
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO

(Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

EXELA TECHNOLOGIES, INC.

(Name of Subject Company (Issuer) and Filing Person(Offeror))

Common Stock

(Title of Class of Securities)

30162V409

(CUSIP Numbers of Class of Securities)

Shrikant Sortur
Chief Financial Officer
Exela Technologies, Inc.
2701 E. Grauwlyer Rd.
Irving, TX 75061
(844) 935-2832

(Name, address and phone number of person authorized to receive notices and communications on behalf of filing person)

With copies to:
Maurice M. Lefkort; Sean M. Ewen
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 728-8239; (212) 728-8867
Facsimile: (212) 728-9239; (212) 728-9867

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing**
\$39,000,000.00	\$3,615.30***

* Estimated solely for purposes of calculating the amount of the filing fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), based on the product of (i) \$0.39, the average of the high and low prices per share of the Issuer's Common Stock on January 24, 2022 as reported on the Nasdaq Capital Market, and (ii) 100,000,000, the estimated number of shares of Common Stock to be exchanged in the transaction.

** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and the Fee Rate Advisory #1 for Fiscal Year 2022, issued August 23, 2021, by multiplying the transaction value by 0.0000927.

*** Previously paid.

Check box if any part of the fee is offset as provided by Rule 0-11(42) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:

Filing Party:
Date Filed:

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provisions(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule TO (together with the Initial Schedule TO (as defined below), and as amended hereby, this “Schedule TO”) is filed by Exela Technologies, Inc., a Delaware corporation (“Exela” or the “Company”). This Amendment No. 2 is a filing to increase the consideration Exela is offering for its shares of Common Stock upon the terms and subject to the conditions set forth in the Offer to Exchange, dated January 26, 2022 (as amended and supplemented from time to time, the “Offer to Exchange”) and the related offer materials (as amended and supplemented from time to time, the “Offer Documents”), specifically through the filing of Supplemental No. 1 to the Offer to Exchange, the Press Release issued by the Company, dated February 7, 2022, an Updated Exela Webpage and an Amended and Restated Letter of Transmittal. You should read this Amendment No. 2 together with the Schedule TO, the Offer to Exchange and the Offer Documents.

Items 1 through 11.

Items 1 — 11 are hereby amended and updated by the Supplement No. 1 to the Offer to Exchange, dated February 7, 2022, which is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(A) [Offer to Exchange, dated January 26, 2022^{\(1\)}](#)
- (a)(1)(B) [Letter of Transmittal^{\(1\)}](#)
- (a)(1)(C) [Notice of Guaranteed Delivery^{\(1\)}](#)
- (a)(1)(D) [Letter to Broker^{\(1\)}](#)
- (a)(1)(E) [Letter to Clients^{\(1\)}](#)
- (a)(1)(F) [Form of Summary Advertisement, dated January 26, 2022^{\(1\)}](#)
- (a)(1)(G)* [Supplement No. 1 to the Offer to Exchange, dated February 7, 2022](#)
- (a)(1)(H)* [Amended and Restated Letter of Transmittal](#)
- (a)(5)(A) [Press Release issued by the Company, dated January 26, 2022^{\(1\)}](#)
- (a)(6)(A) [Exela Webpage^{\(1\)}](#)
- (a)(7)(A) [Form of E-mail Communication to be sent by the Company commencing January 31, 2022^{\(2\)}](#)
- (a)(8)(A)* [Press Release issued by the Company, dated February 7, 2022](#)
- (a)(9)(A)* [Updated Exela Webpage](#)
- (d)(1) [Form of Indenture between the Company and U.S. Bank National Association, as Trustee.^{\(2\)}](#)
- (d)(2) [Form of First Supplemental Indenture between the Company and U.S. Bank National Association, as Trustee, relating to the Company’s 6.00% Senior Notes due 2029^{\(2\)}](#)

* Filed herewith.

(1) Incorporated by reference from the Initial Schedule TO, filed by the Company with the Securities and Exchange Commission on January 26, 2022.

(2) Incorporated by reference from the Initial Schedule TO, filed by the Company with the Securities and Exchange Commission on February 1, 2022.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Exela Technologies, Inc.

By: /s/ Erik Mengwall

Name: Erik Mengwall

Title: Secretary

Date: February 7, 2022

EXHIBIT INDEX

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* Filed herewith.

- (1) Incorporated by reference from the Initial Schedule TO, filed by the Company with the Securities and Exchange Commission on January 26, 2022.
- (2) Incorporated by reference from the Initial Schedule TO, filed by the Company with the Securities and Exchange Commission on February 1, 2022.

This Supplement No. 1 (this “Supplement”) supplements and amends the information previously provided in the Offer to Exchange, dated January 26, 2022 (the “Original Offer to Exchange” and, together with the Supplement, the “Offer to Exchange”) of Exela Technologies, Inc. (“we”, “us”, the “Company” or “Exela”). Except as amended and supplemented hereby, the information in the Original Offer to Exchange remains unchanged. To the extent there are any conflicts between the information in this Supplement and the information in the Original Offer to Exchange, the information in this Supplement hereby replaces and supersedes such information. All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Original Offer to Exchange. References to the Offer in Original Offer to Exchange (the “Original Offer”), as supplemented by this Supplement, shall refer to the Offer as amended by this Supplement (as so amended, the “Offer”).

Supplement No. 1 to the Offer to Exchange

EXELA TECHNOLOGIES, INC.

Exela Technologies, Inc. is increasing the price it is offering for its Common Stock in the previously distributed Offer to Exchange from \$1.00 to \$1.25 per share. Thus, the maximum principal amount of New Notes that may be issued in exchange for 100,000,000 shares of Common Stock in the Offer is \$125,000,000. As New Notes will only be issued in increments of \$25.00, Common Stock may only be tendered in increments of 20 shares, thus:

	<i>For Each</i>	<i>Shareholders will receive</i>
	20 shares of Common Stock tendered	\$25.00 principal amount of New Notes (an effective price of \$1.25 per share)

The \$1.25 principal amount of New Notes represents a premium of 127% over the last reported sales price of our Common Stock on the Nasdaq Capital Market of \$0.55 per share on January 25, 2022, the day prior to the commencement of the Original Offer.

Any stockholder desiring to tender shares of Common Stock in the Offer must follow the instructions set forth in the Original Offer to Exchange under “The Offer - Procedures for tendering shares of Common Stock in the Offer”, **except that shares of Common Stock may now only be tendered in 20 share increments.**

All tenders of shares of Common Stock must be made before the Offer expires at 11:59 p.m., New York City time, on February 24, 2022 (unless the Offer is extended).

The Offer to Exchange and the Letter of Transmittal contain important information which should be read carefully and in its entirety before any decision is made with respect to the Offer.

To request additional copies of the Offer Documents or for any requests for assistance, please contact the Information Agent at (toll-free) (888) 644-6071 or (collect) (212) 269-5550 or email: exela@dfking.com. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

February 7, 2022

WE HAVE NOT AUTHORIZED ANY PERSON TO MAKE ANY RECOMMENDATION ON OUR BEHALF AS TO WHETHER YOU SHOULD TENDER OR REFRAIN FROM TENDERING YOUR SHARES OF COMMON STOCK IN THE OFFER. WE HAVE NOT AUTHORIZED ANY PERSON TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THE OFFER OTHER THAN THOSE CONTAINED IN THIS OFFER TO EXCHANGE OR IN THE RELATED LETTER OF TRANSMITTAL. YOU SHOULD NOT RELY ON ANY RECOMMENDATION, OR ANY SUCH REPRESENTATION OR INFORMATION, AS HAVING BEEN AUTHORIZED BY US, ANY MEMBER OF OUR BOARD OF DIRECTORS, THE EXCHANGE AGENT OR THE INFORMATION AGENT.

We are not making the Offer to, and will not accept any tendered shares of Common Stock from, stockholders in any jurisdiction where it would be illegal to do so. However, we may, at our discretion, take any actions necessary for us to make the Offer to stockholders in any such jurisdiction and will take such actions if required by applicable SEC rules and regulations. The delivery of this Offer to Exchange shall not under any circumstances create any implication that the information contained herein, or incorporated herein by reference, is correct as of any time subsequent to the date hereof or, in the case of information incorporated herein by reference, subsequent to the date thereof, or that there has been no change in the information set forth herein, or incorporated herein by reference, since the date hereof, or in the case of information incorporated herein by reference, since the date thereof.

The Original Offer to Purchase is hereby amended and supplemented as follows:

1. All references to “25 shares” and “25 share increments” in the Original Offer to Exchange are deleted and replaced with “20 shares” and “20 share increments”, respectively.
2. All references to “(equivalent to \$1.00 per share)” in the Original Offer to Exchange are deleted and replaced with “(equivalent to \$1.25 per share)”.
3. All references to “\$1.00 principal amount” in the Original Offer to Exchange are deleted and replaced with “\$1.25 principal amount”. Similarly all references to \$100,000,000 principal amount of New Notes are deleted and replaced with references to \$125,000,000 principal amount of New Notes.
4. Additional Amendments are on the following pages.

SUMMARY OF THE OFFER

In addition to the other amendments and modifications contained herein, the Summary of the Offer is amended as follows:

· **How do I tender if I hold shares outside of the US?**

For detailed questions on how to tender, please speak with your broker or the Information Agent listed on both the first and last page of this Supplement. If you are a non-U.S. holder, you will be obligated to arrange for payment of the withholding tax arising from the exchange of Common Stock for New Notes.

· **Can you provide an example on what happens if I own 1,000 shares?**

You can either:

1. Tender any amount of your 1,000 shares, as long as it is in 20 share increments, at a price of \$1.25 principal amount of New Notes per share regardless of the share price when you tender. If the tender is oversubscribed, then the New Notes will be allocated among the tendering stockholders on a pro rata basis. For example, if 200,000,000 shares are tendered, 500 of your shares would be exchanged into \$625 principal amount of New Notes and you would keep the remaining 500 common shares. If 100,000,000 shares or less are tendered then whatever amount of stock you tender, the full amount would convert into New Notes.
2. Do nothing and keep the 1,000 shares you currently own.

If you choose option 1, you will receive New Notes that carry a 6% annual coupon, paid quarterly. You can choose to hold the New Notes until maturity in March 2029 at which point you will receive 100% of the principal. You also have the ability to sell New Notes at any time you would like.

· **Is this exchange offer available for retail and institutional investors?**

Yes, any type of investor can participate.

· **How quickly will the shares be retired once the exchange offer is complete?**

We expect to immediately cancel the shares upon closing of the Offer.

· **What are the interests of our directors, executive officers and affiliates in the Offer?**

None of the Company or, to the Company's knowledge, any of its affiliates, directors or executive officers, is a party to any contract, arrangement, understanding or agreement with any other person relating, directly or indirectly, to the Offer. See "Interests of directors, executive officers and affiliates of the Company in shares of Common Stock" in the Original Offer to Exchange. The Company understands that certain directors and executive officers who own shares of Common Stock are considering whether or not to tender such shares in the Offer. Thus, it is possible that one or more of our directors or executive officers that own shares of Common Stock may elect to tender some or all of their shares of Common Stock in the Offer. See "Interests of directors, executive officers and affiliates of the Company in shares of Common Stock" in the Original Offer to Exchange. The Board of Directors has taken steps to exempt any tender of shares by directors or officers of the Company from the short swing profit liability rules of Section 16(b) of the Securities Exchange Act of 1934, as amended.

Prorating

The “*The Offer – Prorating*” section is deleted in its entirety and replaced with:

The maximum number of shares of Common Stock that may be converted into New Notes is 100,000,000. The Company is purchasing shares of Common Stock in 20 share increments and is paying \$1.25 principal amount of New Notes for each share, thus for each increment of 20 shares, a shareholder will receive \$25.00 of New Notes.

If the number of shares of Common Stock designated by all tendering holders of shares of Common Stock making valid tender exceeds 100,000,000, then the shares of Common Stock will be converted into New Notes subject to prorating as follows:

- The number of increments of 20 shares of Common Stock to be converted into New Notes will be determined by multiplying the “Proration Factor” by the total number of increments of 20 shares of Common Stock validly tendered with the result rounded to the nearest whole number; provided that amounts less than one will be rounded up to one.
- The “Proration Factor” is determined by dividing 100,000,000 by product of the total number of increments of 20 shares of Common Stock validly tendered and not withdrawn by holders of shares of Common Stock and 20.

In the event that a Non-U.S. Holder fails to transfer to the Company funds sufficient to satisfy applicable U.S. withholding taxes payable in connection with the redemption of such Non-U.S. Holder’s shares of Common Stock, such Non-U.S. Holder will not have his or her shares of Common Stock accepted for exchange pursuant to the Offer and the Company may choose to have the Proration Factor remain the same without giving effect to such failure of acceptance. See “The Offer — Procedures for tendering shares of Common Stock in the Offer.”

Summary Unaudited Pro Forma Financial Information

The “*Summary Unaudited Pro Forma Financial Information*” section is deleted in its entirety and replaced with:

The following unaudited pro forma financial information has been derived from, and should be read in conjunction with, our historical consolidated financial statements incorporated by reference in this Offer to Exchange. The unaudited pro forma financial information set forth below gives effect to the financial impact of the settlement of the Offer as if it had occurred (i) on September 30, 2021 for the purposes of the unaudited pro forma balance sheet as of September 30, 2021 and the book value per share calculation as of such date, and (ii) on January 1, 2020 for the purposes of the unaudited pro forma statement of comprehensive income and earnings per share for the fiscal year ended December 31, 2020 and for the nine-month period ended September 30, 2021. The adjustments for the Offer on the unaudited pro forma financial information set forth below assume that an aggregate of 100,000,000 shares of Common Stock are tendered in the Offer in exchange for \$125,000,000 principal amount of New Notes pursuant to the terms of the Offer. **The pro forma financial information set forth below does not give effect to any other changes to the accounts of Exela since September 30, 2021 and only gives effect to the financial impact of the settlement of the Offer.** The unaudited pro forma financial information is presented for illustrative purposes only and does not necessarily indicate the financial position or results that would have been realized had the Offer been completed as of the dates indicated. The unaudited pro-forma financial statements are for informational purposes only and are not indications of future performance.

Balance Sheet	As of September 30, 2021		
	Actual	Adjustment	As Adjusted
Cash and cash equivalents	146,175	-	146,175
Accounts receivable, net of allowance for doubtful accounts	187,819	-	187,819
Total assets	1,180,948	-	1,180,948
Long-term debt, net of current maturities	1,326,579	125,000	1,451,579
Total liabilities	1,913,783	125,000	2,038,783
Total stockholders' (deficit) equity	(832,835)	(125,000)	(957,835)

Statement of Comprehensive Income and EPS	For the nine months ended September 30, 2021		
	Actual	Adjustment	As Adjusted
Net loss	(89,677)	(5,625)	(95,302)⁽²⁾
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments	1,285	-	1,285
Unrealized pension actuarial gains (losses), net of tax	205	-	205
Total other comprehensive loss, net of tax	(88,187)	(5,625)	(93,812)

Loss per share:

Basic	(0.82)	nm ⁽¹⁾	nm ⁽¹⁾
Diluted	(0.82)	nm ⁽¹⁾	nm ⁽¹⁾

Statement of Comprehensive Income and EPS	For the twelve months ended December 31, 2020		
	Actual	Adjustment	As Adjusted
Net loss	(178,530)	(7,500)	(186,030)
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments	(90)	-	(90)
Unrealized pension actuarial gains (losses), net of tax	(9,005)	-	(9,005)
Total other comprehensive loss, net of tax	(187,625)	(7,500)	(195,125)

Loss per share:

Basic	(3.66)	nm ⁽¹⁾	nm ⁽¹⁾
Diluted	(3.66)	nm ⁽¹⁾	nm ⁽¹⁾

Book value per share calculation	As of September 30, 2021		
	Actual	Adjustment	As Adjusted
Shares outstanding at 9/30	166,196,745	(100,000,000)	66,196,745
Total stockholders' (deficit) equity	(832,835,000)	(125,000,000)	(957,835,000)
Book value per share	(5.01)		(14.47)

- Footnotes:
- (1) The Company's share count did not exceed 100,000,000 shares for it to illustrate the impact of the Offering on basic and diluted loss per share.
 - (2) The Company did not quantify the impact of the original issuance discount as traded price of the bonds is unknown at the time of this Offering.

The Exchange Agent for the Offer is

CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By Hand or Overnight Delivery:
Continental Stock Transfer & Trust Company
1 State Street - 30th Floor
Attn: Reorg
New York, New York 10004

Questions and requests for assistance or for additional copies of the Offer Documents may be directed to the Information Agent at its respective telephone numbers and mailing addresses set forth below.

The Information Agent for the Offer is:

D.F. King & Co., Inc.
48 Wall Street
New York, New York 10005
Banks and Brokers, Call Collect:
(212) 269-5550
All Others, Call Toll-Free:
(888) 644-6071
Email: exela@dfking.com

AMENDED AND RESTATED LETTER OF TRANSMITTAL

Offer to Exchange up to 100,000,000 shares of its Common Stock (in 20 share increments) for up to \$125,000,000 aggregate principal amount of its 6.00% senior notes due 2029

THE OFFER WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON FEBRUARY 24, 2022, UNLESS EXTENDED BY THE COMPANY (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED, THE "EXPIRATION DATE").

CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By Hand or Overnight Delivery:
Continental Stock Transfer & Trust Company
1 State Street — 30th Floor
Attn: ReorgNew York, New York 10004

If you have questions or need assistance, please contact D.F. King & Co., Inc. at

Banks and Brokers, Call Collect: (212) 269-5550

All Others, Call Toll-Free (888) 644-6971.

DELIVERY OF THIS AMENDED AND RESTATED LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY TO THE EXCHANGE AGENT FOR THE OFFER.

PLEASE READ THIS ENTIRE AMENDED AND RESTATED LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, CAREFULLY BEFORE COMPLETING.

DESCRIPTION OF SHARES TENDERED

Name(s), Address(es) and of Registered Holder(s) and Number of Shares Tendered (shares may only be tendered in 20 share increments)

This Amended and Restated Letter of Transmittal (this "Letter of Transmittal") is being delivered to you in connection with the Offer by Exela to exchange up to 100,000,000 shares of its outstanding common stock, par value \$0.0001 per share (the "Common Stock"), for senior unsecured 6.00% notes of the Company due March 31, 2029 (a "New Note", and collectively, the "New Notes"), with each 20 shares of Common Stock being exchangeable in the Offer for a New Note having a principal amount equal to \$25.00, upon the terms and subject to the conditions set forth in the Offer. Each holder validly tendered and not validly withdrawn prior to 11:59 p.m., New York City time, on the Expiration Date shall receive New Notes, subject to prorating. Common Stock may only be tendered in increments of 20 shares.

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE VALID DELIVERY.

Capitalized terms used but not defined herein shall have the same meaning given them in the Offer to Exchange, dated January 26, 2022 (as amended and supplemented by that certain Supplement No. 1 to Offer to Exchange, dated February 7, 2022, and as may be further amended and supplemented from time to time, the “Offer” or the “Offer to Exchange”) of Exela Technologies, Inc., a Delaware corporation (“we”, “us”, the “Company” or “Exela”).

THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED. If shares of Common Stock are registered in different names, a separate Letter of Transmittal must be submitted for each registered owner. See Instruction 2 below.

The Offer is made upon the terms and subject to the conditions contained in the Offer Documents and will follow the procedures set forth in the Offer to Exchange, including those included in the section “The Offer”.

All tenders of shares of Common Stock pursuant to the Offer must be received by Continental Stock Transfer & Trust Company (the “Exchange Agent”) no later than 11:59 p.m., New York City time, on the Expiration Date. The Company will notify holders of shares of Common Stock of any extension by means of a press release or other public announcement prior to 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date.

The Company may terminate the Offer at any time in its sole discretion.

The method of delivery of shares of Common Stock, Letters of Transmittal and all other required documents are at the election and risk of the holders of shares of Common Stock. It is recommended that registered mail properly insured, with receipt requested, be used. In all cases, sufficient time should be allowed to assure timely delivery. The Letter of Transmittal should not be sent to the Company.

A properly completed and duly executed Letter of Transmittal and any other documents required by this Letter of Transmittal, must be received by the Exchange Agent at the address set forth herein no later than 11:59 p.m., New York City time, on the Expiration Date. Any Letter of Transmittal received after such time will not be accepted.

The undersigned has completed, executed and delivered this Letter of Transmittal to indicate the action the undersigned desires to take with respect to the Offer.

This Letter of Transmittal is to be used if delivery of shares of Common Stock is to be made pursuant to the procedures for book-entry transfer, as described in the Offer to Exchange, to an account maintained by the Exchange Agent (as defined herein). Stockholders must tender their Shares in accordance with the guaranteed delivery procedures described in the Offer to Exchange. See Instruction 2.

- CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER MADE TO AN ACCOUNT MAINTAINED BY THE EXCHANGE AGENT WITH THE DTC AND COMPLETE THE FOLLOWING (ONLY PARTICIPANTS IN THE BOOK-ENTRY TRANSFER FACILITY MAY DELIVER SHARES BY BOOK-ENTRY TRANSFER):**

Name of Tendering Institution: _____

Account Number: _____ Transaction Code Number: _____

- CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE EXCHANGE AGENT, ENCLOSE A PHOTOCOPY OF SUCH NOTICE OF GUARANTEED DELIVERY AND COMPLETE THE FOLLOWING:**

Name(s) of Registered Holder(s): _____

Date of Execution of Notice of Guaranteed Delivery: _____

Name of Eligible Institution that Guaranteed Delivery: _____

If delivered by book-entry transfer check box:

Name of Tendering Institution: _____

Account Number: _____ Transaction Code Number: _____

**NOTE: SIGNATURES MUST BE PROVIDED BELOW. PLEASE READ THE
ACCOMPANYING INSTRUCTIONS CAREFULLY**

Ladies and Gentlemen:

Upon the terms and subject to the conditions of the Offer, the undersigned hereby tenders to the Exchange Agent the shares of Common Stock indicated below pursuant to the Offer.

Subject to and effective upon the acceptance for exchange of and exchange of validly tendered shares of Common Stock, by executing and delivering a Letter of Transmittal, the undersigned (i) irrevocably sell, assign and transfer, upon the order of the Company, all rights, title and interest in and to all the tendered shares of Common Stock, (ii) waive any and all rights with respect to the shares of Common Stock tendered and (iii) release and waive any and all claims or causes of action of any kind whatsoever, whether known or unknown that, directly or indirectly, arise out of or are in any manner connected with your or your successors' and assigns' ownership or acquisition of the shares of Common Stock, including any related transaction, event, circumstance, action, failure to act or occurrence of any sort or type, in each case, that you, your successors and your assigns have, may have or may have had against us or any of our affiliates, directors, officers, associates, counsel or agents or representatives, whether current or former.

The undersigned acknowledges and agrees that the tender of shares of Common Stock made hereby may not be withdrawn except in accordance with the procedures set forth in the Offer to Exchange.

The undersigned represent and warrant that they have full power and authority to legally tender, sell, assign and transfer the shares of Common Stock tendered hereby and to acquire the New Notes issuable upon the exchange of such tendered shares of Common Stock, and that, when and if the shares of Common Stock tendered hereby are accepted for exchange, the Company will acquire good and unencumbered title to the tendered shares of Common Stock free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. The undersigned also warrant that they will, upon request, execute and deliver any additional documents deemed by the Exchange Agent or the Company to be necessary or desirable to transfer ownership of such shares of Common Stock.

The undersigned understand that the issuance of New Notes upon exchange of the shares of Common Stock is exempt from registration pursuant to Section 3(a)(9) of the Securities Act. The Company has no contract, arrangement or understanding relating to, and will not, directly or indirectly, pay any commission or other remuneration to any broker, dealer, salesperson, agent or any other person for soliciting tenders in the Offer. No broker, dealer, salesperson, agent or other person, is engaged or authorized to express any statement, opinion, recommendation or judgment with respect to the relative merits and risks of the Offer.

All authority conferred or agreed to be conferred in this Letter of Transmittal shall survive the death or incapacity of the undersigned and all obligations of the undersigned hereunder shall be binding upon the successors, assigns, heirs, executors, administrators and legal representatives of the undersigned.

The Company may terminate the Offer at any time in its sole discretion. The Company may not be required to accept all or any of the shares of Common Stock tendered hereby.

The undersigned understand that a valid tender of shares of Common Stock not made in acceptable form and risk of loss therefore does not pass until receipt by the Exchange Agent of this Letter of Transmittal, duly completed, dated and signed, together with all accompanying evidences of authority, including any other required documents. All questions as to the validity, form and eligibility of any tender of the shares of Common Stock hereunder (including time of receipt) and acceptance of tenders and withdrawals of shares of Common Stock will be determined by the Company in its sole discretion (which may delegate the power to make any determination in whole or in part to the Exchange Agent) and such determination shall be final and binding.

Questions and requests for assistance or for additional copies of the Offer to Exchange and this Letter of Transmittal may be directed to the Exchange Agent or Information Agent, whose addresses and telephone numbers appear on the final page of this Letter of Transmittal. See Instruction 6 below.

PLEASE SIGN HERE
(To be completed by all stockholders)

Signature(s):

<hr/> <hr/>

(Signature(s) of Stockholder(s))

Dated: _____, 2022

(Must be signed by registered holder(s) exactly as the name(s) appear(s) on a security position listing or by person(s) authorized to become registered holder(s) by certificate(s) and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of corporations or other person acting in a fiduciary or representative capacity, please provide the following information and see Instruction 5.)

Name(s):

(Please Print)

Capacity (Full Title):

Address:

Daytime Area Code and Telephone Number:

Tax Identification or Social Security Number:

(See Substitute Form W-9)

**GUARANTEE OF SIGNATURE(S)
(If Required — See Instructions 1 and 5)**

**FOR USE BY FINANCIAL INSTITUTIONS ONLY.
PLACE MEDALLION GUARANTEE IN SPACE BELOW.**

Authorized Signature(s) _____

Name(s): _____

(Please Print)

Title: _____

Name of Firm: _____

Address: _____

Daytime Area Code and Telephone Number: _____

Dated: _____, 2022

INSTRUCTIONS

FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. *Delivery of Letter of Transmittal.* This Letter of Transmittal is to be completed by holders of shares of Common Stock. A properly completed and duly executed Letter of Transmittal and any other documents required by this Letter of Transmittal, must be received by the Exchange Agent at the address set forth herein no later than 11:59 p.m., New York City time, on the Expiration Date.

An additional requirement applies to a “Non-U.S. Holder” in order for his or her shares of Common Stock to be accepted for exchange pursuant to the Offer. Promptly following the Expiration Date, but no later than two business day thereafter, a Non-U.S. Holder will be required to transfer to the Company funds sufficient to satisfy applicable U.S. withholding taxes payable in connection with the redemption of such Non-U.S. Holder’s shares of Common Stock. The withholding tax, and the amount required to be transferred, will generally equal 30% of the face amount of the New Notes that would be payable to the Non-U.S. Holder if the holder’s shares are accepted for exchange, unless the Non-U.S. Holder is eligible to claim, and properly claims, a reduced rate of withholding under an applicable tax treaty with the U.S. A Non-U.S. Holder that tenders shares of Common Stock in the Offer but fails to transfer to the Company sufficient cash to satisfy withholding taxes will not have his or her shares of Common Stock accepted for exchange pursuant to the Offer and the Company may choose to have the “Proration Factor” remain the same without giving effect to such failure of acceptance. Nominees will be required to collect from non-U.S. holders and to remit to the applicable governmental authority the applicable withholding amount.

THE METHOD OF DELIVERY OF THIS LETTER OF TRANSMITTAL AND ALL OTHER REQUIRED DOCUMENTS TO THE EXCHANGE AGENT IS AT THE ELECTION AND RISK OF THE TENDERING HOLDER. IT IS SUGGESTED THAT THE TENDERING HOLDER USE PROPERLY INSURED, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED AND THAT SUFFICIENT TIME BE ALLOWED TO ASSURE TIMELY DELIVERY. NO ALTERNATIVE, CONDITIONAL OR CONTINGENT TENDERS OF SHARES OF COMMON STOCK WILL BE ACCEPTED. EXCEPT AS OTHERWISE PROVIDED BELOW, DELIVERY WILL BE MADE WHEN ACTUALLY RECEIVED BY THE EXCHANGE AGENT. THIS LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS SHOULD BE SENT ONLY TO THE EXCHANGE AGENT, NOT TO THE COMPANY.

Shares of Common Stock tendered pursuant to the Offer may be withdrawn at any time prior to 11:59 p.m., New York City time, on the Expiration Date, or such other time if this date is extended by the Company as described in the Offer to Exchange under the caption “The Offer — Expiration Date; Extensions; Amendments”. In order to be valid, a notice of withdrawal of tendered shares of Common Stock must comply with the requirements set forth in the Offer to Exchange under the caption “The Offer - Right of Withdrawal”.

2. *Signatures on Letter of Transmittal, Powers and Endorsements.* This Letter of Transmittal must be signed by or on behalf of the registered holder(s) of the shares of Common Stock tendered hereby.

If any of the shares of Common Stock tendered hereby are registered in the name of two or more holders, all such holders must sign this Letter of Transmittal. If this Letter of Transmittal or any shares of Common Stock or powers are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, such persons should so indicate when signing, and, unless waived by the Company, proper evidence satisfactory to the Company of its authority so to act must be submitted with this Letter of Transmittal.

3. *Signatures for Name Change.* For a correction of name or a change in name which does not involve a change in ownership, you may proceed as follows: for a change in name by marriage, etc., this Letter of Transmittal should be signed, *e.g.*, “Mary Doe, now by marriage, Mary Jones.” For a correction in name, this Letter of Transmittal should be signed, *e.g.*, “James E. Brown, incorrectly inscribed as J. E. Brown.”

You should consult your own tax advisor as to possible tax consequences resulting from the issuance of the New Notes, as described above.

4. *Transfer Taxes.* The Company is not aware of any obligation of holders who tender their shares of Common Stock in the Offer to pay any transfer taxes. However, if any transfer tax would apply to the exchange offer, then the amount of any transfer taxes, whether imposed on the registered owner or any other persons, will be payable by the tendering holder. If satisfactory evidence of payment of such taxes or exemption from them is not submitted to the Company by the tendering holder, the amount of such transfer taxes will be billed directly to the tendering holder.

5. *Validity of Tender; Irregularities.* All questions as to the validity, form, eligibility (including time of receipt) and acceptance for exchange of any tendered shares of Common Stock pursuant to any of the procedures described above, and the form and validity (including time of receipt of notices of withdrawal) of all documents will be determined by the Company in its sole discretion (and the Company may delegate the power to make any determination in whole or in part to the Exchange Agent). Any such determination will be final and binding. A holder's tender will not be deemed to have been validly made until all defects or irregularities in such tender have been cured or waived. Neither the Company, the Exchange Agent, the Information Agent nor any other person or entity is under any duty to give notification of any defects or irregularities in any tender or withdrawal of any shares of Common Stock, or will incur any liability for failure to give any such notification. The Company reserves the absolute right to reject any or all tenders of any shares of Common Stock determined by the Company not to be in proper form, or if the acceptance of or exchange of such shares of Common Stock may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the right to waive any conditions to the Offer that the Company is legally permitted to waive.

6. *Additional Copies.* Additional copies of this Letter of Transmittal may be obtained from the Information Agent at the address listed below.

7. *Important Tax Information.* Under U.S. federal income tax law, each tendering holder is required to either (i) provide its correct taxpayer identification number ("TIN") by completing the copy of the Substitute Form W-9 attached to this Letter of Transmittal, certifying that (1) it is a "United States person" (as defined in section 7701(a)(30) of the Code), (2) the TIN provided is correct (or that such U.S. holder is awaiting a TIN) and (3) that it is exempt from backup withholding because (a) it has not been notified by the IRS that it is subject to backup withholding as a result of a failure to report all interest or dividends, or (b) it has been notified by the IRS that it is no longer subject to backup withholding or (ii) otherwise establish an exemption. Failure to provide the information on the Substitute Form W-9 may subject the tendering holder to a \$50 penalty imposed by the IRS and backup withholding at a rate of 28% on the cash received pursuant to the Offer. If a holder makes a false statement that results in no imposition of backup withholding, and there was no reasonable basis for such statement, a \$500 penalty may also be imposed by the IRS, in addition to any criminal penalty provided by law.

Certain tendering holders (including, among others, all corporations and certain Non-U.S. Holders) are exempt recipients not subject to backup withholding on the receipt of cash pursuant to the Offer. In order for a Non-U.S. Holder to qualify for this exemption, it must submit a properly completed IRS Form W-8 BEN or other Form W-8 to the Exchange Agent, certifying under penalties of perjury to the tendering holder's exempt status. Such Form may be obtained from the website maintained by the IRS at www.irs.gov. Exempt holders, other than Non-U.S. Holders, should furnish their TIN, write "exempt" on the face of the Substitute Form W-9 below and sign, date and return the Substitute Form W-9 to the Exchange Agent. See the enclosed copy of the Substitute Form W-9, Request for Taxpayer Identification Number and Certification, and the Instructions to Form W-9 for additional instructions.

Non-U.S. Holders that are eligible for a reduced rate of U.S. federal withholding tax on dividends based on the provisions of a tax treaty with the United States should provide a duly executed IRS Form W-8BEN and should complete Sections 9 and 10 of that form to claim benefits under an applicable tax treaty. A copy of IRS Form W-8BEN can be found on the IRS website at the following link <http://www.irs.gov/pub/irs-pdf/fw8ben.pdf>. A Non-U.S. Holder should consult their own tax advisor regarding their eligibility to claim tax treaty benefits as well as any questions relating to Form W-8BEN.

Backup withholding is not an additional tax. Rather, the tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of

taxes, a refund may be obtained by such holder from the IRS upon filing an income tax return, provided that the applicable information and forms are provided to the IRS and other requirements are satisfied.

A Non-U.S. Holder will be required to transfer to the Company funds sufficient to satisfy applicable U.S. withholding taxes payable in connection with the redemption of such Non U.S. Holder's shares of Common Stock. The withholding tax, and the amount required to be transferred, will generally equal 30% of the face amount of the New Notes that would be payable to the Non-U.S. Holder if the holder's shares are accepted for exchange, unless the Non-U.S. Holder is eligible to claim, and properly claims, a reduced rate of withholding under an applicable tax treaty with the U.S. A Non-U.S. Holder that tenders shares of Common Stock in the Offer but fails to transfer to the Company sufficient cash to satisfy withholding taxes will not have his or her shares of Common Stock accepted for exchange pursuant to the Offer.

SEE THE ENCLOSED SUBSTITUTE FORM W-9, REQUEST FOR TAXPAYER IDENTIFICATION NUMBER AND CERTIFICATION, FOR ADDITIONAL INFORMATION AND INSTRUCTIONS.

8. *Withdrawal of Tenders.* For a withdrawal of tendered shares of Common Stock to be effective, a written notice of withdrawal must be received by the Exchange Agent no later than 11:59 p.m., New York City time, on the Expiration Date at its address set forth on the cover of this Letter of Transmittal. Any such notice of withdrawal must: (i) specify the name of the person who tendered the shares of Common Stock to be withdrawn, (ii) contain the description of the shares of Common Stock to be withdrawn, and (iii) be signed by the holder of such shares of Common Stock in the same manner as the original signature on the Letter of Transmittal by which such shares of Common Stock were tendered. If the shares of Common Stock to be withdrawn have been delivered or otherwise identified to the Exchange Agent, a signed notice of withdrawal is effective immediately upon written notice of such withdrawal even if physical release is not yet effected.

Any permitted withdrawal of shares of Common Stock may not be rescinded. Any shares of Common Stock properly withdrawn will thereafter be deemed not validly tendered for purposes of the Offer, provided, however, that withdrawn shares of Common Stock may be re-tendered again by following one of the appropriate procedures described herein at any time but no later than 11:59 p.m., New York City time, on the Expiration Date.

9. *Requests for Assistance or Additional Copies.* Questions relating to the procedure for tendering shares of Common Stock, requests for assistance or additional copies of the Offer to Exchange and this Letter of Transmittal may be directed to, and additional information about the offer may be obtained from, either the Exchange Agent or the Information Agent, whose addresses and telephone numbers appear on the back cover page of this Letter of Transmittal.

PAYERS NAME: CONTINENTAL STOCK TRANSFER & TRUST COMPANY

SUBSTITUTE

PART 1 — PLEASE PROVIDE YOUR TIN IN THE BOX AT RIGHT AND CERTIFY BY SIGNING AND DATING BELOW

Social Security Number
or Employer
Identification Number

Form W-9

Department of the
Treasury, Internal
Revenue Service

Payer's Request

PART 2 — CERTIFICATION. — Under penalties of perjury, I certify that:

**For Taxpayer
Identification Number
("TIN")**

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding because
 - (a) I am exempt from backup withholding or
 - (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of failure to report all interest or dividends or (c) the IRS has notified me that I am no longer subject to backup withholding.

CERTIFICATION INSTRUCTION — You must cross out item (2) in Part 2 above if you have been notified by the IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax returns. However, if after being notified by the IRS that you are subject to backup withholding, you received another notification from the IRS stating that you are no longer subject to backup withholding, do not cross out such item (2). If you are exempt from backup withholding, check the box in Part 4 below.

Part 3

Awaiting TIN

Part 4

Exempt TIN

Signature:

Date:

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED
THE BOX IN PART 3 OF SUBSTITUTE FORM W-9**

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either: (1) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office; or (2) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number to the Exchange Agent, 28% of all reportable payments made to me will be withheld, but will be refunded to me if I provide a certified taxpayer identification number within 60 days.

Signature

Date

NOTE: FAILURE TO COMPLETE AND RETURN THIS SUBSTITUTE FORM W-9 MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU IN THE OFFER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL INFORMATION.

Manually signed facsimile copies of this Letter of Transmittal will be accepted. This Letter of Transmittal, certificates for Shares and any other required documents should be sent or delivered by each stockholder or such stockholder's broker, dealer, bank, trust company or other nominee to the Exchange Agent at one of its addresses listed below.

CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By Facsimile Transmission for

By Registered or Certified Mail:

*By Hand Delivery or Overnight
Courier:*

Eligible Institutions Only: (212)
616-7610

*For Confirmation of Receipt
Only:* (212) 509-4000 ext. 536

Continental Stock Transfer &
Trust Company
1 State Street — 30th Floor
Attn: Reorg
New York, New York 10004

Continental Stock Transfer &
Trust Company
1 State Street — 30th Floor
Attn: Reorg
New York, New York 10004

Questions regarding the Offer, and requests for assistance in connection with the Offer, may be directed to the Information Agent at its address and telephone number listed below. Additional copies of the Offering Circular, this Letter of Transmittal, the Notice of Guaranteed Delivery or any other materials related to the Offer may be obtained from the Information Agent and will be furnished promptly free of charge. You may also contact your broker, dealer, bank, trust company or other nominee for assistance concerning the Offer.

The Information Agent for the Offer is:

D.F. King & Co., Inc.
48 Wall Street
New York, New York 10005
Banks and Brokers, Call Collect:
(212) 269-5550
All Others, Call Toll-Free:
(888) 644-6071
Email: exela@dfking.com

Exela Technologies Announces an Increase in the Consideration being Offered for Shares of Common Stock through Exchange Offer to \$1.25 of New Notes per Share

- Shareholders can now exchange blocks of 20 shares of common stock into a tradable \$25 note due 2029 with 6% annual interest rate
- Offering price represents a 127% premium to the closing share price of \$0.55 on January 25, 2022
- Shares tendered will be retired, reducing share count by approximately 30%
- Participating shareholders should instruct their broker to tender their shares well before the expiration time of 11:59 p.m. EST on February 24, 2022, to give their broker enough time to tender their shares

IRVING, TX., February 7, 2022 (GLOBE NEWSWIRE) -- Exela Technologies, Inc. ("Exela" or the "Company") (NASDAQ: XELA) announced today that it has amended the previously announced offer (the "Offer") to exchange up to 100,000,000 shares of its Common Stock for unsecured 6.00% senior notes due 2029 (the "New Notes"). The Offer has been amended to increase the consideration being offered for each share of Common Stock from \$1.00 per share to \$1.25 per share. Shareholders can now exchange Common Stock in 20 share increments for \$25 of New Notes. As a result of the increase in the consideration, shares of Common Stock may now only be tendered in 20 share increments, and an aggregate of up to \$125,000,000 of New Notes may be issued in the Exchange Offer.

A Supplement to the Offer to Exchange has been filed with the U.S. Securities and Exchange Commission, and can be retrieved at <http://www.sec.gov>. Holders of shares of Common Stock may contact D.F. King & Co., Inc., the information agent for the Offer, by calling Banks and Brokers, Call Collect: (212) 269-5550; all others, call toll-free: (888) 644-6071 or visit <https://to.exelatech.com/> for this purpose.

This press release is for informational purposes only and shall not constitute an offer to sell or exchange nor the solicitation of an offer to buy the New Notes or any other securities. The Offer is not being made to any person in any jurisdiction in which the offer, solicitation or sale is unlawful. Any offers of the New Notes will be made only by means of the Offer to Exchange.

The complete terms and conditions of the Offer are set forth in the Offer to Exchange (as amended by the Supplement dated February 7, 2022) and the related amended and restated letter of transmittal that has been filed with the Securities and Exchange Commission on Schedule TO. Shareholders of Exela are strongly encouraged to read the Schedule TO and related exhibits because they contain important information about the Offer. The Schedule TO and related exhibits will be available without charge at the Securities and Exchange Commission's website at <http://www.sec.gov>.

About Exela Technologies

Exela Technologies is a business process automation (BPA) leader, leveraging a global footprint and proprietary technology to provide digital transformation solutions enhancing quality, productivity, and end-user experience. With decades of experience operating mission-critical processes, Exela serves a growing roster of more than 4,000 customers throughout 50 countries, including over 60% of the Fortune® 100. Utilizing foundational technologies spanning information management, workflow automation, and integrated communications, Exela's software and services include multi-industry, departmental solution suites addressing finance and accounting, human capital management, and legal management, as well as industry-specific solutions for banking, healthcare, insurance, and the public sector. Through cloud-enabled platforms, built on a configurable stack of automation modules, and over 17,500 employees operating in 23 countries, Exela rapidly deploys integrated technology and operations as an end-to-end digital journey partner.

Forward-Looking Statements

Certain statements included in this press release are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "may", "should", "would", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential", "seem", "seek", "continue", "future", "will", "expect", "outlook" or other similar words, phrases or expressions. These forward-looking statements include statements regarding our industry, future events, estimated or anticipated future results and benefits, future opportunities for Exela, and other statements that are not historical facts. These statements are based on the current expectations of Exela management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties, including without limitation those discussed under the heading "Risk Factors" in the Offer to Exchange and Exela's Annual Report and other securities filings. In addition, forward-looking statements provide Exela's expectations, plans or forecasts of future events and views as of the date of this communication. Exela anticipates that subsequent events and developments will cause Exela's assessments to change. These forward-looking statements should not be relied upon as representing Exela's assessments as of any date subsequent to the date of this press release.

Investor and/or Media Contacts:

Vincent Kondaveeti

E: vincent.kondaveeti@exelatech.com

Mary Beth Benjamin

E: IR@exelatech.com

**EXELA TECHNOLOGIES, INC.****Offer to Exchange up to 100,000,000 shares of its Common Stock (in 20 share increments) for Up to \$125,000,000 aggregate principal amount of its 6.00% Senior Notes due 2029**

Exela Technologies, Inc. (“we”, “us”, the “Company” or Exela) is offering (the “Offer”) to exchange up to 100,000,000 shares of its outstanding common stock, par value \$0.0001 per share (the “Common Stock”), for 6.00% senior unsecured notes of the Company due March 31, 2029 (the “New Notes”), with each 20 shares of Common Stock being exchangeable in the Offer for a New Note having a principal amount equal to \$25.00 (equivalent to \$1.25 per share), upon the terms and subject to the conditions set forth in the Offer to Exchange and the related Offer materials (as amended and supplemented from time to time, including in Supplement No.1, dated February 7, 2022, the “Offer Documents”). Common Stock may only be tendered in increments of 20 shares.

The Offer Documents contain important information that should be read carefully before any decision is made with respect to the Offer. The following summary is qualified in its entirety by the more detailed information appearing elsewhere in, or incorporated by reference into, the Offer Documents. A more comprehensive summary is available beginning on page 4 of the Offer to Exchange and in the Supplement. Capitalized terms used but not otherwise defined in this summary have the meanings assigned to them elsewhere in the Offer Documents.

· What is the Exchange Offer?

- In the Exchange Offer, the Company is offering to repurchase shares of Common Stock in 20 share increments and then retiring those shares. The Company is paying \$1.25 principal amount of New Notes for each share, thus for each increment of 20 shares, a shareholder will receive \$25.00 of New Notes.
-

- The consideration for the Offer represents a 127% increase over the last reported sales price of our Common Stock as of January 25, 2022, on the Nasdaq Capital Market of \$0.55 per share.

- You should read the Offer Documents in their entirety and consult your own financial, tax, legal and other advisors and must make your own decision as to whether to tender your shares of Common Stock.

If I hold through a brokerage firm (e.g., Schwab, TD Ameritrade, Fidelity, Robinhood, etc.), how do I participate in the Offer?

- To tender your shares in the Exchange Offer, **you need to contact your brokerage firm and follow their procedures for instructing them to tender your shares. This is typically found in the messaging center or documents center in your online portal.**

- Because it may take some time for the broker to process your instructions, you should contact them far enough in advance of the Expiration Date to enable them to follow your instructions. The Expiration Date is 11:59 p.m., New York City time, on February 24, 2022.

- Shareholders who are not U.S. persons will also have to arrange for payment of any applicable withholding tax through their broker.

- If you are having difficulty in instructing your broker, you may contact our Information Agent for assistance at D.F. King & Co., Inc., Call Toll-Free: (888) 644-6071, Email: exela@dfking.com. However, neither the Company, the Information Agent, nor the Exchange Agent can accept your tender directly, only the broker can tender on your behalf.

- Some helpful links and contact information for popular retail brokerage firms included below.

· Brokerage Firm	· Contact Information
TD Ameritrade	Call 1-888-723-8504, option 1 https://invest.ameritrade.com/grid/p/site#r=jPage/cgi-bin/apps/u/InboxHome
Robinhood	https://robinhood.com/us/en/support/articles/how-to-contact-phone-support/ or https://robinhood.com/contact
Fidelity	https://digital.fidelity.com/ftgw/digital/corporate-actions/
E*Trade	Call 1-800-387-2331
Charles Schwab	https://client.schwab.com/Accounts/EReorg/eReOrgActiveAccountOffers.aspx Call 1-800-435-4000
Sofi Invest	Chat with Invest Support - https://www.sofi.com/chat/v1/web/sofi/?product=invest Call 1-(855) 525-7634
eToro	https://www.etoro.com/en-us/customer-service/

· **Can you provide an example on what happens if I own 1,000 shares?**

You can either:

1. Tender any amount of your 1,000 shares, as long as it is in 20 share increments, at a price of \$1.25 principal amount of New Notes per share regardless of the share price when you tender. If the tender is oversubscribed, then the New Notes will be allocated among the tendering stockholders on a pro rata basis. For example, if 200,000,000 shares are tendered, 500 of your shares would be exchanged into \$625 principal amount of New Notes and you would keep the remaining 500 common shares. If 100,000,000 shares or less are tendered then whatever amount of stock you tender, the full amount would convert into New Notes.

2. Do nothing and keep the 1,000 shares you currently own.

If you choose option 1, you will receive New Notes that carry a 6% annual coupon, paid quarterly. You can choose to hold the New Notes until maturity in March 2029 at which point you will receive 100% of the principal. You also have the ability to sell New Notes at any time you would like.

· **Is this exchange offer available for retail and institutional investors?**

Yes, any type of investor can participate.

· **How many shares of Common Stock are sought to be exchanged in the Offer? Is it a condition to the Offer?**

We are offering to exchange up to 100,000,000 shares of our Common Stock, representing approximately 29% of our shares of Common Stock outstanding as of January 25, 2022. There is no minimum share requirement for this Offer.

· **Why is the Company making the Offer?**

The Company believes that the current price for the Common Stock does not reflect the intrinsic value of the Company. In connection with the announcement of its earnings for the third quarter of 2019, the Company announced a 'debt reduction and liquidity improvement initiative', whose goal was the increase of the Company's liquidity by \$125 to \$150 million and the reduction of debt by \$150 to \$200 million in the subsequent two years. The purpose of the initiative was to position the Company for long-term success and increased shareholder value.

As of December 31, 2021, the Company had:

- Raised \$407 million of gross equity capital in 2021;
- Reduced total long-term debt by \$454 million in 2021;
- Settled the appraisal action; and
- Announced that it was on-track to exceed the free cash flow improvement of \$50 million per annum in 2022

The Company believes that the current price for the Common Stock does not reflect these accomplishments or the intrinsic value of the Company. Thus, the Company believes that this offer will benefit its shareholders as follows:

- those who tender will hold New Notes that have a principal amount value equivalent to \$1.25 per share and pays cash interest at 6% per annum, for seven years, following which the instrument matures and the principal is paid to the instrument holder; the principal amount represents a premium of 127% over the closing price of the Common Stock on January 25, 2022; and
- those who do not exchange may benefit more from future share value accretion and potential dividends as a result of the reduced number of shares outstanding.

· **What are the effects of the Offer on the ownership structure of the Company?**

The main effect that the Offer could have is that holders of Common Stock who do not exchange their shares will see their percentage ownership of our outstanding Common Stock increase, and those interests will be subordinated to the New Notes in respect of the right to receive payment and rights upon liquidation. In addition, depending on the number of shareholders that elect to tender some or all of their shares of Common Stock in the Offer, there may be fewer shares of Common Stock held by non-affiliated shareholders, and there may therefore be fewer transactions in the shares of Common Stock resulting in lower liquidity than currently.

· **When does the Offer expire?**

The Offer will expire at 11:59 p.m., New York City time, on February 24, 2022 (unless the Offer is extended).

· **What securities are being sought and what will I receive in the Offer?**

Holders of Common Stock are being offered the opportunity to exchange each 20 shares of Common Stock they own for a New Note having a principal amount equal to the \$25.00 (equivalent to \$1.25 per share) (the “Exchange Ratio”), provided that (1) Common Stock must be tendered in increments of 20 shares, and (2) the aggregate principal amount of the New Notes issued to all tendering stockholders in the Offer will not exceed \$125,000,000, upon the terms and subject to the conditions set forth in this Offer to Exchange.

In the event that a number of shares of Common Stock is tendered in the Offer that would require us to issue in excess of \$125,000,000 aggregate principal amount of New Notes, then all tenders will be accepted on a pro rata basis (based on increments of 20 shares) such that the aggregate principal amount of the New Notes does not exceed \$125,000,000.

· **What are the terms of the New Notes?**

The New Notes will mature on March 31, 2029 unless earlier redeemed or repurchased, and 100% of the aggregate principal amount, plus accrued and unpaid interest to, but not including, the maturity date, will be paid at maturity. Interest will accrue at an annual rate equal to 6.00% from and including the Issue Date to, but excluding the maturity date or earlier acceleration or redemption and will be payable quarterly in arrears on March 31, June 30, September 30 and December 31 of each year, beginning on June 30, 2022 and at maturity, to the record holders at the close of business on the immediately preceding March 15, June 15, September 15 and December 15, as applicable (whether or not a business day). The New Notes will be redeemable at our option, in whole or in part, at any time on or after March 31, 2024, at a redemption price of 100% of the outstanding principal amount and on the terms described under “Description of Notes - Optional Redemption”.

The New Notes will be our senior unsecured obligations and will rank equal in right of payment with all of our existing and future senior unsecured and unsubordinated indebtedness. The New Notes will be senior in right of payment with any of our existing and future indebtedness that is expressly subordinated to the New Notes. The New Notes will be effectively subordinated to all of our existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness. The New Notes will be structurally subordinated to all existing and future indebtedness (including trade payables) of Exela Technologies, Inc.'s subsidiaries (with respect to the assets of such subsidiaries). See "Description of New Notes".

Will the New Notes be freely tradable?

In making the Offer, we are relying on the exemption from the registration requirements of the Securities Act of 1933 contained in Section 3(a)(9) of that Act for the New Notes. Under that exemption, if Common Stock tendered is freely tradable, the New Notes received in the exchange will be freely tradable. If the Common Stock tendered in the exchange is restricted, the New Notes will be restricted to the same degree. Our Common Stock (XELA) is listed on the Nasdaq Capital Market. On January 25, one business day before the announcement of the Offer, the closing per share price for the Common Stock as reported by Nasdaq was \$0.55.

We intend to file an application to list the New Notes on either the NYSE American Exchange or Nasdaq under the symbol "XelaA." If this application is approved, trading in the New Notes is expected to commence within a 30-day period after the approval of listing. However, we cannot assure you that the NYSE American Exchange or Nasdaq will list the New Notes or that any trading market will develop for the New Notes. Until such time, the Notes will trade on the OTC. If a trading market does develop, we cannot assure you as to any price at which the New Notes will trade. See "Risk Factors — There may not be an active trading market for the New Notes", "Description of Exela's Common Stock" and "Description of New Notes".

· **Is there a maximum size of the Offer?**

Yes. We will accept up to 100,000,000 shares of Common Stock. This represents approximately 29% of our outstanding Common Stock as of January 25, 2022. If more than 100,000,000 shares are tendered, we will only accept 100,000,000 shares of Common Stock, to be allocated among the tendering stockholders on a pro rata basis (based on increments of 20 shares).

· **Are there any conditions to the Offer?**

Yes. The Offer is conditioned on the closing conditions described under in the Offer Documents. We will not be required, but we reserve the right, to waive any of the conditions of the Offer (to the extent permitted by applicable law) and accept for exchange any shares of Common Stock tendered (or, alternatively, we may elect to terminate the Offer) if any of the conditions of the Offer as described under “The Offer — Conditions to the Completion of the Offer” remain unsatisfied.

· **Under what circumstances may the Offer be terminated?**

The Offer may be terminated if the conditions to the Offer discussed in this Offer to Exchange are not satisfied or waived or if we so elect. If the Offer is terminated and you previously have tendered shares of Common Stock, such tendered Common Stock will be credited back to an appropriate account promptly following the termination of the Offer without expense to you.

· **How will I be notified if the Offer is extended, amended or terminated?**

We, in our sole discretion, may extend the Expiration Date for any reason. If the Offer is extended, amended or terminated, we will promptly make a public announcement by issuing a press release. In the case of an extension, the announcement will be issued no later than 9:00 a.m., New York City Time, on the next business day after the previously scheduled expiration date of the Exchange Offer.

· **If I choose to tender my shares of Common Stock for exchange, do I have to tender all of my shares of Common Stock?**

No. You may tender all of your shares of Common Stock, a portion of your shares of Common Stock or none of your shares of Common Stock for exchange. See “The Offer — Terms of the Offer”.

· **May I withdraw my tender of shares of Common Stock?**

Yes. You can withdraw shares of Common Stock previously tendered for exchange at any time before the Expiration Date. The Expiration Date is 11:59 p.m., New York City time, on February 24, 2022, unless extended as described in the Offer Documents. See “The Offer — Right of Withdrawal”.

· **What happens if I do not participate in the Offer, or if my shares of Common Stock are not accepted in the Offer because of prorating?**

If you currently hold shares of Common Stock and do not tender them or if your shares of Common Stock are not accepted in the Offer because of prorating, your shares of Common Stock will continue to be issued and outstanding. See “The Offer — Terms of the Offer” and “The Offer — Prorating”.

· **How will I be taxed on the exchange of my shares of Common Stock?**

U.S. Tax Considerations: Receipt of New Notes in redemption of shares of Common Stock will, for U.S. federal income tax purposes, be treated as a taxable transaction for “U.S. Holders” (as defined in the section “Certain Material Income Tax Considerations”). The redemption will be treated as either a sale of the redeemed shares or a dividend paid with respect to your ownership of our stock, with such determination made on a holder by holder basis, taking into account certain facts and circumstances. The U.S. federal income tax consequences of the Offer are complex. You should consult with your own tax advisor regarding the tax consequences of exchanging your shares of Common Stock.

If the redemption of shares of Common Stock from a Non-U.S. Holder (as defined in the section “Certain Material Income Tax Considerations”) is treated as a dividend for U.S. federal income tax purposes, such dividend will be subject to a 30% U.S. withholding tax (unless the Non-U.S. Holder is eligible to claim a lower rate of tax based on qualification for benefits under a tax treaty with the United States). A Non-U.S. Holder that tenders shares of Common Stock pursuant to the Offer will have their shares accepted for exchange pursuant to the Offer only if such Non-U.S. Person pays us an amount sufficient to satisfy our withholding obligation based on an assumption that the exchange of shares pursuant to the Offer constitutes a dividend for U.S. federal income tax purposes. If you are a Non-U.S. Holder, you should consult with your own tax advisor regarding the U.S. and local jurisdiction tax consequences to you of participating in the Offer.

See “Certain Material Income Tax Considerations”.

· **What is the status of the Company's "at-the-market" program?**

The Company has suspended all sales under its "at-the-market" program and such sales will remain suspended during the pendency of the Offer.

· **Has the Board of Directors adopted a position on the Offer?**

Our Board of Directors has approved the making of the Offer. However, the Board of Directors has not made any recommendation as to whether you should tender your shares of Common Stock pursuant to the Offer. You should read the Offer Documents in their entirety and consult your own financial, tax, legal and other advisors and must make your own decision as to whether to tender your shares of Common Stock.

· **What are the interests of our directors, executive officers and affiliates in the Offer?**

None of the Company or, to the Company's knowledge, any of its affiliates, directors or executive officers, is a party to any contract, arrangement, understanding or agreement with any other person relating, directly or indirectly, to the Offer. See "Interests of directors, executive officers and affiliates of the Company in shares of Common Stock" in the Original Offer to Exchange. The Company understands that certain directors and executive officers who own shares of Common Stock are considering whether or not to tender such shares in the Offer. Thus, it is possible that one or more of our directors or executive officers that own shares of Common Stock may elect to tender some or all of their shares of Common Stock in the Offer. See "Interests of directors, executive officers and affiliates of the Company in shares of Common Stock" in the Original Offer to Exchange. The Board of Directors has taken steps to exempt any tender of shares by directors or officers of the Company from the short swing profit liability rules of Section 16(b) of the Securities Exchange Act of 1934, as amended. See "Interests of directors, executive officers and affiliates of the Company in shares of Common Stock" in the Original Offer to Exchange.

· **How quickly will the shares be retired once the exchange offer is complete?**

We expect to immediately cancel the shares upon closing of the Offer.

· **Who will pay the fees and expenses associated with the Offer?**

We will bear all of our fees and expenses incurred in connection with consummating the Offer. No brokerage commissions are payable by the stockholders to the Information Agent, the Exchange Agent or us. See "The Offer — Fees and Expenses".

· **Who can answer questions concerning the Offer?**

Requests for assistance in connection with the tender of your shares of Common Stock pursuant to the Offer may be directed to the Information Agent for the Offer, D.F. King & Co., Inc. at (toll-free) (888) 644-6071 or (collect) (212) 269-5550 or email: exela@dfking.com

For further updates on the Offer, please register your email in the field below.

*Email

Name

*As a security measure, please type in the characters displayed below.

Click the icon above to listen to the CAPTCHA audio.

Note: Audio may not work on all browsers.

This field is case sensitive