



Attn: Trading and Market Making/Legal and Compliance/Operations/Systems
UNIFORM PRACTICE ADVISORY (UPC #45-23) 10/12/2023
Venator Materials PLC (VNTRQ)

Notice has been received that the above Company's Plan of Reorganization became effective on 10/12/2023. Pursuant to the plan and Amended Plan Supplement, On the Effective Date, pursuant to which the Holders of Existing Equity Interests voted to approve the allotment and issuance of the New Ordinary Shares on a dilutive, non-pre-emptive basis (such New Ordinary Shares, the "Additional Ordinary Shares"), to enable the ultimate issuance of the Additional Ordinary Shares to the Holders of the Allowed New Money DIP Claims, the Allowed Senior Secured Claims, and the Allowed Senior Unsecured Notes Claims, as well as on account of the Exit Backstop Commitment Premium, in accordance with the Plan and the Confirmation Order. Notwithstanding anything to the contrary in the Plan, the Existing Equity Interests shall remain outstanding and shall not be canceled on the Plan Effective Date.

Each Holder of an Allowed Senior Secured Claim shall receive, in full and final satisfaction of such Claim, such Holder's Pro Rata share of the Senior Secured Equitization Distribution. The Holders of Allowed Senior Secured Claims transfer such Claims to Venator Materials PLC in exchange for the payment by Venator Materials PLC to such Holders of aggregate cash consideration of [\$20,055,047.573], which is left standing on account. The Holders of Allowed Senior Secured Claims subscribe (in aggregate) for [20,055,047,573] Additional Ordinary Shares for an aggregate cash subscription price of [\$20,055,047.573], which is left standing on account. The aggregate cash consideration, which is left standing on account and which is due and payable by Venator Materials PLC to the Holders of Allowed Senior Secured Claims as a result of Step 4 (of the Amended Plan Supplement), is set-off in full against the aggregate cash consideration left standing on account and due and payable by the Holders of Allowed Senior Secured Claims to Venator Materials PLC as a result of Step 5 (of the Amended Plan Supplement)

Each Holder of an Allowed Senior Unsecured Claim shall receive, in full and final satisfaction of such Claim, such Holder's Pro Rata share of the Senior Unsecured Notes Equitization Distribution. The Holders of Allowed Senior Unsecured Notes Claims transfer such Claims to Venator Materials PLC in exchange for the payment by Venator Materials PLC to such Holders of aggregate cash consideration of [\$2,228,338.620], which is left standing on account. The Holders of Allowed Senior Unsecured Notes Claims subscribe (in aggregate) for [2,228,338,620] Additional Ordinary Shares for an aggregate cash subscription price of [\$2,228,338.620], which is left standing on account. The aggregate cash consideration, which is left standing on account and which is due and payable by Venator Materials PLC to the Holders of Allowed Senior Unsecured Notes Claims as a result of Step 1 (of the Amended Plan Supplement), is set-off in full against the aggregate cash consideration left standing on account and due and payable by the Holders of Allowed Senior Unsecured Notes Claims to Venator Materials PLC as a result of Step 2 (of the Amended Plan Supplement).

Issuer	Security Description	CUSIP	Coupon	Treatment Class	Distribution per 1,000 of Principal Amount
Venator Materials PLC	SR SECD NT 144A	9226ALAA2	9.5	Class 3	35,136.62856444
Venator Materials PLC	SR SECD NT REG S	L9633LAA4	9.5	Class 3	35,136.62856444
Venator Materials PLC	ST NT 144A	9226APAA3	5.75	Class 4	5,942.23632000
Venator Materials PLC	ST NT REG S	L9633DAA2	5.75	Class 4	5,942.23632000

Please consult the company's Plan of Reorganization and the Notice of Filing of Third Amended Plan Supplement for further details.¹

Members are reminded of their obligations under FINRA Rule 2111 if they continue to engage in transactions in the above security after the effective date.

Pursuant to FINRA Rule 11530, members are advised that, among other things, in contracts for securities where a public announcement or publication of general circulation discloses that the securities have been deemed worthless, deliveries shall consist a) the worthless securities or; or b) a Letter of Indemnity which shall grant the purchaser any rights and privileges which might accrue to the holders of the physical securities. Such deliveries shall operate to close-out the contract and shall be settled at the existing contract price pursuant to FINRA Rule 11530.

Questions regarding this notice should be directed to: FINRA Market Operations- 1-866-7760800.

¹ See *e.g.*, *In re: Venator Materials PLC, et al., Debtors. Case no. 23-90301 (DRJ) (Jointly Administered) & Plan Of Reorganization Of Venator Materials PLC And Its Debtor Affiliates*