



IN THE GRAND COURT OF THE CAYMAN ISLANDS

CIVIL DIVISION

**IN THE MATTER OF THE EQUITABLE SHARE MORTGAGE DATED 26 JANUARY 2023
BETWEEN GTT COMMUNICATIONS HOLDING IRELAND LIMITED AND WILMINGTON
SAVINGS FUND SOCIETY, FSB**

**AND IN THE MATTER OF ORDER 50, RULE 11 OF THE GRAND COURT RULES (AS
REVISED)**

CAUSE NO: OF 2023

AFFIDAVIT OF John McNichol

I, John McNichol, Assistant Vice President of Wilmington Savings Fund Society, FSB a federal savings bank organized under the laws of the United States of America, having its registered office at 500 Delaware Avenue, 11th Floor, Wilmington, DE 19801, United States of America, being duly sworn MAKE OATH and SAY as follows:

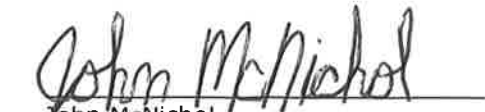
1. I am an Assistant Vice President of Wilmington Savings Fund Society, FSB (the "**Applicant**"), a federal savings bank organised under the laws of the United States of America and having its registered office at 500 Delaware Avenue, 11th Floor, Wilmington, DE 19801. I am duly authorised to swear this affidavit on behalf of the Applicant. I make this affidavit pursuant to Order 50, rule 11(2)(a) of the Grand Court Rules (as revised) ("**GCR**") in support of the Stop Notice annexed hereto.

2. Save as otherwise indicated, the facts and matters deposed to in this affidavit are derived from my personal knowledge as a result of my dealing with this matter, from speaking to my colleagues who have also dealt with this matter and from my perusal of relevant documents. Where facts and matters are not within my own knowledge, the source of my information is stated, and the facts and matters concerned are true to the best of my information and belief. Nothing in this affidavit is intended to waive privilege in respect of any matter referred to and privilege is not being waived.
3. There is now produced and shown to me and marked "WSFS-1", a paginated bundle of documents to which reference is made below. Unless the context otherwise indicates, all references to page numbers in this Affidavit are references to Exhibit "WSFS-1".
4. GTT Communications Holding Ireland Limited (the "**Mortgagor**") is the legal owner of one ordinary share (the "**Share**") in GTT Communications Cayman Inc. (the "**Company**").
5. The Company is incorporated in the Cayman Islands with its registered office at Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands. The Share is specified in the Stop Notice annexed hereto.
6. The Applicant's beneficial entitlement to the Share; shares acquired in respect of the Share by reason of a stock split; stock dividends; reclassification or otherwise; and all other shares in the Company from time to time legally or beneficially owned by the Mortgagor (together, the "**Mortgaged Shares**") arise pursuant to an equitable share mortgage granted by the Mortgagor in favour of the Applicant dated 26 January 2023 (the "**Mortgage**"). A copy of the Mortgage is exhibited at pages 1 to 44 of Exhibit WSFS-1.
7. The Mortgage was granted in favour of the Applicant by the Mortgagor to secure the due performance of certain obligations arising pursuant to a credit agreement dated 30 December 2022 (amended, restated or otherwise modified from time to time, the "**Credit Agreement**") between, *inter alios*, GTT Communications, Inc., as the Parent, GTT

RemainCo, LLC, as the USD Borrower (as such term is defined in the Credit Agreement), GTT Communications B.V., as the Euro Borrower (as such term is defined in the Credit Agreement), certain subsidiaries of the USD Borrower, as Subsidiary Guarantors, the Lenders (as such term is defined in the Credit Agreement)) and the Applicant in its capacity as Administrative Agent (as such term is defined in the Credit Agreement).

8. The address for service of a notice under the applicable provisions of the GCR is c/o Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands (reference JH/cb/G2705-176532).

[Signature Page Follows]


 John McNichol
 Position: Assistant Vice President
For and on behalf of Wilmington Savings Fund Society, FSB

NOTARY ACKNOWLEDGEMENT

IN WITNESS WHEREOF, the undersigned has hereunto set my hand and seal this 2nd of March, 2023.

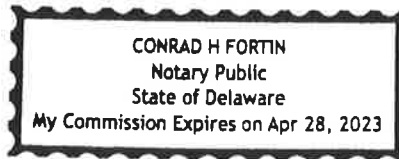
STATE OF Delaware)
)
 COUNTY OF New Castle)

I, Conrad Fortin, a Notary Public in and for, and residing in the said County, in the State aforesaid, DO HEREBY CERTIFY, that John McNichol personally known to me to be the same person(s) whose names are subscribed to the foregoing Instrument, appeared before me this day in person, and acknowledged that [they/he/she] signed, sealed and delivered the said Instrument as [their/his/her] free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 2nd day of March, 2023.


 Notary Public

Seal:



Signed, sealed and delivered in the Presence of:

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STOP NOTICE

TO: GTT Communications Cayman Inc., Walkers Corporate Limited, 190 Elgin Avenue,
George Town, Grand Cayman KY1-9008, Cayman Islands

TAKE NOTICE that the securities comprised in and subject to the Mortgage referred to in the affidavit to which this notice is annexed consists of the following:

1. one ordinary share in GTT Communications Cayman Inc. (the "**Company**") registered in the name of GTT Communications Holding Ireland Limited (the "**Share**");
2. any shares acquired in respect of the Share by reason of a stock split, stock dividend, reclassification or otherwise; and
3. all other shares in the Company from time to time legally or beneficially owned by GTT Communications Holding Ireland Limited.

This notice is intended to stop any dealings in, including the transfer of, the said securities without first giving fourteen days' notice in writing to Wilmington Savings Fund Society, FSB, and not the payment of any dividend or interest thereon.


John McNichol

Position: Assistant Vice President

For and on behalf of Wilmington Savings Fund Society, FSB

NOTE: No transfer of the Share referred to above shall be registered nor shall any such payment as is referred to above be made until 14 days after sending notice thereof to the following person (on whose behalf the above stop notice has been filed):

Wilmington Savings Fund Society, FSB
500 Delaware Avenue, 11th Floor
Wilmington, DE 19801
Attention: John McNichol
Tel: 302-573-3269
Email: JMcNichol@wsfsbank.com

NOTE: The address to which a notice, pursuant to Order 50 rule 12 Grand Court Rules, must be sent, shall, for the purposes of that rule, be the address for service stated below.

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THIS IS EXHIBIT "WSFS-1" TO THE FIRST AFFIDAVIT OF

John McNichol
John McNichol

SWORN BEFORE ME THIS 2nd DAY OF FEBRUARY 2023
March

Conrad H Fortin

NOTARY PUBLIC

