

November 2, 2022

Via E-Mail

M. Ridgway Barker, Esq.
Withers LLP
660 Steamboat Road
Greenwich, CT 06830
E-Mail: mr.barker@withersworldwide.com

Re: Exela Technologies, Inc.

Dear Mr. Barker:

Let me begin by expressing my appreciation for your October 20, 2022, letter. You plainly answered my questions, and did so in a spirit of mutual respect.

No matter how artfully you attempted to ascribe a beneficent motive to your client's actions, however, I strongly part ways with your view that there has not been "any wrongful conduct on the part of Mr. El-Batrawi."

On the contrary, Mr. El-Batrawi's actions were indefensible under any view. The point is not debatable.

That said, we do not wish to belabor the point, but to instead find a path forward. To the extent Mr. El-Batrawi is sincere in expressing "regret" and an "apology for any untoward or inappropriate events or breaches of protocol over the last several days" - as you write - what I now propose should be a proverbial "no brainer." It starts with the premise that, to be meaningful, apologies must be sincere and earned.

In order to reset the record and ensure that we can listen to Mr. El-Batrawi's views without concern that he will resume his prior misconduct, we ask that he first commit to each of the following three terms:

(i) Mr. El-Batrawi shall not enter or attempt to enter the workplace or personal residence of any Company officer or employee, and shall at all times stay at least 100 yards away from any Company officer or employee; and

(ii) Mr. El-Batrawi shall not take any further action to obtain the address or location of a Company officer or employee; and

ELLIS GEORGE CIPOLLONE
O'BRIEN ANNAGUEY LLP

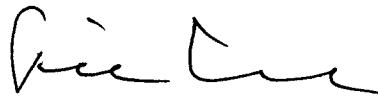
M. Ridgway Barker, Esq.
November 2, 2022
Page 2

(iii) Unless agreed to in advance in writing by a Company officer or employee, Mr. El-Batrawi shall not contact or attempt to contact any Company officer or employee either in person or by telephone.

Should Mr. El-Batrawi so agree (a written pledge from you on his behalf will suffice), you will have our commitment to reciprocate by extending to Mr. El-Batrawi the privilege (not generally available to other shareholders, no matter the extent of their holdings) of a one-on-one telephone communication with a Company officer, so that Mr. El-Batrawi can communicate what he presumably intended to communicate in his earlier visits. Please understand that in light of the circumstances that brought us to where we are, we regard the foregoing terms as non-negotiable.

Finally, as I do not regard our correspondence as an appropriate vehicle in which to engage in any substantive communication about the Company, its performance, or its prospects, I am not responding here to your expressed views about same.

Sincerely,

A handwritten signature in black ink, appearing to read "Eric M. George". The signature is fluid and cursive, with a large initial "E" and a long, sweeping tail.

Eric M. George

EMG:cb