

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
GTT COMMUNICATIONS, INC., <i>et al.</i> , ¹)	Case No. 21-11880 (MEW)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE REGARDING
EXTENSION OF EQUITY OPT-IN DEADLINE TO FEBRUARY 14, 2022

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered the *Order (I) Scheduling Combined Hearing to Consider Adequacy of Disclosure Statement; (II) Establishing Disclosure Statement and Plan Objection Deadlines; (III) Approving Solicitation Procedures and Combined Hearing Notice; (IV) Waiving Requirement under Bankruptcy Rules and Local Rules to Solicit Votes of Holders of Existing GTT Equity Interests; (V) Approving Equity Notice Procedures; (VI) Directing that a Meeting of Creditors Not be Convened; (VII) Waiving Requirement of Filing Schedules and Statements; (VIII) Establishing Procedures for the Assumption and Rejection of Executory Contracts and Unexpired Leases; and (IX) Granting Related Relief* [Docket No. 60] (the “Scheduling Order”), which approved the election form for prepetition equity holders to opt-in to certain third-party releases (the “Equity Opt-In Form”) and set December 1, 2021 as the deadline to return such forms (the “Equity Opt-In Deadline”). The Equity Opt-In Form is annexed hereto as **Exhibit A**.²

PLEASE TAKE FURTHER NOTICE that on November 5 and November 8, 2021, the Debtors caused the Equity Opt-In Form to be mailed or otherwise served in accordance with the Scheduling Order.

PLEASE TAKE FURTHER NOTICE that on December 16, 2021 the Court, entered an order [Docket No. 219] (the “Confirmation Order”) confirming the *Third Modified Joint Prepackaged Chapter 11 Plan of Reorganization of GTT Communications, Inc. and its Debtors Affiliates* [Docket No. 207] (with all supplements and exhibits thereto, the “Plan”).

PLEASE TAKE FURTHER NOTICE that pursuant to paragraph 9 of the Confirmation Order, the Debtors have **extended the Equity Opt-In Deadline until February 14, 2022 at 5:00**

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: GTT Communications, Inc. (6338); Communication Decisions - SNVC, LLC (6338); Core180, LLC (6338); Electra Ltd. (6338); GC Pivotal, LLC (6227); GTT Americas, LLC (1133); GTT Global Telecom Government Services, LLC (6338); GTT RemainCo, LLC (0472); GTT Apollo Holdings, LLC (2300); and GTT Apollo, LLC (8127). The service address for the Debtors is 7900 Tysons One Place, Suite 1450, McLean, VA 22102.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Plan (defined below).

p.m. (prevailing Eastern Time). If you are a Holder of Existing GTT Equity Interests in Class 9 and choose to opt-in to the Third-Party Releases set forth in Section 8.3 of the Plan, you must submit your election to opt-in through one of the following methods: (i) if you hold an Existing GTT Equity Interest on the books and records of the transfer agent and through a broker nominee, you may complete, sign and return the Equity Opt-In Form in the enclosed pre-addressed, pre-paid envelope, as applicable, or via first class mail, overnight courier or hand delivery to GTT Ballot Processing, c/o Prime Clerk LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232, so that Prime Clerk, LLC (the “Solicitation Agent”) **actually receives** such form prior to the Equity Opt-In Deadline or (ii) if you hold Existing GTT Equity Interests on the books and records of the transfer agent **only** and do not hold Existing GTT Equity Interests through a broker nominee, you may be complete, sign, and return the Equity Opt-In Form via the E-Balloting portal located at <http://cases.primeclerk.com/gtt>. **For the avoidance of doubt, if you previously submitted an Equity Opt-In Form to the Solicitation Agent, you DO NOT need to resubmit an Equity Opt-In Form.**

PLEASE TAKE FURTHER NOTICE that the Scheduling Order, the Plan, the Confirmation Order and copies of all documents filed in these chapter 11 cases are available free of charge by visiting the website of the Solicitation Agent at <https://cases.primeclerk.com/gtt>. You may also obtain copies of any pleadings filed with the Court by visiting the Court’s website at <https://www.nysb.uscourts.gov> and following the procedures and paying any fees set forth therein. If you have any questions concerning this Equity Opt-In Form, the Plan or the procedures set forth herein, please contact the Solicitation Agent, by (i) calling the Solicitation Agent at (877) 329-1803 (U.S. toll free) or (347) 532-7908 (international toll) or (ii) sending an email message to: gttballots@primeclerk.com.

PRIME CLERK LLC MAKES NO RECOMMENDATIONS AND GIVES NO LEGAL, TAX OR INVESTMENT ADVICE. EACH HOLDER OF EXISTING GTT EQUITY INTERESTS SHOULD SEEK LEGAL, TAX OR INVESTMENT ADVICE FROM AN ATTORNEY OR INDEPENDENT TAX OR INVESTMENT ADVISOR, ACCORDING TO SUCH HOLDER’S PARTICULAR CIRCUMSTANCES.

SECTION 8.3 OF THE PLAN CONTAINS THE THIRD-PARTY RELEASES, WHICH BIND RELEASING PARTIES, AS DESCRIBED IN THE EQUITY OPT-IN FORM. RELEASING PARTIES INCLUDE HOLDERS OF EXISTING GTT EQUITY INTERESTS IF SUCH HOLDER OPTS-IN TO THE THIRD-PARTY RELEASES BY PROPERLY COMPLETING THE STEPS SET FORTH IN THE EQUITY OPT-IN FORM, ATTACHED HERETO AS EXHIBIT A.

IF YOU (I) ABSTAIN FROM COMPLETING THIS EQUITY OPT-IN FORM, (II) FAIL TO PROPERLY COMPLETE THIS EQUITY OPT-IN FORM OR (III) FAIL TO SUBMIT THIS EQUITY OPT-IN FORM SUCH THAT IT IS RECEIVED BY THE SOLICITATION AGENT BY THE EQUITY OPT-IN DEADLINE, AS EXTENDED, YOU WILL BE DEEMED TO HAVE NOT CONSENTED TO THE RELEASE PROVISIONS IN SECTION 8.3 OF THE PLAN.

Dated: December 21, 2021
New York, New York

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Philip C. Dublin

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Counsel to the Debtors and Debtors in Possession

Exhibit A
Equity Opt-In Form

Equity Opt-In Form

You must clearly sign and return this Equity Opt-In Form in the enclosed pre-addressed, pre-paid envelope as applicable, or via first class mail, overnight courier, or hand delivery to GTT Ballot Processing, c/o Prime Clerk LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232, to ensure that your Equity Opt-In Form is counted. If you would like to coordinate hand delivery of your Equity Opt-In Form, please send an email to gttballots@primeclerk.com and provide the anticipated date and time of your delivery.

IF YOU WISH TO OPT-IN TO THE RELEASE PROVISIONS IN SECTION 8.3 OF THE PLAN, YOU MUST COMPLETE THE STEPS SET FORTH IN THE INSTRUCTIONS ON THIS EQUITY OPT-IN FORM SO THAT SUCH ELECTION IS ACTUALLY RECEIVED BY THE SOLICITATION AGENT BY FEBRUARY 14, 2022 AT 5:00 P.M. (PREVAILING EASTERN TIME) (THE “EQUITY OPT-IN DEADLINE”).

Existing GTT Equity Interests

The undersigned hereby certifies that, as of November 3, 2021 (the “Opt-In Record Date”), the undersigned was the Holder of Existing GTT Equity Interests in Class 9 in the following aggregate number (insert number below):

IMPORTANT INFORMATION REGARDING THE THIRD-PARTY RELEASES:

AS A HOLDER OF EXISTING GTT EQUITY INTERESTS, YOU MAY OPT-IN TO THE THIRD-PARTY RELEASES CONTAINED IN SECTION 8.3 OF THE PLAN, AS SET FORTH BELOW. YOU MAY CHECK THE BOX BELOW TO ELECT TO GRANT THE THIRD-PARTY RELEASES CONTAINED IN SECTION 8.3 OF THE PLAN. YOU WILL BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN **ONLY IF** YOU CHECK THE BOX BELOW AND SUBMIT THIS EQUITY OPT-IN FORM ON OR BEFORE THE EQUITY OPT-IN DEADLINE. THE ELECTION TO WITHHOLD CONSENT TO GRANT THE THIRD-PARTY RELEASES IS AT YOUR OPTION.

The undersigned, a Holder of Existing GTT Equity Interests:

<input type="checkbox"/> Elects to <u>Opt IN</u> TO THE THIRD-PARTY RELEASES IN SECTION 8.3 OF THE PLAN

Section 8.3 of the Plan, as modified, contains the following provision, which was approved by the Court:

- Releases by Holders of Claims or Interests

NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN TO THE CONTRARY, AS OF THE EFFECTIVE DATE, AND TO THE FULLEST EXTENT ALLOWED BY APPLICABLE LAW, EACH RELEASED PARTY IS DEEMED CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED, BY THE RELEASING PARTIES, IN EACH CASE ON BEHALF OF ITSELF AND ITS RESPECTIVE SUCCESSORS, ASSIGNS AND REPRESENTATIVES AND ANY AND ALL OTHER PERSONS THAT MAY PURPORT TO ASSERT ANY CAUSE OF ACTION DERIVATIVELY, BY OR THROUGH THE FOREGOING PERSONS, IN EACH CASE SOLELY TO THE EXTENT OF THE RELEASING PARTIES' AUTHORITY TO BIND ANY OF THE FOREGOING, INCLUDING PURSUANT TO AGREEMENT OR APPLICABLE NON-BANKRUPTCY LAW, FROM ANY AND ALL CLAIMS AND CAUSES OF ACTION WHATSOEVER (INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS OR THEIR ESTATES), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, ASSERTED OR UNASSERTED, ACCRUED OR UNACCRUED, EXISTING OR HEREINAFTER ARISING, WHETHER IN LAW OR EQUITY, WHETHER SOUNDING IN TORT OR CONTRACT, WHETHER ARISING UNDER FEDERAL OR STATE STATUTORY OR COMMON LAW, OR ANY OTHER APPLICABLE INTERNATIONAL, FOREIGN OR DOMESTIC LAW, RULE, STATUTE, REGULATION, TREATY, RIGHT, DUTY, REQUIREMENT OR OTHERWISE, THAT SUCH PARTIES OR THEIR ESTATES, AFFILIATES, HEIRS, EXECUTORS, ADMINISTRATORS, SUCCESSORS, ASSIGNS, MANAGERS, ACCOUNTANTS, ATTORNEYS, REPRESENTATIVES, CONSULTANTS, AGENTS AND ANY OTHER PERSONS CLAIMING UNDER OR THROUGH THEM WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN THEIR OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF THE HOLDER OF ANY CLAIM OR INTEREST OR OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS OR THEIR ESTATES, THE CHAPTER 11 CASES, THE RESTRUCTURING TRANSACTIONS, THE PURCHASE, SALE OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED UNDER THE PLAN, THE BUSINESS OR CONTRACTUAL ARRANGEMENTS OR INTERACTIONS BETWEEN THE DEBTORS AND ANY RELEASED PARTY, THE RESTRUCTURING OF ANY CLAIM OR INTEREST BEFORE OR DURING THE CHAPTER 11 CASES, THE NEGOTIATION, FORMULATION, PREPARATION OR CONSUMMATION OF THE RESTRUCTURING SUPPORT AGREEMENT, THE RESTRUCTURING TRANSACTIONS, THE CASH COLLATERAL ORDERS, THE DISCLOSURE STATEMENT, THE PLAN SUPPLEMENT, THE PLAN AND RELATED AGREEMENTS, INSTRUMENTS AND OTHER DOCUMENTS, THE SOLICITATION OF VOTES WITH RESPECT TO THE

PLAN, THE NEW GTT FINANCING DOCUMENTATION, THE NEW CORPORATE GOVERNANCE DOCUMENTS AND ALL OTHER DEFINITIVE DOCUMENTS, IN ALL CASES BASED UPON ANY ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE; *PROVIDED*, THAT THE RELEASES PROVIDED IN THIS SECTION 8.3 SHALL NOT AFFECT THE RELEASING PARTIES' RIGHTS THAT REMAIN IN EFFECT FROM AND AFTER THE EFFECTIVE DATE TO ENFORCE THE PLAN, THE DEFINITIVE DOCUMENTS AND THE OBLIGATIONS CONTEMPLATED BY THE RESTRUCTURING TRANSACTIONS OR AS OTHERWISE PROVIDED IN ANY ORDER OF THE BANKRUPTCY COURT.

NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE RELEASES SET FORTH IN THE PRECEDING PARAGRAPH SHALL NOT BE CONSTRUED AS RELEASING ANY RELEASED PARTY FROM ANY CLAIM OR CAUSE OF ACTION ARISING FROM AN ACT OR OMISSION THAT IS DETERMINED BY A FINAL ORDER TO HAVE CONSTITUTED ACTUAL FRAUD, WILLFUL MISCONDUCT OR GROSS NEGLIGENCE.

FOR THE AVOIDANCE OF DOUBT, THE ONLY PARTIES THAT ARE BOUND BY THE RELEASES PROVIDED IN THIS SECTION 8.3 ARE: (I) THE RELEASING PARTIES; (II) PARTIES WHO VOTE ON THE PLAN AND DO NOT OPT-OUT OF THE THIRD-PARTY RELEASES IN A TIMELY AND PROPERLY SUBMITTED BALLOT; AND (III) HOLDERS OF EXISTING GTT EQUITY INTERESTS WHO OPT-IN TO THE THIRD-PARTY RELEASES BY SUBMITTING A DULY COMPLETED EQUITY OPT-IN FORM.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, PURSUANT TO BANKRUPTCY RULE 9019, OF THE THIRD-PARTY RELEASES, WHICH INCLUDES BY REFERENCE EACH OF THE RELATED PROVISIONS AND DEFINITIONS CONTAINED IN THE PLAN, AND, FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THE THIRD-PARTY RELEASES ARE: (A) CONSENSUAL; (B) ESSENTIAL TO THE CONFIRMATION OF THE PLAN; (C) GIVEN IN EXCHANGE FOR THE GOOD AND VALUABLE CONSIDERATION PROVIDED BY THE RELEASED PARTIES, INCLUDING, WITHOUT LIMITATION, THE RELEASED PARTIES' CONTRIBUTIONS TO FACILITATING THE RESTRUCTURING TRANSACTIONS AND IMPLEMENTING THE PLAN; (D) A GOOD FAITH SETTLEMENT AND COMPROMISE OF THE CLAIMS RELEASED BY THE THIRD-PARTY RELEASES; (E) IN THE BEST INTERESTS OF THE DEBTORS, THEIR ESTATES AND ALL HOLDERS OF CLAIMS AND INTERESTS; (F) FAIR, EQUITABLE AND REASONABLE; (G) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR HEARING; AND (H) A BAR TO ANY OF THE RELEASING PARTIES ASSERTING ANY CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THE THIRD-PARTY RELEASES.

Article 1.1 of the Plan contains the following definitions:

“Releasing Party” means each of the following, solely in its capacity as such: (a) the Debtors; (b) the Reorganized Debtors; (c) the Ad Hoc Lender Group and the members thereof; (d) the 2020 Ad Hoc Lender Group and the members thereof; (e) the Ad Hoc Noteholder Group and the members thereof; (f) the Holders of all Claims or Interests who vote to accept the Plan and do not opt out of granting the releases set forth in the Plan; (g) the Holders of Existing GTT Equity Interests who opt-in to the releases set forth in the Plan; (j) the Administrative Agent; (h) the Indenture Trustee; (i) the Priming Facility Agent; (j) the Priming Facility Lenders; (k) the arrangers, bookrunners, underwriters, initial purchasers, agents, indenture trustee, lenders, and/or holders under the New GTT Term Loan Facility and the Exit Revolving Credit Facility; (l) Spruce House and its Affiliates; and (p) with respect to each of the foregoing Persons in clauses (a) through (l), such Persons’ predecessors, successors, assigns, subsidiaries, affiliates, current and former officers and directors, principals, equity holders, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, management companies, fund investment managers, investment advisors or sub-advisors, and other professionals, and such Persons’ respective heirs, executors, estates, and nominees, in each case, solely in their respective capacities as such with respect to such Person and solely to the extent such Person has the authority to bind them in such capacity. Notwithstanding anything to the contrary in the foregoing, the Debtors’ third-party accountants, auditors, and insurers, and such parties’ predecessors, successors, assigns, subsidiaries, affiliates, current and former officers and directors, principals, equity holders, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, management companies, fund investment managers, investment advisors or sub-advisors, and other professionals, and such Persons’ respective heirs, executors, estates, and nominees, shall not be Releasing Parties.

“Released Party” means each of the following, solely in its capacity as such: (a) the Debtors; (b) the Reorganized Debtors; (c) the Ad Hoc Lender Group and the members thereof; (d) the 2020 Ad Hoc Lender Group and the members thereof; (e) the Ad Hoc Noteholder Group and the members thereof; (f) the Holders of 2020 EMEA Term Loan Claims; (g) the Holders of Original EMEA Term Loan Claims; (h) the Holders of U.S. Term Loan Claims; (i) the Holders of Revolving Claims; (j) the Holders of Hedging Claims; (k) the Holders of Senior Notes Claims; (l) the Administrative Agent; (m) the Indenture Trustee; (n) the Priming Facility Agent (as defined in the Restructuring Support Agreement); (o) the Priming Facility Lenders (as defined in the Restructuring Support Agreement); (p) the arrangers, bookrunners, underwriters, initial purchasers, agents, indenture trustee, lenders and/or holders under the New GTT Term Loan Facility and the Exit Revolving Credit Facility; (q) the Holders of Existing GTT Equity Interests; (r) Spruce House and its Affiliates; and (s) with respect to each of the foregoing Persons in clauses (a) through (r), such Persons’ predecessors, successors, assigns, subsidiaries, affiliates, current and former officers and directors, principals, equity holders, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, management companies, fund investment managers, investment advisors or sub-advisors, and other professionals, and such Persons’ respective heirs, executors, estates, and nominees; *provided, however*, that, notwithstanding the foregoing, any Holder of a Claim or Interest that is not a Releasing Party shall not be a “Released Party”. Notwithstanding anything to the contrary in the foregoing, the Debtors’ third-party accountants, auditors, and

insurers, and such parties' predecessors, successors, assigns, subsidiaries, affiliates, current and former officers and directors, principals, equity holders, members, partners, managers, employees, agents, advisory board members, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, management companies, fund investment managers, investment advisors or sub-advisors, and other professionals, and such Persons' respective heirs, executors, estates, and nominees, shall not be Released Parties.

E-BALLOTING PORTAL SUBMISSION OF EQUITY OPT-IN FORM

If you hold Existing GTT Equity Interests on the books and records of the, transfer agent **only** and do not hold such Existing GTT Equity Interests through a broker nominee, you may submit your Equity Opt-In Form electronically online solely through the E-Balloting Portal found on the Debtors' case website at <http://cases.primeclerk.com/gtt>. Instructions to access the E-Balloting Portal are found below. If you hold Existing GTT Equity Interests through a broker nominee, you cannot submit your Equity Opt-In Form via the E-Balloting Portal; rather, you must complete and return the paper Equity Opt-In Form.

1. Please visit <http://cases.primeclerk.com/gtt>
2. Click on the "Submit E-Opt-In" selection of the Debtors' website.
3. Follow the directions to submit your Equity Opt-In Form. If you choose to submit your Equity Opt-In Form via the E-Balloting Portal, you should **not** return a hard copy of your Equity Opt-In Form.

You will need the E-Ballot ID# below to retrieve and submit your customized Equity Opt-In Form:

UNIQUE E-BALLOT ID# _____

"E-BALLOTING" IS THE SOLE MANNER IN WHICH EQUITY OPT-IN FORMS MAY BE DELIVERED VIA ELECTRONIC TRANSMISSION. EQUITY OPT-IN FORMS SUBMITTED VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED.

Certifications

By signing this Equity Opt-In Form, the undersigned certifies each of the following:

(a) that, as of the Voting Record Date, either (i) the undersigned Entity is the Holder of the Existing GTT Equity Interests set forth in Item 1 or (ii) the undersigned Entity is an authorized signatory for an Entity that is a Holder of the Existing GTT Equity Interests;

(b) that the Holder has received a copy of the *Notice Regarding Extension of Equity Opt-In Deadline to February 14, 2022* and that this Equity Opt-In Form is submitted pursuant to the terms and conditions set forth therein;

(c) that the undersigned Entity has submitted the same respective election concerning the releases with respect to all of its Existing GTT Equity Interests; and

(d) that no other Equity Opt-In Forms with respect to the number of Existing GTT Equity Interests set forth in Item 1 have been submitted or, if any other Equity Opt-In Forms have been submitted with respect to such Existing GTT Equity Interests, then any such earlier Equity Opt-In Forms are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than Holder)
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

IF YOU WISH TO OPT-IN, PLEASE COMPLETE, SIGN AND DATE THIS EQUITY OPT-IN FORM AND RETURN BEFORE THE EQUITY OPT-IN DEADLINE IN THE ENCLOSED PRE-ADDRESSED, PRE-PAID ENVELOPE OR VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO THE BELOW ADDRESS:

**GTT Processing
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232**