

COURT FILE NUMBER

2301-07385

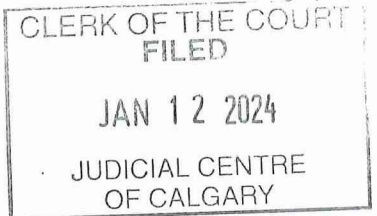
COURT

COURT OF KING'S BENCH OF
ALBERTA

JUDICIAL CENTRE

Calgary

Clerk's Stamp



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

Gowling WLG (Canada) LLP
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Calgary, AB T2P 4K9
Telephone (403) 298-1946
File No. A171290
Attention: Tom Cumming/Sam Gabor/Stephen Kroeger

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

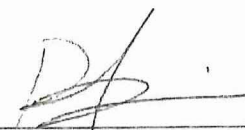
this Closing Certificate confirming that the conditions precedent in the Brookfield APA have been satisfied or waived in accordance with the Brookfield APA, other than the vesting and conveyance of the Canadian Assets and the assignment and transfers of the Agreements becoming effective in accordance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

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

THE 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 DCRO of the Canadian Debtors at ^{10:00am CST} on January 12, 2024



Name: /Raymond Li
Title: Deputy Chief Restructuring
Officer