



COURT FILE NUMBER 2301-07385
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, RSC 1985, c C-36, as amended
AND IN THE MATTER OF CYXTERA TECHNOLOGIES,
INC., CYXTERA CANADA, LLC, CYXTERA
COMMUNICATIONS CANADA, ULC and CYXTERA
CANADA TRS, ULC

APPLICANTS CYXTERA TECHNOLOGIES, INC., CYXTERA CANADA,
LLC, CYXTERA COMMUNICATIONS CANADA, ULC
AND CYXTERA CANADA TRS, ULC

DOCUMENT **AMENDING QUEBEC DISCHARGE ORDER**
**[Schedule 5 of the Confirmation Recognition
Order (as such term is defined below)]**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT Gowling WLG (Canada) LLP
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File No. A171290
Attention: Tom Cumming/Sam Gabor/Stephen Kroeger

DATE ON WHICH ORDER WAS PRONOUNCED: November 21, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice Nixon

UPON THE APPLICATION by Cyxtera Technologies, Inc. (“**CTI**”), in its capacity as foreign representative (in such capacity, the “**Foreign Representative**”) of Cyxtera Canada LLC (“**Cyxtera LLC**”), Cyxtera Communications Canada, ULC (“**Communications ULC**”) and Cyxtera Canada TRS, ULC (together with Cyxtera LLC and Communications ULC, the

“**Canadian Debtors**”) in their cases (the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the United States *Bankruptcy Code* (the “**US Bankruptcy Code**”) before the United States Bankruptcy Court for the District of New Jersey (the “**US Bankruptcy Court**”) under Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for the “**Confirmation Recognition Order**”:

IT IS HEREBY DECLARED THAT:

- [1] **SEEING** the issuance of the Confirmation Recognition Order dated November 21, 2023, approving the Brookfield Transaction described therein (the “**Transaction**”);
- [2] **SEEING** the necessity to strike and discharge certain encumbrances published at the Quebec *Personal and Movable Real Rights Registrar* (“**PMRRR**”), as part of the Transaction, in connection with the Canadian Assets described in the Confirmation Recognition Order, as such registrations are described at **Schedule “I”** hereto;
- [3] **SEEING** that it is appropriate to issue an order approving and ordering the following discharges:

WHEREFORE, THE COURT:

- [4] **ORDERS** that, unless otherwise indicated or defined herein, capitalized terms used in this Order shall have the meanings given to them in the Confirmation Recognition Order;
- [5] **ORDERS** that upon closing of the Transaction and the issuance of the applicable certificate, as the case may be, issued by the Chief Restructuring Office or the Deputy Chief Restructuring Officer in the form of the Closing Certificate attached to the Confirmation Recognition Order and to be attached hereto as **Schedule “II”** (the “**Certificate**”);
- [6] **ORDERS** the Quebec PMRRR to strike and discharge the registrations described in **Schedule “I”** attached hereto, upon presentation of the required forms with a true copy of this order and the Certificate and upon payment of the prescribed fees;

- [7] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada;
- [8] **DECLARES** that each of the Canadian Debtors, the Foreign Representative and the Information Officer shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order;
- [9] **REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or globally, to give effect to this Order and to assist the Canadian Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Canadian Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Canadian Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order. of any court or administrative body in any province or territory of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of the Order;
- [10] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever;

THE WHOLE WITHOUT COSTS.



Justice of the Court of King's Bench of Alberta

Schedule "I"

Registrations to be discharged at the Quebec *Personal and Movable Real Rights Registrar*:

| | |
|--------------------------------------|---|
| Registration No. (and amendments) | 2307424770001 |
| Registration Date | June 26, 2023 |
| Expiry | June 22, 2033 |
| Debtors | Cyxtera Communications Canada, ULC |
| Secured Party | Wilmington Savings Fund Society, FSB, As Collateral Agent |
| Collateral: Serial Number Goods | None. |
| Collateral: General | <p>L'universalité des biens meubles du Constituant, corporels et incorporels, présents et à venir, de quelque nature qu'ils soient et où qu'ils puissent être situés.</p> <p>Définitions:</p> <p>“Acte” signifie l'acte d'hypothèque mentionné à la section “Référence à l'acte constitutif”;</p> <p>“Constituant” désigne CYXTERA COMMUNICATIONS CANADA, ULC, et comprend tout successeur ou cessionnaire autorisé de celle-ci;</p> <p>“Titulaire” désigne WILMINGTON SAVINGS FUND SOCIETY, FSB, en sa qualité de fondé de pouvoir au sens de l'article 2692 du Code Civil du Québec, et comprend tout successeur ou cessionnaire de celle-ci en cette capacité;</p> |

| | |
|--------------------------------------|--------------------------------------|
| Registration No. (and amendments) | 2305539200001 |
| Registration Date | May 12, 2023 |
| Expiry | May 12, 2033 |
| Debtors | Cyxtera Communications Canada, ULC |
| Secured Party | Wilmington Savings Fund Society, FSB |
| Collateral: Serial Number Goods | None. |

| | |
|------------------------|---|
| Collateral: General | <p>L'universalité des biens meubles du Constituant, corporels et incorporels, présents et à venir, de quelque nature qu'ils soient et où qu'ils puissent être situés.</p> <p>Définitions:</p> <p>“Acte” signifie l'acte d'hypothèque mentionné à la section “Référence à l'acte constitutif”;</p> <p>“Constituant” désigne CYXTERA COMMUNICATIONS CANADA, ULC, et comprend tout successeur ou cessionnaire autorisé de celleci;</p> <p>“Titulaire” désigne WILMINGTON SAVINGS FUND SOCIETY, FSB, en sa qualité de fondé de pouvoir au sens de l'article 2692 du Code Civil du Québec, et comprend tout successeur ou cessionnaire de celleci en cette capacité;</p> |
|------------------------|---|

| | |
|--------------------------------------|---|
| Registration No. (and amendments) | 2305526260001 |
| Registration Date | May 11, 2023 |
| Expiry | May 11, 2033 |
| Debtors | Cyxtera Communications Canada, ULC |
| Secured Party | CITIBANK, N.A. |
| Collateral: Serial Number Goods | None. |
| Collateral: General | <p>L'universalité des biens meubles du Constituant, corporels et incorporels, présents et à venir, de quelque nature qu'ils soient et où qu'ils puissent être situés.</p> <p>Définitions:</p> <p>« Constituant » désigne Cyxtera Communications Canada, ULC, et comprend tout successeur ou cessionnaire autorisé de celleci;</p> <p>« Titulaire » désigne Citibank, N.A., en sa qualité de fondé de pouvoir au sens de l'article 2692 du Code Civil du Québec, et comprend tout successeur ou cessionnaire de celleci en cette capacité.</p> |

Schedule "II"

Form of Closing Certificate for Quebec Discharge Order

COURT FILE NUMBER 2301-07385 Clerk's Stamp

COURT COURT OF KING'S BENCH OF
ALBERTA

JUDICIAL CENTRE Calgary

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

AND IN THE MATTER OF CYXTERA TECHNOLOGIES, INC.,
CYXTERA CANADA, LLC, CYXTERA COMMUNICATIONS
CANADA, ULC and CYXTERA CANADA TRS, ULC

APPLICANTS CYXTERA TECHNOLOGIES, INC., CYXTERA CANADA, LLC,
CYXTERA COMMUNICATIONS CANADA, ULC AND
CYXTERA CANADA TRS, ULC

DOCUMENT **CLOSING CERTIFICATE**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

RECITALS

1. Cyxtera Technologies, Inc. ("**CTI**"), in its capacity as foreign representative (in such capacity, the "**Foreign Representative**") of Cyxtera Canada LLC ("**Cyxtera LLC**"), Cyxtera Communications Canada, ULC ("**Communications ULC**") and Cyxtera Canada TRS, ULC ("**TRS ULC**", together with Cyxtera LLC and Communications ULC, the "**Canadian Debtors**") commenced cases (the "**Chapter 11 Cases**") under chapter 11 of title 11 of the *United States Bankruptcy Code* (the "**US Bankruptcy Code**") before the United States Bankruptcy Court for the District of New Jersey (the "**US Bankruptcy Court**") on June 4, 2023.

2. On June 7, 2023, the Honourable Mr. Justice B. Nixon of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**") pronounced the following Orders under Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"): (a) an Order (the "**Recognition Order**"), *inter alia*, (i) recognizing Cyxtera Technologies Inc. as foreign representative of the Canadian Debtors for the purposes of s. 45(1) of the CCAA and the Chapter 11 Cases as foreign proceedings, (ii) recognizing each of the Canadian Debtor's main interest is in the United States of America and Chapter 11 Cases are foreign main proceedings for the purposes of s. 45(1) of the CCAA; and (b) an Order, *inter alia*, appointing Alvarez and Marsal Canada Inc. as an information officer of this Honourable Court in these recognition proceedings.

3. On November 21, 2023, the Honourable Mr. Justice B. Nixon of the Court pronounced an Order (the "**Confirmation Recognition Order**") (a) recognizing and giving effect in Canada to an Order of the US Bankruptcy Court (the "**US Confirmation Order**") (i) authorizing the Canadian Debtors to enter into and perform their obligations under an asset purchase agreement dated as of October 31, 2023 (the "**Brookfield APA**") by and among Phoenix Data Center Holdings LLC as purchaser ("**Phoenix**") and CTI, the Canadian Debtors and their affiliated corporations as sellers, (ii) approving the sale of the Acquired Assets (as defined in the Brookfield APA, and the purchase and sale thereunder, the "**Brookfield Transaction**"), free and clear of all Claims and Encumbrances, other than Permitted Encumbrances and Permitted Post-Closing Permitted Encumbrances as set forth in and in accordance with the Brookfield APA (each as defined in the Brookfield APA), (iii) approving the assumption and assignment of Assigned Contracts and Acquired Leases (as defined in the Brookfield APA, and referred to herein as the "**Acquired Agreements**"), and (iv) granting related relief; and (b) (i) vesting the Canadian Assets (as defined in the Brookfield APA) in Phoenix on the terms set out therein, and (ii) assigning the Assigned Contracts and Acquired Leases included in the Canadian Assets to Phoenix; and (c) providing the additional relief described herein.

4. Under paragraph 5 of the Confirmation Recognition Order, the Chief Restructuring Officer (the "**CRO**") or Deputy Chief Restructuring Officer ("**DCRO**") of the Canadian Debtors is authorized and directed to deliver to Phoenix, file with the Court, and serve on the current service list maintained by Foreign Representative and Canadian Debtors in these recognition proceedings

this Closing Certificate confirming that the conditions precedent in the Brookfield APA have been satisfied or waived in accordance with the Brookfield APA, other than the vesting and conveyance of the Canadian Assets and the assignment and transfers of the Agreements becoming effective in accordance with the Confirmation Recognition Order.

5. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Brookfield APA.

THE [CRO / DCRO] OF THE CANADIAN DEBTORS CERTIFIES the following:

1. The conditions precedent in the Brookfield APA have been satisfied or waived in accordance with the Brookfield APA, other than the vesting and conveyance of the Canadian Assets and the assignment and transfer of the Acquired Agreements becoming effective in accordance with the Confirmation Recognition Order.

This Certificate was delivered by the **[CRO / DCRO]** of the Canadian Debtors at **[Time]** on **[Date]**.

Name:

Title: