

ENTERED

August 13, 2025

Nathan Ochsner, Clerk

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

In re:§
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§**Chapter 11****TPI COMPOSITES, INC., et al.,****Case No. 25-34655 (CML)****Debtors.¹****(Jointly Administered)****Re: Docket No. 7****ORDER**

**(I) ESTABLISHING PROCEDURES
AND RESTRICTIONS ON CERTAIN TRANSFERS
OF INTERESTS IN DEBTORS AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated August 11, 2025 (the “**Motion**”)² of TPI Composites, Inc. and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an order pursuant to sections 105(a) and 362 of the Bankruptcy Code authorizing the Debtors to establish procedures to protect the potential value of the Tax Attributes, as more fully set forth in the Motion; and upon consideration of the First Day Declarations; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: TPI Texas, LLC (4000), TPI Composites, Inc. (0775), TPI International, LLC (9537), TPI Turkey, LLC (2552), TPI APAC, LLC (8038), TPI APAC II, Inc. (3515), TPI Turkey II, LLC (2551), TPI Turkey Izbaz, LLC (0185), TPI Composites Services, LLC (4547), TPI Mexico, LLC (0745), TPI Mexico II, LLC (8269), TPI Mexico III, LLC (7315), TPI Mexico IV, LLC (1231), TPI Mexico V, LLC (5628), TPI Mexico VI, LLC (7260), Ponto Alto Holdings, LLC (0322), TPI Arizona, LLC (9641), TPI Iowa, LLC (2887), TPI Iowa II, LLC (4175), Composite Solutions, Inc. (1486), TPI Holdings Mexico, LLC (1936), and TPI Technology, Inc. (2727). The Debtors’ mailing address is 9200 E. Pima Center Parkway, Suite 250, Scottsdale, AZ 85258.

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

circumstances; and it appearing that no other or further notice need be provided; and this Court having held a hearing to consider the relief requested in the Motion; and this court having reviewed the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors, and all parties in interest; 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. The Debtors' Tax Attributes are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code.
2. The restrictions, notification requirements, and other procedures annexed hereto as **Exhibit 1** (the "**Procedures**") are approved and shall apply to all trading and transfers in the Beneficial Ownership of Common Stock (including Options to acquire Beneficial Ownership of Common Stock), as provided therein; *provided, however*, that the Debtors may, in their sole discretion, waive in writing, any and all restrictions, stays, and notification procedures set forth in the Procedures.
3. Any acquisition, disposition, or trading in the Beneficial Ownership of Common Stock (including Options to acquire Beneficial Ownership of Common Stock), in violation of the Procedures shall be null and void *ab initio* pursuant to this Court's equitable powers under section 105(a) of the Bankruptcy Code and as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.

4. Any person or Entity acquiring (including by exercising any right of conversion), disposing of, or trading in the Beneficial Ownership of Common Stock in violation of this Order or the Procedures, or otherwise failing to comply with their requirements shall be subject to such sanctions as this Court may consider appropriate pursuant to this Court's equitable power prescribed in section 105(a) of the Bankruptcy Code.

5. The notices substantially in the form annexed hereto as **Exhibit 2** through **Exhibit 5** are approved.

6. Within five business days of the entry of this Order, the Debtors will send the notice (the "Notice") annexed hereto as **Exhibit 5** to (i) any party entitled to notice pursuant to Bankruptcy Rule 2002 and any other party entitled to notice pursuant to Bankruptcy Local Rule 9013-1(d), and (ii) to the extent known, all registered and nominee holders of Common Stock directly registered with the transfer agent for the Debtors' Common Stock and all banks, brokers, intermediaries, other nominees or their mailing agents (each a "Nominee" and collectively, the "Nominees") that hold the Common Stock in "street name" for the beneficial holders (with instructions to serve down to the beneficial holders of Common Stock, as applicable). To accomplish the aforementioned noticing, the transfer agent for the Common Stock is ordered and authorized to provide directly to Kroll the list of registered holders of the Common Stock within one business day of entry of this Order. Upon receipt of the Notice, and in no event later than five business days after being served with such notice, all Common Stock holders directly registered with the transfer agent for the Debtors' Common Stock and all Nominees that hold the Common Stock in "street name" shall be required to serve the Notice, on any holder for whose benefit such registered or Nominee holder holds such Common Stock, with correlative instructions to serve notices, sequentially, down the chain of ownership for all such holders of Common Stock to reach

the beneficial level. Any entity or individual, or broker or agent acting on such entity's or individual's behalf who sells Common Stock to another entity or individual, shall be required to serve a copy of the Notice, on such purchaser of such Common Stock, or any broker or agent acting on such purchaser's behalf.

7. The Debtors shall also publish the Notice in the national edition of *The New York Times* within seven business days following entry of this Order, or as soon as reasonably practicable thereafter, and post the Procedures to a website established by Kroll Restructuring Administration LLC, the Debtors' proposed claims and noticing agent, for these chapter 11 cases at <https://cases.ra.kroll.com/TPIComposites>, such notice being reasonably calculated to provide notice to all parties that may be affected by the Procedures, whether known or unknown, and no further notice of the Procedures being necessary.

8. Nothing herein shall preclude any person or Entity desirous of acquiring or transferring any Beneficial Ownership of Common Stock (including Options to acquire Beneficial Ownership of Common Stock), from requesting relief from this Order from this Court, subject to the Debtors' to oppose such relief.

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

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

11. Nothing contained in the Motion or this Order or any payment made pursuant to the authority granted by this Order is intended to be or shall be deemed, as applicable, as (i) an implication or admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of,

any claim, (iii) a waiver or limitation of the Debtors' or any party in interest's rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) a waiver of the obligation of any party in interest to file a proof of claim, (v) an agreement or obligation to pay any claims, (vi) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (vii) an admission as to the validity of any liens satisfied pursuant to the Motion, or (viii) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

12. Notice of the Motion is adequate under the Bankruptcy Rules and the Bankruptcy Local Rules.

13. Notwithstanding any provision of the Bankruptcy Rules or the Local Bankruptcy Rules, this Order shall be immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

15. This Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: August 13, 2025



Christopher Lopez
United States Bankruptcy Judge