



**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**CIVIL DIVISION**

**IN THE MATTER OF: AN EQUITABLE SHARE MORTGAGE DATED 26 APRIL 2023  
BETWEEN GTT COMMUNICATIONS HOLDING IRELAND  
LIMITED AND WINGSPIRE CAPITAL LLC**

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

**CAUSE NO: OF 2023**

**FIRST AFFIDAVIT OF CHRISTOPHER J. COUTU**

I, Christopher J. Coutu, Senior Managing Director of Wingspire Capital LLC of 11720 Amber Park Dr., Suite 500, Alpharetta, GA 30009, being duly sworn MAKE OATH and SAY as follows:

1. I am a Senior Managing Director of Wingspire Capital LLC (the "**Applicant**"), a limited liability company organised under the laws of the United States of America and having its registered office at Corporation Trust Center, 1209 Orange St, 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

- 3. 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.
- 4. There is now produced and shown to me and marked "WCL-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 "WCL-1".
- 5. GTT Communications Holding Ireland Limited (the "**Mortgagor**") is the legal owner of one ordinary share (the "**Share**") in GTT Communications Cayman Inc. (the "**Company**").
- 6. 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.
- 7. 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 April 2023 (the "**Mortgage**"). A copy of the Mortgage is exhibited at pages 1 to 39 of Exhibit WCL-1.
- 8. 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 March 2023 (the "**Credit Agreement**") between, *inter alios*, GTT Communications, Inc., as holdings, GTT RemainCo, LLC as a borrower, certain subsidiaries of GTT Communications, Inc., as borrowers, certain subsidiaries of GTT Communications, Inc., as guarantors, the financial institutions from time to time party thereto (the "**Lenders**") and Wingspire Capital LLC.
- 9. 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).

SWORN at Alpharetta, Georgia, )

United States of America )

on the 26<sup>th</sup> day of June, 2023 )

before me )

*Brian Jeffrey Long*  
\_\_\_\_\_  
NOTARY PUBLIC



This Affidavit is filed by Appleby (Cayman) Ltd., Attorneys at Law, 71 Fort Street, Grand Cayman KY1-1104, Cayman Islands, for the Applicant whose address for service is care of its said Attorneys at Law.

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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:

one ordinary share in GTT Communications Cayman Inc. (the "**Company**") registered in the name of GTT Communications Holding Ireland Limited (the "**Share**");

any shares acquired in respect of the Share by reason of a stock split, stock dividend, reclassification or otherwise; and

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 Wingspire Capital LLC, and not the payment of any dividend or interest thereon.



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Christopher J. Coutu

Position: Senior Managing Director

**For and on behalf of Wingspire Capital LLC**

This Affidavit is filed by Appleby (Cayman) Ltd., Attorneys at Law, 71 Fort Street, Grand Cayman KY1-1104, Cayman Islands, for the Applicant whose address for service is care of its said Attorneys at Law.