

X, LLC
433 North Camden Drive
Suite 600
Beverly Hills, CA 90210

October 28, 2022

VIA OVERNIGHT COURIER AND CERTIFIED MAIL

Exela Technologies, Inc.
2701 E. Grauwyler Road
Irving, TX 75061
Attention: Erik Mengwall, Secretary

**Re: Demand for Right to Inspect Stockholder Information and Corporate Books
and Records Pursuant to Section 220 of Delaware General Corporation Law**

Dear Mr. Mengwall:

X, LLC ("XLLC", "we", or "us") is the record holder of more than 1.0 million shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Exela Technologies, Inc. a Delaware corporation ("Exela" or the "Company"). Attached to this letter as Annex A is documentary evidence of XLLC's record and beneficial ownership of shares of Common Stock and such documentary evidence is a true and correct copy of what it purports to be. XLLC's record ownership of the Common Stock is sufficient basis for a demand to inspect the Company's books and records pursuant to Section 220 ("Section 220") of the Delaware General Corporate Law.

On October 20, XLLC's special counsel sent correspondence to an attorney purporting to represent Exela, in which a request was made to initiate a substantive dialogue between us and the Company. That request has thus far been ignored. Regardless, XLLC has many questions about the Company's current operations and its recent decision-making process(es). We would like to know more about the following actions and events:

- The restatement in 2020 of Exela's audited financial statements for the fiscal years ended December 31, 2018 and December 31, 2017, and the related restatement of the Company's financial statement for the nine months ended September 30, 2019;
- The highly-dilutive issuance of an extraordinary amount of Common Stock in an approximate 18-month period, as demonstrated by the Company's own public disclosure: in its annual report on Form 10-K for the fiscal year ended December 31, 2020, Exela stated that there were 58,968,599 shares of Common Stock outstanding and in its quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2022,

filed after giving effect to a 1-for 20 reverse stock split in July 2022, the Company reported that there were 64,967,633 shares of Common Stock outstanding;

- The creation and issuance of an entirely new class of non-voting 6.00% Series B cumulative convertible perpetual preferred stock, \$0.0001 par value per share (the "Series B Preferred Stock"), the related exchange offer with holders of the Common Stock, and the subsequent issuance of "tandem preferred stock" to holders of the Series B Preferred Stock, which confers a super-voting right that can only be exercised by voting with the holders of the Common Stock voting as single class and appears to have no purpose other than partially disenfranchising holders of Common Stock;
- The recent departures of two members of the Company's senior management team, Ronald Cogburn, former chief executive officer, and Suresh Yanamanni, former president, neither of whom appears to have been replaced, creating a severe leadership vacuum at the Company during a critical period;
- The cybersecurity breach the Company experienced in June 2022, which reportedly necessitated taking significant components of the Company's operational and information technology systems offline for an extended period and, among other things, resulted in the Company's failure to timely file its quarterly report on Form 10-Q for the period ended June 30, 2022; and
- Exela's recently-announced decision to merge its European subsidiary, XBP Europe, Ltd., into a special purpose acquisition company and the arrangements involving Exela management in connection therewith.

In addition, we would like to learn a great deal more about oversight and management of the Company's day-to-day operations, which in recent years have resulted in massive net losses, as reflected in the Company's public filings with the Securities & Exchange Commission, and the destruction of approximately 99% of shareholder value over the last twelve months.

Even a cursory review of the publicly available information concerning the topics mentioned above raises serious questions about potential mismanagement, waste, diversion of corporate opportunities and lack of due care and fealty to stockholders on the part of the directors.

Pursuant to Section 220, XLLC hereby demands the opportunity to inspect, during the Company's normal business hours, for the purposes described above and below, the following records and documents:

General Corporate Records and Documents

1. A complete record or list of the Company's stockholders, certified by its transfer agent and setting forth the name and address of each stockholder of the Company and the number of shares of each class or series of stock registered in the name of each stockholder of the Company.
2. A magnetic computer tape lists of the Company's stockholders, setting forth the name and address of each stockholder and the number of shares of each class or series of stock registered in the name of each stockholder, together with any computer processing information that may be relevant to the use of such computer tape, and a printout of such magnetic computer tape for verification purposes.
3. All information in or which comes into the Company's possession or control, or which can reasonably be obtained from nominees of any central certificate depository system, concerning the number and identity of the actual beneficial owners of each class or series of stock, including a list of all owners who hold stock in the name of Cede & Co. or other similar nominees and any respondent bank listings obtained pursuant to the requirements of Rule 14b-2 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and a list or lists containing the name, address, and number of shares of each class or series of stock attributable to participants in any employee stock ownership, incentive, profit sharing, savings, retirement, stock option, stock purchase, restricted stock or other comparable plan of the Company in which the voting, of shares held by such plan is made, directly or indirectly, individually, or collectively, by participants in such plan.
4. As promptly as practicable, any and all omnibus proxies and correspondent participant listings with respect to all nominees and respondent banks which are currently in effect.
5. All lists, tapes and other data in or which come into the possession or control of the Company, or which can reasonably be obtained pursuant to Rules 14b-1 and 14b-2 promulgated under the Exchange Act, which set forth the name and address of, and the number of shares owned by, each beneficial owner of each class or series of stock who has not objected to having his or her name disclosed (the "non-objecting beneficial owners" or "NOBO" list).
6. A "stop transfer" list or stop list relating to the shares of each class or series of stock.

Other Records and Documents

7. All written or electronic documents or other materials distributed to the Company's board of directors and all committees thereof, whether formal or informal and including all minute books, in connection with meetings of the board of directors or committee with respect to the matters described in the second and third paragraphs hereof.

8. All written or electronic documents or other materials pertaining to the Company's deliberations and actions with respect to the matters described in the second and third paragraphs hereof, including, without limitation, copies of all minutes of board or board committee meetings discussing or considering such matters.
9. All written or electronic documents or other materials relating to the information provided to the board of directors- or its individual members- with respect to the matters described in the second and third paragraphs hereof.
10. All written or electronic documents or other materials relating to or evidencing communications between the Company and its agents or advisors, including, without limitation, any and all email communications and presentations sent or received, with respect to the matters described in the second and third paragraphs hereof.
11. All written or electronic documents from or to any professionals, including investment bankers and proxy solicitors, who assisted the Company in its discussions and consideration with respect to the matters described in the second and third paragraphs hereof.

The purpose of this demand is also to, among other things, permit XLLC to communicate with other stockholders of the Company on matters relating to their mutual interests as stockholders, including, but not limited to, and subject to compliance with applicable law, the composition of the Company's board of directors (including the potential removal of existing directors and election of directors to be nominated by XLLC), the terms of the Company's certificate of incorporation and bylaws, and the enhancement of stockholder value. In addition, XLLC is concerned about the quality of the corporate governance at the Company, and whether the present management of the Company is truly focused on utilizing corporate assets to their fullest potential and on maximizing shareholder value.

XLLC will send a representative to conduct the requested inspection and copying of all requested information and other materials. Please advise the undersigned as to the time and place that the requested information will be made available in accordance with this demand. As you are no doubt aware, under Section 220 you are required to respond to this request within five business days of the date of this demand letter.

We trust that this demand letter complies with the provisions of Section 220 in all material respects. If the Company believes this notice is incomplete or otherwise deficient in any respect, however, we request that you contact the undersigned immediately so that any alleged deficiencies may be addressed promptly.

Exela Technologies, Inc.
October 28, 2022

Please acknowledge receipt of this letter and the enclosures by signing and dating the enclosed copy of this letter in the space provided below and returning the same to the undersigned in the enclosed envelope.

Sincerely,



Ramy El-Batrawi
Managing Member

cc: M. Ridgway Barker, Esq.
Withers Bergman LLP

RECEIPT ACKNOWLEDGED:

EXELA TECHNOLOGIES, INC.

By:

Name:

Title

Date:

AFFIDAVIT

STATE OF CALIFORNIA)

COUNTY OF LOS ANGELES)

The undersigned, Ramy El-Batrawi, being the Managing Member of X, LLC, having been duly sworn, hereby declares for and on behalf of X, LLC and in its name, under penalty of perjury under the laws of the United States or any state, that the statements and other information set forth in the foregoing stockholder demand letter are true and correct in all material respects as of the date hereof.

X, LLC

Ramy El-Batrawi
Managing Member

SWORN TO AND SUBSCRIBED)
before me this ___ day of)
October, 2022.)

, Notary Public

ANNEX A