garrett.Fail@weil.com) and Gabriel A. Morgan (Gabriel.Morgan@weil.com); and (ii) Cravath, Swaine & Moore LLP, 825 Eighth Avenue, New York, New York 10019, Attn.: Paul H. Zumbro (PZumbro@cravath.com) and George E. Zobitz (JZobitz@cravath.com);
- (f) counsel to Softbank Group Corp., Morrison & Foerster LLP, 250 W. 55th Street, New York, New York 10019, Attn: Gary S. Lee and Todd M. Goren (glee@mof.com and tgoren@mof.com); and

(g) all other parties entitled to notice pursuant to Bankruptcy Rule 2002 (collectively, the “Objection Notice Parties”).

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Disclosure Statement Supplement is **September 30, 2020 at 4:00 p.m.** prevailing Eastern Time (the “Disclosure Statement Supplement Objection Deadline”). All objections to the relief sought regarding the Disclosure Statement Supplement at the Confirmation Hearing must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court and shall be filed with the Bankruptcy Court electronically in accordance with the Bankruptcy Court’s *Order Implementing Certain Notice and Case Management Procedures* entered on April 2, 2020 [Docket No. 44] (the “Case Management Order”) and served upon the Objection Notice Parties **so as to be actually received by the Objection Notice Parties on or before the Disclosure Statement Supplement Objection Deadline.**

PLEASE TAKE FURTHER NOTICE THAT the date for determining which holders of Claims are entitled to vote on the Plan is August 24, 2020 (the “Voting Record Date”).

PLEASE TAKE FURTHER NOTICE THAT holders of Claims entitled to vote on the Plan should have received (i) copies of the Disclosure Statement Order, the Disclosure Statement, the Disclosure Statement Supplement, the Plan, and certain exhibits thereto, (ii) this notice, (iii) a Ballot, together with a pre-addressed postage pre-paid envelope to be used by them in voting to accept or to reject the Plan, (iv) the Supplemental Committee Letter recommending that you accept the Plan, and (v) an Opt-Out Form. Failure to follow the instructions set forth on the Ballot may disqualify that Ballot and the vote represented thereby.

PLEASE TAKE FURTHER NOTICE THAT all Opt-Out Forms must be completed with all of the required information on the Opt-Out Form and executed and returned according to and as set forth in detail in the Opt-Out Form instructions **so that they are actually received by the Solicitation Agent on or before the Voting Deadline.**

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, Disclosure Statement Supplement or any other solicitation materials (except for Ballots) are available free of charge on the Debtors’ case information website (<http://www.omniagentsolutions.com/onewebglobal>) or by contacting the Debtors’ Solicitation Agent at (866) 680-8121 or by writing the Solicitation Agent, Attn: OneWeb Global Limited, et al. Ballot Processing, c/o Omni Agent Solutions, 5955 De Soto Ave., Suite 100, Woodland Hills, CA 91367. Please be advised that the Solicitation Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT holders of (i) Unimpaired Claims and Interests and (ii) Claims or Interests that will receive no distribution under the Plan are not entitled to vote on the Plan and, therefore, received (x) a notice of non-voting status rather than a Ballot, and (y) an Opt-Out Form. If you have not received a Ballot (or you have received a Ballot in an amount you believe to be incorrect) but believe that you should be entitled to vote on the Plan (or vote in an amount different than the amount listed on your Ballot), then you must

serve on the Debtors and file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a “Rule 3018(a) Motion”) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan on or before the later of (i) September 25, 2020, and (ii) the fourteenth (14th) day after the date of service of an objection, if any, to such Claim in accordance with the solicitation procedures, but in no event later than the Voting Deadline. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes after notice and a hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above may not be considered.

PLEASE TAKE FURTHER NOTICE THAT Section XI of the Plan contains the following Release, Exculpation, and Injunction provisions. You are advised and encouraged to carefully review and consider the plan, including the release, exculpation and injunction provisions, as your rights might be affected.

A. Exculpation

EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, NO EXCULPATED PARTY SHALL HAVE OR INCUR, AND EACH EXCULPATED PARTY IS RELEASED AND EXCULPATED FROM, ANY LIABILITY FOR ANY ACT OR OMISSION IN CONNECTION WITH, RELATING TO OR ARISING OUT OF THE DEBTORS’ CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT ORDER, THE DISCLOSURE STATEMENT, THE PLAN, THE DIP FACILITY, THE DIP AGREEMENT, THE DIP AMENDMENT, THE DIP ORDER, THE DIP AMENDMENT ORDERS, THE TRANSACTION OR ANY TRANSACTION, CONTRACT, INSTRUMENT, RELEASE OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE FOREGOING, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OF SECURITIES PURSUANT TO THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, EXCEPT FOR CLAIMS RELATED TO ANY ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED ACTUAL FRAUD, GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; IN ALL RESPECTS THE EXCULPATED PARTIES SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND RESPONSIBILITIES. THE EXCULPATED PARTIES HAVE, AND UPON COMPLETION OF THE PLAN SHALL BE DEEMED TO HAVE, PARTICIPATED IN THE SOLICITATION OF VOTES AND DISTRIBUTIONS PURSUANT TO THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH APPLICABLE LAWS AND, THEREFORE, ARE NOT, AND ON ACCOUNT OF SUCH ACTIONS SHALL NOT BE, LIABLE AT ANY TIME FOR THE VIOLATION OF ANY APPLICABLE LAW, RULE, OR REGULATION GOVERNING THE SOLICITATION OF ACCEPTANCES OR REJECTIONS OF THE PLAN OR DISTRIBUTIONS MADE PURSUANT TO THE PLAN.

NOTWITHSTANDING THE FOREGOING, SOLELY WITH RESPECT TO EXCULPATED PARTIES THAT ARE NOT (A) FIDUCIARY EXCULPATED PARTIES OR (B) THE PLAN SPONSOR AND ITS REPRESENTATIVES, THIS SECTION XI.D. WILL BIND ONLY ENTITIES THAT ARE RELEASING PARTIES. FOR THE AVOIDANCE OF DOUBT, THIS PARAGRAPH IS NOT INTENDED TO, AND SHALL NOT, IMPAIR OR OTHERWISE LIMIT (I) ANY EXCULPATION RIGHTS OF ANY PERSONS THAT ARE PROVIDED FOR UNDER ANY AGREEMENTS TO WHICH SUCH PERSONS ARE PARTIES OR BENEFICIARIES OR (II) THIS SECTION XI.D. OR ANY OTHER EXCULPATION RIGHTS (INCLUDING UNDER 11 U.S.C. § 1125(E)) AS APPLIED TO (A) FIDUCIARY EXCULPATED PARTIES OR (B) THE PLAN SPONSOR AND ITS REPRESENTATIVES.

B. Releases

1. Releases by the Debtors

PURSUANT TO SECTION 1123(B) OF THE BANKRUPTCY CODE, FOR GOOD AND VALUABLE CONSIDERATION AND FOR THE CONCESSIONS MADE AS SET FORTH IN THIS PLAN AND THE OTHER CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS, OR DOCUMENTS TO BE ENTERED INTO OR DELIVERED IN CONNECTION WITH THIS PLAN, AND THE SERVICE OF THE RELEASED PARTIES IN FACILITATING THE EXPEDITIOUS REORGANIZATION OF THE DEBTORS AND THE IMPLEMENTATION OF THE RESTRUCTURING CONTEMPLATED BY THE PLAN, ON AND AFTER THE EFFECTIVE DATE, EACH RELEASED PARTY IS DEEMED RELEASED AND DISCHARGED BY THE DEBTORS, THEIR ESTATES, THE REORGANIZED DEBTORS, THE LIQUIDATING DEBTORS AND ANY OTHER PERSON OR ENTITY SEEKING TO EXERCISE THE RIGHTS OF THE ESTATES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, RIGHTS, LIENS, LOSSES, REMEDIES, CONTRIBUTIONS, INDEMNITIES, COSTS, CAUSES OF ACTION OR LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS OR CAUSES OF ACTION, THAT THE DEBTORS, THEIR ESTATES, THE REORGANIZED DEBTORS OR THE LIQUIDATING DEBTORS WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN THEIR OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF THE HOLDER OF ANY CLAIM OR INTEREST OR ANOTHER ENTITY, WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR ARISING, IN LAW, EQUITY, CONTRACT, TORT, OR OTHERWISE, BY STATUTE, VIOLATIONS OF FEDERAL, STATE, PROVINCIAL, FOREIGN, OR TERRITORIAL SECURITIES LAWS, OR OTHERWISE THAT THE DEBTORS, THE REORGANIZED DEBTORS, THE LIQUIDATING DEBTORS OR THE ESTATES WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN THEIR OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF THE HOLDER OF A CLAIM OR INTEREST OR OTHER PERSON OR ENTITY, BASED ON, RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' IN- OR OUT-OF-COURT RESTRUCTURING EFFORTS,

INTERCOMPANY TRANSACTIONS, THE DEBTORS' CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT ORDER, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE DIP ORDER, THE DIP AMENDMENT ORDERS, THE PLAN, THE SECURED NOTE PURCHASE AGREEMENT, THE TRANSACTION AND ANY CONTRACT, INSTRUMENT, RELEASE, OR ANOTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE FOREGOING, AND ANY EXHIBITS OR DOCUMENTS RELATED THERETO, THE FILING OF THESE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, INCLUDING THE SOLICITATION OF VOTES WITH RESPECT TO THE PLAN, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE PURCHASE, SALE, ISSUANCE, DISTRIBUTION, OR CANCELLATION OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTIONS UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE. FOR THE AVOIDANCE OF DOUBT, NO RELEASE IN SECTION XI.E.1 OR SECTION XI.E.2 SHALL BE GIVEN FOR: (I) THE DEBTORS' COUNTERCLAIMS, SETOFFS, OR DEFENSES TO CLAIMS OR (II) ANY OBLIGATIONS OF ANY NON-DEBTOR COUNTERPARTY UNDER ASSUMED CONTRACTS.

2. Releases by Holders of Claims

AS OF THE EFFECTIVE DATE, EACH RELEASING PARTY IS DEEMED TO HAVE RELEASED AND DISCHARGED EACH DEBTOR, EACH LIQUIDATING DEBTOR, EACH REORGANIZED DEBTOR, AND EACH RELEASED PARTY FROM ANY AND ALL CAUSES OF ACTION, WHETHER KNOWN OR UNKNOWN THAT SUCH ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT (WHETHER INDIVIDUALLY OR COLLECTIVELY, INCLUDING ANY DERIVATIVE CLAIMS), BASED ON OR RELATING TO OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' IN- OR OUT-OF-COURT RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE DEBTORS' CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT ORDER, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE DIP ORDER, THE DIP AMENDMENT ORDERS, THE PLAN, THE SECURED NOTE PURCHASE AGREEMENT, THE TRANSACTION AND ANY CONTRACT, INSTRUMENT, RELEASE, OR ANOTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE FOREGOING, AND ANY EXHIBITS OR DOCUMENTS RELATED THERETO, THE FILING OF THESE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, INCLUDING THE SOLICITATION OF VOTES WITH RESPECT TO THE PLAN, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE PURCHASE, SALE, ISSUANCE, DISTRIBUTION, OR CANCELLATION OR RESCISSION OF THE

PURCHASE OR SALE OF ANY SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTIONS UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE.

FOR THE AVOIDANCE OF DOUBT, THE ONLY PARTIES THAT ARE BOUND BY THE RELEASE SET FORTH IN SECTION XI.E.2 ARE: (A) THE RELEASED PARTIES; (B) PARTIES WHO VOTE IN FAVOR OF THE PLAN AND DO NOT OPT OUT OF THE RELEASE PROVIDED IN SECTION XI.E.2 OF THE PLAN IN A TIMELY AND PROPERLY SUBMITTED BALLOT; (C) PARTIES WHO ARE ENTITLED TO VOTE BUT DO NOT VOTE AND DO NOT OPT OUT OF THE RELEASE PROVIDED IN SECTION XI.E.2 OF THE PLAN IN A TIMELY AND PROPERLY SUBMITTED BALLOT; AND (D) PARTIES WHO ARE DEEMED TO ACCEPT THE PLAN AND DO NOT OPT OUT OF THE RELEASE PROVIDED IN SECTION XI.E.2 OF THE PLAN BY SUBMITTING A DULY COMPLETED OPT-OUT FORM.

NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE RELEASES SET FORTH ABOVE DO NOT RELEASE ANY INDIVIDUAL FROM ANY CLAIM OR CAUSES OF ACTION RELATED TO AN ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER BY A COURT OF COMPETENT JURISDICTION TO HAVE CONSTITUTED ACTUAL FRAUD, WILLFUL MISCONDUCT, OR GROSS NEGLIGENCE.

C. Injunction

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, ALL ENTITIES WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS OR CAUSES OF ACTION THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION UNDER THE PLAN ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS AGAINST, AS APPLICABLE, THE DEBTORS, THE REORGANIZED DEBTORS, THE LIQUIDATING DEBTORS, THE EXCULPATED PARTIES, OR THE RELEASED PARTIES: (A) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH ANY SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION; (B) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING ANY JUDGMENT, AWARD, DECREE, OR ORDER AGAINST SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH ANY SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION; (C) CREATING, PERFECTING, OR ENFORCING AN ENCUMBRANCE OF ANY KIND AGAINST SUCH ENTITIES OR THEIR PROPERTIES ON ACCOUNT OF OR IN CONNECTION WITH SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION; (D) ASSERTING ANY RIGHT OF SETOFF, SUBROGATION, OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM SUCH ENTITIES OR AGAINST THE PROPERTY OF SUCH ENTITIES ON ACCOUNT OF

OR IN CONNECTION WITH SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF, NOTWITHSTANDING AN INDICATION IN ANY PROOF OF CLAIM OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS, OR INTENDS TO PRESERVE THE RIGHT OF SETOFF PURSUANT TO APPLICABLE LAW OR OTHERWISE; AND (E) COMMENCING OR CONTINUING ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION.

NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE INJUNCTION SET FORTH ABOVE SHALL NOT ENJOIN THE PLAN SPONSOR FROM EXERCISING ANY OF ITS RIGHTS UNDER THE PLAN SUPPORT AGREEMENT PRIOR TO THE EFFECTIVE DATE.

Dated: [●], 2020
New York, New York

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EXHIBIT B to the Proposed Order

Class 10 Notice

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

In re:)	Chapter 11
OneWeb Global Limited, <i>et al.</i>)	Case No. 20-22437 (RDD)
Debtors. ¹)	(Jointly Administered)

**NOTICE OF CLASS 10 VOTING STATUS FOR
CERTAIN PREVIOUS MEMBERS OF CLASS 4**

PLEASE TAKE NOTICE THAT on September 1, 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order [Docket No. 535] (the “Disclosure Statement Order”): (i) approving the adequacy of the Disclosure Statement; (ii) approving the solicitation materials and notices relating to the Disclosure Statement and the Plan; (iii) approving the forms of Ballots; (iv) establishing procedures for distributing the Solicitation Packages, voting on the Plan and tabulating votes; (v) scheduling a hearing regarding confirmation of the Plan; and (vi) establishing notice and objection procedures with respect to the confirmation of the Plan.

PLEASE TAKE NOTICE THAT on September [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Supplement Order”): (i) conditionally approving the adequacy of the Disclosure Statement Supplement for distribution to Voting Classes; (ii) amending certain solicitation deadlines; (iii) scheduling a Confirmation Hearing to consider final approval the adequacy of the Disclosure Statement Supplement and confirmation of the Plan; (iv) approving the (a) Revised Hearing Notice; (b) Supplemental Committee Letter; and (c) Class 10 Notice as part of the Debtors’ Solicitation Packages, and (v) granting related relief.

PLEASE TAKE FURTHER NOTICE THAT a solicitation package was distributed containing (i) the Cover Letter describing (a) the contents of the Solicitation Package, (b) information about how to obtain access, free of charge, to the Plan, the Disclosure Statement and the Disclosure Statement Order, and (c) information about how to obtain, free of charge, paper copies of any of the documents included in the Solicitation Package; (ii) the Confirmation Hearing Notice; (iii) the Disclosure Statement Order (excluding the exhibits thereto), and (iv) a Ballot, instructions on how to complete the Ballot and a pre-paid, pre-addressed return envelope.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: OneWeb Global Limited (N/A); OneWeb Holdings LLC (5429); OneWeb Communications Limited (9487); WorldVu Satellites Limited (7802); WorldVu Development LLC (9067); WorldVu JV Holdings LLC (N/A); 1021823 B.C. LTD (8609); Network Access Associates Limited (8566); OneWeb Limited (8662); WorldVu South Africa (Pty) Ltd. (1867); OneWeb Chile SpA (2336); WorldVu Australia Pty Ltd. (5436); WorldVu Unipessoal Lda. (2455); OneWeb Norway AS (0209); OneWeb ApS (9191); OneWeb Network Access Holdings Limited (8580); OneWeb G.K. (1396); OneWeb Ltd (8661); WorldVu Mexico S. DE R. L. DE C.V. (1234). The Debtors’ headquarters is located at 195 Wood Lane, West Works Building, 3rd Floor, London, W12 7FQ, UK.

PLEASE TAKE FURTHER NOTICE that, with this notice, you also should have received the Disclosure Statement Supplement, the Supplemental Committee Letter recommending you vote in favor of the Plan, and a notice of a hearing on the Debtors' request for final approval of the Disclosure Statement Supplement and Confirmation of the Debtors' Plan, which contains instructions on how to submit an amended Ballot if you have already submitted a physical Ballot or electronic Ballot.

PLEASE TAKE FURTHER NOTICE that, if you are receiving this notice, your claim, which was previously classified as a Class 4 General Unsecured Claim has been reclassified as an eligible Class 10 Convenience Claim in connection with the Global Settlement and Plan.

PLEASE TAKE FURTHER NOTICE that as a holder of a Class 10 Claim, your claim will be satisfied in full (without postpetition interest). However, please note that the Plan Administrator will ultimately determine whether your claim satisfies the requirements to receive treatment under Class 10.

PLEASE TAKE FURTHER NOTICE, to receive a distribution on an Allowed Class 10 Claim, the holder of such Claim will need to execute a release as described in section II.B.10.b of the Plan.

PLEASE TAKE FURTHER NOTICE that you may submit your Class 4 Ballot contained in the Solicitation Package and the Solicitation Agent will properly tabulate your vote as a Class 10 vote. You may request a replacement Ballot, if necessary, or obtain instructions on modifying such Ballots or electronic Ballots by contacting the Debtors' solicitation agent at (866) 680-8121 or by email at OneWebBallots@OmniAgnt.com.

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, Disclosure Statement Supplement or any other solicitation materials (except for Ballots) are available free of charge on the Debtors' case information website (<http://www.omniagentsolutions.com/onewebglobal>) or by contacting the Debtors' Solicitation Agent (866) 680-8121 or by writing the Solicitation Agent, Attn: OneWeb Global Limited, et al. Ballot Processing, c/o Omni Agent Solutions, 5955 De Soto Ave., Suite 100, Woodland Hills, CA 91367. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT Section XI of the Plan contains the following Release, Exculpation, and Injunction provisions. You are advised and encouraged to carefully review and consider the plan, including the release, exculpation and injunction provisions, as your rights might be affected.

A. Exculpation

EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, NO EXCULPATED PARTY SHALL HAVE OR INCUR, AND EACH EXCULPATED PARTY IS RELEASED AND EXCULPATED FROM, ANY LIABILITY FOR ANY ACT OR OMISSION IN CONNECTION WITH, RELATING TO OR ARISING OUT OF THE DEBTORS' CHAPTER 11 CASES, THE FORMULATION, PREPARATION,

DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT ORDER, THE DISCLOSURE STATEMENT, THE PLAN, THE DIP FACILITY, THE DIP AGREEMENT, THE DIP AMENDMENT, THE DIP ORDER, THE DIP AMENDMENT ORDERS, THE TRANSACTION OR ANY TRANSACTION, CONTRACT, INSTRUMENT, RELEASE OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE FOREGOING, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OF SECURITIES PURSUANT TO THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, EXCEPT FOR CLAIMS RELATED TO ANY ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED ACTUAL FRAUD, GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; IN ALL RESPECTS THE EXCULPATED PARTIES SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND RESPONSIBILITIES. THE EXCULPATED PARTIES HAVE, AND UPON COMPLETION OF THE PLAN SHALL BE DEEMED TO HAVE, PARTICIPATED IN THE SOLICITATION OF VOTES AND DISTRIBUTIONS PURSUANT TO THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH APPLICABLE LAWS AND, THEREFORE, ARE NOT, AND ON ACCOUNT OF SUCH ACTIONS SHALL NOT BE, LIABLE AT ANY TIME FOR THE VIOLATION OF ANY APPLICABLE LAW, RULE, OR REGULATION GOVERNING THE SOLICITATION OF ACCEPTANCES OR REJECTIONS OF THE PLAN OR DISTRIBUTIONS MADE PURSUANT TO THE PLAN.

NOTWITHSTANDING THE FOREGOING, SOLELY WITH RESPECT TO EXCULPATED PARTIES THAT ARE NOT (A) FIDUCIARY EXCULPATED PARTIES OR (B) THE PLAN SPONSOR AND ITS REPRESENTATIVES, THIS SECTION XI.D. WILL BIND ONLY ENTITIES THAT ARE RELEASING PARTIES. FOR THE AVOIDANCE OF DOUBT, THIS PARAGRAPH IS NOT INTENDED TO, AND SHALL NOT, IMPAIR OR OTHERWISE LIMIT (I) ANY EXCULPATION RIGHTS OF ANY PERSONS THAT ARE PROVIDED FOR UNDER ANY AGREEMENTS TO WHICH SUCH PERSONS ARE PARTIES OR BENEFICIARIES OR (II) THIS SECTION XI.D. OR ANY OTHER EXCULPATION RIGHTS (INCLUDING UNDER 11 U.S.C. § 1125(E)) AS APPLIED TO (A) FIDUCIARY EXCULPATED PARTIES OR (B) THE PLAN SPONSOR AND ITS REPRESENTATIVES.

B. Releases

1. Releases by the Debtors

PURSUANT TO SECTION 1123(B) OF THE BANKRUPTCY CODE, FOR GOOD AND VALUABLE CONSIDERATION AND FOR THE CONCESSIONS MADE AS SET FORTH IN THIS PLAN AND THE OTHER CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS, OR DOCUMENTS TO BE ENTERED INTO OR DELIVERED IN CONNECTION WITH THIS PLAN, AND THE SERVICE OF THE

RELEASED PARTIES IN FACILITATING THE EXPEDITIOUS REORGANIZATION OF THE DEBTORS AND THE IMPLEMENTATION OF THE RESTRUCTURING CONTEMPLATED BY THE PLAN, ON AND AFTER THE EFFECTIVE DATE, EACH RELEASED PARTY IS DEEMED RELEASED AND DISCHARGED BY THE DEBTORS, THEIR ESTATES, THE REORGANIZED DEBTORS, THE LIQUIDATING DEBTORS AND ANY OTHER PERSON OR ENTITY SEEKING TO EXERCISE THE RIGHTS OF THE ESTATES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, RIGHTS, LIENS, LOSSES, REMEDIES, CONTRIBUTIONS, INDEMNITIES, COSTS, CAUSES OF ACTION OR LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS OR CAUSES OF ACTION, THAT THE DEBTORS, THEIR ESTATES, THE REORGANIZED DEBTORS OR THE LIQUIDATING DEBTORS WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN THEIR OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF THE HOLDER OF ANY CLAIM OR INTEREST OR ANOTHER ENTITY, WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR ARISING, IN LAW, EQUITY, CONTRACT, TORT, OR OTHERWISE, BY STATUTE, VIOLATIONS OF FEDERAL, STATE, PROVINCIAL, FOREIGN, OR TERRITORIAL SECURITIES LAWS, OR OTHERWISE THAT THE DEBTORS, THE REORGANIZED DEBTORS, THE LIQUIDATING DEBTORS OR THE ESTATES WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN THEIR OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF THE HOLDER OF A CLAIM OR INTEREST OR OTHER PERSON OR ENTITY, BASED ON, RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' IN- OR OUT-OF-COURT RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE DEBTORS' CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT ORDER, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE DIP ORDER, THE DIP AMENDMENT ORDERS, THE PLAN, THE SECURED NOTE PURCHASE AGREEMENT, THE TRANSACTION AND ANY CONTRACT, INSTRUMENT, RELEASE, OR ANOTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE FOREGOING, AND ANY EXHIBITS OR DOCUMENTS RELATED THERETO, THE FILING OF THESE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, INCLUDING THE SOLICITATION OF VOTES WITH RESPECT TO THE PLAN, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE PURCHASE, SALE, ISSUANCE, DISTRIBUTION, OR CANCELLATION OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTIONS UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE. FOR THE AVOIDANCE OF DOUBT, NO RELEASE IN SECTION XI.E.1 OR SECTION XI.E.2 SHALL BE GIVEN FOR: (I) THE DEBTORS' COUNTERCLAIMS, SETOFFS, OR DEFENSES TO

CLAIMS OR (II) ANY OBLIGATIONS OF ANY NON-DEBTOR COUNTERPARTY UNDER ASSUMED CONTRACTS.

2. Releases by Holders of Claims

AS OF THE EFFECTIVE DATE, EACH RELEASING PARTY IS DEEMED TO HAVE RELEASED AND DISCHARGED EACH DEBTOR, EACH LIQUIDATING DEBTOR, EACH REORGANIZED DEBTOR, AND EACH RELEASED PARTY FROM ANY AND ALL CAUSES OF ACTION, WHETHER KNOWN OR UNKNOWN THAT SUCH ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT (WHETHER INDIVIDUALLY OR COLLECTIVELY, INCLUDING ANY DERIVATIVE CLAIMS), BASED ON OR RELATING TO OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' IN- OR OUT-OF-COURT RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE DEBTORS' CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT ORDER, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE DIP ORDER, THE DIP AMENDMENT ORDERS, THE PLAN, THE SECURED NOTE PURCHASE AGREEMENT, THE TRANSACTION AND ANY CONTRACT, INSTRUMENT, RELEASE, OR ANOTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE FOREGOING, AND ANY EXHIBITS OR DOCUMENTS RELATED THERETO, THE FILING OF THESE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, INCLUDING THE SOLICITATION OF VOTES WITH RESPECT TO THE PLAN, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE PURCHASE, SALE, ISSUANCE, DISTRIBUTION, OR CANCELLATION OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTIONS UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE.

FOR THE AVOIDANCE OF DOUBT, THE ONLY PARTIES THAT ARE BOUND BY THE RELEASE SET FORTH IN SECTION XI.E.2 ARE: (A) THE RELEASED PARTIES; (B) PARTIES WHO VOTE IN FAVOR OF THE PLAN AND DO NOT OPT OUT OF THE RELEASE PROVIDED IN SECTION XI.E.2 OF THE PLAN IN A TIMELY AND PROPERLY SUBMITTED BALLOT; (C) PARTIES WHO ARE ENTITLED TO VOTE BUT DO NOT VOTE AND DO NOT OPT OUT OF THE RELEASE PROVIDED IN SECTION XI.E.2 OF THE PLAN IN A TIMELY AND PROPERLY SUBMITTED BALLOT; AND (D) PARTIES WHO ARE DEEMED TO ACCEPT THE PLAN AND DO NOT OPT OUT OF THE RELEASE PROVIDED IN SECTION XI.E.2 OF THE PLAN BY SUBMITTING A DULY COMPLETED OPT-OUT FORM.

NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE RELEASES SET FORTH ABOVE DO NOT RELEASE ANY

INDIVIDUAL FROM ANY CLAIM OR CAUSES OF ACTION RELATED TO AN ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER BY A COURT OF COMPETENT JURISDICTION TO HAVE CONSTITUTED ACTUAL FRAUD, WILLFUL MISCONDUCT, OR GROSS NEGLIGENCE.

C. Injunction

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, ALL ENTITIES WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS OR CAUSES OF ACTION THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION UNDER THE PLAN ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS AGAINST, AS APPLICABLE, THE DEBTORS, THE REORGANIZED DEBTORS, THE LIQUIDATING DEBTORS, THE EXCULPATED PARTIES, OR THE RELEASED PARTIES: (A) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH ANY SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION; (B) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING ANY JUDGMENT, AWARD, DECREE, OR ORDER AGAINST SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH ANY SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION; (C) CREATING, PERFECTING, OR ENFORCING AN ENCUMBRANCE OF ANY KIND AGAINST SUCH ENTITIES OR THEIR PROPERTIES ON ACCOUNT OF OR IN CONNECTION WITH SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION; (D) ASSERTING ANY RIGHT OF SETOFF, SUBROGATION, OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM SUCH ENTITIES OR AGAINST THE PROPERTY OF SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF, NOTWITHSTANDING AN INDICATION IN ANY PROOF OF CLAIM OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS, OR INTENDS TO PRESERVE THE RIGHT OF SETOFF PURSUANT TO APPLICABLE LAW OR OTHERWISE; AND (E) COMMENCING OR CONTINUING ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH SUCH CLAIMS OR INTERESTS OR CAUSES OF ACTION.

NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE INJUNCTION SET FORTH ABOVE SHALL NOT ENJOIN THE PLAN SPONSOR FROM EXERCISING ANY OF ITS RIGHTS UNDER THE PLAN SUPPORT AGREEMENT PRIOR TO THE EFFECTIVE DATE.

Dated: [●], 2020
New York, New York

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EXHIBIT C to the Proposed Order

Supplemental Committee Letter

September [], 2020

SUPPLEMENTAL COMMITTEE LETTER
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ONEWEB
GLOBAL LIMITED, ET AL.
c/o Paul Hastings LLP, 200 Park Avenue, New York, New York 10166

To the Holders of Class 4 General Unsecured Claims, Class 5 Ongoing Trade Claims, and the Holders of Class 10 Convenience Claims:

The Official Committee of Unsecured Creditors (the “Committee”)¹ appointed in the chapter 11 cases of OneWeb Global Limited and certain of its affiliates (collectively, the “Debtors” or “OneWeb”)² is writing to you in connection with the Debtors’ solicitation of your vote with respect to the enclosed proposed *Third Amended Joint Chapter 11 Plan of Reorganization of OneWeb Global Limited, et al*, dated September [], 2020 (the “Amended Plan”).

IMPORTANT: This letter (the “Supplemental Committee Letter”) supersedes and revokes the Committee’s prior letter, dated September 1, 2020 (the “Original Committee Letter”).³

You should carefully read all the materials that accompany this letter, including the instructions for completing and mailing your Ballot. All Ballots must be **received** by the Claims and Noticing Agent by **September 29, 2020 at 4:00 P.M. (prevailing Eastern Time)** (the “**Amended Voting Deadline**”) to be counted.

THE COMMITTEE HAS REACHED A GLOBAL SETTLEMENT REGARDING THE TERMS OF AN AMENDED CHAPTER 11 PLAN FOR THE DEBTORS, WHICH SETTLEMENT IS REFLECTED IN THE AMENDED PLAN AND DISCLOSURE STATEMENT SUPPLEMENT ENCLOSED WITH THIS SUPPLEMENTAL COMMITTEE LETTER. ACCORDINGLY, THE COMMITTEE SUPPORTS THE AMENDED PLAN AND URGES ALL HOLDERS OF CLASS 4 GENERAL UNSECURED CLAIMS, CLASS 5 ONGOING TRADE CLAIMS, AND CLASS 10 CONVENIENCE CLAIMS TO VOTE TO ACCEPT THE AMENDED PLAN.

¹ Although certain members of the Committee are parties to executory contracts or unexpired leases with the Debtors which contracts or leases could be assumed under the Plan (and thus have their claims paid in full or almost in full), the Committee is writing to you as a fiduciary of unsecured creditors in Classes 4, 5, and 10.

² The Debtors in these cases are: OneWeb Global Limited; OneWeb Holdings LLC; OneWeb Communications Limited; WorldVu Satellites Limited; WorldVu Development LLC; WorldVu JV Holdings LLC; 1021823 B.C. LTD; Network Access Associates Limited; OneWeb Limited; WorldVu South Africa (Pty) Ltd.; OneWeb Chile SpA; WorldVu Australia Pty Ltd.; WorldVu Unipessoal Lda.; OneWeb Norway AS; OneWeb ApS; OneWeb Network Access Holdings Limited; OneWeb G.K.; OneWeb Ltd; and WorldVu Mexico S. DE R. L. DE C.V.

³ All capitalized terms used but not defined in this letter have the meanings set forth in the Amended Plan or the Original Committee Letter, as applicable.

The Committee is a fiduciary to holders, like you, of unsecured claims against the Debtors, and it has worked tirelessly during the Debtors' chapter 11 cases to protect your interests. As detailed in the Original Committee Letter, the Committee previously commenced litigation to challenge approximately \$1.6 billion in purported promissory notes issued by the Debtors (the "Purported Notes" and the holders of such notes, the "Purported Noteholders") in order to recharacterize such notes as equity interest or subordinate such notes to the claims of general unsecured creditors. The Committee believes that, absent such challenge, General Unsecured Claims in Class 4 and Convenience Claims in Class 10 would likely not have been entitled to receive any recovery.

The Committee is pleased to report that, as a result of judicial mediation, it has reached a global settlement with the Debtors and the Purported Noteholders, including as it relates to the Committee's challenge of the Purported Notes, which settlement is reflected in the Amended Plan. Although the Committee believes that it had asserted meritorious claims against the Purported Noteholders, the outcome of such litigation, as with any litigation, was highly uncertain. Accordingly, on balance, and for the reasons further detailed below, the Committee recommends that you vote to accept the Amended Plan.

The Amended Plan provides for a **material improvement** in the recoveries for holders of Allowed General Unsecured Claims in Class 4 and holders of Allowed Convenience Claims in Class 10, as follows:

- The Amended Plan provides that holders of allowed General Unsecured Claims in Class 4 will receive their *pro rata* share (together with the holder of Class 5 Claims) of at least \$9.3 million (*i.e.*, the General Unsecured Claims Settlement Distribution). This represents an improvement of more than 50% over the \$6.1 million that would have been distributed to Class 4 and Class 5 creditors under the prior version of the plan.
- Based on the Debtors' updated estimate of the aggregate amount of allowed General Unsecured Claims (*i.e.*, \$55.52 million to \$65.78 million), **the estimated recovery for holders of allowed General Unsecured Claims ranges from 14.0% to 16.8%.⁴** This compares to only 7.6% to 9.1% under the prior version of the plan (based on the Debtors' claims estimates in the original Disclosure Statement).⁵
- Holders of allowed Convenience Class Claims in Class 10 will receive 100% recovery on account of their allowed claims (without postpetition interest) to the extent they are able to satisfy the necessary conditions.

⁴ The filing of a proof of claim does not automatically mean that you will receive a recovery under the Plan. Only claims that are allowed will be entitled to receive a recovery.

⁵ The Committee notes that your ultimate percentage recovery will be determined by the aggregate amount of allowed General Unsecured Claims in Class 4 and allowed Ongoing Trade Claims in Class 5. The Committee cannot provide any assurances regarding the aggregate amount of General Unsecured Claims that will ultimately be allowed in Class 4, the aggregate amount of Ongoing Trade Claims that will ultimately be allowed in Class 5, or the rate of recovery that will ultimately be realized by any holder of such a claim.

- Holders of allowed General Unsecured Claims and holders of allowed Convenience Class Claims that vote to accept the Plan will also receive the Avoidance Action Releases, *i.e.*, a release by the Debtors and the Reorganized Debtors of any Avoidance Actions, which include claims for preferential transfers received within the 90 days prior to the Debtors' bankruptcy filing and other avoidance actions under the Bankruptcy Code.

The Amended Plan also includes other modifications for the benefit of general unsecured creditors, including that the Plan Administrator (who will oversee the claims objection process) will be selected by the Committee.

IMPORTANT:

Please make sure to read the directions on the Ballot carefully and complete your Ballot in its entirety before returning it. Your Ballot must be returned so as to be actually received by the Debtors' Claims and Noticing Agent no later than the Voting Deadline, *i.e.*, September 29, 2020 at 4:00 P.M. (prevailing Eastern Time).

If you previously submitted a Ballot and voted to reject the prior version of the Debtors' chapter 11 plan, you can change your vote by submitting a new Ballot. Details regarding submitting your Ballot are provided in the *Notice of Hearing to Consider the Adequacy of the Disclosure Statement and Confirmation of the Third Amended Plan* enclosed with this Supplemental Letter.

Please call Omni Agent Solutions, the Claims and Noticing Agent in these cases, at (866) 680-8121 if you have any questions.

The positions taken by the Committee in this Supplemental Committee Letter are those of the Committee and/or its advisors and have not been approved by or endorsed by the Bankruptcy Court. Each creditor (including individual members of the Committee) must make its own independent decision as to whether or not the Plan is acceptable to that creditor and should consult with its own legal and/or financial advisor(s) before voting to accept or reject the Plan.

YOU ARE URGED TO CAREFULLY READ THE DISCLOSURE STATEMENT AND THE AMENDED PLAN. THE DESCRIPTION OF THE AMENDED PLAN IN THIS COMMITTEE LETTER IS INTENDED TO BE ONLY A SUMMARY OF THE TREATMENT OF CLASS 4, 5, AND 10 CLAIMS.

THIS COMMITTEE LETTER MAY NOT BE RELIED UPON FOR ANY PURPOSE OTHER THAN THE COMMITTEE'S VIEWS ON HOW TO VOTE ON THE AMENDED PLAN, AND THE INFORMATION CANNOT BE RELIED UPON FOR ANY OTHER PURPOSE. THE COMMITTEE DOES NOT GUARANTEE ANY PARTICULAR RESULT IN THE DEBTORS' BANKRUPTCY CASES.

IF THE BANKRUPTCY COURT DENIES CONFIRMATION OF THE PLAN YOU MAY NOT RECEIVE A DISTRIBUTION IF SUCH DENIAL LEADS TO THE TERMINATION OF THE BIDCO TRANSACTION.

**THIS COMMUNICATION DOES NOT CONSTITUTE, AND SHALL NOT BE
CONSTRUED AS, A SOLICITATION BY ANY INDIVIDUAL MEMBER OF THE
COMMITTEE.**

***THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ONEWEB GLOBAL LIMITED, ET AL.***