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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**NOTICE OF FILING REVISED PROPOSED ORDER APPROVING
(I) THE ADEQUACY OF THE DISCLOSURE STATEMENT, (II) THE
SOLICITATION PROCEDURES, (III) THE FORMS OF BALLOTS AND NOTICES IN
CONNECTION THEREWITH, AND (IV) CERTAIN DATES WITH RESPECT THERETO**

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.



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PLEASE TAKE NOTICE THAT on August 15, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto* (the “Original Order”) attached to the *Debtors’ Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation Procedure, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto* [Docket No. 408].

PLEASE TAKE FURTHER NOTICE the Debtors hereby file a revised proposed *Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto*, attached hereto as **Exhibit A** (the “Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE that a comparison between the Revised Proposed Order and the Original Order is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that copies of the Revised Proposed Order, and all other documents filed in these chapter 11 cases may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <https://www.kcellc.net/cyxtera>. You may also obtain copies of any pleadings filed in these chapter 11 cases by visiting the Court’s website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein.

[Remainder of page intentionally left blank]

Dated: September 24, 2023

/s/ Michael D. Sirota

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*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit A

Revised Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

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In re:

CYXTERA TECHNOLOGIES, INC., *et al*

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**ORDER APPROVING
(I) THE ADEQUACY OF THE DISCLOSURE
STATEMENT, (II) THE SOLICITATION PROCEDURES,
(III) THE FORMS OF BALLOTS AND NOTICES IN CONNECTION
THEREWITH, AND (IV) CERTAIN DATES WITH RESPECT THERETO**

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccellc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

The relief set forth on the following pages, numbered three (3) through fifteen (15), is

ORDERED.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

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Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to sections 105, 363, 502, 1123(a), 1124, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3001, 3016, 3017, 3018, 3020, and 9006, and Local Rules 2002(b), 3016-1, 3018-1 and 9013-1 approving: (i) the adequacy of the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, [Docket No. [●]] (the “Disclosure Statement”); (ii) the Solicitation Procedures; (iii) the Ballots; (iv) the Solicitation Packages; (v) the Notice of Non-Voting Status; (vi) the Opt Out Forms; (vii) the Confirmation Hearing Notice; (viii) the Publication Notice; (ix) the Cover Letter; (x) the Plan Supplement Notice; (xi) the Rejection Notice; (xii) any other notices in connection therewith; and (xiii) certain dates with respect thereto, including but not limited to the Solicitation Mailing Deadline, the Publication Deadline, the Plan Supplement Filing Deadline, the Voting Deadline, the Confirmation Objection Deadline, the Deadline to file Voting Report, the Confirmation Brief and Confirmation Objection Reply Deadline, and the Confirmation Hearing Date; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion, the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtors Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) or the Disclosure Statement, as applicable.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

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proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that sufficient cause exists for the relief set forth herein; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as provided herein.

I. Approval of the Disclosure Statement.

2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125(a)(1) of the Bankruptcy Code.
3. The Disclosure Statement (including all applicable exhibits thereto) provides Holders of Claims and Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rules 2002(c)(3) and 3016(b) and (c).

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

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II. Approval of the Procedures, Materials, and Timeline for Soliciting Votes on and Confirming the Plan.

A. Approval of the Solicitation Procedures.

4. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation Procedures attached hereto as **Exhibit 2**, which are hereby approved in their entirety and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

5. The Debtors are authorized to convert each Claim asserted in currency other than U.S. Dollars to the equivalent U.S. Dollar value using the conversion rate for the applicable currency at prevailing market prices as of 11:59 p.m. UTC on the Petition Date, *provided* that such conversion shall be for voting tabulation purposes only and shall not be binding for any other purpose on the Debtors, including, without limitation, for purposes of the allowance of, and distribution with respect to, Claims under the Plan.

B. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement.

6. The following Confirmation Dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept the Plan, voting on the Plan, and confirming the Plan:

Event	Date	Description
Voting Record Date	September 14, 2023	The date to determine which Holders of Claims are entitled to vote to accept or reject the Plan (the “ <u>Voting Record Date</u> ”).

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Event	Date	Description
Solicitation Mailing Deadline	Two (2) business days following entry of the Order (or as soon as reasonably practicable thereafter)	The deadline by which the Debtors must distribute the Notice of Non-Voting Status, including Opt Out Forms, and Solicitation Packages, including Ballots, to Holders of Claims entitled to vote to accept or reject the Plan (the “ <u>Solicitation Mailing Deadline</u> ”).
Publication Deadline	Five (5) business days following entry of the Order (or as soon as reasonably practicable thereafter)	The date by which the Debtors will submit the Confirmation Hearing Notice in a format modified for publication (such notice, the “ <u>Publication Notice</u> ,” and such date, the “ <u>Publication Deadline</u> ”).
Sale Transaction Notice Deadline	The date that is no later than seven (7) days prior to the Voting Deadline	The date by which the Debtors must file and serve either (A) a notice of a Sale Transaction and estimated percentage recoveries thereunder or (B) a notice of estimated percentage recoveries pursuant to the Recapitalization Transaction.
Plan Supplement Filing Deadline	The date that is no later than three (3) days prior to the Voting Deadline	The date by which the Debtors shall file the Plan Supplement (the “ <u>Plan Supplement Deadline</u> ”).
Voting Deadline	October 26, 2023, at 4:00 p.m., prevailing Eastern Time	The deadline by which all Ballots and Opt Out Forms must be properly executed, completed, and submitted so that they are actually received by Kurtzman Carson Consultants LLC (the “ <u>Claims and Noticing Agent</u> ”).
Confirmation Objection Deadline	October 26, 2023, at 4:00 p.m., prevailing Eastern Time	The deadline by which parties in interest may file objections to Confirmation of the Plan (the “ <u>Confirmation Objection Deadline</u> ”).
Deadline to File Voting Report	November 2, 2023	The date by which the report tabulating the voting on the Plan (the “ <u>Voting Report</u> ”) shall be filed with the Court.
Confirmation Brief and Confirmation Objection Reply Deadline	November 2, 2023	The deadline by which the Debtors shall file their brief in support of confirmation of the Plan and reply to objections to objections to confirmation of the Plan.

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Event	Date	Description
Confirmation Hearing Date	November 6, 2023, at 10:00 a.m., prevailing Eastern Time or such other date as may be scheduled by the Court	The date of the Confirmation Hearing (the “ <u>Confirmation Hearing Date</u> ”).

7. The Solicitation Deadline provides sufficient time for Holders of Claims entitled to vote on the Plan to make informed decisions with respect to voting on the Plan. The Debtors may adjourn the Confirmation Hearing Date and any related dates and deadlines from time to time, without notice to the parties in interest other than announcement of such adjournment in open court and/or filing a notice of adjournment with the Court and serving such notice on the 2002 List.

C. Approval of the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan.

8. The Solicitation Packages to be transmitted on or before the Solicitation Mailing Deadline, or as soon as reasonably practicable thereafter, to those Holders of Claims entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. a copy of the Solicitation Procedures, substantially in the form attached hereto as **Exhibit 2**;
- b. the applicable forms of Ballots, substantially in the forms of the Ballots attached hereto as **Exhibits 3A** and **3B**, together with detailed voting instructions and instructions on how to submit the Ballots;
- c. the Cover Letter, substantially in the form attached hereto as **Exhibit 5**, describing the contents of the Solicitation Package and urging the Holders of Claims in each of the Voting Classes to vote to accept the Plan;

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- d. the Confirmation Hearing Notice substantially in the form attached hereto as **Exhibit 6**;
- e. the Disclosure Statement, substantially in the form attached hereto as **Exhibit 1** (and exhibits thereto, including the Plan);
- f. this Order (without exhibits, except for the Solicitation Procedures);
- g. a pre-addressed, postage pre-paid reply envelope; and
- h. any additional documents that the Court has ordered to be made available to Holders of Claims in the Voting Classes.³

9. The Debtors shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Mailing Deadline, or as soon as reasonably practicable thereafter. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

10. The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

11. The Debtors are authorized to cause the Solicitation Packages to be delivered via first-class mail and/or distributed in electronic format via e-mail, hyperlink, and/or flash drive, as applicable, through the Claims and Noticing Agent to Holders of Claims in the Voting Classes. Any party that receives materials in electronic format, but would prefer to receive materials in

³ The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those holders who receive a Ballot directly from the Debtors and shall not be responsible for ensuring individual Beneficial Holders receive pre-addressed, postage pre-paid reply envelopes from their respective Nominees.

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paper format, may contact the Claims and Noticing Agent and request paper copies of the materials previously received in electronic format (to be provided at the Debtors' expense).

12. The form of letter (the "Cover Letter"), attached hereto as **Exhibit 5**, describing the contents of the Solicitation Packages, recommending that such parties vote in favor of the Plan and how a Ballot is approved.

13. The Ballots, substantially in the form attached hereto as **Exhibits 3A** and **3B**, are hereby approved and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

14. The Debtors are authorized to cause the Notices of Non-Voting Status to be delivered via first-class mail and/or e-mail, as applicable, through the Claims and Noticing Agent to Holders of Claims and Interests in the Non-Voting Classes.

15. On or before the Solicitation Deadline, the Debtors (through the Claims and Noticing Agent) shall provide complete Solicitation Packages (other than Ballots) to the U.S. Trustee (in paper format) and all parties on the Master Service List (in electronic form) as of the Voting Record Date.

16. The Claims and Noticing Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Packages and Notices of Non-Voting Status; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims against the Debtors; (c) receiving, tabulating, and reporting on Opt Out Forms received by Holders of Claims and Interests; (d) responding to inquiries from Holders of Claims or Interests and other parties in interest relating to the approved Disclosure Statement, the Plan, the Ballots, the

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Solicitation Packages, the Notices of Non-Voting Status, the Opt Out Forms, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan, opting out of the Third-Party Release, and for objecting to confirmation of the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors or interest Holders regarding the Plan and/or the approved Disclosure Statement.

17. The Claims and Noticing Agent is also authorized to accept Ballots and Opt Out Forms via electronic online transmission through an online balloting portal on the Debtors' case website (the "E-Ballot Portal") as set forth in the Solicitation Procedures. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot or Opt Out Form submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots and Opt Out Forms submitted via E-Ballot shall be deemed to contain an original signature.

18. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class mail, in the return envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, so that the Ballots are **actually received** by the Claims and Noticing Agent by no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Class 3 Ballots, attached hereto as **Exhibit 3A**, may be submitted via e-mail to CyxteraBallots@kcellc.com and Class 4 Ballots, attached hereto as **Exhibit 3B**, may be submitted via an E-Ballot through the Claims and Noticing Agent's E-Ballot Portal at <https://www.kcellc.net/cyxtera>, as applicable, by no later than the Voting Deadline.

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19. Master Opt Out Forms, attached hereto as **Exhibit 4A**, may be submitted via (a) e-mail to CyxteraBallots@kccellc.com or (b) first-class mail, overnight courier, or hand delivery to the Claims and Noticing Agent by no later than the Voting Deadline. Registered Holders Opt Out Forms, attached hereto as **Exhibit 4C**, may be submitted via (a) the Claims and Noticing Agent's E-Ballot Portal at <https://www.kccellc.net/cyxtera> or (b) first-class mail, overnight courier, or hand delivery to the Claims and Noticing Agent by no later than the Voting Deadline. Beneficial Holders must properly execute, complete, and deliver Beneficial Holder Opt Out Forms, attached hereto as **Exhibit 4B**, to their respective Nominee in sufficient time so that the Nominees may verify, tabulate, and include such Beneficial Holder Opt Out Form in a Master Opt Out Form and return the Master Opt Out Form, so that they are **actually received** by the Notice and Claims Agent no later than the Voting Deadline. The Debtors are authorized to extend the Voting Deadline in their discretion and without further order of the Court.

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D. Approval of the Form of Notices to Non-Voting Classes and Opt Out Forms.

20. On or before the Solicitation Deadline, or as soon as reasonably practicable thereafter, the Claims and Noticing Agent shall mail the Notice of Non-Voting Status and applicable Opt Out Forms, the forms of which, attached hereto as **Exhibits 4, 4A, 4B and 4C**, respectively, are hereby approved and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules, to those parties outlined below, who are not entitled to vote on the Plan:

Class	Status	Treatment
Class 1, Class 2	Unimpaired—Deemed to Accept	Holders of Claims that are deemed to accept the Plan are not entitled to vote. As such, Holders of such Claims, will receive a Notice of Non-Voting Status, substantially in the form attached hereto as <u>Exhibit 4</u> , and applicable Opt Out Form, in lieu of a Solicitation Package.
Class 5, Class 8	Impaired—Deemed to Reject	Holders of Claims or Interests that are deemed to reject the Plan are not entitled to vote. As such, Holders of such Claims or Interests will receive a Notice of Non-Voting Status, substantially in the form attached hereto as <u>Exhibit 4</u> , and applicable Opt Out Form, in lieu of a Solicitation Package.
N/A	Disputed Claims	Holders of Claims or Interests that are subject to a pending objection filed by the Debtors are not entitled to vote the disputed portion of their Claim or Interest. As such, Holders of such Claims or Interests will receive a Notice of Non-Voting Status, substantially in the form attached hereto as <u>Exhibit 4</u> and applicable Opt Out Form.

21. The Debtors are not required to distribute Solicitation Packages, other solicitation materials, or a Notice of Non-Voting Status to: (a) Holders of Claims that have already been paid in full during the Chapter 11 Cases or that are otherwise paid in full in the ordinary course of

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business pursuant to an order previously entered by this Court; (b) any party to whom the notice of the Motion was sent but was subsequently returned as undeliverable without a forwarding address by the Voting Record Date; (c) the holders of Class 6 (Intercompany Claims) and Class 7 (Intercompany Interests); or (d) parties that received a Notice of Non-Voting Status, as applicable.

E. Approval of the Confirmation Hearing Notice.

22. The Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 6**, which shall be filed by the Debtors and served upon parties in interest in these Chapter 11 Cases by no later than the Solicitation Mailing Deadline and published in a format modified for publication one time no later than the Publication Deadline, in the *New York Times* (national edition) and the *Financial Times* (global edition) constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the manner in which a copy of the Plan and Disclosure Statement can be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

F. Approval of Notice of Filing of the Plan Supplement.

23. The Debtors are authorized to send notice of the filing of the Plan Supplement to parties in interest, substantially in the form attached hereto as **Exhibit 7**, within the time periods specified in the Plan. Notwithstanding the foregoing, the Debtors may amend the documents contained in, and exhibits to, the Plan Supplement through the Effective Date in accordance with the Plan.

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G. Approval of Notices to Contract and Lease Counterparties.

24. The Debtors are authorized to mail a notice of rejection of any Executory Contracts or Unexpired Leases, in the form attached hereto as **Exhibit 8**, to the applicable counterparties to Executory Contracts and Unexpired Leases that will be rejected pursuant to the Plan, within the time periods specified in the Motion.

H. Non-Substantive Modifications.

25. The Debtors are authorized to make changes, to the Plan, Disclosure Statement, Solicitation Procedures, Ballots, Solicitation Packages, Notice of Non-Voting Status, Opt Out Forms, Confirmation Hearing Notice, Publication Notice, Cover Letter, Plan Supplement Notice, Rejection Notice, and any notice attached hereto, and any related documents without further order of the Bankruptcy Court, including formatting changes, changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials (including any appendices thereto) in the Solicitation Packages before distribution. Subject to the foregoing, the Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the Plan in accordance with this Order, without further order of the Bankruptcy Court.

III. Approval of Procedures for Confirming the Plan.

A. Approval of the Procedures for Filing Objections to the Confirmation of the Plan.

26. Objections to the confirmation of the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order and the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures, and*

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Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

(II) Granting Related Relief [Docket No. 72] (the “Case Management Order”). Specifically, all objections to the confirmation of the Plan or requests for modifications to the Plan, if any, **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of this Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties so as to be **actually received** on or before the Confirmation Objection Deadline by each of the notice parties identified in the Confirmation Hearing Notice.

IV. Miscellaneous.

27. The Debtors’ rights are reserved to modify the Plan without further order of the Bankruptcy Court in accordance with Article X of the Plan, including the right to withdraw the Plan as to an individual Debtor at any time before the Confirmation Date.

28. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

29. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

30. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

31. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

32. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

33. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

34. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit 1

Disclosure Statement

Filed Separately

Exhibit 2

Solicitation Procedures

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

SOLICITATION PROCEDURES

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the*

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

A. The Voting Record Date.

The Bankruptcy Court has approved **[September 14], 2023** as the record date for purposes of determining which Holders of Class 3 First Lien Claims and Class 4 General Unsecured Claims (each a “Voting Class” and collectively, the “Voting Classes”) are entitled to vote on the Plan (the “Voting Record Date”).

B. The Voting Deadline.

The Bankruptcy Court has approved **[October 26], 2023 at 4:00 p.m. (prevailing Eastern Time)** as the voting deadline for the Plan (the “Voting Deadline”). The Debtors may extend the Voting Deadline, in their discretion, without further order of the Bankruptcy Court. To be counted as votes to accept or reject the Plan, all ballots (the “Ballots”) must be executed, completed, and delivered pursuant to the instructions set forth on the applicable Ballot so that they are **actually received** by Kurtzman Carson Consultants LLC (“KCC” or the “Claims and Noticing Agent”) no later than the Voting Deadline.

C. Form, Content, and Manner of Notices.

1. The Solicitation Package.

The following materials shall constitute the solicitation package (the “Solicitation Package”):

- a. these Solicitation Procedures;
- b. the applicable form of Ballot, together with detailed voting instructions, and instructions on how to submit the Ballot;
- c. the Cover Letter, which describes the contents of the Solicitation Package and urges Holders of Claims in the Voting Classes to vote to accept the Plan;
- d. the Disclosure Statement (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (without exhibits);
- f. the notice of the Confirmation Hearing (the “Confirmation Hearing Notice”);

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

- g. a pre-addressed, postage pre-paid reply envelope;³ and
- h. any additional documents that the Court has ordered to be made available to Holders of Claims in the Voting Classes.

2. Distribution of the Solicitation Package.

The Debtors shall serve, or cause to be served, copies of the Solicitation Package to Holders of Claims in the Voting Classes. In addition, these Solicitation Procedures, the Disclosure Statement, the Plan, the Disclosure Statement Order, and all pleadings filed with the Bankruptcy Court shall be made available on the Debtors' case website <https://kccllc.net/cyxtera>, *provided* that any party that would prefer paper format may contact the Claims and Noticing Agent by: (a) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International); (b) contacting the Claims and Noticing Agent at <http://www.kccllc.net/cyxtera/inquiry>; or (c) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding Ballots) on the U.S. Trustee (in paper format) and all parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtors shall distribute, or cause to be distributed, the Solicitation Package to all Holders of Claims in the Voting Classes within two (2) business days following entry of the Disclosure Statement Order (or as soon as reasonably practicable thereafter) who are entitled to vote, as described in Section D.1. below. The Debtors will not distribute Solicitation Packages or other solicitation materials to: (i) Holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court, (ii) any party to whom notice of the *Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices In Connection Therewith, and (IV) Certain Dates With Respect Thereto* [Docket No. 408] was sent but was subsequently returned as undeliverable without a forwarding address by the Voting Record Date; (iii) the Holders in Class 6 (Intercompany Claims) or Class 7 (Intercompany Interests); or (iv) parties that received a Notice of Non-Voting Status, as applicable.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.

- a. If a Claim in a Voting Class is subject to an objection that is filed with the Bankruptcy Court on or prior to seven (7) days before the Voting Deadline: (i) the Debtors shall cause the applicable Holder to be served with the *Notice of Non-Voting Status* substantially in the form annexed as Exhibit 4 to the Disclosure Statement Order; and (ii) the applicable Holder shall not be entitled to vote to

³ The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those holders who receive a Ballot directly from the Debtors and shall not be responsible for ensuring individual Beneficial Holders receive pre-addressed, postage pre-paid reply envelopes from their respective Nominees.

accept or reject the Plan on account of such Claim unless a Resolution Event (as defined herein) occurs as provided herein.

- b. If a Claim in a Voting Class is subject to an objection that is filed with the Bankruptcy Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the Holder of such Claim and without further order of the Bankruptcy Court, unless the Bankruptcy Court orders otherwise.
- c. A “Resolution Event” means the occurrence of one or more of the following events no later than two business days prior to the Voting Deadline:
 - i. an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code;
 - ii. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a);
 - iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- d. No later than two (2) business days following the occurrence of a Resolution Event, the Debtors shall cause the Claims and Noticing Agent to distribute to the relevant Holder via hand delivery, first-class mail, or e-mail, a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder.

4. Notice of Non-Voting Status for Unimpaired, Impaired and Disputed Claims and Opt Out Forms.

- a. Certain (i) Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, (ii) Holders of Claims or Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code, and (iii) Holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their claims unless a Resolution Event occurs will receive (i) the *Notice of Non-Voting Status*, substantially in the form annexed as Exhibit 4 to the Disclosure Statement Order, and (ii) the applicable opt out forms (each, an “Opt Out Form,” and collectively, the “Opt Out Forms”), substantially in the forms annexed as Exhibits 4A, 4B, and 4C to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (*excluding* Ballots), as well as how they may opt out of the Third-Party Release.

5. Notices in Respect of Executory Contracts and Unexpired Leases.

Counterparties to Executory Contracts and Unexpired Leases that receive a *Notice of Rejection of Executory Contracts and Unexpired Leases* substantially in the form annexed as Exhibit 8 to the Disclosure

Statement Order may file an objection to the Debtors' proposed rejection, as applicable. Such objections must: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the "General Order") and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the "Supplemental Commentary") (the General Order, the Supplemental Commentary and the User's Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before **[November 2], 2023 at 4:00 p.m. (prevailing Eastern Time)**.

<i>Debtors</i>	
Cyxtera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter	Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin
<i>Counsel for the Committee</i>	
Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle	
<i>United States Trustee</i>	
Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D'Auria	
<i>Counsel to the Ad Hoc Group</i>	
Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, New York 10166 Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman	

D. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote.

Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Unless otherwise provided, Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim that has been Allowed as timely by the Bankruptcy Court under applicable law on or before the Voting Record Date) that: (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is

not the subject of a pending objection filed with the Bankruptcy Court at least seven (7) days prior to the Voting Deadline, pending a Resolution Event as provided herein; *provided* that a Holder of a Claim that is the subject of a pending objection on a “reduce and allow” basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Bankruptcy Court;

- b. Holders of Claims that are listed in the Schedules, *provided* that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amounts set forth in Section D.2. of these Solicitation Procedures;
- c. Holders whose Claims arise: (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court; (ii) from an order entered by the Bankruptcy Court; or (iii) from a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been filed or the Claim was scheduled as contingent, unliquidated, or disputed;
- d. Holders of any Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- e. with respect to any Entity described in subparagraphs (a) through (d) above, who, on or before the Voting Record Date, has transferred such Entity’s Claim to another Entity, the assignee of such Claim; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. Establishing Claim Amounts for Voting Purposes.

Filed and Scheduled Claims. The Claim amounts established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Claims and Noticing Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the amount of the Claim associated with each claimant’s vote shall be determined as follows:

- a. the Claim amount: (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Bankruptcy Court; (ii) set forth in an order of the Bankruptcy Court; or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event;
- c. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable bar date (or deemed timely filed by the Bankruptcy Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that any Ballot cast by a Holder of a Claim who timely files a Proof of Claim in respect of a (i) contingent Claim or a

Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the Debtors and/or the Claims and Noticing Agent) that is not the subject of a pending objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (ii) a partially liquidated and partially unliquidated Claim, which Claim will be Allowed for voting purposes only in the liquidated amount; *provided, further, however*, that to the extent that any Claim amount contained in a Proof of Claim is different from the Claim amount set forth in a document filed with the Bankruptcy Court referenced in subparagraph a above, the Claim amount in the document filed with the Bankruptcy Court shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;

- d. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable bar date (or deemed timely filed by the Bankruptcy Court under applicable law) that is asserted in currency other than U.S. Dollars shall be automatically deemed converted to the equivalent U.S. Dollar value using the conversion rate for the applicable currency at prevailing market prices as of 11:59 p.m. UTC on the Petition Date. Such conversion shall be for voting tabulation purposes only and shall not be binding for any other purpose on the Debtors, including, without limitation, for purposes of allowance of, and distribution with respect to, Claims under the Plan;
- e. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely Filed Proof of Claim), *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated; if a Claim is listed in the Debtors' Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for filing Proofs of Claim established by the Bankruptcy Court or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date, such Claim shall be disallowed for voting purposes;
- f. Holders of Proofs of Claim filed for \$0.00 are not entitled to vote;
- g. Claims that have been paid, scheduled to be paid in the ordinary course, or otherwise satisfied are disallowed for voting purposes;
- h. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall, to the extent possible, be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- i. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

If a Proof of Claim is amended, the last filed Claim shall be subject to these rules and will supersede any earlier filed Claim, and any earlier filed Claim will be disallowed for voting purposes.

3. Voting and Ballot Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots, so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- a. except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted and actually received by the Claims and Noticing Agent on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with confirmation of the Plan;
- b. the Claims and Noticing Agent will date-stamp all Ballots when received;
- c. the Claims and Noticing Agent shall retain copies of Ballots and all solicitation-related correspondence for two (2) years following the closing of the Chapter 11 Cases, whereupon the Claims and Noticing Agent is authorized to destroy and/or otherwise dispose of: (a) all copies of Ballots; (b) printed solicitation materials including unused copies of the Solicitation Package; and (c) all solicitation-related correspondence (including undeliverable mail), in each case unless otherwise directed by the Debtors or the Clerk of the Bankruptcy Court in writing within such two (2) year period;
- d. the Debtors will file the Voting Report by no later than [November 2], 2023. The Voting Report shall, among other things, delineate every Ballot that was excluded from the voting results (each an "Irregular Ballot"), including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or other necessary information, or damaged. The Voting Report shall indicate the Debtors' decision with regard to such Irregular Ballots. Neither the Debtors nor any other Person or Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report nor will any of them incur any liability for failure to provide such notification;
- e. the method of delivery of Ballots to be sent to the Claims and Noticing Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Noticing Agent actually receives the executed Ballot;
- f. an executed Ballot is required to be submitted by the Entity submitting such Ballot (except with respect to Master Ballots submitted by the Nominees). Delivery of a Ballot to the Claims and Noticing Agent by facsimile or any electronic means other than expressly provided in the applicable Ballot will not be valid;
- g. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Claims and Noticing Agent), or the Debtors' financial or legal advisors, and, if so sent, will not be counted;
- h. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly submitted, valid Ballot timely

received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;

- i. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;
- j. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing;
- k. the Debtors, subject to a contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable;
- l. neither the Debtors nor any other Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report nor will any of them incur any liability for failure to provide such notification;
- m. unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with submissions of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted; *provided* that a valid opt out election on an otherwise defective or irregular Ballot submitted prior to the Voting Deadline shall be honored as a valid opt out election;
- n. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- o. subject to any order of the Bankruptcy Court, the Debtors reserve the right to reject any and all ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report;
- p. if a Claim has been estimated or otherwise Allowed only for voting purposes by order of the Bankruptcy Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;
- q. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;

- r. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; (vi) any Ballot sent to any of the Debtors, the Debtors' agents or representatives, or the Debtors' advisors (other than the Claims and Noticing Agent); and (vii) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- s. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors or further order of the Bankruptcy Court; and
- t. the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.

E. Amendments to the Plan and Solicitation Procedures.

The Debtors reserve the right to make changes to the Disclosure Statement, Plan, Confirmation Hearing Notice, Solicitation Packages, Notice of Non-Voting Status, Ballots, Opt Out Forms, Publication Notice, Cover Letter, Solicitation Procedures, Plan Supplement Notice, Rejection Notice, and any related documents without further order of the Bankruptcy Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to any materials in the Solicitation Packages before distribution.

* * * *

Exhibit 3A

Class 3 First Lien Claims (Ballot)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**BALLOT FOR VOTING ON THE SECOND AMENDED JOINT
PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND
ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 3 – FIRST LIEN CLAIMS

PLEASE READ - YOUR RESPONSE IS REQUIRED BY [OCTOBER 26], 2023

PLEASE CAREFULLY READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT RELATING TO THE SECOND AMENDED JOINT PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE (AS MAY BE MODIFIED, AMENDED, OR SUPPLEMENTED FROM TIME TO TIME, THE “PLAN”)² FOR CYXTERA TECHNOLOGIES, INC., ET AL. (THE “COMPANY”) INCLUDED WITH THIS BALLOT BEFORE COMPLETING THIS BALLOT. THIS BALLOT PERMITS YOU TO VOTE ON THE PLAN (INCLUDING THE RELEASES CONTAINED IN ARTICLE VIII OF THE PLAN).

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS **ACTUALLY RECEIVED** BY KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) PRIOR TO **4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023** (THE “VOTING DEADLINE”).

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT AT CYXTERAINFO@KCCLLC.COM AND REFERENCE “CYXTERA” IN THE SUBJECT LINE, OR CALL (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) AND REQUEST TO SPEAK WITH A MEMBER OF THE CLAIMS AND NOTICING AGENT TEAM.

IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, IT WILL BIND YOU REGARDLESS OF WHETHER YOU HAVE VOTED.

CONFIRMATION OF THE PLAN IS EXPRESSLY CONDITIONED UPON BANKRUPTCY COURT APPROVAL OF THE RELEASES BY RELEASING PARTIES (AS DESCRIBED BELOW AND

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

LOCATED IN ARTICLE VIII OF THE PLAN), WHICH, IF APPROVED BY THE BANKRUPTCY COURT, WOULD PERMANENTLY ENJOIN HOLDERS OF CERTAIN CLAIMS AGAINST THIRD PARTIES FROM ASSERTING SUCH CLAIMS AGAINST SUCH NON-DEBTOR THIRD PARTIES. THE RELEASES BY RELEASING PARTIES, IF APPROVED, WILL BIND AFFECTED HOLDERS OF CLAIMS AND INTERESTS IN THE MANNER DESCRIBED IN ITEM 2 OF THIS BALLOT.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes in accordance with title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), to accept or reject the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Plan”), attached as Exhibit A to the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Disclosure Statement”) from Holders of Claims in Class 3 and Class 4 (the “Voting Classes”).

Once completed and returned in accordance with the attached instructions, your vote on the Plan will be counted as set forth herein. A Voting Class will accept the Plan if Holders of at least two-thirds in amount and more than one-half in number of Claims or at least two-thirds in amount of Interests in that Voting Class votes to accept the Plan. The Bankruptcy Court may confirm the Plan if the Plan otherwise satisfies the requirements of section 1129 of the Bankruptcy Code, and the Plan then would be binding on all Holders of Allowed Claims and Interests in the Voting Class, among others. Subject to the terms and conditions of the Plan, you will receive the treatment identified in Exhibit A attached hereto. **For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.**

You have received this Ballot because the Company’s books and records indicate that you are a Holder of an Allowed Claim in Class 3 (First Lien Claims) as of [September 14], 2023 (the “Voting Record Date”) and as set forth in Item 1 of the Ballot. Accordingly, you have the right to execute this Ballot and to vote to accept or reject the Plan on account of those Claims.

This Ballot may not be used for any purpose other than for casting votes with respect to the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Claims and Noticing Agent immediately.

You should review the Plan before you vote. You may wish to seek legal advice concerning the proposals related to the Plan.

The Disclosure Statement describes the rights and treatment for each Class. The Disclosure Statement, the Plan, and certain other materials (the “Solicitation Package”) have been distributed under separate cover from this Ballot. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect thereto. Once completed and returned in accordance with the attached instructions, the votes on the Plan will be counted as set forth herein.

You are authorized to disseminate information and materials pertaining to the solicitation of Plan votes, and to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

The Bankruptcy Court may confirm the Plan and thereby bind all Beneficial Holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Ballot so that the Notice and Claims Agent actually receives it on or before the Voting Deadline.

**YOUR VOTE ON THIS BALLOT WILL BE APPLIED TO EACH DEBTOR AGAINST WHICH
YOU HAVE SUCH A CLAIM.**

**THE VOTING DEADLINE IS 4:00 P.M., PREVAILING EASTERN TIME,
ON [OCTOBER 26], 2023.**

VOTING — COMPLETE THIS SECTION

Item 1. Principal Amount of Claims

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder of a Claim in the Voting Class as set forth below (your “Claim”). You may vote to accept or reject the Plan. You must check the applicable box in the right-hand column below to “accept” or “reject” the Plan in order to have your vote counted.

Please note that you are voting all of your Claims either to accept or reject the Plan. You may not split your vote. If you do not indicate that you either accept or reject the Plan by checking the applicable box below, your vote will not be counted. If you indicate that you both accept and reject the Plan by checking both boxes below, your vote will not be counted.

The Holder of a Claim in the Voting Class set forth below votes to *(please check one and only one box per applicable Voting Claim)*:

Master Account: [List Master Name]						
Class 3 (First Lien Claims)						
#	Acct	Investor	Amount	Vote to Accept the Plan	Vote to Reject the Plan	Opt Out of Third-Party Release
		[List Fund]	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Release Information

Article VIII.C of the Plan provides for a release by the Debtors (the “Debtor Release”):

Notwithstanding anything contained in the Plan to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, in exchange for good and valuable consideration, the adequacy of which is hereby confirmed, on and after the Effective Date, the Released Parties will be deemed conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged, by and on behalf of the Debtors, their Estates, and, if applicable, the Post-Effective Date Debtors and the Plan Administrator, 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, from any and all claims and Causes of Action whatsoever (including any derivative claims asserted or assertable on behalf of the Debtors, their Estates, the Post-Effective Date Debtors, or the Plan Administrator), 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 the Debtors, their Estates, the Post-Effective Date Debtors, if applicable, the Plan Administrator, if applicable, or their 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Debtor Release, 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 Debtor Release is: (i) 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; (ii) a good faith settlement and compromise of the Claims released by the Debtor Release; (iii) in the best interests of the Debtors and all Holders of Claims and Interests; (iv) fair, equitable, and reasonable; (v) given and made after due notice and opportunity for hearing; and (vi) a bar to any of the Debtors, the Debtors’ Estates, or, if applicable, the Post-Effective Date Debtors or the Plan Administrator, asserting any Claim or Cause of Action released pursuant to the Debtor Release.

Article VIII.D of the Plan provides for the following (“Third-Party Release”):

Except as otherwise expressly set forth in the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, "**RELATED PARTY**" MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A)

THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION ¹

UNDER THE PLAN, “**RELEASING PARTY**” MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS WHO ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS WHO ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS WHO VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

¹ Release provisions subject to ongoing review, including as part of the Special Committee investigation.

Item 3. Certification, Ballot Completion, and Delivery Instructions

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the undersigned is the Holder of the Claims in the Voting Class as set forth in Item 1; or (ii) the undersigned is an authorized signatory for an Entity that is the Holder of the Claims in the Voting Class as set forth in Item 1;
- (b) that the undersigned (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned has cast the same vote with respect to all Claims in each particular Voting Class; and
- (d) that no other Ballots with respect to the Claims in the Voting Class identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots voting those Claims are hereby revoked.

BALLOT COMPLETION INFORMATION — COMPLETE THIS SECTION

Name of Holder:

Signature:

Signatory Name (if other
than the Holder):

Title:

Address:

E-mail Address:

Date Completed:

RETURN INSTRUCTIONS

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY. THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE CLAIMS AND NOTICING AGENT PRIOR TO THE VOTING DEADLINE. YOU MAY SUBMIT YOUR BALLOT VIA FIRST-CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**Cyxtera Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

**ALTERNATIVELY,
YOU CAN SUBMIT YOUR BALLOT ELECTRONICALLY (FILLED PDF OR SCANNED)
(AN “E-BALLOT”).**

PLEASE COMPLETE, SIGN, AND DATE YOUR E-BALLOT AND SUBMIT BY E-MAIL TO:

CyxteraBallots@kcellc.com

With a reference to “Cyxtera” in the subject line.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CALL THE CLAIMS AND NOTICING AGENT AT (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) OR E-MAIL CYXTERAINFO@KCCLLC.COM.

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. This Ballot contains voting options with respect to the Plan.
2. To ensure that your vote is counted, this Ballot must be properly completed, executed, and delivered (a) via first-class mail, overnight courier, or hand delivery to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 or (b) via e-mail to cyxteraballots@kccllc.com, so that this Ballot is actually received by the Claims and Noticing Agent on or before the Voting Deadline, 4:00 p.m. prevailing Eastern Time on **[October 26], 2023**.
3. Any Ballot submitted that is incomplete or illegible, indicates unclear or inconsistent votes with respect to the Plan or is improperly signed and returned will **NOT** be counted unless the Company otherwise determines.
4. To vote, you **MUST** deliver your completed Ballot (whether via first-class mail, hand delivery, or e-mail to the Claims and Noticing Agent) so that it is **ACTUALLY RECEIVED** by the Claims and Noticing Agent on or before the Voting Deadline by one of the methods described above. **The Voting Deadline is 4:00 p.m. prevailing Eastern Time on [October 26], 2023.**
5. Any Ballot received by the Claims and Noticing Agent after the Voting Deadline will not be counted with respect to acceptance or rejection of the Plan, as applicable, unless the Company determines otherwise. No Ballot may be withdrawn or modified after the Voting Deadline without the Company's prior written consent.
6. Delivery of a Ballot reflecting your vote to the Claims and Noticing Agent will be deemed to have occurred only when the Claims and Noticing Agent actually receives your paper Ballot or E-Ballot. In all cases, you should allow sufficient time to assure timely delivery.
7. If you deliver multiple Ballots to the Claims and Noticing Agent, **ONLY** the last properly executed Ballot timely received will be deemed to reflect your intent and will supersede and revoke any prior Ballot(s).
8. You must vote all of your Claims in the Voting Class either to accept or reject the Plan and may not split your vote. Further, if a Holder has multiple Claims in the Voting Class, the Company may direct the Claims and Noticing Agent to aggregate those Claims for the purpose of counting votes.
9. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest, or an assertion or admission of a Claim, in the Company's Chapter 11 Cases.
10. You should not rely on any information, representations, or inducements made to obtain an acceptance of the Plan that are other than as set forth, or are inconsistent with, the information contained in the Disclosure Statement, the documents attached to or incorporated in the Disclosure Statement, and the Plan.
11. **SIGN AND DATE** your Ballot.¹ In addition, please provide your name and mailing address if it is different from that set forth on the Ballot or if no address is preprinted on the Ballot. Any unsigned Ballot will not be valid; however, for the avoidance of doubt, the scanned signature or e-signature included on an E-Ballot will be deemed immediately legally valid and effective.

¹ If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Company, the Company's proposed counsel, or the Bankruptcy Court, must submit proper evidence to the requesting party of authority to so act on behalf of such Holder.

12. If your Claim or Interest is held in multiple accounts, you may receive more than one Ballot coded for each such account for which your Claims are held. Each Ballot votes only your Claims indicated on that Ballot. Accordingly, complete and return each Ballot you receive.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT AT CYXTERAINFO@KCCLLC.COM AND REFERENCE “CYXTERA” IN THE SUBJECT LINE, OR BY CALLING (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL).

PLEASE SUBMIT YOUR BALLOT PROMPTLY

Exhibit A

Subject to the terms and conditions of the Plan, you will receive the following treatment if the Plan is consummated:

Class 3 First Lien Claims	On the Effective Date, each Holder of a First Lien Claim (or its designated Affiliate, managed fund or account, or other designee) shall receive, in full and final satisfaction of such Claim: (i) in the event of a Recapitalization Transaction, its <i>pro rata</i> share of 100 percent of the New Common Stock, subject to dilution by the Management Incentive Plan; or (ii) in the event of a Sale Transaction, its <i>pro rata</i> share of the Distributable Consideration (including, for the avoidance of doubt, the Residual Cash).
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For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.

Exhibit 3B

Class 4 General Unsecured Claims (Ballot)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**BALLOT FOR VOTING ON THE SECOND AMENDED JOINT
PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND
ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 4 –GENERAL UNSECURED CLAIMS

PLEASE READ - YOUR RESPONSE IS REQUIRED BY [OCTOBER 26], 2023

PLEASE CAREFULLY READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT RELATING TO THE SECOND AMENDED JOINT PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE (AS MAY BE MODIFIED, AMENDED, OR SUPPLEMENTED FROM TIME TO TIME, THE “PLAN”)² FOR CYXTERA TECHNOLOGIES, INC., ET AL. (THE “COMPANY”) INCLUDED WITH THIS BALLOT BEFORE COMPLETING THIS BALLOT. THIS BALLOT PERMITS YOU TO VOTE ON THE PLAN (INCLUDING THE RELEASES CONTAINED IN ARTICLE VIII OF THE PLAN).

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS **ACTUALLY RECEIVED** BY KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) PRIOR TO **4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023** (THE “VOTING DEADLINE”).

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT AT CYXTERAINFO@KCCLLC.COM AND REFERENCE “CYXTERA” IN THE SUBJECT LINE, OR CALL (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) AND REQUEST TO SPEAK WITH A MEMBER OF THE CLAIMS AND NOTICING AGENT TEAM.

IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, IT WILL BIND YOU REGARDLESS OF WHETHER YOU HAVE VOTED.

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

CONFIRMATION OF THE PLAN IS EXPRESSLY CONDITIONED UPON BANKRUPTCY COURT APPROVAL OF THE RELEASES BY RELEASING PARTIES (AS DESCRIBED BELOW AND LOCATED IN ARTICLE VIII OF THE PLAN), WHICH, IF APPROVED BY THE BANKRUPTCY COURT, WOULD PERMANENTLY ENJOIN HOLDERS OF CERTAIN CLAIMS AGAINST THIRD PARTIES FROM ASSERTING SUCH CLAIMS AGAINST SUCH NON-DEBTOR THIRD PARTIES. THE RELEASES BY RELEASING PARTIES, IF APPROVED, WILL BIND AFFECTED HOLDERS OF CLAIMS AND INTERESTS IN THE MANNER DESCRIBED IN ITEM 2 OF THIS BALLOT.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes in accordance with title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), to accept or reject the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Plan”), attached as Exhibit A to the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Disclosure Statement”) from Holders of Claims in Class 3 and Class 4 (the “Voting Classes”).

Once completed and returned in accordance with the attached instructions, your vote on the Plan will be counted as set forth herein. A Voting Class will accept the Plan if Holders of at least two-thirds in amount and more than one-half in number of Claims or at least two-thirds in amount of Interests in that Voting Class votes to accept the Plan. The Bankruptcy Court may confirm the Plan if the Plan otherwise satisfies the requirements of section 1129 of the Bankruptcy Code, and the Plan then would be binding on all Holders of Allowed Claims and Interests in the Voting Class, among others. Subject to the terms and conditions of the Plan, you will receive the treatment identified in Exhibit A attached hereto. **For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.**

You have received this Ballot because the Company’s books and records indicate that you are a Holder of an Allowed Claim in Class 4 (General Unsecured Claims) as of [September 14], 2023 (the “Voting Record Date”) and as set forth in Item 1 of the Ballot. Accordingly, you have the right to execute this Ballot and to vote to accept or reject the Plan on account of those Claims.

This Ballot may not be used for any purpose other than for casting votes with respect to the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Claims and Noticing Agent immediately.

You should review the Plan before you vote. You may wish to seek legal advice concerning the proposals related to the Plan.

The Disclosure Statement describes the rights and treatment for each Class. The Disclosure Statement, the Plan, and certain other materials (the “Solicitation Package”) have been distributed under separate cover from this Ballot. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect thereto. Once completed and returned in accordance with the attached instructions, the votes on the Plan will be counted as set forth herein.

The Bankruptcy Court may confirm the Plan and thereby bind all Holders of Claims and Interests. To have your vote count as either an acceptance or rejection of the Plan, you must complete and return this Ballot so that the Notice and Claims Agent actually receives it on or before the Voting Deadline.

**YOUR VOTE ON THIS BALLOT WILL BE APPLIED TO EACH DEBTOR AGAINST WHICH
YOU HAVE SUCH A CLAIM.**

**THE VOTING DEADLINE IS 4:00 P.M., PREVAILING EASTERN TIME, ON
[OCTOBER 26], 2023.**

VOTING — COMPLETE THIS SECTION

Item 1. Principal Amount of Claims

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder of a Claim in the Voting Class as set forth below (your “Claim”). You may vote to accept or reject the Plan. You must check the applicable box in the right-hand column below to “accept” or “reject” the Plan in order to have your vote counted.

Please note that you are voting all of your Claims either to accept or reject the Plan. You may not split your vote. If you do not indicate that you either accept or reject the Plan by checking the applicable box below, your vote will not be counted. If you indicate that you both accept and reject the Plan by checking both boxes below, your vote will not be counted.

The Holder of a Claim in the Voting Class set forth below votes to *(please check one and only one box per applicable Voting Claim)*:

Class 4 (General Unsecured Claims)					
Voting Class	Description	Amount	Vote to Accept the Plan	Vote to Reject the Plan	Opt Out of Third-Party Release
Class 4	General Unsecured Claims	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Release Information

Article VIII.C of the Plan provides for a release by the Debtors (the “Debtor Release”):

Notwithstanding anything contained in the Plan to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, in exchange for good and valuable consideration, the adequacy of which is hereby confirmed, on and after the Effective Date, the Released Parties will be deemed conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged, by and on behalf of the Debtors, their Estates, and, if applicable, the Post-Effective Date Debtors and the Plan Administrator, 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, from any and all claims and Causes of Action whatsoever (including any derivative claims asserted or assertable on behalf of the Debtors, their Estates, the Post-Effective Date Debtors, or the Plan Administrator), 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 the Debtors, their Estates, the Post-Effective Date Debtors, if applicable, the Plan Administrator, if applicable, or their 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Debtor Release, 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 Debtor Release is: (i) 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; (ii) a good faith settlement and compromise of the Claims released by the Debtor Release; (iii) in the best interests of the Debtors and all Holders of Claims and Interests; (iv) fair, equitable, and reasonable; (v) given and made after due notice and opportunity for hearing; and (vi) a bar to any of the Debtors, the Debtors’ Estates, or, if applicable, the Post-Effective Date Debtors or the Plan Administrator, asserting any Claim or Cause of Action released pursuant to the Debtor Release.

Article VIII.D of the Plan provides for the following (“Third-Party Release”):

Except as otherwise expressly set forth in the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, "**RELATED PARTY**" MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D

OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION³

UNDER THE PLAN, “**RELEASING PARTY**” MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS WHO ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS WHO ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS WHO VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

³ Release provisions subject to ongoing review, including as part of the Special Committee investigation.

Item 3. Certification, Ballot Completion, and Delivery Instructions

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the undersigned is the Holder of the Claims in the Voting Class as set forth in Item 1; or (ii) the undersigned is an authorized signatory for an Entity that is the Holder of the Claims in the Voting Class as set forth in Item 1;
- (b) that the undersigned (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned has cast the same vote with respect to all Claims in each particular Voting Class; and
- (d) that no other Ballots with respect to the Claims in the Voting Class identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots voting those Claims are hereby revoked.

BALLOT COMPLETION INFORMATION — COMPLETE THIS SECTION

Name of Holder: _____

Signature: _____

Signatory Name (if other
than the Holder): _____

Title: _____

Address: _____

E-mail Address: _____

Date Completed: _____

RETURN INSTRUCTIONS

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY. THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE CLAIMS AND NOTICING AGENT PRIOR TO THE VOTING DEADLINE. YOU MAY SUBMIT YOUR BALLOT VIA FIRST-CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**Cyxtera Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

**ALTERNATIVELY,
YOU CAN SUBMIT YOUR BALLOT ELECTRONICALLY VIA THE E-BALLOT PORTAL
(AN “E-BALLOT”) BY VISITING:**

<https://www.kccllc.net/cyxtera> (the “E-Ballot Portal”).

Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your E-BALLOT.

Parties that submit their Ballot using the E-Ballot Portal should NOT also submit a paper Ballot.

**IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE YOUR
CUSTOMIZED ELECTRONIC BALLOT.**

UNIQUE ID#: _____

PIN#: _____

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CALL THE CLAIMS AND NOTICING AGENT AT (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) OR E-MAIL CYXTERAINFO@KCCLLC.COM.

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. This Ballot contains voting options with respect to the Plan.
2. To ensure that your vote is counted, this Ballot must be properly completed, executed, and delivered (a) via first-class mail, overnight courier, or hand delivery to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 or (b) via the Claims and Noticing Agent's E-Ballot Portal at <https://www.kccllc.net/cyxtera>, so that this Ballot is actually received by the Claims and Noticing Agent on or before the Voting Deadline, 4:00 p.m. prevailing Eastern Time on **October 26, 2023**.
3. Any Ballot submitted that is incomplete or illegible, indicates unclear or inconsistent votes with respect to the Plan or is improperly signed and returned will **NOT** be counted unless the Company otherwise determines.
4. To vote, you **MUST** deliver your completed Ballot (whether via first-class mail, hand delivery, or the E-Ballot Portal to the Claims and Noticing Agent) so that it is **ACTUALLY RECEIVED** by the Claims and Noticing Agent on or before the Voting Deadline by one of the methods described above. **The Voting Deadline is 4:00 p.m. prevailing Eastern Time on October 26, 2023.**
5. Any Ballot received by the Claims and Noticing Agent after the Voting Deadline will not be counted with respect to acceptance or rejection of the Plan, as applicable, unless the Company determines otherwise. No Ballot may be withdrawn or modified after the Voting Deadline without the Company's prior written consent.
6. Delivery of a Ballot reflecting your vote to the Claims and Noticing Agent will be deemed to have occurred only when the Claims and Noticing Agent **actually receives** your paper Ballot or E-Ballot. In all cases, you should allow sufficient time to assure timely delivery.
7. If you deliver multiple Ballots to the Claims and Noticing Agent, **ONLY** the last properly executed Ballot timely received will be deemed to reflect your intent and will supersede and revoke any prior Ballot(s).
8. You must vote all of your Claims in the Voting Class either to accept or reject the Plan and may not split your vote. Further, if a Holder has multiple Claims in the Voting Class, the Company may direct the Claims and Noticing Agent to aggregate those Claims for the purpose of counting votes.
9. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest, or an assertion or admission of a Claim, in the Company's Chapter 11 Cases.

10. You should not rely on any information, representations, or inducements made to obtain an acceptance of the Plan that are other than as set forth, or are inconsistent with, the information contained in the Disclosure Statement, the documents attached to or incorporated in the Disclosure Statement, and the Plan.
11. SIGN AND DATE your Ballot.⁴ In addition, please provide your name and mailing address if it is different from that set forth on the Ballot or if no address is preprinted on the Ballot. Any unsigned Ballot will not be valid; however, for the avoidance of doubt, the scanned signature or e-signature included on an E-Ballot will be deemed immediately legally valid and effective.
12. If your Claim or Interest is held in multiple accounts, you may receive more than one Ballot coded for each such account for which your Claims are held. Each Ballot votes only your Claims indicated on that Ballot. Accordingly, complete and return each Ballot you receive.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT AT CYXTERAINFO@KCCLLC.COM AND REFERENCE “CYXTERA” IN THE SUBJECT LINE, OR BY CALLING (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL).

PLEASE SUBMIT YOUR BALLOT PROMPTLY

⁴ If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Company, the Company's proposed counsel, or the Bankruptcy Court, must submit proper evidence to the requesting party of authority to so act on behalf of such Holder.

Exhibit A

Subject to the terms and conditions of the Plan, you will receive the following treatment if the Plan is consummated:

Class 4	General Unsecured Claims	Except to the extent that a Holder of a General Unsecured Claim agrees to less favorable treatment or such General Unsecured Claim has been paid prior to the Effective Date, each Holder of a General Unsecured Claim shall receive, in full and final satisfaction of such Claim, its <i>pro rata</i> share of the GUC Trust Net Assets.
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For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.

Exhibit 4

Notice of Non-Voting Status (Impaired, Unimpaired, and Disputed Claims)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS
TO HOLDERS OR POTENTIAL HOLDERS
OF UNIMPAIRED CLAIMS CONCLUSIVELY
PRESUMED TO ACCEPT THE PLAN, HOLDERS OR POTENTIAL
HOLDERS OF IMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO REJECT
THE PLAN, AND HOLDERS OR POTENTIAL HOLDERS OF DISPUTED CLAIMS**

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kcellc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

possession (collectively, the “Debtors”), to solicit acceptances for the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the claims and noticing agent retained by the Debtors in these Chapter 11 Cases (the “Claims and Noticing Agent”), by: (a) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International), (b) contacting the Claims and Noticing Agent at www.kccllc.net/cyxtera/inquiry, or (c) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors’ restructuring website, <http://www.kccllc.net/cyxtera>, or the Bankruptcy Court’s website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE THAT you are a Holder or potential Holder of a Claim against or Interest in the Debtors that, due to the nature and treatment of such Claim or Interest under the Plan, ***is not entitled to vote on the Plan***. Specifically, under the terms of the Plan, (i) a Holder of a Claim in a Class that is not Impaired under the Plan and, therefore, conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, (ii) a Holder of a Claim or Interest in a Class that is Impaired under the Plan and, therefore, conclusively presumed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code, or (iii) a Holder of a Claim that is subject to a pending objection by the Debtors, is ***not*** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT if you are a Holder of a Claim that is subject to a pending objection by the Debtors, **you are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before a date that is two (2) business days before the Voting Deadline** (each, a “Resolution Event”):

- i. an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code;
- ii. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a);
- iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or
- iv. the pending objection is voluntarily withdrawn by the objecting party.

PLEASE TAKE FURTHER NOTICE THAT the following provisions are included in the Plan:

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D OF THE PLAN PROVIDES FOR THE FOLLOWING THIRD-PARTY RELEASE (THE “THIRD-PARTY RELEASE”):

Except as otherwise expressly set forth in the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court’s finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, “**RELATED PARTY**” MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS,

REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.³

UNDER THE PLAN, "**RELEASING PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS WHO ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS WHO ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS WHO VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

* * *

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY AND TO PROVIDE YOU WITH THE ATTACHED OPT OUT FORM WITH RESPECT TO THE EXCULPATION, INJUNCTION, AND THIRD-PARTY RELEASE PROVIDED IN THE PLAN. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND NOTICING AGENT.

³ Release provisions subject to ongoing review, including as part of the Special Committee investigation.

Dated: [____], 2023

/s/ *DRAFT*

COLE SCHOTZ P.C.

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*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit 4A

Equity Opt Out Form (Master)

MASTER INTEREST OPT OUT FORM

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS MASTER OPT OUT FORM CAREFULLY BEFORE COMPLETING THIS MASTER OPT OUT FORM.

THIS MASTER OPT OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED TO KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) SO THAT IT IS ACTUALLY RECEIVED ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023 (THE “OPT OUT DEADLINE”).

This Master Opt Out Form may not be used for any purpose other than conveying their Beneficial Holder clients' elections to opt out of the Third-Party Release set forth in Article VIII.D of the Plan (the “Third-Party Release”). If you believe you have received this Master Opt Out Form in error, or if you believe that you have received the wrong opt out form, please contact the Claims and Noticing Agent immediately by calling (877) 499-4509 (USA or Canada) or (917) 281-4800 (International) or e-mailing cyxteraInfo@kccellc.com and referencing “Cyxtera” in the subject line. Nothing contained herein or in the enclosed documents shall render you or any other entity an agent of the Debtors or the Claims and Noticing Agent or authorize you or any other entity to use any document or make any statements on behalf of any of the Debtors with respect to the Plan, except for the statement contained in the documents enclosed herewith.

You are required to distribute the Beneficial Holder Opt Out Form contained herewith to your Beneficial Holder clients holding Interests in Cyxtera Technologies, Inc. (“Cyxtera”) as of [September 14], 2023 (the “Opt Out Record Date”), **within five (5) business days** of your receipt of the *Notice of Non-Voting Status* in which this Master Opt Out Form was included. With respect to the Beneficial Holder Opt Out Forms returned to you, you must (1) execute this Master Opt Out Form so as to reflect the Third-Party Release elections set forth in such Beneficial Holder Opt Out Forms and (2) forward this Master Opt Out Form to the Claims and Noticing Agent in accordance with the Form Instructions accompanying this Master Opt Out Form. The CUSIP numbers for Holders of Claims entitled to opt of the Third-Party Release are set forth on Exhibit A attached hereto. **Any election delivered to you by a Beneficial Holder shall not be counted unless you complete, sign, and return this Master Opt Out Form to the Claims and Noticing Agent so that it is actually received by the Opt Out Deadline.**

Before completing this Master Opt Out Form, please read and follow the enclosed “Instructions for Completing this Master Opt Out Form” carefully to ensure that you complete, execute, and return this Master Opt Out Form properly.

Item 1. Certification of Authority to Make Elections.

The undersigned certifies that as of the Opt Out Record Date, the undersigned:

- ☐ Is a Nominee for the Beneficial Holders in the number of Interests in Cyxtera listed in Item 2 below, or
- ☐ Is acting under a power of attorney or agency (a copy of which will be provided upon request) granted by a Nominee for the Beneficial Holders in the number of Interests in Cyxtera listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a Nominee for the Beneficial Holders (or the Beneficial Holders itself/themselves) in the number of Interests in Cyxtera listed in Item 2 below; and accordingly,

- ☐ Has full power and authority to convey decisions to opt out of the Release, on behalf of the Beneficial Holders of the Interests in Cyxtera described in Item 2.

Item 2. Optional Third-Party Release Election.

The undersigned certifies that that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the Beneficial Holders of Interests in Cyxtera, as identified by their respective account numbers, that made a decision to opt out of the Third-Party Release via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary means of conveying such information.

Indicate in the appropriate column below the Beneficial Holder/Account Number of each Beneficial Holder that completed and returned the Beneficial Holder Opt Out Form and the number of Interests in Cyxtera held by such Beneficial Holder/Account Number electing to Opt Out of the Third-Party Release or attach such information to this Master Opt Out Form in the form of the following table.

Please complete the information requested below (add additional sheets if necessary):

Beneficial Holder/Account Number	Amount of Interest in Cyxtera Holders Electing to Opt Out of the Third- Party Release
1.	
2.	
3.	
4.	
5.	
TOTAL	

Item 3. Additional Certifications.

By signing this Master Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that either: (i) the undersigned has received a completed Opt Out Form from each Beneficial Holder of Interests in Cyxtera listed in Item 2 of this Master Opt Out Form, or (ii) an e-mail, recorded telephone call, internet transmission, facsimile, voting instruction form, or other customary means of communication conveying a decision to Opt Out of the releases from each Holder of Interests in Cyxtera;
- b. that the undersigned is a Nominee (or agent of the Nominee) of the Beneficial Holders of Interests in Cyxtera listed in Item 2 of this Master Opt Out Form; and
- c. that the undersigned has properly disclosed for each Beneficial Holder who submitted a Beneficial Holder Opt Out Form or Opt Out decisions via other customary means: (i) the respective number of the Interests in Cyxtera owned by each Beneficial Holder and (ii) the customer account or other identification number for each such Beneficial Holder.

Institution:	_____
	(Print or Type)
DTC Participant Number:	_____
Signature:	_____
Name of Signatory:	_____
Title:	_____
Address:	_____

Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THIS OPT OUT FORM AND RETURN PROMPTLY VIA (I) E-MAIL (PREFERRED METHOD) AT CYXTERABALLOTS@KCCLLC.COM, OR (II) FIRST-CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

<p>Cyxtera Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245</p> <p>If you have any questions on the procedures for voting on the Plan, please call the Claims and Noticing Agent at: (877) 499-4509 (USA or Canada) or (917) 281-4800 (International)</p>
--

IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE THIS MASTER OPT OUT FORM ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023, THEN THE ELECTIONS TRANSMITTED HEREBY WILL NOT BE EFFECTIVE.

OPT OUT FORMS SENT BY FACSIMILE OR TELECOPY WILL NOT BE ACCEPTED.

INSTRUCTIONS FOR COMPLETING THIS MASTER OPT OUT FORM

1. Capitalized terms used in the Master Opt Out Form or in these instructions (the “Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan.
2. **Distribution of the Opt Out Forms:**
 - You should immediately distribute the Beneficial Holder Opt Out Forms accompanied by pre-addressed, postage-paid return envelopes to all Beneficial Holders of Interests in Cyxtera as of the Opt Out Record Date and take any action required to enable each such Beneficial Holders to make an Opt Out election timely. You must include a pre-addressed, postage-paid return envelope or must certify that your Beneficial Holder clients that did not receive return envelopes were provided with electronic or other means (consented to by such Beneficial Holder clients) of returning their Beneficial Holder Opt Out Forms in a timely manner.
 - Any election delivered to you by a Beneficial Holder shall not be counted until you complete, sign, and return this Master Opt Out Form to the Claims and Noticing Agent, so that it is actually received by the Opt Out Deadline.
3. You should solicit elections from your Beneficial Holder clients via the (a) delivery of duly completed Beneficial Holder Opt Out Forms or (b) conveyance of their decision to Opt Out of the third-party release via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary and approved means of conveying such information.
4. With regard to any Beneficial Holder Opt Out Forms returned to you by a Beneficial Holder, you must: (a) compile and validate the elections and other relevant information of each such Beneficial Holder on the Master Opt Out Form using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Opt Out Form; and (c) transmit the Master Opt Out form to the Claims and Noticing Agent.
5. **Return of Master Opt Out Form:** The Master Opt Out Form must be returned to the Claims and Noticing Agent so as to be **actually received** by the Claims and Noticing Agent on or before the Opt Out Deadline, which is **4:00 p.m. (prevailing Eastern Time) on [October 26], 2023.**
6. If a Master Opt Out Form is received by the Claims and Noticing Agent after the Opt Out Deadline, it will not be effective. Additionally, the following Opt Out Forms will **NOT** be counted:
 - ANY MASTER OPT OUT FORM THAT IS ILLEGIBLE OR CONTAINS INSUFFICIENT INFORMATION TO PERMIT THE IDENTIFICATION OF THE HOLDER OF THE EQUITY INTEREST;
 - ANY MASTER OPT OUT FORM CAST BY OR ON BEHALF OF AN ENTITY THAT IS NOT ENTITLED TO OPT OUT OF THE RELEASE;
 - ANY MASTER OPT OUT FORM SENT TO THE DEBTORS, THE DEBTORS’ AGENTS/REPRESENTATIVES (OTHER THAN THE CLAIMS AND NOTICING AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS;
 - ANY UNSIGNED MASTER OPT OUT FORM; OR
 - ANY MASTER OPT OUT FORM NOT COMPLETED IN ACCORDANCE WITH THE PROCEDURES APPROVED IN THE SCHEDULING ORDER.

7. The method of delivery of Master Opt Out Forms to the Claims and Noticing Agent is at the election and risk of Nominee. Except as otherwise provided herein, such delivery will be deemed made to the Claims and Noticing Agent only when the Claims and Noticing Agent **actually receives** the originally executed Master Opt Out Form. Nominees should allow sufficient time to assure timely delivery.
8. Multiple Master Opt Out Forms may be completed and delivered to the Claims and Noticing Agent. Elections reflected by multiple Master Opt Out Forms will be deemed valid. If two or more Master Opt Out Forms are submitted, please mark the subsequent Master Opt Out Form(s) with the words “Additional Election” or such other language as you customarily use to indicate an additional election that is not meant to revoke an earlier election.
9. The Master Opt Out Form is not a letter of transmittal and may not be used for any purpose other than to transmit elections to Opt Out of the Release. Holders of Interests in Cyxtera should not surrender certificates (if any) representing their Interests at this time, and neither the Debtors nor the Claims and Noticing Agent will accept delivery of any such certificates transmitted together with a Master Opt Out Form.
10. This Master Opt Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim, (b) proof of interest, or (c) an assertion or admission of a Claim or Interest.
11. Please be sure to sign and date your Master Opt Out Form. If you are signing a Master Opt Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Opt Out Form.
12. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtor will reimburse you for reasonable, customary mailing and handling expenses incurred by you in forwarding the Opt Out Forms to your client(s).

PLEASE RETURN YOUR MASTER OPT OUT FORM PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER OPT OUT FORM
OR THE INSTRUCTIONS OR PROCEDURES, PLEASE CONTACT**

THE CLAIMS AND NOTICING AGENT AT:

(877) 499-4509 (USA or Canada) or (917) 281-4800 (International)

Or via e-mail at: CYXTERABALLOTS@KCCLLC.COM

**IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE
THIS MASTER OPT OUT FORM FROM YOU BEFORE THE OPT OUT
DEADLINE, WHICH IS 4:00 P.M. PREVAILING EASTERN TIME ON
[OCTOBER 26], 2023, THEN THE OPT OUT ELECTIONS TRANSMITTED
THEREBY WILL NOT BE EFFECTIVE.**

Exhibit A

Please check ONLY ONE box below to indicate the CUSIP/ISIN to which this Master Opt Out Form pertains (or clearly indicate such information directly on the Master Opt Out Form or on a schedule thereto). If you check more than one box below, the Beneficial Holder votes submitted on this Master Opt Out Form may be invalidated:

	DESCRIPTION	CUSIP / ISIN
<input type="checkbox"/>	Common Shares	23284C 10 2 / US23284C1027

Exhibit 4B

Equity Opt Out Form (Beneficial Holders)

OPTIONAL: BENEFICIAL HOLDERS OF INTERESTS OPT OUT FORM

You are receiving this opt out form (the “Opt Out Form”) because you are or may be a Holder of an Interest that is not entitled to vote on the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, supplemented, or otherwise modified from time to time, the “Plan”). Except as otherwise set forth in the Plan, Holders of Claims and Interests are deemed to grant the Third-Party Release set forth in Article VIII.D (the “Third-Party Release”), unless a Holder affirmatively opts out of the Third-Party Release or timely objects to the Third-Party Release on or before [October 26], 2023, at 4:00 p.m., prevailing Eastern Time, and such objection is not resolved before confirmation.

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER OPT OUT FORM CAREFULLY BEFORE COMPLETING THIS BENEFICIAL HOLDER OPT OUT FORM.

UNLESS YOU CHECK THE BOX ON THIS BENEFICIAL HOLDER OPT OUT FORM BELOW AND FOLLOW ALL INSTRUCTIONS, YOU WILL BE HELD TO FOREVER RELEASE THE RELEASED PARTIES (AS DEFINED HEREIN) IN ACCORDANCE WITH THE PLAN.

THIS BENEFICIAL HOLDER OPT OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT OUT FORM AND RETURN TO KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) SO THAT IS ACTUALLY RECEIVED ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023 (THE “OPT OUT DEADLINE”).

This Beneficial Holder Opt Out Form may not be used for any purpose other than opting out of the Third-Party Release contained in the Plan. If you believe you have received this Beneficial Holder Opt Out Form in error, or if you believe that you have received the wrong opt out form, please contact the Claims and Noticing Agent immediately by calling (877) 726-6510 (USA or Canada) or (424) 236-7250 (International) or sending an electronic message via online form at www.kccllc.net/cyxtera/inquiry.

Before completing this Beneficial Holder Opt Out Form, please read and follow the enclosed “Instructions for Completing this Beneficial Holder Opt Out Form” carefully to ensure that you complete, execute, and return this Beneficial Holder Opt Out Form properly.

Item 1. Optional Third-Party Release.

AS A HOLDER OF A CLAIM OR INTEREST, YOU ARE A “RELEASING PARTY” UNDER THE PLAN AND ARE DEEMED TO PROVIDE THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN, AS SET FORTH BELOW. YOU MAY CHECK THE BOX BELOW TO ELECT NOT TO GRANT THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN. YOU WILL NOT BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN ONLY IF (I) THE BANKRUPTCY COURT DETERMINES THAT YOU HAVE THE RIGHT TO OPT OUT OF THE RELEASES AND (II) YOU (A) CHECK THE BOX BELOW AND SUBMIT THE OPT OUT FORM BY THE OPT OUT DEADLINE OR (B) TIMELY OBJECT TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION. THE ELECTION TO WITHHOLD CONSENT TO GRANT THE THIRD-PARTY RELEASE IS AT YOUR OPTION.

☐ By checking this box, you elect to opt out of the Third-Party Release set forth below.

Article VIII.D of the Plan provides for the following (“Third-Party Release”):

Except as otherwise expressly set forth in the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court’s finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, “**RELATED PARTY**” MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS,

REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.¹

UNDER THE PLAN, "**RELEASING PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS WHO ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS WHO ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS WHO VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

Item 2. Certifications.

By signing this Beneficial Holder Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that, as of [September 14], 2023, either: (i) the undersigned is the Holder of Interests; (ii) the undersigned is an authorized signatory for an Entity or Person that is the Holder of Interests;
- b. that the Holder has received a copy of the *Notice of Non-Voting Status* and that this Beneficial Holder Opt Out Form is made pursuant to the terms and conditions set forth therein;

¹ Release provisions subject to ongoing review, including as part of the Special Committee investigation.

- c. that the undersigned has made the same election with respect to all Interests; and
- d. that no other Beneficial Holder Opt Out Form has been cast with respect to the Holder's Interests, or, if any other Beneficial Holder Opt Out Forms have been cast with respect to such Interests, such Beneficial Holder Opt Out Forms are hereby revoked.

By signing this Beneficial Holder Opt Out Form, the undersigned authorizes and instructs its Nominee (a) to furnish the election information in a Master Opt Out Form to be transmitted to the Claims and Noticing Agent and (b) to retain this Beneficial Holder Opt Out Form and related information in its records for at least one (1) year after the Effective Date of the Plan.

YOUR RECEIPT OF THIS BENEFICIAL HOLDER OPT OUT FORM DOES NOT SIGNIFY THAT YOUR INTEREST HAS BEEN OR WILL BE ALLOWED.

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

PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL HOLDER OPT OUT FORM AND RETURN IT TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT OUT FORM AND RETURN TO THE CLAIMS AND NOTICING AGENT SO THAT IT IS ACTUALLY RECEIVED ON OR PRIOR TO THE OPT OUT DEADLINE.

IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE A MASTER OPT OUT FORM ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023, THEN YOUR ELECTION TRANSMITTED HEREBY WILL NOT BE EFFECTIVE.

BENEFICIAL HOLDER OPT OUT FORMS SENT DIRECTLY TO THE CLAIMS AND NOTICING AGENT WILL NOT BE ACCEPTED.

INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER OPT OUT FORM

1. Capitalized terms used in the Beneficial Holder Opt Out Form or in these instructions (the “Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan.
2. To ensure that your election is counted, you must complete the Beneficial Holder Opt Out Form and take the following steps: (a) clearly indicate your decision to “opt out” of the Third-Party Release set forth in the Plan in Item 1 above; (b) make sure that the information required by Item 2 above has been correctly inserted; and (c) sign, date and return an original of your Beneficial Holder Opt Out Form to your Nominee in accordance with paragraph 3 directly below.
3. **Return of Beneficial Holder Opt Out Form:** Your Beneficial Holder Opt Out Form **MUST** be returned to your Nominee in sufficient time to allow your Nominee to process your instructions on a Master Opt Out Form and return to the Claims and Noticing Agent so as to be **actually received** by the Claims and Noticing Agent on or before the Opt Out Deadline, which is **4:00 p.m. (prevailing Eastern Time) on [October 26], 2023.**
4. If a Master Opt Out Form is received by the Claims and Noticing Agent after the Opt Out Deadline, it will not be effective. Additionally, the following Opt Out Forms will NOT be counted:
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM THAT IS ILLEGIBLE OR CONTAINS INSUFFICIENT INFORMATION TO PERMIT THE IDENTIFICATION OF THE HOLDER OF THE INTEREST;
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM CAST BY OR ON BEHALF OF AN ENTITY THAT IS NOT ENTITLED TO OPT OUT OF THE RELEASE;
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM SENT TO THE DEBTORS, THE DEBTORS’ AGENTS/REPRESENTATIVES (OTHER THAN THE CLAIMS AND NOTICING AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS;
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM TRANSMITTED BY FACSIMILE OR TELECOPY;
 - ANY UNSIGNED BENEFICIAL HOLDER OR MASTER OPT OUT FORM; OR
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM NOT COMPLETED IN ACCORDANCE WITH THE PROCEDURES APPROVED IN THE SOLICITATION ORDER.
5. The method of delivery of Beneficial Opt Out Forms to your Nominee is at the election and risk of each Holder of an Interest. Except as otherwise provided herein, such delivery will be deemed made to the Claims and Noticing Agent only when the Claims and Noticing Agent **actually receives** a Master Opt Out Form from your Nominee. Beneficial Holders and their Nominees should allow sufficient time to assure timely delivery.

6. If multiple Opt Out Forms are received from the same Holder with respect to the same Interest prior to the Opt Out Deadline, the last Opt Out Form timely received will supersede and revoke any earlier received Opt Out Forms.
7. The Beneficial Holder Opt Out Form is not a letter of transmittal and may not be used for any purpose other than to opt out of the Third-Party Release. Accordingly, at this time, Holders of Interests should not surrender certificates or instruments representing or evidencing their Interests, and neither the Debtors nor the Claims and Noticing Agent will accept delivery of any such certificates or instruments surrendered together with a Beneficial Holder Opt Out Form.
8. The Beneficial Holder Opt Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim, (b) proof of interest, or (c) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Beneficial Holder Opt Out Form. If you are signing a Beneficial Holder Opt Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Beneficial Holder Opt Out Form.

PLEASE RETURN YOUR BENEFICIAL HOLDER OPT OUT FORM PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BENEFICIAL OPT OUT FORM
OR THE INSTRUCTIONS OR PROCEDURES, PLEASE CONTACT**

THE CLAIMS AND NOTICING AGENT AT:

877-726-6510 (USA or Canada) or 424-236-7250 (International)

Or via online form: www.kccllc.net/cvxtera/inquiry

<p>IF THE CLAIMS AND NOTICING AGENT DOES NOT <u>ACTUALLY RECEIVE</u> THE MASTER OPT OUT FORM FROM YOUR NOMINEE BEFORE THE OPT OUT DEADLINE, WHICH IS 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023, THEN YOUR OPT OUT ELECTION TRANSMITTED PURSUANT TO THE BENEFICIAL HOLDER OPT OUT FORM WILL NOT BE EFFECTIVE.</p>

Exhibit A

Please check one box below to indicate the CUSIP/ISIN to which this Beneficial Opt Out Form pertains. If you check more than one box below you risk having your vote invalidated.

	DESCRIPTION	CUSIP / ISIN
<input type="checkbox"/>	Common Shares	23284C 10 2 / US23284C1027

Exhibit 4C

Opt Out Form (Holders of Claims and Holders of Registered Interests)

**OPTIONAL: HOLDERS OF CLAIMS AND HOLDERS OF REGISTERED INTERESTS
OPT OUT FORM**

You are receiving this opt out form (the “Opt Out Form”) because you are or may be a Holder of a Claim or Interest that is not entitled to vote on the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, supplemented, or otherwise modified from time to time, the “Plan”). Except as otherwise set forth in the definition of Releasing Party in the Plan, Holders of Claims and Interests are deemed to grant the Third-Party Release set forth in Article VIII.D (the “Third-Party Release”), set forth in the Notice unless a Holder affirmatively opts out of the Third-Party Release or timely objects to the Third-Party Release on or before [October 26], 2023, at 4:00 p.m., prevailing Eastern Time, and such objection is not resolved before confirmation.

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS OPT OUT FORM CAREFULLY BEFORE COMPLETING THIS OPT OUT FORM.

UNLESS YOU CHECK THE BOX ON THIS OPT OUT FORM BELOW AND FOLLOW ALL INSTRUCTIONS, YOU WILL BE HELD TO FOREVER RELEASE THE RELEASED PARTIES (AS DEFINED HEREIN) IN ACCORDANCE WITH THE PLAN.

THIS OPT OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023 (THE “OPT OUT DEADLINE”).

This Opt Out Form may not be used for any purpose other than opting out of the Third-Party Release contained in the Plan. If you believe you have received this Opt Out Form in error, or if you believe that you have received the wrong opt out form, please contact the Claims and Noticing Agent immediately by calling (877) 726-6510 (USA or Canada) or (424) 236-7250 (International) or sending an electronic message via online form to www.kccllc.net/cyxtera/inquiry.

Before completing this Opt Out Form, please read and follow the enclosed “Instructions for Completing this Opt Out Form” carefully to ensure that you complete, execute, and return this Opt Out Form properly.

Item 1. Optional Third-Party Release.

AS A HOLDER OF A CLAIM OR INTEREST, YOU ARE A “RELEASING PARTY” UNDER THE PLAN AND ARE DEEMED TO PROVIDE THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN, AS SET FORTH BELOW. YOU MAY CHECK THE BOX BELOW TO ELECT NOT TO GRANT THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN. YOU WILL NOT BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN ONLY IF (I) THE BANKRUPTCY COURT DETERMINES THAT YOU HAVE THE RIGHT TO OPT OUT OF THE RELEASES AND (II) YOU (A) CHECK THE BOX BELOW AND SUBMIT THE OPT OUT FORM BY THE OPT OUT DEADLINE OR (B) TIMELY OBJECT TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION. THE ELECTION TO WITHHOLD CONSENT TO GRANT THE THIRD-PARTY RELEASE IS AT YOUR OPTION.

☐ By checking this box, you elect to opt out of the Third-Party Release set forth below.

Except as otherwise expressly set forth in the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, "**RELATED PARTY**" MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, “**RELEASED PARTY**” MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.¹

UNDER THE PLAN, “**RELEASING PARTY**” MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF A SALE TRANSACTION, THE PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS WHO ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS WHO ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS WHO VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED FOR IN THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

Item 2. Certifications.

By signing this Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors:

- that, as of [September 14], 2023, either: (i) the undersigned is the Holder of Claims or Interests; (ii) the undersigned is an authorized signatory for an Entity or Person that is the Holder of Claims or Interests;
- that the Holder has received a copy of the *Notice of Non-Voting Status* and that this Opt Out Form is made pursuant to the terms and conditions set forth therein;
- that the undersigned has made the same election with respect to all Claims or Interests; and
- that no other Opt Out Form has been cast with respect to the Holder’s Claims or Interests, or, if any other Opt Out Forms have been cast with respect to such Claims or Interests, such Opt Out Forms are hereby revoked.

¹ Release provisions subject to ongoing review, including as part of the Special Committee investigation.

YOUR RECEIPT OF THIS OPT OUT FORM DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

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

Date Completed:	_____

If your address or contact information has changed, please note the new information here.

TO OPT OUT, PLEASE SUBMIT YOUR OPT OUT FORM BY ONE OF THE FOLLOWING TWO METHODS:

Via E-Ballot Portal. Submit your Opt Out Form via the Claims and Noticing Agent's online portal, by visiting <https://www.kccllc.net/cyxtera> (the "E-Ballot Portal"). Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Opt Out Form.

IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE YOUR CUSTOMIZED ELECTRONIC OPT OUT FORM.

UNIQUE ID#: _____

PIN#: _____

Via Paper Form. Complete, sign, and date this Opt Out Form and return it promptly via first-class mail (or in the reply envelope provided), overnight courier, or hand delivery to:

Cyxtera Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

If you have any questions on the procedures for voting on the Plan, please call the Claims and Noticing Agent at: (877) 726-6510 (USA or Canada) or 424-236-7250 (International).

Parties that submit their Opt Out Form using the E-Ballot Portal should NOT also submit a paper Opt Out Form.

IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE THIS OPT OUT FORM ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023, THEN YOUR ELECTION TRANSMITTED HEREBY WILL NOT BE EFFECTIVE.

OPT OUT FORMS SENT BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.

INSTRUCTIONS FOR COMPLETING THIS OPT OUT FORM

1. Capitalized terms used in the Opt Out Form or in these instructions (the “Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan.
2. To ensure that your election is counted, you must complete the Opt Out Form and take the following steps: (a) clearly indicate your decision to “opt out” of the Third-Party Release set forth in the Plan in Item 1 above; (b) make sure that the information required by Item 2 above has been correctly inserted; and (c) sign, date and return an original of your Opt Out Form in accordance with paragraph 3 directly below.
3. **Return of Opt Out Form:** Your Opt Out Form **MUST** be returned to the Claims and Noticing Agent so as to be **actually received** by the Claims and Noticing Agent on or before the Opt Out Deadline, which is **4:00 p.m. (prevailing Eastern Time) on [October 26], 2023.**
4. If an Opt Out Form is received by the Claims and Noticing Agent after the Opt Out Deadline, it will not be effective. Additionally, the following Opt Out Forms will NOT be counted:
 - ANY OPT OUT FORM THAT IS ILLEGIBLE OR CONTAINS INSUFFICIENT INFORMATION TO PERMIT THE IDENTIFICATION OF THE HOLDER OF THE CLAIM OR INTEREST;
 - ANY OPT OUT FORM CAST BY OR ON BEHALF OF AN ENTITY THAT IS NOT ENTITLED TO OPT OUT OF THE RELEASE;
 - ANY OPT OUT FORM SENT TO THE DEBTORS, THE DEBTORS’ AGENTS/REPRESENTATIVES (OTHER THAN THE CLAIMS AND NOTICING AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS;
 - ANY OPT OUT FORM TRANSMITTED BY FACSIMILE OR E-MAIL;
 - ANY UNSIGNED OPT OUT FORM; OR
 - ANY OPT OUT FORM NOT COMPLETED IN ACCORDANCE WITH THE PROCEDURES APPROVED IN THE SOLICITATION ORDER.
5. The method of delivery of Opt Out Forms to the Claims and Noticing Agent is at the election and risk of each Holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made to the Claims and Noticing Agent only when the Voting and Claims Agent **actually receives** the executed Opt Out Form. Holders should allow sufficient time to assure timely delivery.
6. If multiple Opt Out Forms are received from the same Holder with respect to the same Claim or Interest prior to the Opt Out Deadline, the last Opt Out Form timely received will supersede and revoke any earlier received Opt Out Forms.
7. The Opt Out Form is not a letter of transmittal and may not be used for any purpose other than to Opt Out of the Release. Accordingly, at this time, Holders of Interests should not surrender certificates or instruments representing or evidencing their Interests, and neither the Debtors nor the Claims and Noticing Agent will accept delivery of any such certificates or instruments surrendered together with an Opt Out Form.

8. The Opt Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim, (b) proof of interest, or (c) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Opt Out Form. If you are signing an Opt Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Opt Out Form.

PLEASE RETURN YOUR OPT OUT FORM PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS OPT OUT FORM
OR THE INSTRUCTIONS OR PROCEDURES, PLEASE CONTACT**

THE CLAIMS AND NOTICING AGENT AT:

877-726-6510 (USA or Canada) or 424-236-7250 (International)

Or via online form: www.kccllc.net/cyxtera/inquiry

<p>IF THE CLAIMS AND NOTICING AGENT DOES NOT <u>ACTUALLY RECEIVE</u> THE OPT OUT FORM FROM YOU BEFORE THE OPT OUT DEADLINE, WHICH IS 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 26], 2023, THEN YOUR OPT OUT ELECTION TRANSMITTED THEREBY WILL NOT BE EFFECTIVE.</p>
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Exhibit 5

Cover Letter



[●], 2023

Via First-Class Mail

**RE: Cyxtera Technologies, Inc., et al.,
Chapter 11 Case No. 23-14853 (JKS) (Jointly Administered)**

Dear Holders of Claims entitled to vote on the Plan,

You have received this letter and the enclosed materials because you are entitled to vote on the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the "Plan").¹

Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of New Jersey (the "Bankruptcy Court") on June 4, 2023.

On [●], 2023, the Bankruptcy Court entered an order (the "Disclosure Statement Order"): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "Disclosure Statement") as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the "Solicitation Package"); (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan, and (e) for filing objections to the Plan.

YOU ARE RECEIVING THIS LETTER BECAUSE YOU ARE ENTITLED TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS LETTER CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Bankruptcy Court for distribution to Holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following, as applicable:

1. a copy of the Solicitation Procedures;
2. a Ballot, together with detailed voting instructions, instructions on how to submit the Ballot, and a pre-addressed, postage prepaid return envelope;²
3. this letter;

¹ Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

² The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those holders who receive a Ballot directly from the Debtors and shall not be responsible for ensuring individual Beneficial Holders receive pre-addressed, postage pre-paid reply envelopes from their respective Nominees.

4. the Confirmation Hearing Notice;
5. the Disclosure Statement as approved by the Bankruptcy Court (and exhibits thereto, including the Plan);
6. Disclosure Statement Order (without exhibits); and
7. any additional documents that the Bankruptcy Court has ordered to be made available to the Voting Classes.

The Debtors have approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates, Holders of Claims, and all other parties in interest. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) on account of Claims asserted in the Chapter 11 Cases.

**THE DEBTORS STRONGLY URGE YOU TO PROPERLY AND TIMELY
SUBMIT YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN IN
ACCORDANCE WITH THE INSTRUCTIONS IN YOUR BALLOT.
THE VOTING DEADLINE IS [OCTOBER 26], 2023, AT 4:00 P.M. (PREVAILING EASTERN TIME).**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Kurtzman Carson Consultants LLC, the notice and claims agent retained by the Debtors in the Chapter 11 Cases (“KCC”), by: (a) accessing the Debtors’ restructuring website at <https://www.kccllc.net/cyxtera>; (b) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) calling (877) 726-6510 (toll free) or (424) 236-7250 (international); or (d) contacting the Claims and Noticing Agent at cyxterainfo@kccllc.com. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER on the Bankruptcy Court’s website at: <https://www.njb.uscourts.gov/>. Please be advised that KCC is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan or provide legal advice.

Sincerely,

Eric Koza, Chief Restructuring Officer

Exhibit 6

Confirmation Hearing Notice

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

Christopher Marcus, P.C. (admitted *pro hac vice*)

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF THE CHAPTER 11
PLAN FILED BY THE DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the*

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Bankruptcy Court will consider Confirmation of the Plan will commence on **[November 6, 2023, at 10:00 a.m., (prevailing Eastern Time)]**, or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) before the Honorable John K. Sherwood, United States Bankruptcy Judge, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Third Floor, Courtroom 3D, Newark, NJ 07102.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE BANKRUPTCY COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE BANKRUPTCY COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **[September 14], 2023** (the “Voting Record Date”), which is the date for determining which certain Holders of Claims are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is **[October 26], 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors’ claims and noticing agent Kurtzman Carson Consultants LLC, (the “Claims and Noticing Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

Objection Deadline. The deadline for filing objections to the Plan is **[October 26], 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Confirmation Objection Deadline”). Any objection to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the “General Order”) and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before the Confirmation Objection Deadline:

<i>Debtors</i>	
<p align="center">Cytxera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134</p>	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>
<p align="center">Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter</p>	<p align="center">Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin</p>
<i>Counsel for the Committee</i>	
<p align="center">Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle</p>	
<i>United States Trustee</i>	
<p align="center">Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D'Auria</p>	
<i>Counsel to the Ad Hoc Group</i>	
<p align="center">Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, New York 10166 Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman</p>	

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

YOU MAY ELECT NOT TO GRANT THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII OF THE PLAN ONLY IF YOU (A) DO NOT VOTE TO ACCEPT THE PLAN OR ARE DEEMED TO ACCEPT THE PLAN AND (B) RETURN A BALLOT OR OPT OUT FORM, AS APPLICABLE, CHECKING THE BOX TO "OPT OUT" FROM THE THIRD-PARTY RELEASE. SUBJECT TO ANY FINAL ORDER OF THE BANKRUPTCY COURT TO THE CONTRARY, REGARDLESS OF WHETHER THE BANKRUPTCY COURT DETERMINES THAT YOU HAVE A RIGHT TO OPT OUT OF THE RELEASE, IF YOU (A) VOTE TO ACCEPT THE PLAN, OR (B) (I) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (II) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (III) VOTE TO REJECT OR ARE DEEMED TO REJECT THE PLAN AND, IN EACH CASE OF (B)(I)-(III), FAIL TO CHECK THE BOX TO "OPT OUT" FROM THE THIRD-PARTY RELEASE ON THE APPLICABLE BALLOT OR OPT OUT FORM, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN. IF YOU

VOTE TO ACCEPT THE PLAN, YOU WILL BE DEEMED TO GRANT THE THIRD-PARTY RELEASE IN ARTICLE VIII.D OF THE PLAN.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received the materials in electronic format), please feel free to contact the Debtors' Claims and Noticing Agent, by: (a) visiting the Debtors' restructuring website at: <http://www.kccllc.net/cyxtera>; (b) writing to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) contacting the Claims and Noticing Agent at <http://www.kccllc.net/cyxtera/inquiry>; or (d) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International). You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors' restructuring website, <http://www.kccllc.net/cyxtera>, or the Bankruptcy Court's website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein. Please be advised that the Claims and Noticing Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Filing the Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) **no later than three (3) days prior to the Voting Deadline** and will serve notice on all Holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

BINDING NATURE OF THE PLAN

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

Dated: [____], 2023

/s/ *DRAFT*

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

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*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit 7

Plan Supplement Notice

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the*

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT as contemplated by the Plan and the Disclosure Statement Order, the Debtors filed the Plan Supplement with the Bankruptcy Court on [●], 2023 [Docket No. [●]]. The Plan Supplement contains the following documents each as defined in the Plan: (a) the New Organizational Documents; (b) the identity and members of the New Board; (c) the Schedule of Retained Causes of Action; (d) the New Takeback Facility Documents; (e) the Restructuring Transactions Memorandum; (f) the Rejected Executory Contract and Unexpired Lease List, if any; (g) the GUC Trust Agreement; (h) in the event of an asset sale, the identity of the Plan Administrator and the terms of compensation of the Plan Administrator; (i) in the event of a Sale Transaction, the Purchase Agreement; and (j) additional documents Filed with the Bankruptcy Court prior to the Effective Date as amendments to the Plan Supplement.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Bankruptcy Court will consider Confirmation of the Plan will commence on **[November 6, 2023, at 10:00 a.m., (prevailing Eastern Time)]**, or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) before the Honorable John K. Sherwood, United States Bankruptcy Judge, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Third Floor, Courtroom 3D, Newark, NJ 07102.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[October 26], 2023, at 4:00 p.m. (prevailing Eastern Time)** (the “Confirmation Objection Deadline”). Any objection to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the “General Order”) and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before the Confirmation Objection Deadline:

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

<i>Debtors</i>	
<p align="center">Cyxtera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134</p>	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>
<p align="center">Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter</p>	<p align="center">Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin</p>
<i>Counsel for the Committee</i>	
<p align="center">Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle</p>	
<i>United States Trustee</i>	
<p align="center">Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D'Auria</p>	
<i>Counsel to the Ad Hoc Group</i>	
<p align="center">Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, New York 10166 Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman</p>	

PLEASE TAKE FURTHER NOTICE THAT if you would like to **obtain a copy of the Disclosure Statement, the Plan, or related documents at no additional cost**, you should contact Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent in the chapter 11 cases (the "**Claims and Noticing Agent**"), by: (a) visiting the Debtors' restructuring website at: <http://www.kccllc.net/cyxtera>; (b) writing to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) contacting the Claims and Noticing Agent at <http://www.kccllc.net/cyxtera/inquiry>; or (d) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International). You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors' restructuring website, <http://www.kccllc.net/cyxtera>, or the Bankruptcy Court's website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIIL.D CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND NOTICING AGENT.

Dated: [____], 2023

/s/ *DRAFT*

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.
Warren A. Usatine, Esq.
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*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit 8

Notice of Rejection of Executory Contracts and Unexpired Leases

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

Christopher Marcus, P.C. (admitted *pro hac vice*)

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**NOTICE REGARDING EXECUTORY CONTRACTS
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN**

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the*

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT all Executory Contracts and Unexpired Leases that are not being assumed or assumed and assigned pursuant to the Plan are automatically rejected as of the Effective Date. Each Executory Contract and Unexpired Lease shall be deemed assumed, without the need for any further notice to or action, order, or approval of the Bankruptcy Court, as of the Effective Date under section 365 of the Bankruptcy Code, unless such Executory Contract and Unexpired Lease: (i) was assumed or rejected previously by the Debtors; (ii) previously expired or terminated pursuant to its own terms; (iii) is the subject of a motion to reject Filed on or before the Effective Date; or (iv) is identified on the Rejected Executory Contract and Unexpired Lease List.

PLEASE TAKE FURTHER NOTICE THAT YOU ARE RECEIVING THIS NOTICE BECAUSE THE DEBTORS’ RECORDS REFLECT THAT YOU ARE A PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT WILL BE REJECTED PURSUANT TO THE PLAN. THEREFORE, YOU ARE ADVISED TO REVIEW CAREFULLY THE INFORMATION CONTAINED IN THIS NOTICE AND THE RELATED PROVISIONS OF THE PLAN.³

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Bankruptcy Court will consider Confirmation of the Plan will commence on **[November 6, 2023, at 10:00 a.m.], (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) before the Honorable John K. Sherwood, United States Bankruptcy Judge, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Third Floor, Courtroom 3D, Newark, NJ 07102.

PLEASE TAKE FURTHER NOTICE THAT unless otherwise provided by a Final Order of the Bankruptcy Court, all Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, pursuant to the Plan or the Confirmation Order, if any, must be filed with the Notice and Claims Agent (as defined below) and served on the Post-Effective Date Debtors, no later than thirty (30) days following the effective date of such rejection of an applicable executory contract or unexpired lease.

Any Claims arising from the rejection of an Executory Contract or Unexpired Lease with respect to which a Proof of Claims is not Filed with the Claims and Noticing Agent within such time will be automatically disallowed and forever barred from assertion and shall not be enforceable against the Debtors, the Post-Effective Date Debtors, the Estates, or their property without the need for any objection by the Debtors, the Post-Effective Date Debtors, or the Plan Administrator, as applicable,

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Debtor has any liability thereunder. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

or further notice to, action, order, or approval of the Bankruptcy Court or any other Entity, and any Claim arising out of the rejection of the Executory Contract or Unexpired Lease shall be deemed fully satisfied, released, and discharged and shall be subject to the permanent injunction set forth in Article VIII.F of the Plan. All Claims arising from the rejection by any Debtor of any Executory Contract or Unexpired Lease pursuant to section 365 of the Bankruptcy Code shall be treated as a General Unsecured Claim as set forth in Article III.B of the Plan and may be objected to in accordance with the provisions of Article VII of the Plan and the applicable provisions of the Bankruptcy Code and Bankruptcy Rules.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[October 26], 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Confirmation Objection Deadline”). Any objection to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the “General Order”) and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before the Confirmation Objection Deadline:

<i>Debtors</i>	
<p align="center">Cyxtera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134</p>	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>
<p align="center">Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter</p>	<p align="center">Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin</p>
<i>Counsel for the Committee</i>	
<p align="center">Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle</p>	
<i>United States Trustee</i>	
<p align="center">Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D’Auria</p>	
<i>Counsel to the Ad Hoc Group</i>	
<p align="center">Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, New York 10166 Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman</p>	

PLEASE TAKE FURTHER NOTICE THAT any objections to the Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) and/or related rejection damages proposed

in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing or a later date as fixed by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the claims and noticing agent retained by the Debtors in these Chapter 11 Cases (the “Claims and Noticing Agent”), by: (a) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International), (b) contacting the Claims and Noticing Agent at www.kccllc.net/cyxtera/inquiry, or (c) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors’ restructuring website, <http://www.kccllc.net/cyxtera>, or the Bankruptcy Court’s website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND NOTICING AGENT.

Dated: [____], 2023

/s/ *DRAFT*

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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christopher.marcus@kirkland.com
derek.hunter@kirkland.com

*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

KIRKLAND & ELLIS LLP

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fyudkin@coleschotz.com

Co-Counsel for Debtors and Debtors in Possession

In re:

CYXTERA TECHNOLOGIES, INC., *et al*

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**ORDER APPROVING
(I) THE ADEQUACY OF THE DISCLOSURE
STATEMENT, (II) THE SOLICITATION PROCEDURES,
(III) THE FORMS OF BALLOTS AND NOTICES IN CONNECTION
THEREWITH, AND (IV) CERTAIN DATES WITH RESPECT THERETO**

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

The relief set forth on the following pages, numbered three (3) through fifteen (15), is

ORDERED.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to sections 105, 363, 502, 1123(a), 1124, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3001, 3016, 3017, 3018, 3020, and 9006, and Local Rules 2002(b), 3016-1, 3018-1 and 9013-1 approving: (i) the adequacy of the *Disclosure Statement Relating to the [Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code](#)*, [Docket No. [●]] (the “Disclosure Statement”); (ii) the Solicitation Procedures; (iii) the Ballots; (iv) the Solicitation Packages; (v) the Notice of Non-Voting Status; (vi) the Opt Out Forms; (vii) the Confirmation Hearing Notice; (viii) the Publication Notice; (ix) the Cover Letter; (x) the Plan Supplement Notice; (xi) the Rejection Notice; (xii) any other notices in connection therewith; and (xiii) certain dates with respect thereto, including but not limited to the Solicitation Mailing Deadline, the Publication Deadline, the Plan Supplement Filing Deadline, the Voting Deadline, the Confirmation Objection Deadline, the Deadline to file Voting Report, the Confirmation Brief and Confirmation Objection Reply Deadline, and the Confirmation Hearing Date; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11 of*

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion, [the *Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtors Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*](#) (the “Plan”) or the Disclosure Statement, as applicable.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

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the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that sufficient cause exists for the relief set forth herein; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as provided herein.

I. Approval of the Disclosure Statement.

2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides Holders of Claims and Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rules 2002(c)(3) and 3016(b) and (c).

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

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II. Approval of the Procedures, Materials, and Timeline for Soliciting Votes on and Confirming the Plan.

A. Approval of the Solicitation Procedures.

4. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation Procedures attached hereto as **Exhibit 2**, which are hereby approved in their entirety and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

5. The Debtors are authorized to convert each Claim asserted in currency other than U.S. Dollars to the equivalent U.S. Dollar value using the conversion rate for the applicable currency at prevailing market prices as of 11:59 p.m. UTC on the Petition Date, *provided that such conversion shall be for voting tabulation purposes only and shall not be binding for any other purpose on the Debtors, including, without limitation, for purposes of the allowance of, and distribution with respect to, Claims under the Plan.*

B. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement.

6. ~~5.~~ The following Confirmation Dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept the Plan, voting on the Plan, and confirming the Plan:

Event	Date	Description
Voting Record Date	September 14, 2023	The date to determine which Holders of Claims are entitled to vote to accept or reject the Plan (the “Voting Record Date”).

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

Event	Date	Description
Solicitation Mailing Deadline	Three <u>Two</u> (32) business days following entry of the Order (or as soon as reasonably practicable thereafter)	The deadline by which the Debtors must distribute <u>the</u> Notices of Non-Voting Status, including Opt Out Forms, and Solicitation Packages, including Ballots, to Holders of Claims entitled to vote to accept or reject the Plan (the “Solicitation Mailing Deadline”).
Publication Deadline	Five (5) business days following entry of the Order (or as soon as reasonably practicable thereafter)	The date by which the Debtors will submit the Confirmation Hearing Notice in a format modified for publication (such notice, the “Publication Notice,” and such date, the “Publication Deadline”).
<u>Sale Transaction Notice Deadline</u>	The date that is no later than seven (7) days prior to the Confirmation Hearing <u>Voting Deadline</u>	<u>The date by which the Debtors must file and serve either (A) a notice of a Sale Transaction and estimated percentage recoveries thereunder or (B) a notice of estimated percentage recoveries pursuant to the Recapitalization Transaction.</u>
Plan Supplement Filing Deadline	The <u>date that is no later than three (3) days prior to the Voting Deadline</u>	<u>The</u> date by which the Debtors shall file the Plan Supplement (the “Plan Supplement Deadline”).
Voting Deadline	October 24 6 , 2023, at 4:00 p.m., prevailing Eastern Time	The deadline by which all Ballots and Opt Out Forms must be properly executed, completed, and submitted so that they are actually received by Kurtzman Carson Consultants LLC (the “Claims and Noticing Agent”).
Confirmation Objection Deadline	October 24 6 , 2023, at 4:00 p.m., prevailing Eastern Time	The deadline by which parties in interest may file objections to Confirmation of the Plan (the “Confirmation Objection Deadline”).
Deadline to File Voting Report	October 30 <u>November 2</u> , 2023	The date by which the report tabulating the voting on the Plan (the “Voting Report”) shall be filed with the Court.
Confirmation Brief and Confirmation Objection Reply Deadline	October 30 <u>November 2</u> , 2023	The deadline by which the Debtors shall file their brief in support of confirmation of the Plan and reply to objections to objections to confirmation of the Plan.
Confirmation Hearing Date	November 2 6 , 2023, at 10:00 a.m., prevailing Eastern Time or such other date as may be scheduled by the Court	The date of the Confirmation Hearing (the “Confirmation Hearing Date”).

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

7. ~~6.~~ The Solicitation Deadline provides sufficient time for Holders of Claims entitled to vote on the Plan to make informed decisions with respect to voting on the Plan. The Debtors may adjourn the Confirmation Hearing Date and any related dates and deadlines from time to time, without notice to the parties in interest other than announcement of such adjournment in open court and/or filing a notice of adjournment with the Court and serving such notice on the 2002 List.

C. Approval of the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan.

8. ~~7.~~ The Solicitation Packages to be transmitted on or before the Solicitation Mailing Deadline, or as soon as reasonably practicable thereafter, to those Holders of Claims entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. a copy of the Solicitation Procedures, substantially in the form attached hereto as **Exhibit 2**;
- b. the applicable forms of Ballots, substantially in the forms of the Ballots attached hereto as **Exhibits 3A and 3B**, together with detailed voting instructions and instructions on how to submit the Ballots;
- c. the Cover Letter, substantially in the form attached hereto as **Exhibit 5**, describing the contents of the Solicitation Package and urging the Holders of Claims in each of the Voting Classes to vote to accept the Plan;
- d. the Confirmation Hearing Notice substantially in the form attached hereto as **Exhibit 6**;
- e. the Disclosure Statement, substantially in the form attached hereto as **Exhibit 1** (and exhibits thereto, including the Plan);

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

- f. this Order (without exhibits, except for the Solicitation Procedures);
- g. a pre-addressed, postage pre-paid reply envelope; and
- h. any additional documents that the Court has ordered to be made available to Holders of Claims in the Voting Classes.³

9. ~~8.~~ The Debtors shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Mailing Deadline, or as soon as reasonably practicable thereafter. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

10. ~~9.~~ The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

11. ~~10.~~ The Debtors are authorized to cause the Solicitation Packages to be delivered via first-class mail and/or distributed in electronic format via e-mail, hyperlink, and/or flash drive, as applicable, through the Claims and Noticing Agent to Holders of Claims in the Voting Classes. Any party that receives materials in electronic format, but would prefer to receive materials in paper format, may contact the Claims and Noticing Agent and request paper copies of the materials previously received in electronic format (to be provided at the Debtors' expense).

³ The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those holders who receive a Ballot directly from the Debtors and shall not be responsible for ensuring individual Beneficial Holders receive pre-addressed, postage pre-paid reply envelopes from their respective Nominees.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

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12. ~~11.~~ The form of letter (the “Cover Letter”), attached hereto as **Exhibit 5**, describing the contents of the Solicitation Packages, recommending that such parties vote in favor of the Plan and how a Ballot is approved.

13. ~~12.~~ The Ballots, substantially in the form attached hereto as **Exhibits 3A** and **3B**, are hereby approved and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

14. ~~13.~~ The Debtors are authorized to cause the Notices of Non-Voting Status to be delivered via first-class mail and/or e-mail, as applicable, through the Claims and Noticing Agent to Holders of Claims and Interests in the Non-Voting Classes.

15. ~~14.~~ On or before the Solicitation Deadline, the Debtors (through the Claims and Noticing Agent) shall provide complete Solicitation Packages (other than Ballots) to the U.S. Trustee (in paper format) and all parties on the Master Service List (in electronic form) as of the Voting Record Date.

16. ~~15.~~ The Claims and Noticing Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Packages and Notices of Non-Voting Status; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims against the Debtors; (c) receiving, tabulating, and reporting on Opt Out Forms received by Holders of Claims and Interests; (d) responding to inquiries from Holders of Claims or Interests and other parties in interest relating to the approved Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, the Notices of Non-Voting Status, the Opt Out Forms, and all other related documents and matters related thereto, including the procedures and requirements for

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

voting to accept or reject the Plan, opting out of the Third-Party Release, and for objecting to confirmation of the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors or interest Holders regarding the Plan and/or the approved Disclosure Statement.

17. ~~16.~~ The Claims and Noticing Agent is also authorized to accept Ballots and Opt Out Forms via electronic online transmission through an online balloting portal on the Debtors' case website (the "E-Ballot Portal") as set forth in the Solicitation Procedures. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot or Opt Out Form submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots and Opt Out Forms submitted via E-Ballot shall be deemed to contain an original signature.

18. ~~17.~~ All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class mail, in the return envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, so that the Ballots are **actually received** by the Claims and Noticing Agent by no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Class 3 Ballots, attached hereto as **Exhibit 3A**, may be submitted via e-mail to ~~cyxtera~~~~info@kcelle.com~~CytxeraBallots@kccllc.com and Class 4 Ballots, attached hereto as **Exhibit 3B**, may be submitted via an E-Ballot through the Claims and Noticing Agent's E-Ballot Portal at ~~https://www.kccllc.net/cyxtera~~https://www.kccllc.net/cyxtera, as applicable, by no later than the Voting Deadline.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

19. ~~18.~~ Master Opt Out Forms, attached hereto as **Exhibit 4A**, may be submitted via (a) e-mail to ~~cyxtera@kccllc.com~~CyteraBallots@kccllc.com or (b) first-class mail, overnight courier, or hand delivery to the Claims and Noticing Agent by no later than the Voting Deadline. Registered Holders Opt Out Forms, attached hereto as **Exhibit 4C**, may be submitted via (a) the Claims and Noticing Agent's E-Ballot Portal at <https://www.kccllc.net/cyxtera> or (b) first-class mail, overnight courier, or hand delivery to the Claims and Noticing Agent by no later than the Voting Deadline. Beneficial Holders must properly execute, complete, and deliver Beneficial Holder Opt Out Forms, attached hereto as **Exhibit 4B**, to their respective Nominee in sufficient time so that the Nominees may verify, tabulate, and include such Beneficial Holder Opt Out Form in a Master Opt Out Form and return the Master Opt Out Form, so that they are **actually received** by the Notice and Claims Agent no later than the Voting Deadline. The Debtors are authorized to extend the Voting Deadline in their discretion and without further order of the Court.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

D. Approval of the Form of Notices to Non-Voting Classes and Opt Out Forms.

20. ~~19.~~ On or before the Solicitation Deadline, or as soon as reasonably practicable thereafter, the Claims and Noticing Agent shall mail the Notice of Non-Voting Status and applicable Opt Out Forms, the forms of which, attached hereto as **Exhibits 4, 4A, 4B and 4C**, respectively, are hereby approved and comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules, to those parties outlined below, who are not entitled to vote on the Plan:

Class	Status	Treatment
Class 1, Class 2	Unimpaired—Deemed to Accept	Holders of Claims that are deemed to accept the Plan are not entitled to vote. As such, Holders of such Claims, will receive a Notice of Non-Voting Status, substantially in the form attached hereto as Exhibit 4 , and applicable Opt Out Form, in lieu of a Solicitation Package.
Class 5, Class 8	Impaired—Deemed to Reject	Holders of Claims or Interests that are deemed to reject the Plan are not entitled to vote. As such, Holders of such Claims or Interests will receive a Notice of Non-Voting Status, substantially in the form attached hereto as Exhibit 4 , and applicable Opt Out Form, in lieu of a Solicitation Package.
N/A	Disputed Claims	Holders of Claims or Interests that are subject to a pending objection filed by the Debtors are not entitled to vote the disputed portion of their Claim or Interest. As such, Holders of such Claims or Interests will receive a Notice of Non-Voting Status, substantially in the form attached hereto as Exhibit 4 and applicable Opt Out Form.

21. ~~20.~~ The Debtors are not required to distribute Solicitation Packages, other solicitation materials, or a Notice of Non-Voting Status to: (a) Holders of Claims that have

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Order Approving (I) the Adequacy of The Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto

already been paid in full during the Chapter 11 Cases or that are otherwise paid in full in the ordinary course of business pursuant to an order previously entered by this Court; (b) any party to whom the notice of the Motion was sent but was subsequently returned as undeliverable without a forwarding address by the Voting Record Date; (c) the holders of Class 6 (Intercompany Claims) and Class 7 (Intercompany Interests); or (d) parties that received a Notice of Non-Voting Status, as applicable.

E. Approval of the Confirmation Hearing Notice.

22. ~~21.~~ The Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 6**, which shall be filed by the Debtors and served upon parties in interest in these Chapter 11 Cases by no later than the Solicitation Mailing Deadline and published in a format modified for publication one time no later than the Publication Deadline, in the *New York Times* (national edition) and the *Financial Times* (global edition) constitutes adequate and sufficient notice of the hearing to consider approval of the Plan, the manner in which a copy of the Plan and Disclosure Statement can be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

F. Approval of Notice of Filing of the Plan Supplement.

23. ~~22.~~ The Debtors are authorized to send notice of the filing of the Plan Supplement to parties in interest, substantially in the form attached hereto as **Exhibit 7**, within the time periods specified in the Plan. Notwithstanding the foregoing, the Debtors may amend the

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

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documents contained in, and exhibits to, the Plan Supplement through the Effective Date in accordance with the Plan.

G. Approval of Notices to Contract and Lease Counterparties.

24. ~~23.~~ The Debtors are authorized to mail a notice of rejection of any Executory Contracts or Unexpired Leases, in the form attached hereto as **Exhibit 8**, to the applicable counterparties to Executory Contracts and Unexpired Leases that will be rejected pursuant to the Plan, within the time periods specified in the Motion.

H. Non-Substantive Modifications.

25. ~~24.~~ The Debtors are authorized to make changes, to the Plan, Disclosure Statement, Solicitation Procedures, Ballots, Solicitation Packages, Notice of Non-Voting Status, Opt Out Forms, Confirmation Hearing Notice, Publication Notice, Cover Letter, Plan Supplement Notice, Rejection Notice, and any notice attached hereto, and any related documents without further order of the Bankruptcy Court, including formatting changes, changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials (including any appendices thereto) in the Solicitation Packages before distribution. Subject to the foregoing, the Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the Plan in accordance with this Order, without further order of the Bankruptcy Court.

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III. Approval of Procedures for Confirming the Plan.

A. Approval of the Procedures for Filing Objections to the Confirmation of the Plan.

26. ~~25.~~ Objections to the confirmation of the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order and the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures, and (II) Granting Related Relief* [Docket No. 72] (the “Case Management Order”). Specifically, all objections to the confirmation of the Plan or requests for modifications to the Plan, if any, **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of this Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties so as to be **actually received** on or before the Confirmation Objection Deadline by each of the notice parties identified in the Confirmation Hearing Notice.

IV. Miscellaneous.

27. ~~26.~~ The Debtors’ rights are reserved to modify the Plan without further order of the Bankruptcy Court in accordance with Article X of the Plan, including the right to withdraw the Plan as to an individual Debtor at any time before the Confirmation Date.

28. ~~27.~~ Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

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Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

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29. ~~28.~~ All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

30. ~~29.~~ Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

31. ~~30.~~ Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

32. ~~31.~~ The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

33. ~~32.~~ The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

34. ~~33.~~ This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit 1

Disclosure Statement

Filed Separately

Exhibit 2

Solicitation Procedures

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

SOLICITATION PROCEDURES

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kcellc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

| “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

A. The Voting Record Date.

The Bankruptcy Court has approved **[September 14], 2023** as the record date for purposes of determining which Holders of Class 3 First Lien Claims and Class 4 General Unsecured Claims (each a “Voting Class” and collectively, the “Voting Classes”) are entitled to vote on the Plan (the “Voting Record Date”).

B. The Voting Deadline.

| The Bankruptcy Court has approved **[October 24], 2023 at 4:00 p.m. (prevailing Eastern Time)** as the voting deadline for the Plan (the “Voting Deadline”). The Debtors may extend the Voting Deadline, in their discretion, without further order of the Bankruptcy Court. To be counted as votes to accept or reject the Plan, all ballots (the “Ballots”) must be executed, completed, and delivered pursuant to the instructions set forth on the applicable Ballot so that they are **actually received** by Kurtzman Carson Consultants LLC (“KCC” or the “Claims and Noticing Agent”) no later than the Voting Deadline.

C. Form, Content, and Manner of Notices.

1. The Solicitation Package.

The following materials shall constitute the solicitation package (the “Solicitation Package”):

- a. these Solicitation Procedures;
- b. the applicable form of Ballot, together with detailed voting instructions, and instructions on how to submit the Ballot;
- c. the Cover Letter, which describes the contents of the Solicitation Package and urges Holders of Claims in the Voting Classes to vote to accept the Plan;
- d. the Disclosure Statement (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (without exhibits);
- f. the notice of the Confirmation Hearing (the “Confirmation Hearing Notice”);
- g. a pre-addressed, postage pre-paid reply envelope;³ and

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

³ The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those holders who receive a Ballot directly from the Debtors and shall not be responsible for ensuring individual Beneficial Holders receive pre-addressed, postage pre-paid reply envelopes from their respective Nominees.

- h. any additional documents that the Court has ordered to be made available to Holders of Claims in the Voting Classes.

2. Distribution of the Solicitation Package.

The Debtors shall serve, or cause to be served, copies of the Solicitation Package to Holders of Claims in the Voting Classes. In addition, these Solicitation Procedures, the Disclosure Statement, the Plan, the Disclosure Statement Order, and all pleadings filed with the Bankruptcy Court shall be made available on the Debtors' case website <https://kccllc.net/cyxtera>, *provided* that any party that would prefer paper format may contact the Claims and Noticing Agent by: (a) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International); (b) contacting the Claims and Noticing Agent at <http://www.kccllc.net/cyxtera/inquiry>; or (c) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding Ballots) on the U.S. Trustee (in paper format) and all parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtors shall distribute, or cause to be distributed, the Solicitation Package to all Holders of Claims in the Voting Classes within ~~three~~two (32) business days following entry of the Disclosure Statement Order (or as soon as reasonably practicable thereafter) who are entitled to vote, as described in Section D.1. below. The Debtors will not distribute Solicitation Packages or other solicitation materials to: (i) Holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court, (ii) any party to whom notice of the *Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation Procedures, (III) the Forms of Ballots and Notices In Connection Therewith, and (IV) Certain Dates With Respect Thereto* [Docket No. ~~408~~408] was sent but was subsequently returned as undeliverable without a forwarding address by the Voting Record Date; (iii) the Holders in Class 6 (Intercompany Claims) or Class 7 (Intercompany Interests); or (iv) parties that received a Notice of ~~Non-Voting~~Non-Voting Status, as applicable.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.

- a. If a Claim in a Voting Class is subject to an objection that is filed with the Bankruptcy Court on or prior to seven (7) days before the Voting Deadline: (i) the Debtors shall cause the applicable Holder to be served with the *Notice of Non-Voting Status* substantially in the form annexed as Exhibit 4 to the Disclosure Statement Order; and (ii) the applicable Holder shall not be entitled to vote to accept or reject the Plan on account of such Claim unless a Resolution Event (as defined herein) occurs as provided herein.
- b. If a Claim in a Voting Class is subject to an objection that is filed with the Bankruptcy Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only,

without further action by the Holder of such Claim and without further order of the Bankruptcy Court, unless the Bankruptcy Court orders otherwise.

- c. A “Resolution Event” means the occurrence of one or more of the following events no later than two business days prior to the Voting Deadline:
 - i. an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code;
 - ii. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a);
 - iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- d. No later than two (2) business days following the occurrence of a Resolution Event, the Debtors shall cause the Claims and Noticing Agent to distribute to the relevant Holder via hand delivery, first-class mail, or e-mail, a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder.

4. Notice of Non-Voting Status for Unimpaired, Impaired and Disputed Claims and Opt Out Forms.

- a. Certain (i) Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code, (ii) Holders of Claims or Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code, and (iii) Holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their claims unless a Resolution Event occurs will receive (i) the *Notice of Non-Voting Status*, substantially in the form annexed as Exhibit 4 to the Disclosure Statement Order, and (ii) the applicable opt out forms (each, an “Opt Out Form,” and collectively, the “Opt Out Forms”), substantially in the forms annexed as Exhibits 4A, 4B, and 4C to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (*excluding* Ballots), as well as how they may opt out of the Third-Party Release.

5. Notices in Respect of Executory Contracts and Unexpired Leases.

Counterparties to Executory Contracts and Unexpired Leases that receive a *Notice of Rejection of Executory Contracts and Unexpired Leases* substantially in the form annexed as Exhibit 8 to the Disclosure Statement Order may file an objection to the Debtors’ proposed rejection, as applicable. Such objections must: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the “General Order”) and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the “Supplemental Commentary”)

(the General Order, the Supplemental Commentary and the User's Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before ~~October 30~~[November 2](#), 2023 at 4:00 p.m. (prevailing Eastern Time).

<i>Debtors</i>	
<p align="center">Cytxera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134</p>	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>
<p align="center">Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter</p>	<p align="center">Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin</p>
<i>Counsel for the Committee</i>	
<p align="center">Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle</p>	
<i>United States Trustee</i>	
<p align="center">Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D'Auria</p>	
<i>Counsel to the Ad Hoc Group</i>	
<p align="center">Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, New York 10166 Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman</p>	

D. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote.

Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Unless otherwise provided, Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim that has been Allowed as timely by the Bankruptcy Court under applicable law on or before the Voting Record Date) that: (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection filed with the Bankruptcy Court at least seven (7) days prior to the Voting Deadline, pending a Resolution Event as provided herein; *provided* that a Holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a

Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Bankruptcy Court;

- b. Holders of Claims that are listed in the Schedules, *provided* that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amounts set forth in Section D.2. of these Solicitation Procedures;
- c. Holders whose Claims arise: (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court; (ii) from an order entered by the Bankruptcy Court; or (iii) from a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been filed or the Claim was scheduled as contingent, unliquidated, or disputed;
- d. Holders of any Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- e. with respect to any Entity described in subparagraphs (a) through (d) above, who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, the assignee of such Claim; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. Establishing Claim Amounts for Voting Purposes.

Filed and Scheduled Claims. The Claim amounts established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Claims and Noticing Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the amount of the Claim associated with each claimant's vote shall be determined as follows:

- a. the Claim amount: (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Bankruptcy Court; (ii) set forth in an order of the Bankruptcy Court; or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event;
- c. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable bar date (or deemed timely filed by the Bankruptcy Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that any Ballot cast by a Holder of a Claim who timely files a Proof of Claim in respect of a (i) contingent Claim or a Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the Debtors and/or the Claims and Noticing Agent) that is not the subject of a pending objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count in the

amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (ii) a partially liquidated and partially unliquidated Claim, which Claim will be Allowed for voting purposes only in the liquidated amount; *provided, further, however*, that to the extent that any Claim amount contained in a Proof of Claim is different from the Claim amount set forth in a document filed with the Bankruptcy Court referenced in subparagraph a above, the Claim amount in the document filed with the Bankruptcy Court shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;

- d. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable bar date (or deemed timely filed by the Bankruptcy Court under applicable law) that is asserted in currency other than U.S. Dollars shall be automatically deemed converted to the equivalent U.S. Dollar value using the conversion rate for the applicable currency at prevailing market prices as of 11:59 p.m. UTC on the Petition Date. Such conversion shall be for voting tabulation purposes only and shall not be binding for any other purpose on the Debtors, including, without limitation, for purposes of allowance of, and distribution with respect to, Claims under the Plan;
- e. ~~d.~~ the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely Filed Proof of Claim), *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated; if a Claim is listed in the Debtors' Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for filing Proofs of Claim established by the Bankruptcy Court or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Record Date, such Claim shall be disallowed for voting purposes;
- f. ~~e.~~ Holders of Proofs of Claim filed for \$0.00 are not entitled to vote;
- g. ~~f.~~ Claims that have been paid, scheduled to be paid in the ordinary course, or otherwise satisfied are disallowed for voting purposes;
- h. ~~g.~~ notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall, to the extent possible, be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- i. ~~h.~~ in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

If a Proof of Claim is amended, the last filed Claim shall be subject to these rules and will supersede any earlier filed Claim, and any earlier filed Claim will be disallowed for voting purposes.

3. Voting and Ballot Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and

submission of Ballots, so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- a. except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted and actually received by the Claims and Noticing Agent on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with confirmation of the Plan;
- b. the Claims and Noticing Agent will date-stamp all Ballots when received;
- c. the Claims and Noticing Agent shall retain copies of Ballots and all solicitation-related correspondence for two (2) years following the closing of the Chapter 11 Cases, whereupon the Claims and Noticing Agent is authorized to destroy and/or otherwise dispose of: (a) all copies of Ballots; (b) printed solicitation materials including unused copies of the Solicitation Package; and (c) all solicitation-related correspondence (including undeliverable mail), in each case unless otherwise directed by the Debtors or the Clerk of the Bankruptcy Court in writing within such two (2) year period;
- d. the Debtors will file the Voting Report by no later than [~~October 30~~November 2], 2023. The Voting Report shall, among other things, delineate every Ballot that was excluded from the voting results (each an “Irregular Ballot”), including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or other necessary information, or damaged. The Voting Report shall indicate the Debtors’ decision with regard to such Irregular Ballots. Neither the Debtors nor any other Person or Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report nor will any of them incur any liability for failure to provide such notification;
- e. the method of delivery of Ballots to be sent to the Claims and Noticing Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Noticing Agent actually receives the executed Ballot;
- f. an executed Ballot is required to be submitted by the Entity submitting such Ballot (except with respect to Master Ballots submitted by the Nominees). Delivery of a Ballot to the Claims and Noticing Agent by facsimile or any electronic means other than expressly provided in the applicable Ballot will not be valid;
- g. no Ballot should be sent to the Debtors, the Debtors’ agents (other than the Claims and Noticing Agent), or the Debtors’ financial or legal advisors, and, if so sent, will not be counted;
- h. if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly submitted, valid Ballot timely received will be deemed to reflect that voter’s intent and will supersede and revoke any prior received Ballot;

- i. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;
- j. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing;
- k. the Debtors, subject to a contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable;
- l. neither the Debtors nor any other Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report nor will any of them incur any liability for failure to provide such notification;
- m. unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with submissions of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted; *provided* that a valid opt out election on an otherwise defective or irregular Ballot submitted prior to the Voting Deadline shall be honored as a valid opt out election;
- n. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- o. subject to any order of the Bankruptcy Court, the Debtors reserve the right to reject any and all ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report;
- p. if a Claim has been estimated or otherwise Allowed only for voting purposes by order of the Bankruptcy Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;
- q. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- r. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any

Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; (vi) any Ballot sent to any of the Debtors, the Debtors' agents or representatives, or the Debtors' advisors (other than the Claims and Noticing Agent); and (vii) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;

- s. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors or further order of the Bankruptcy Court; and
- t. the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.

E. Amendments to the Plan and Solicitation Procedures.

The Debtors reserve the right to make changes to the Disclosure Statement, Plan, Confirmation Hearing Notice, Solicitation Packages, Notice of Non-Voting Status, Ballots, Opt Out Forms, Publication Notice, Cover Letter, Solicitation Procedures, Plan Supplement Notice, Rejection Notice, and any related documents without further order of the Bankruptcy Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to any materials in the Solicitation Packages before distribution.

* * * *

Exhibit 3A

|
Class 3 First Lien Claims (Ballot)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**BALLOT FOR VOTING ON THE SECOND AMENDED JOINT
PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND
ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 3 – FIRST LIEN CLAIMS

PLEASE READ - YOUR RESPONSE IS REQUIRED BY [OCTOBER 24⁶], 2023

PLEASE CAREFULLY READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT RELATING TO THE SECOND AMENDED JOINT PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE (AS MAY BE MODIFIED, AMENDED, OR SUPPLEMENTED FROM TIME TO TIME, THE “PLAN”)² FOR CYXTERA TECHNOLOGIES, INC., ET AL. (THE “COMPANY”) INCLUDED WITH THIS BALLOT BEFORE COMPLETING THIS BALLOT. THIS BALLOT PERMITS YOU TO VOTE ON THE PLAN (INCLUDING THE RELEASES CONTAINED IN ARTICLE VIII OF THE PLAN).

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS **ACTUALLY RECEIVED** BY KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) PRIOR TO **4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023** (THE “VOTING DEADLINE”).

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT AT CYXTERAINFO@KCCLLC.COM AND REFERENCE “CYXTERA” IN THE SUBJECT LINE, OR CALL (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) AND REQUEST TO SPEAK WITH A MEMBER OF THE CLAIMS AND NOTICING AGENT TEAM.

IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, IT WILL BIND YOU REGARDLESS OF WHETHER YOU HAVE VOTED.

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

CONFIRMATION OF THE PLAN IS EXPRESSLY CONDITIONED UPON BANKRUPTCY COURT APPROVAL OF THE RELEASES BY RELEASING PARTIES (AS DESCRIBED BELOW AND LOCATED IN ARTICLE VIII OF THE PLAN), WHICH, IF APPROVED BY THE BANKRUPTCY COURT, WOULD PERMANENTLY ENJOIN HOLDERS OF CERTAIN CLAIMS AGAINST THIRD PARTIES FROM ASSERTING SUCH CLAIMS AGAINST SUCH NON-DEBTOR THIRD PARTIES. THE RELEASES BY RELEASING PARTIES, IF APPROVED, WILL BIND AFFECTED HOLDERS OF CLAIMS AND INTERESTS IN THE MANNER DESCRIBED IN ITEM 2 OF THIS BALLOT.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes in accordance with title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), to accept or reject the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Plan”), attached as Exhibit A to the Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Disclosure Statement”) from Holders of Claims in Class 3 and Class 4 (the “Voting Classes”).

Once completed and returned in accordance with the attached instructions, your vote on the Plan will be counted as set forth herein. A Voting Class will accept the Plan if Holders of at least two-thirds in amount and more than one-half in number of Claims or at least two-thirds in amount of Interests in that Voting Class votes to accept the Plan. The Bankruptcy Court may confirm the Plan if the Plan otherwise satisfies the requirements of section 1129 of the Bankruptcy Code, and the Plan then would be binding on all Holders of Allowed Claims and Interests in the Voting Class, among others. Subject to the terms and conditions of the Plan, you will receive the treatment identified in Exhibit A attached hereto. **For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.**

You have received this Ballot because the Company’s books and records indicate that you are a Holder of an Allowed Claim in Class 3 (First Lien Claims) as of [September 14], 2023 (the “Voting Record Date”) and as set forth in Item 1 of the Ballot. Accordingly, you have the right to execute this Ballot and to vote to accept or reject the Plan on account of those Claims.

This Ballot may not be used for any purpose other than for casting votes with respect to the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Claims and Noticing Agent immediately.

You should review the Plan before you vote. You may wish to seek legal advice concerning the proposals related to the Plan.

The Disclosure Statement describes the rights and treatment for each Class. The Disclosure Statement, the Plan, and certain other materials (the “Solicitation Package”) have been distributed under separate cover from this Ballot. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect thereto. Once completed and returned in accordance with the attached instructions, the votes on the Plan will be counted as set forth herein.

You are authorized to disseminate information and materials pertaining to the solicitation of Plan votes, and to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your

customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

The Bankruptcy Court may confirm the Plan and thereby bind all Beneficial Holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Ballot so that the Notice and Claims Agent **actually receives** it on or before the Voting Deadline.

**YOUR VOTE ON THIS BALLOT WILL BE APPLIED TO EACH DEBTOR AGAINST WHICH
YOU HAVE SUCH A CLAIM.**

**THE VOTING DEADLINE IS 4:00 P.M., PREVAILING EASTERN TIME,
ON [OCTOBER 24⁶], 2023.**

VOTING — COMPLETE THIS SECTION

Item 1. Principal Amount of Claims

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder of a Claim in the Voting Class as set forth below (your “Claim”). You may vote to accept or reject the Plan. You must check the applicable box in the right-hand column below to “accept” or “reject” the Plan in order to have your vote counted.

Please note that you are voting all of your Claims either to accept or reject the Plan. You may not split your vote. If you do not indicate that you either accept or reject the Plan by checking the applicable box below, your vote will not be counted. If you indicate that you both accept and reject the Plan by checking both boxes below, your vote will not be counted.

The Holder of a Claim in the Voting Class set forth below votes to *(please check one and only one box per applicable Voting Claim):*

Master Account: [List Master Name]						
Investor: [List Fund] <u>Class 3 (First Lien Claims)</u>						
Voting Class ss#	<u>Acct</u>	Description <u>In investor</u>	Amount	Vote to Accept the Plan	Vote to Reject the Plan	Opt Out of Third-Party Release
Class 3 (First Lien Claims)						
Class 3		First Lien Claims <u>[List Fund]</u>	\$ _____ —	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Release Information

Article VIII.C of the Plan provides for a release by the Debtors (the “Debtor Release”):

Notwithstanding anything contained in the Plan to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, in exchange for good and valuable consideration, the adequacy of which is hereby confirmed, on and after the Effective Date, the Released Parties will be deemed conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged, by and on behalf of the Debtors ~~and the, their~~ Estates, and, if applicable, the Post-Effective Date Debtors and the Plan Administrator, 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, from any and all claims and Causes of Action whatsoever (including any derivative claims, ~~asserted or assertable on behalf of the Debtors or the Estates, their Estates, the Post-Effective Date Debtors, or the Plan Administrator~~), 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 the Debtors, ~~the~~ their Estates, the Post-Effective Date Debtors, if applicable, the Plan Administrator, if applicable, or their 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the ~~Plan-Sponsor~~ Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Debtor Release, 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 Debtor Release is: (i) 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; (ii) a good faith settlement and compromise of the Claims released by the Debtor Release; (iii) in the best interests of the Debtors and all Holders of Claims and Interests; (iv) fair, equitable, and reasonable; (v) given and made after due notice and opportunity for hearing; and (vi) a bar to any of the Debtors, the ~~Reorganized Debtors, or the~~ Debtors’ Estates, or, if applicable, the Post-Effective Date Debtors or the Plan Administrator, asserting any Claim or Cause of Action released pursuant to the Debtor Release.

Article VIII.D of the Plan provides for the following (“Third-Party Release”):

Except as otherwise expressly set forth in ~~this~~ the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the ~~Plan-Sponsor~~Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, "**RELATED PARTY**" MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH ~~REORGANIZED~~POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF ~~AN-EQUITY-INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN~~

~~SPONSORPURCHASER~~; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.²¹

UNDER THE PLAN, “**RELEASING PARTY**” MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE ~~REORGANIZED~~POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF ~~AN EQUITY INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN SPONSORPURCHASER~~; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS ~~THATWHO~~ ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF ~~NON-VOTING~~NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS ~~THATWHO~~ ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS ~~THATWHO~~ VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

²¹ ~~INTD~~—Release provisions subject to ongoing review, including as part of the Special Committee investigation.

Item 3. Certification, Ballot Completion, and Delivery Instructions

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the undersigned is the Holder of the Claims in the Voting Class as set forth in Item 1; or (ii) the undersigned is an authorized signatory for an Entity that is the Holder of the Claims in the Voting Class as set forth in Item 1;
- (b) that the undersigned (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned has cast the same vote with respect to all Claims in each particular Voting Class; and
- (d) that no other Ballots with respect to the Claims in the Voting Class identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots voting those Claims are hereby revoked.

BALLOT COMPLETION INFORMATION — COMPLETE THIS SECTION

Name of Holder:

Signature:

Signatory Name (if other
than the Holder):

Title:

Address:

E-mail Address:

Date Completed:

RETURN INSTRUCTIONS

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY. THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE CLAIMS AND NOTICING AGENT PRIOR TO THE VOTING DEADLINE. YOU MAY SUBMIT YOUR BALLOT VIA FIRST-CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**Cyxtera Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

**ALTERNATIVELY,
YOU CAN SUBMIT YOUR BALLOT ELECTRONICALLY (FILLED PDF OR SCANNED)
(AN “E-BALLOT”).**

PLEASE COMPLETE, SIGN, AND DATE YOUR E-BALLOT AND SUBMIT BY E-MAIL TO:

cyxtera@kccllc.com

CyxteraBallots@kccllc.com

With a reference to “Cyxtera” in the subject line.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CALL THE CLAIMS AND NOTICING AGENT AT (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) OR E-MAIL CYXTERAINFO@KCCLLC.COM.

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. This Ballot contains voting options with respect to the Plan.
2. To ensure that your vote is counted, this Ballot must be properly completed, executed, and delivered (a) via first-class mail, overnight courier, or hand delivery to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 or (b) via e-mail to cyxtera@kcccllc.com, so that this Ballot is actually received by the Claims and Noticing Agent on or before the Voting Deadline, 4:00 p.m. prevailing Eastern Time on **[October 24], 2023**.
3. Any Ballot submitted that is incomplete or illegible, indicates unclear or inconsistent votes with respect to the Plan or is improperly signed and returned will **NOT** be counted unless the Company otherwise determines.
4. To vote, you **MUST** deliver your completed Ballot (whether via first-class mail, hand delivery, or e-mail to the Claims and Noticing Agent) so that it is **ACTUALLY RECEIVED** by the Claims and Noticing Agent on or before the Voting Deadline by one of the methods described above. **The Voting Deadline is 4:00 p.m. prevailing Eastern Time on [October 24], 2023.**
5. Any Ballot received by the Claims and Noticing Agent after the Voting Deadline will not be counted with respect to acceptance or rejection of the Plan, as applicable, unless the Company determines otherwise. No Ballot may be withdrawn or modified after the Voting Deadline without the Company's prior written consent.
6. Delivery of a Ballot reflecting your vote to the Claims and Noticing Agent will be deemed to have occurred only when the Claims and Noticing Agent actually receives your paper Ballot or E-Ballot. In all cases, you should allow sufficient time to assure timely delivery.
7. If you deliver multiple Ballots to the Claims and Noticing Agent, **ONLY** the last properly executed Ballot timely received will be deemed to reflect your intent and will supersede and revoke any prior Ballot(s).
8. You must vote all of your Claims in the Voting Class either to accept or reject the Plan and may not split your vote. Further, if a Holder has multiple Claims in the Voting Class, the Company may direct the Claims and Noticing Agent to aggregate those Claims for the purpose of counting votes.
9. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest, or an assertion or admission of a Claim, in the Company's Chapter 11 Cases.
10. You should not rely on any information, representations, or inducements made to obtain an acceptance of the Plan that are other than as set forth, or are inconsistent with, the information contained in the Disclosure Statement, the documents attached to or incorporated in the Disclosure Statement, and the Plan.
11. **SIGN AND DATE** your Ballot.³¹ In addition, please provide your name and mailing address if it is different from that set forth on the Ballot or if no address is preprinted on the Ballot. Any unsigned Ballot will not be valid; however, for the avoidance of doubt, the scanned signature or e-signature

³¹ If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Company, the Company's proposed counsel, or the Bankruptcy Court, must submit proper evidence to the requesting party of authority to so act on behalf of such Holder.

included on an E-Ballot will be deemed immediately legally valid and effective.

12. If your Claim or Interest is held in multiple accounts, you may receive more than one Ballot coded for each such account for which your Claims are held. Each Ballot votes only your Claims indicated on that Ballot. Accordingly, complete and return each Ballot you receive.

| IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT ~~BY E-MAILING~~ ATCYXTERAINFO@KCCLLC.COM AND REFERENCE "CYXTERA" IN THE SUBJECT LINE, OR BY CALLING (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL).

PLEASE SUBMIT YOUR BALLOT PROMPTLY

Exhibit A

Subject to the terms and conditions of the Plan, you will receive the following treatment if the Plan is consummated:

Class 3	First Lien Claims	{ On the Effective Date, each Holder of a First Lien Claim (or its designated Affiliate, managed fund or account, or other designee) shall receive, in full and final satisfaction of such Claim: (i) in the event of a Recapitalization Transaction, its <i>pro rata</i> share of 100 percent of the New Common Stock, subject to dilution by the Management Incentive Plan; or (ii) in the event of an Equity Investment <u>a Sale</u> Transaction, its <i>pro rata</i> share of the Net Sale <u>Distributable</u> Consideration ;} (including, for the avoidance of doubt, the Residual Cash).
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For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.

Exhibit 3B

Class 4 General Unsecured Claims (Ballot)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.⁴¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**BALLOT FOR VOTING ON THE SECOND AMENDED JOINT
PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND
ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 4 –GENERAL UNSECURED CLAIMS

PLEASE READ - YOUR RESPONSE IS REQUIRED BY [OCTOBER 24⁶], 2023

PLEASE CAREFULLY READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT RELATING TO THE SECOND AMENDED JOINT PLAN OF REORGANIZATION OF CYXTERA TECHNOLOGIES, INC. AND ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE (AS MAY BE MODIFIED, AMENDED, OR SUPPLEMENTED FROM TIME TO TIME, THE “PLAN”)² FOR CYXTERA TECHNOLOGIES, INC., ET AL. (THE “COMPANY”) INCLUDED WITH THIS BALLOT BEFORE COMPLETING THIS BALLOT. THIS BALLOT PERMITS YOU TO VOTE ON THE PLAN (INCLUDING THE RELEASES CONTAINED IN ARTICLE VIII OF THE PLAN).

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS **ACTUALLY RECEIVED** BY KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) PRIOR TO **4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023** (THE “VOTING DEADLINE”).

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT AT CYXTERAINFO@KCCLLC.COM AND REFERENCE “CYXTERA” IN THE SUBJECT LINE, OR CALL (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) AND REQUEST TO SPEAK WITH A MEMBER OF THE CLAIMS AND NOTICING AGENT TEAM.

IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, IT WILL BIND YOU REGARDLESS OF WHETHER YOU HAVE VOTED.

⁴¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

CONFIRMATION OF THE PLAN IS EXPRESSLY CONDITIONED UPON BANKRUPTCY COURT APPROVAL OF THE RELEASES BY RELEASING PARTIES (AS DESCRIBED BELOW AND LOCATED IN ARTICLE VIII OF THE PLAN), WHICH, IF APPROVED BY THE BANKRUPTCY COURT, WOULD PERMANENTLY ENJOIN HOLDERS OF CERTAIN CLAIMS AGAINST THIRD PARTIES FROM ASSERTING SUCH CLAIMS AGAINST SUCH NON-DEBTOR THIRD PARTIES. THE RELEASES BY RELEASING PARTIES, IF APPROVED, WILL BIND AFFECTED HOLDERS OF CLAIMS AND INTERESTS IN THE MANNER DESCRIBED IN ITEM 2 OF THIS BALLOT.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes in accordance with title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), to accept or reject the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Plan”), attached as Exhibit A to the Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and all exhibits related thereto (collectively, and as each may be modified, amended, or supplemented from time to time, the “Disclosure Statement”) from Holders of Claims in Class 3 and Class 4 (the “Voting Classes”).

Once completed and returned in accordance with the attached instructions, your vote on the Plan will be counted as set forth herein. A Voting Class will accept the Plan if Holders of at least two-thirds in amount and more than one-half in number of Claims or at least two-thirds in amount of Interests in that Voting Class votes to accept the Plan. The Bankruptcy Court may confirm the Plan if the Plan otherwise satisfies the requirements of section 1129 of the Bankruptcy Code, and the Plan then would be binding on all Holders of Allowed Claims and Interests in the Voting Class, among others. Subject to the terms and conditions of the Plan, you will receive the treatment identified in Exhibit A attached hereto. **For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.**

You have received this Ballot because the Company’s books and records indicate that you are a Holder of an Allowed Claim in Class 4 (General Unsecured Claims) as of [September 14], 2023 (the “Voting Record Date”) and as set forth in Item 1 of the Ballot. Accordingly, you have the right to execute this Ballot and to vote to accept or reject the Plan on account of those Claims.

This Ballot may not be used for any purpose other than for casting votes with respect to the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Claims and Noticing Agent immediately.

You should review the Plan before you vote. You may wish to seek legal advice concerning the proposals related to the Plan.

The Disclosure Statement describes the rights and treatment for each Class. The Disclosure Statement, the Plan, and certain other materials (the “Solicitation Package”) have been distributed under separate cover from this Ballot. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect thereto. Once completed and returned in accordance with the attached instructions, the votes on the Plan will be counted as set forth herein.

The Bankruptcy Court may confirm the Plan and thereby bind all Holders of Claims and Interests. To have your vote count as either an acceptance or rejection of the Plan, you must complete and return this Ballot so that the Notice and Claims Agent actually receives it on or before the Voting Deadline.

YOUR VOTE ON THIS BALLOT WILL BE APPLIED TO EACH DEBTOR AGAINST WHICH YOU HAVE SUCH A CLAIM.

**THE VOTING DEADLINE IS 4:00 P.M., PREVAILING EASTERN TIME, ON
[OCTOBER 24⁶], 2023.**

VOTING — COMPLETE THIS SECTION

Item 1. Principal Amount of Claims

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was the Holder of a Claim in the Voting Class as set forth below (your “Claim”). You may vote to accept or reject the Plan. You must check the applicable box in the right-hand column below to “accept” or “reject” the Plan in order to have your vote counted.

Please note that you are voting all of your Claims either to accept or reject the Plan. You may not split your vote. If you do not indicate that you either accept or reject the Plan by checking the applicable box below, your vote will not be counted. If you indicate that you both accept and reject the Plan by checking both boxes below, your vote will not be counted.

The Holder of a Claim in the Voting Class set forth below votes to *(please check one and only one box per applicable Voting Claim):*

Class 4 (General Unsecured Claims)					
Voting Class	Description	Amount	Vote to Accept the Plan	Vote to Reject the Plan	Opt Out of Third-Party Release
Class 4	General Unsecured Claims	\$ _____ —	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Release Information

Article VIII.C of the Plan provides for a release by the Debtors (the “**Debtor Release**”):

Notwithstanding anything contained in the Plan to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, in exchange for good and valuable consideration, the adequacy of which is hereby confirmed, on and after the Effective Date, the Released Parties will be deemed conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged, by and on behalf of the Debtors ~~and the, their~~ Estates, and, if applicable, the Post-Effective Date Debtors and the Plan Administrator, 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, from any and all claims and Causes of Action whatsoever (including any derivative claims, ~~asserted or assertable on behalf of the Debtors or the Estates, their Estates, the Post-Effective Date Debtors, or the Plan Administrator~~), 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 the Debtors, ~~the their~~ Estates, the Post-Effective Date Debtors, if applicable, the Plan Administrator, if applicable, or their 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the ~~Plan-Sponsor~~Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Debtor Release, 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 Debtor Release is: (i) 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; (ii) a good faith settlement and compromise of the Claims released by the Debtor Release; (iii) in the best interests of the Debtors and all Holders of Claims and Interests; (iv) fair, equitable, and reasonable; (v) given and made after due notice and opportunity for hearing; and (vi) a bar to any of the Debtors, the ~~Reorganized Debtors, or the~~ Debtors’ Estates, or, if applicable, the Post-Effective Date Debtors or the Plan Administrator, asserting any Claim or Cause of Action released pursuant to the Debtor Release.

Article VIII.D of the Plan provides for the following (“**Third-Party Release**”):

Except as otherwise expressly set forth in ~~this~~the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the ~~Plan-Sponsor~~Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, "**RELATED PARTY**" MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH ~~REORGANIZED~~POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF ~~AN-EQUITY-INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN~~

~~SPONSORPURCHASER~~; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.³

UNDER THE PLAN, “**RELEASING PARTY**” MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE ~~REORGANIZED~~POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF ~~AN EQUITY INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN SPONSORPURCHASER~~; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS ~~THATWHO~~ ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF ~~NON-VOTING~~NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS ~~THATWHO~~ ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS ~~THATWHO~~ VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

³ ~~INTD~~—Release provisions subject to ongoing review, including as part of the Special Committee investigation.

Item 3. Certification, Ballot Completion, and Delivery Instructions

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the undersigned is the Holder of the Claims in the Voting Class as set forth in Item 1; or (ii) the undersigned is an authorized signatory for an Entity that is the Holder of the Claims in the Voting Class as set forth in Item 1;
- (b) that the undersigned (or in the case of an authorized signatory, the Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned has cast the same vote with respect to all Claims in each particular Voting Class; and
- (d) that no other Ballots with respect to the Claims in the Voting Class identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots voting those Claims are hereby revoked.

BALLOT COMPLETION INFORMATION — COMPLETE THIS SECTION

Name of Holder:

Signature:

Signatory Name (if other
than the Holder):

Title:

Address:

E-mail Address:

Date Completed:

RETURN INSTRUCTIONS

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY. THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE CLAIMS AND NOTICING AGENT PRIOR TO THE VOTING DEADLINE. YOU MAY SUBMIT YOUR BALLOT VIA FIRST-CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

**Cyxtera Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

**ALTERNATIVELY,
YOU CAN SUBMIT YOUR BALLOT ELECTRONICALLY VIA THE E-BALLOT PORTAL
(AN “E-BALLOT”) BY VISITING:**

<https://www.kccllc.net/cyxtera> (the “E-Ballot Portal”).

Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your E-BALLOT.

Parties that submit their Ballot using the E-Ballot Portal should NOT also submit a paper Ballot.

**IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE YOUR
CUSTOMIZED ELECTRONIC BALLOT.**

UNIQUE ID#: _____

PIN#: _____

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CALL THE CLAIMS AND NOTICING AGENT AT (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL) OR E-MAIL CYXTERAINFO@KCCLLC.COM.

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. This Ballot contains voting options with respect to the Plan.
2. To ensure that your vote is counted, this Ballot must be properly completed, executed, and delivered (a) via first-class mail, overnight courier, or hand delivery to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 or (b) via the Claims and Noticing Agent's E-Ballot Portal at <https://www.kccllc.net/cyxtera>, so that this Ballot is actually received by the Claims and Noticing Agent on or before the Voting Deadline, 4:00 p.m. prevailing Eastern Time on **[October 24⁶], 2023**.
3. Any Ballot submitted that is incomplete or illegible, indicates unclear or inconsistent votes with respect to the Plan or is improperly signed and returned will **NOT** be counted unless the Company otherwise determines.
4. To vote, you **MUST** deliver your completed Ballot (whether via first-class mail, hand delivery, or the E-Ballot Portal to the Claims and Noticing Agent) so that it is **ACTUALLY RECEIVED** by the Claims and Noticing Agent on or before the Voting Deadline by one of the methods described above. **The Voting Deadline is 4:00 p.m. prevailing Eastern Time on [October 24⁶], 2023.**
5. Any Ballot received by the Claims and Noticing Agent after the Voting Deadline will not be counted with respect to acceptance or rejection of the Plan, as applicable, unless the Company determines otherwise. No Ballot may be withdrawn or modified after the Voting Deadline without the Company's prior written consent.
6. Delivery of a Ballot reflecting your vote to the Claims and Noticing Agent will be deemed to have occurred only when the Claims and Noticing Agent **actually receives** your paper Ballot or E-Ballot. In all cases, you should allow sufficient time to assure timely delivery.
7. If you deliver multiple Ballots to the Claims and Noticing Agent, **ONLY** the last properly executed Ballot timely received will be deemed to reflect your intent and will supersede and revoke any prior Ballot(s).
8. You must vote all of your Claims in the Voting Class either to accept or reject the Plan and may not split your vote. Further, if a Holder has multiple Claims in the Voting Class, the Company may direct the Claims and Noticing Agent to aggregate those Claims for the purpose of counting votes.
9. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest, or an assertion or admission of a Claim, in the Company's Chapter 11 Cases.
10. You should not rely on any information, representations, or inducements made to obtain an acceptance of the Plan that are other than as set forth, or are inconsistent with, the information contained in the Disclosure Statement, the documents attached to or incorporated in the Disclosure Statement, and the Plan.
11. **SIGN AND DATE** your Ballot.⁴ In addition, please provide your name and mailing address if

⁴ If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by

it is different from that set forth on the Ballot or if no address is preprinted on the Ballot. Any unsigned Ballot will not be valid; however, for the avoidance of doubt, the scanned signature or e-signature included on an E-Ballot will be deemed immediately legally valid and effective.

12. If your Claim or Interest is held in multiple accounts, you may receive more than one Ballot coded for each such account for which your Claims are held. Each Ballot votes only your Claims indicated on that Ballot. Accordingly, complete and return each Ballot you receive.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE CLAIMS AND NOTICING AGENT ~~BY~~ ~~E-MAILING~~ [AT CYXTERAINFO@KCCLLC.COM](mailto:CYXTERAINFO@KCCLLC.COM) AND REFERENCE "CYXTERA" IN THE SUBJECT LINE, OR BY CALLING (877) 726-6510 (TOLL FREE) OR (424) 236-7250 (INTERNATIONAL).

PLEASE SUBMIT YOUR BALLOT PROMPTLY

otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Company, the Company's proposed counsel, or the Bankruptcy Court, must submit proper evidence to the requesting party of authority to so act on behalf of such Holder.

Exhibit A

Subject to the terms and conditions of the Plan, you will receive the following treatment if the Plan is consummated:

Class 4	General Unsecured Claims	Except to the extent that a Holder of a General Unsecured Claim agrees to less favorable treatment or such General Unsecured Claim has been paid prior to the Effective Date, each Holder of a General Unsecured Claim shall receive, in full and final satisfaction of such Claim, its <i>pro rata</i> share of the GUC Recovery Pool. ⁴ Trust Net Assets.
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For additional discussion of your treatment and rights under the Plan, please read the Disclosure Statement and the Plan.

⁴ - ~~Treatment of General Unsecured Claims subject to continued negotiation with the Committee.~~

Exhibit 4

Notice of Non-Voting Status (Impaired, Unimpaired, and Disputed Claims)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

Christopher Marcus, P.C. (admitted *pro hac vice*)

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Co-Counsel for Debtors and

Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.⁵¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS
TO HOLDERS OR POTENTIAL HOLDERS
OF UNIMPAIRED CLAIMS CONCLUSIVELY
PRESUMED TO ACCEPT THE PLAN, HOLDERS OR POTENTIAL
HOLDERS OF IMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO REJECT
THE PLAN, AND HOLDERS OR POTENTIAL HOLDERS OF DISPUTED CLAIMS**

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in

⁵¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kcellc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

possession (collectively, the “Debtors”), to solicit acceptances for the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the claims and noticing agent retained by the Debtors in these Chapter 11 Cases (the “Claims and Noticing Agent”), by: (a) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International), (b) ~~visiting the Debtors’ restructuring website at:~~ http://contacting the Claims and Noticing Agent at www.kccllc.net/cyxtera/inquiry, or (c) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors’ restructuring website, http://www.kccllc.net/cyxtera, or the Bankruptcy Court’s website at https://www.njb.uscourts.gov in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE THAT you are a Holder or potential Holder of a Claim against or Interest in the Debtors that, due to the nature and treatment of such Claim or Interest under the Plan, ***is not entitled to vote on the Plan***. Specifically, under the terms of the Plan, (i) a Holder of a Claim in a Class that is not Impaired under the Plan and, therefore, conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, (ii) a Holder of a Claim or Interest in a Class that is Impaired under the Plan and, therefore, conclusively presumed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code, or (iii) a Holder of a Claim that is subject to a pending objection by the Debtors, is ***not*** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT if you are a Holder of a Claim that is subject to a pending objection by the Debtors, **you are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before a date that is two (2) business days before the Voting Deadline** (each, a “Resolution Event”):

- i. an order of the Bankruptcy Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code;
- ii. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a);
- iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or
- iv. the pending objection is voluntarily withdrawn by the objecting party.

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

PLEASE TAKE FURTHER NOTICE THAT the following provisions are included in the Plan:

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIIL.D OF THE PLAN PROVIDES FOR THE FOLLOWING THIRD-PARTY RELEASE (THE “THIRD-PARTY RELEASE”):

Except as otherwise expressly set forth in ~~this~~the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the ~~Plan-Sponsor~~Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court’s finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, “**RELATED PARTY**” MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY

CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH ~~REORGANIZED~~POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF ~~AN EQUITY INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN SPONSOR~~PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.³

UNDER THE PLAN, "**RELEASING PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE ~~REORGANIZED~~POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF ~~AN EQUITY INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN SPONSOR~~PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS ~~THAT WHO~~ ARE DEEMED TO ACCEPT THE PLAN ~~BUT~~ WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BY FOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF ~~NON VOTING~~NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED ~~FOR~~ IN THE PLAN; (J) ALL HOLDERS OF CLAIMS ~~THAT WHO~~ ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BY FOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED ~~FOR~~ IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS ~~THAT WHO~~ VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BY FOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED ~~FOR~~ IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

* * *

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY AND TO PROVIDE YOU WITH THE ATTACHED OPT OUT FORM WITH RESPECT TO THE EXCULPATION, INJUNCTION, AND THIRD-PARTY RELEASE PROVIDED IN THE PLAN. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND NOTICING AGENT.

³ ~~INTD~~: Release provisions subject to ongoing review, including as part of the Special Committee investigation.

Dated: [____], 2023

/s/ *DRAFT*

COLE SCHOTZ P.C.

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Warren A. Usatine, Esq.

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*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit 4A

Equity Opt Out Form (Master)

MASTER INTEREST OPT OUT FORM

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS MASTER OPT OUT FORM CAREFULLY BEFORE COMPLETING THIS MASTER OPT OUT FORM.

THIS MASTER OPT OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED TO KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) SO THAT IT IS ACTUALLY RECEIVED ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24], 2023 (THE “OPT OUT DEADLINE”).

This Master Opt Out Form may not be used for any purpose other than conveying their Beneficial Holder clients’ elections to opt out of the Third-Party Release set forth in Article VIII.D of the Plan (the “Third-Party Release”). If you believe you have received this Master Opt Out Form in error, or if you believe that you have received the wrong opt out form, please contact the Claims and Noticing Agent immediately by calling (877) 499-4509 (USA or Canada) or (917) 281-4800 (International) or e-mailing cyxteraInfo@kccllc.com and referencing “Cyxtera” in the subject line. Nothing contained herein or in the enclosed documents shall render you or any other entity an agent of the Debtors or the Claims and Noticing Agent or authorize you or any other entity to use any document or make any statements on behalf of any of the Debtors with respect to the Plan, except for the statement contained in the documents enclosed herewith.

You are required to distribute the Beneficial Holder Opt Out Form contained herewith to your Beneficial Holder clients holding Interests in Cyxtera Technologies, Inc. (“Cyxtera”) as of [September 14], 2023 (the “Opt Out Record Date”), **within five (5) business days** of your receipt of the *Notice of Non-Voting Status* in which this Master Opt Out Form was included. With respect to the Beneficial Holder Opt Out Forms returned to you, you must (1) execute this Master Opt Out Form so as to reflect the Third-Party Release elections set forth in such Beneficial Holder Opt Out Forms and (2) forward this Master Opt Out Form to the Claims and Noticing Agent in accordance with the Form Instructions accompanying this Master Opt Out Form. The CUSIP numbers for Holders of Claims entitled to opt of the Third-Party Release are set forth on Exhibit A attached hereto. **Any election delivered to you by a Beneficial Holder shall not be counted unless you complete, sign, and return this Master Opt Out Form to the Claims and Noticing Agent so that it is actually received by the Opt Out Deadline.**

Before completing this Master Opt Out Form, please read and follow the enclosed “Instructions for Completing this Master Opt Out Form” carefully to ensure that you complete, execute, and return this Master Opt Out Form properly.

Item 1. Certification of Authority to Make Elections.

The undersigned certifies that as of the Opt Out Record Date, the undersigned:

- ☐ Is a Nominee for the Beneficial Holders in the number of Interests in Cyxtera listed in Item 2 below, or
- ☐ Is acting under a power of attorney or agency (a copy of which will be provided upon request) granted by a Nominee for the Beneficial Holders in the number of Interests in Cyxtera listed in Item 2 below, or

- ☐ Has been granted a proxy (an original of which is attached hereto) from a Nominee for the Beneficial Holders (or the Beneficial Holders itself/themselves) in the number of Interests in Cyxtera listed in Item 2 below; and accordingly,
- ☐ Has full power and authority to convey decisions to opt out of the Release, on behalf of the Beneficial Holders of the Interests in Cyxtera described in Item 2.

Item 2. Optional Third-Party Release Election.

The undersigned certifies that that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the Beneficial Holders of Interests in Cyxtera, as identified by their respective account numbers, that made a decision to opt out of the Third-Party Release via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary means of conveying such information.

Indicate in the appropriate column below the Beneficial Holder/Account Number of each Beneficial Holder that completed and returned the Beneficial Holder Opt Out Form and the number of Interests in Cyxtera held by such Beneficial Holder/Account Number electing to Opt Out of the Third-Party Release or attach such information to this Master Opt Out Form in the form of the following table.

Please complete the information requested below (add additional sheets if necessary):

Beneficial Holder/Account Number	Amount of Interest in Cyxtera Holders Electing to Opt Out of the Third- Party Release
1.	
2.	
3.	
4.	
5.	
TOTAL	

Item 3. Additional Certifications.

By signing this Master Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that either: (i) the undersigned has received a completed Opt Out Form from each Beneficial Holder of Interests in Cyxtera listed in Item 2 of this Master Opt Out Form, or (ii) an e-mail, recorded telephone call, internet transmission, facsimile, voting instruction form, or other customary means of communication conveying a decision to Opt Out of the releases from each Holder of Interests in Cyxtera;
- b. that the undersigned is a Nominee (or agent of the Nominee) of the Beneficial Holders of Interests in Cyxtera listed in Item 2 of this Master Opt Out Form; and
- c. that the undersigned has properly disclosed for each Beneficial Holder who submitted a Beneficial Holder Opt Out Form or Opt Out decisions via other customary means: (i) the

respective number of the Interests in Cyxtera owned by each Beneficial Holder and (ii) the customer account or other identification number for each such Beneficial Holder.

Institution:	_____
	(Print or Type)
DTC Participant Number:	_____
Signature:	_____
Name of Signatory:	_____
Title:	_____
Address:	_____ _____ _____
Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THIS OPT OUT FORM AND RETURN PROMPTLY VIA (I) E-MAIL (PREFERRED METHOD) AT CYXTERAINFO@KCCLLC.COM, OR (II) FIRST-CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

Cyxtera Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

If you have any questions on the procedures for voting on the Plan, please call the Claims and Noticing Agent at: (877) 499-4509 (USA or Canada) or (917) 281-4800 (International)

IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE THIS MASTER OPT OUT FORM ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023, THEN THE ELECTIONS TRANSMITTED HEREBY WILL NOT BE EFFECTIVE.

OPT OUT FORMS SENT BY FACSIMILE OR TELECOPY WILL NOT BE ACCEPTED.

INSTRUCTIONS FOR COMPLETING THIS MASTER OPT OUT FORM

1. Capitalized terms used in the Master Opt Out Form or in these instructions (the “Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan.
2. **Distribution of the Opt Out Forms:**
 - You should immediately distribute the Beneficial Holder Opt Out Forms accompanied by pre-addressed, postage-paid return envelopes to all Beneficial Holders of Interests in Cyxtera as of the Opt Out Record Date and take any action required to enable each such Beneficial Holders to make an Opt Out election timely. You must include a pre-addressed, postage-paid return envelope or must certify that your Beneficial Holder clients that did not receive return envelopes were provided with electronic or other means (consented to by such Beneficial Holder clients) of returning their Beneficial Holder Opt Out Forms in a timely manner.
 - Any election delivered to you by a Beneficial Holder shall not be counted until you complete, sign, and return this Master Opt Out Form to the Claims and Noticing Agent, so that it is actually received by the Opt Out Deadline.
3. You should solicit elections from your Beneficial Holder clients via the (a) delivery of duly completed Beneficial Holder Opt Out Forms or (b) conveyance of their decision to Opt Out of the third-party release via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary and approved means of conveying such information.
4. With regard to any Beneficial Holder Opt Out Forms returned to you by a Beneficial Holder, you must: (a) compile and validate the elections and other relevant information of each such Beneficial Holder on the Master Opt Out Form using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Opt Out Form; and (c) transmit the Master Opt Out form to the Claims and Noticing Agent.
5. **Return of Master Opt Out Form:** The Master Opt Out Form must be returned to the Claims and Noticing Agent so as to be **actually received** by the Claims and Noticing Agent on or before the Opt Out Deadline, which is **4:00 p.m. (prevailing Eastern Time) on [October 24], 2023.**
6. If a Master Opt Out Form is received by the Claims and Noticing Agent after the Opt Out Deadline, it will not be effective. Additionally, the following Opt Out Forms will **NOT** be counted:
 - ANY MASTER OPT OUT FORM THAT IS ILLEGIBLE OR CONTAINS INSUFFICIENT INFORMATION TO PERMIT THE IDENTIFICATION OF THE HOLDER OF THE EQUITY INTEREST;
 - ANY MASTER OPT OUT FORM CAST BY OR ON BEHALF OF AN ENTITY THAT IS NOT ENTITLED TO OPT OUT OF THE RELEASE;
 - ANY MASTER OPT OUT FORM SENT TO THE DEBTORS, THE DEBTORS’ AGENTS/REPRESENTATIVES (OTHER THAN THE CLAIMS AND NOTICING AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS;
 - ANY UNSIGNED MASTER OPT OUT FORM; OR

- ANY MASTER OPT OUT FORM NOT COMPLETED IN ACCORDANCE WITH THE PROCEDURES APPROVED IN THE SCHEDULING ORDER.
7. The method of delivery of Master Opt Out Forms to the Claims and Noticing Agent is at the election and risk of Nominee. Except as otherwise provided herein, such delivery will be deemed made to the Claims and Noticing Agent only when the Claims and Noticing Agent **actually receives** the originally executed Master Opt Out Form. Nominees should allow sufficient time to assure timely delivery.
 8. Multiple Master Opt Out Forms may be completed and delivered to the Claims and Noticing Agent. Elections reflected by multiple Master Opt Out Forms will be deemed valid. If two or more Master Opt Out Forms are submitted, please mark the subsequent Master Opt Out Form(s) with the words “Additional Election” or such other language as you customarily use to indicate an additional election that is not meant to revoke an earlier election.
 9. The Master Opt Out Form is not a letter of transmittal and may not be used for any purpose other than to transmit elections to Opt Out of the Release. Holders of Interests in Cyxtera should not surrender certificates (if any) representing their Interests at this time, and neither the Debtors nor the Claims and Noticing Agent will accept delivery of any such certificates transmitted together with a Master Opt Out Form.
 10. This Master Opt Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim, (b) proof of interest, or (c) an assertion or admission of a Claim or Interest.
 11. Please be sure to sign and date your Master Opt Out Form. If you are signing a Master Opt Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Opt Out Form.
 12. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtor will reimburse you for reasonable, customary mailing and handling expenses incurred by you in forwarding the Opt Out Forms to your client(s).

PLEASE RETURN YOUR MASTER OPT OUT FORM PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER OPT OUT FORM
OR THE INSTRUCTIONS OR PROCEDURES, PLEASE CONTACT
THE CLAIMS AND NOTICING AGENT AT:**

(877) 499-4509 (USA or Canada) or (917) 281-4800 (International)

Or via e-mail at: ~~CYXTERAINFO~~CYXTERABALLOTS@KCCLLC.COM

**IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE
THIS MASTER OPT OUT FORM FROM YOU BEFORE THE OPT OUT
DEADLINE, WHICH IS 4:00 P.M. PREVAILING EASTERN TIME ON
[OCTOBER 24⁶], 2023, THEN THE OPT OUT ELECTIONS TRANSMITTED
THEREBY WILL NOT BE EFFECTIVE.**

Exhibit A

Please check ONLY ONE box below to indicate the CUSIP/ISIN to which this Master Opt Out Form pertains (or clearly indicate such information directly on the Master Opt Out Form or on a schedule thereto). If you check more than one box below, the Beneficial Holder votes submitted on this Master Opt Out Form may be invalidated:

	DESCRIPTION	CUSIP / ISIN
<input type="checkbox"/>	Common Shares	23284C 10 2 / US23284C1027

Exhibit 4B

Equity Opt Out Form (Beneficial Holders)

OPTIONAL: BENEFICIAL HOLDERS OF INTERESTS OPT OUT FORM

You are receiving this opt out form (the “Opt Out Form”) because you are or may be a Holder of an Interest that is not entitled to vote on the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (as amended, supplemented, or otherwise modified from time to time, the “Plan”). Except as otherwise set forth in the Plan, Holders of Claims and Interests are deemed to grant the Third-Party Release set forth in Article VIII.D (the “~~Third-Party~~Third-Party Release”), unless a Holder affirmatively opts out of the Third-Party Release or timely objects to the Third-Party Release on or before [October 24⁶], 2023, at 4:00 p.m., prevailing Eastern Time, and such objection is not resolved before confirmation.

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER OPT OUT FORM CAREFULLY BEFORE COMPLETING THIS BENEFICIAL HOLDER OPT OUT FORM.

UNLESS YOU CHECK THE BOX ON THIS BENEFICIAL HOLDER OPT OUT FORM BELOW AND FOLLOW ALL INSTRUCTIONS, YOU WILL BE HELD TO FOREVER RELEASE THE RELEASED PARTIES (AS DEFINED HEREIN) IN ACCORDANCE WITH THE PLAN.

THIS BENEFICIAL HOLDER OPT OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT OUT FORM AND RETURN TO KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) SO THAT IS ACTUALLY RECEIVED ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023 (THE “OPT OUT DEADLINE”).

This Beneficial Holder Opt Out Form may not be used for any purpose other than opting out of the Third-Party Release contained in the Plan. If you believe you have received this Beneficial Holder Opt Out Form in error, or if you believe that you have received the wrong opt out form, please contact the Claims and Noticing Agent immediately by calling (877) 726-6510 (USA or Canada) or (424) 236-7250 (International) or sending an electronic message via online form at www.kccllc.net/cyxtera/inquiry.

Before completing this Beneficial Holder Opt Out Form, please read and follow the enclosed “Instructions for Completing this Beneficial Holder Opt Out Form” carefully to ensure that you complete, execute, and return this Beneficial Holder Opt Out Form properly.

Item 1. Optional Third-Party Release.

AS A HOLDER OF A CLAIM OR INTEREST, YOU ARE A “RELEASING PARTY” UNDER THE PLAN AND ARE DEEMED TO PROVIDE THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN, AS SET FORTH BELOW. YOU MAY CHECK THE BOX BELOW TO ELECT NOT TO GRANT THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN. YOU WILL NOT BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN ONLY IF (I) THE BANKRUPTCY COURT DETERMINES THAT YOU HAVE THE RIGHT TO OPT OUT OF THE RELEASES AND (II) YOU (A) CHECK THE BOX BELOW AND SUBMIT THE OPT OUT FORM BY THE OPT OUT DEADLINE OR (B) TIMELY OBJECT TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED

BEFORE CONFIRMATION. THE ELECTION TO WITHHOLD CONSENT TO GRANT THE THIRD-PARTY RELEASE IS AT YOUR OPTION.

☐ By checking this box, you elect to opt out of the Third-Party Release set forth below.

Article VIII.D of the Plan provides for the following (“Third-Party Release”):

Except as otherwise expressly set forth in ~~this~~the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the ~~Plan-Sponsor~~Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court’s finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, “**RELATED PARTY**” MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR

INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH ~~REORGANIZED~~POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF ~~AN EQUITY INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN SPONSOR~~PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.¹

UNDER THE PLAN, "**RELEASING PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE ~~REORGANIZED~~POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF ~~AN EQUITY INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN SPONSOR~~PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS ~~THAT WHO~~ ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BY FOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF ~~NON-VOTING~~NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS ~~THAT WHO~~ ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BY FOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS ~~THAT WHO~~ VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BY FOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

¹ ~~INTD~~—Release provisions subject to ongoing review, including as part of the Special Committee investigation.

Item 2. Certifications.

By signing this Beneficial Holder Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that, as of [September 14], 2023, either: (i) the undersigned is the Holder of Interests; (ii) the undersigned is an authorized signatory for an Entity or Person that is the Holder of Interests;
- b. that the Holder has received a copy of the *Notice of Non-Voting Status* and that this Beneficial Holder Opt Out Form is made pursuant to the terms and conditions set forth therein;
- c. that the undersigned has made the same election with respect to all Interests; and
- d. that no other Beneficial Holder Opt Out Form has been cast with respect to the Holder's Interests, or, if any other Beneficial Holder Opt Out Forms have been cast with respect to such Interests, such Beneficial Holder Opt Out Forms are hereby revoked.

By signing this Beneficial Holder Opt Out Form, the undersigned authorizes and instructs its Nominee (a) to furnish the election information in a Master Opt Out Form to be transmitted to the Claims and Noticing Agent and (b) to retain this Beneficial Holder Opt Out Form and related information in its records for at least one (1) year after the Effective Date of the Plan.

YOUR RECEIPT OF THIS BENEFICIAL HOLDER OPT OUT FORM DOES NOT SIGNIFY THAT YOUR INTEREST HAS BEEN OR WILL BE ALLOWED.

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

Date Completed:	_____

PLEASE COMPLETE, SIGN AND DATE THIS BENEFICIAL HOLDER OPT OUT FORM AND RETURN IT TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT OUT FORM AND RETURN TO THE CLAIMS AND NOTICING AGENT SO THAT IT IS ACTUALLY RECEIVED ON OR PRIOR TO THE OPT OUT DEADLINE.

IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE A MASTER OPT OUT FORM ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023, THEN YOUR ELECTION TRANSMITTED HEREBY WILL NOT BE EFFECTIVE.

BENEFICIAL HOLDER OPT OUT FORMS SENT DIRECTLY TO THE CLAIMS AND NOTICING AGENT WILL NOT BE ACCEPTED.

INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER OPT OUT FORM

1. Capitalized terms used in the Beneficial Holder Opt Out Form or in these instructions (the “Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan.
2. To ensure that your election is counted, you must complete the Beneficial Holder Opt Out Form and take the following steps: (a) clearly indicate your decision to “opt out” of the Third-Party Release set forth in the Plan in Item 1 above; (b) make sure that the information required by Item 2 above has been correctly inserted; and (c) sign, date and return an original of your Beneficial Holder Opt Out Form to your Nominee in accordance with paragraph 3 directly below.
3. **Return of Beneficial Holder Opt Out Form:** Your Beneficial Holder Opt Out Form **MUST** be returned to your Nominee in sufficient time to allow your Nominee to process your instructions on a Master Opt Out Form and return to the Claims and Noticing Agent so as to be **actually received** by the Claims and Noticing Agent on or before the Opt Out Deadline, which is **4:00 p.m. (prevailing Eastern Time) on [October 24], 2023.**
4. If a Master Opt Out Form is received by the Claims and Noticing Agent after the Opt Out Deadline, it will not be effective. Additionally, the following Opt Out Forms will NOT be counted:
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM THAT IS ILLEGIBLE OR CONTAINS INSUFFICIENT INFORMATION TO PERMIT THE IDENTIFICATION OF THE HOLDER OF THE INTEREST;
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM CAST BY OR ON BEHALF OF AN ENTITY THAT IS NOT ENTITLED TO OPT OUT OF THE RELEASE;
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM SENT TO THE DEBTORS, THE DEBTORS’ AGENTS/REPRESENTATIVES (OTHER THAN THE CLAIMS AND NOTICING AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS;
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM TRANSMITTED BY FACSIMILE OR TELECOPY;
 - ANY UNSIGNED BENEFICIAL HOLDER OR MASTER OPT OUT FORM; OR
 - ANY BENEFICIAL HOLDER OR MASTER OPT OUT FORM NOT COMPLETED IN ACCORDANCE WITH THE PROCEDURES APPROVED IN THE SOLICITATION ORDER.
5. The method of delivery of Beneficial Opt Out Forms to your Nominee is at the election and risk of each Holder of an Interest. Except as otherwise provided herein, such delivery will be deemed made to the Claims and Noticing Agent only when the Claims and Noticing Agent **actually receives** a Master Opt Out Form from your Nominee. Beneficial Holders and their Nominees should allow sufficient time to assure timely delivery.

6. If multiple Opt Out Forms are received from the same Holder with respect to the same Interest prior to the Opt Out Deadline, the last Opt Out Form timely received will supersede and revoke any earlier received Opt Out Forms.
7. The Beneficial Holder Opt Out Form is not a letter of transmittal and may not be used for any purpose other than to opt out of the Third-Party Release. Accordingly, at this time, Holders of Interests should not surrender certificates or instruments representing or evidencing their Interests, and neither the Debtors nor the Claims and Noticing Agent will accept delivery of any such certificates or instruments surrendered together with a Beneficial Holder Opt Out Form.
8. The Beneficial Holder Opt Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim, (b) proof of interest, or (c) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Beneficial Holder Opt Out Form. If you are signing a Beneficial Holder Opt Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Beneficial Holder Opt Out Form.

PLEASE RETURN YOUR BENEFICIAL HOLDER OPT OUT FORM PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BENEFICIAL OPT OUT FORM
OR THE INSTRUCTIONS OR PROCEDURES, PLEASE CONTACT**

THE CLAIMS AND NOTICING AGENT AT:

877-726-6510 (USA or Canada) or 424-236-7250 (International)

Or via online form: www.kccllc.net/cyxtera/inquiry

IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE THE MASTER OPT OUT FORM FROM YOUR NOMINEE BEFORE THE OPT OUT DEADLINE, WHICH IS 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24], 2023, THEN YOUR OPT OUT ELECTION TRANSMITTED PURSUANT TO THE BENEFICIAL HOLDER OPT OUT FORM WILL NOT BE EFFECTIVE.

Exhibit A

Please check one box below to indicate the CUSIP/ISIN to which this Beneficial Opt Out Form pertains. If you check more than one box below you risk having your vote invalidated.

	DESCRIPTION	CUSIP / ISIN
<input type="checkbox"/>	Common Shares	23284C 10 2 / US23284C1027

Exhibit 4C

Opt Out Form (Holders of Claims and Holders of Registered Interests)

**OPTIONAL: HOLDERS OF CLAIMS AND HOLDERS OF REGISTERED INTERESTS
OPT OUT FORM**

You are receiving this opt out form (the “Opt Out Form”) because you are or may be a Holder of a Claim or Interest that is not entitled to vote on the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (as amended, supplemented, or otherwise modified from time to time, the “Plan”). Except as otherwise set forth in the definition of Releasing Party in the Plan, Holders of Claims and Interests are deemed to grant the Third-Party Release set forth in Article VIII.D (the “Third-Party Release”), set forth in the Notice unless a Holder affirmatively opts out of the Third-Party Release or timely objects to the Third-Party Release on or before [October 24⁶], 2023, at 4:00 p.m., prevailing Eastern Time, and such objection is not resolved before confirmation.

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS OPT OUT FORM CAREFULLY BEFORE COMPLETING THIS OPT OUT FORM.

UNLESS YOU CHECK THE BOX ON THIS OPT OUT FORM BELOW AND FOLLOW ALL INSTRUCTIONS, YOU WILL BE HELD TO FOREVER RELEASE THE RELEASED PARTIES (AS DEFINED HEREIN) IN ACCORDANCE WITH THE PLAN.

THIS OPT OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC (THE “CLAIMS AND NOTICING AGENT”) ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023 (THE “OPT OUT DEADLINE”).

This Opt Out Form may not be used for any purpose other than opting out of the Third-Party Release contained in the Plan. If you believe you have received this Opt Out Form in error, or if you believe that you have received the wrong opt out form, please contact the Claims and Noticing Agent immediately by calling (877) 726-6510 (USA or Canada) or (424) 236-7250 (International) or sending an electronic message via online form to www.kccllc.net/cyxtera/inquiry.

Before completing this Opt Out Form, please read and follow the enclosed “Instructions for Completing this Opt Out Form” carefully to ensure that you complete, execute, and return this Opt Out Form properly.

Item 1. Optional Third-Party Release.

AS A HOLDER OF A CLAIM OR INTEREST, YOU ARE A “RELEASING PARTY” UNDER THE PLAN AND ARE DEEMED TO PROVIDE THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN, AS SET FORTH BELOW. YOU MAY CHECK THE BOX BELOW TO ELECT NOT TO GRANT THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN. YOU WILL NOT BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN ONLY IF (I) THE BANKRUPTCY COURT DETERMINES THAT YOU HAVE THE RIGHT TO OPT OUT OF THE RELEASES AND (II) YOU (A) CHECK THE BOX BELOW AND SUBMIT THE OPT OUT FORM BY THE OPT OUT DEADLINE OR (B) TIMELY OBJECT TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION. THE ELECTION TO WITHHOLD CONSENT TO GRANT THE THIRD-PARTY RELEASE IS AT YOUR OPTION.

☐ By checking this box, you elect to opt out of the Third-Party Release set forth below.

Except as otherwise expressly set forth in ~~this~~the Plan or the Confirmation Order, on and after the Effective Date, the Released Parties will be 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 the 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 Holders 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 the 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 RSA, the Restructuring Transactions, the First Lien Credit Documents, the Bridge Facility Documents, the New Organizational Documents, the DIP Documents, the DIP Orders, the Disclosure Statement, the Plan Supplement, the ~~Plan-Sponsor~~Purchase Agreement (if applicable), the Plan and related agreements, instruments, and other documents, the solicitation of votes with respect to the Plan, the New Takeback Facility Documents, the New Organizational Documents, the Receivables Program 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.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (i) consensual; (ii) essential to the confirmation of the Plan; (iii) given in exchange for good and valuable consideration provided by the Released Parties; (iv) a good faith settlement and compromise of the Claims released by the Third-Party Release; (v) in the best interests of the Debtors and their Estates; (vi) fair, equitable, and reasonable; (vii) given and made after due notice and opportunity for hearing; and (viii) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Definitions related to the Debtor Release and the Third-Party Release:

UNDER THE PLAN, "**RELATED PARTY**" MEANS EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH, CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, COMMITTEE MEMBERS, MEMBERS OF ANY GOVERNING BODY, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), AFFILIATED INVESTMENT FUNDS OR INVESTMENT VEHICLES, MANAGED ACCOUNTS OR FUNDS, PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, PARTNERS, LIMITED PARTNERS, GENERAL PARTNERS, PRINCIPALS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS OR MANAGERS, EMPLOYEES, AGENTS, TRUSTEES, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS (INCLUDING ANY OTHER ATTORNEYS OR PROFESSIONALS RETAINED BY ANY CURRENT OR FORMER DIRECTOR OR MANAGER IN HIS OR HER CAPACITY AS DIRECTOR OR

MANAGER OF AN ENTITY), ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS AND ADVISORS AND ANY SUCH PERSON'S OR ENTITY'S RESPECTIVE HEIRS, EXECUTORS, ESTATES, AND NOMINEES.

UNDER THE PLAN, "**RELEASED PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) EACH DEBTOR; (B) EACH ~~REORGANIZED~~POST-EFFECTIVE DATE DEBTOR; (C) EACH CONSENTING STAKEHOLDER; (D) EACH RELEASING PARTY; (E) EACH AGENT; (F) EACH DIP LENDER; (G) IN THE EVENT OF ~~AN-EQUITY-INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN SPONSOR~~PURCHASER; (H) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (I) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH THE FOLLOWING CLAUSE (J); (J) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH THIS CLAUSE (J); PROVIDED THAT IN EACH CASE, AN ENTITY SHALL NOT BE A RELEASED PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES DESCRIBED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.¹

UNDER THE PLAN, "**RELEASING PARTY**" MEANS, EACH OF, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE DEBTORS; (B) THE ~~REORGANIZED~~POST EFFECTIVE DATE DEBTORS; (C) EACH DIP LENDER; (D) EACH AGENT; (E) EACH CONSENTING STAKEHOLDER; (F) IN THE EVENT OF ~~AN EQUITY-INVESTMENT~~A SALE TRANSACTION, THE ~~PLAN-SPONSOR~~PURCHASER; (G) THE COMMITTEE AND EACH MEMBER OF THE COMMITTEE; (H) ALL HOLDERS OF CLAIMS THAT VOTE TO ACCEPT THE PLAN; (I) ALL HOLDERS OF CLAIMS ~~THATWHO~~ ARE DEEMED TO ACCEPT THE PLAN BUT WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE NOTICE OF ~~NON-VOTING~~NON VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (J) ALL HOLDERS OF CLAIMS ~~THATWHO~~ ABSTAIN FROM VOTING ON THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (K) ALL HOLDERS OF CLAIMS OR INTERESTS ~~THATWHO~~ VOTE TO REJECT THE PLAN OR ARE DEEMED TO REJECT THE PLAN AND WHO DO NOT AFFIRMATIVELY OPT OUT OF THE RELEASES PROVIDED ~~BYFOR IN~~ THE PLAN BY CHECKING THE BOX ON THE APPLICABLE BALLOT OR NOTICE OF NON-VOTING STATUS INDICATING THAT THEY OPT NOT TO GRANT THE RELEASES PROVIDED FOR IN THE PLAN; (L) EACH CURRENT AND FORMER AFFILIATE OF EACH ENTITY IN CLAUSE (A) THROUGH (K); AND (M) EACH RELATED PARTY OF EACH ENTITY IN CLAUSE (A) THROUGH (L) FOR WHICH SUCH ENTITY IS LEGALLY ENTITLED TO BIND SUCH RELATED PARTY TO THE RELEASES CONTAINED IN THE PLAN UNDER APPLICABLE LAW; PROVIDED THAT, FOR THE AVOIDANCE OF DOUBT, AN ENTITY IN CLAUSE (I) THROUGH CLAUSE (K) SHALL NOT BE A RELEASING PARTY IF IT: (X) ELECTS TO OPT OUT OF THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN; OR (Y) TIMELY OBJECTS TO THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN AND SUCH OBJECTION IS NOT RESOLVED BEFORE CONFIRMATION.

Item 2. Certifications.

By signing this Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors:

- that, as of [September 14], 2023, either: (i) the undersigned is the Holder of Claims or Interests; (ii) the undersigned is an authorized signatory for an Entity or Person that is the Holder of Claims or Interests;

¹ ~~INTD~~—Release provisions subject to ongoing review, including as part of the Special Committee investigation.

- that the Holder has received a copy of the *Notice of Non-Voting Status* and that this Opt Out Form is made pursuant to the terms and conditions set forth therein;
- that the undersigned has made the same election with respect to all Claims or Interests; and
- that no other Opt Out Form has been cast with respect to the Holder's Claims or Interests, or, if any other Opt Out Forms have been cast with respect to such Claims or Interests, such Opt Out Forms are hereby revoked.

YOUR RECEIPT OF THIS OPT OUT FORM DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

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

Date Completed:	_____

If your address or contact information has changed, please note the new information here.

TO OPT OUT, PLEASE SUBMIT YOUR OPT OUT FORM BY ONE OF THE FOLLOWING TWO METHODS:

Via E-Ballot Portal. Submit your Opt Out Form via the Claims and Noticing Agent's online portal, by visiting <https://www.kccllc.net/cyxtera> (the "E-Ballot Portal"). Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Opt Out Form.

IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE YOUR CUSTOMIZED ELECTRONIC OPT OUT FORM.

UNIQUE ID#: _____

PIN#: _____

Via Paper Form. Complete, sign, and date this Opt Out Form and return it promptly via first-class mail (or in the reply envelope provided), overnight courier, or hand delivery to:

<p>Cyxtera Ballot Processing Center c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245</p> <p>If you have any questions on the procedures for voting on the Plan, please call the Claims and Noticing Agent at: (877) 726-6510 (USA or Canada) or 424-236-7250 (International).</p>

Parties that submit their Opt Out Form using the E-Ballot Portal should NOT also submit a paper Opt Out Form.

<p>IF THE CLAIMS AND NOTICING AGENT DOES NOT <u>ACTUALLY RECEIVE</u> THIS OPT OUT FORM ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023, THEN YOUR ELECTION TRANSMITTED HEREBY WILL NOT BE EFFECTIVE.</p>

<p>OPT OUT FORMS SENT BY FACSIMILE OR E-MAIL WILL <u>NOT</u> BE ACCEPTED.</p>

INSTRUCTIONS FOR COMPLETING THIS OPT OUT FORM

1. Capitalized terms used in the Opt Out Form or in these instructions (the “Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan.
2. To ensure that your election is counted, you must complete the Opt Out Form and take the following steps: (a) clearly indicate your decision to “opt out” of the Third-Party Release set forth in the Plan in Item 1 above; (b) make sure that the information required by Item 2 above has been correctly inserted; and (c) sign, date and return an original of your Opt Out Form in accordance with paragraph 3 directly below.
3. **Return of Opt Out Form:** Your Opt Out Form **MUST** be returned to the Claims and Noticing Agent so as to be **actually received** by the Claims and Noticing Agent on or before the Opt Out Deadline, which is **4:00 p.m. (prevailing Eastern Time) on [October 24], 2023.**
4. If an Opt Out Form is received by the Claims and Noticing Agent after the Opt Out Deadline, it will not be effective. Additionally, the following Opt Out Forms will NOT be counted:
 - ANY OPT OUT FORM THAT IS ILLEGIBLE OR CONTAINS INSUFFICIENT INFORMATION TO PERMIT THE IDENTIFICATION OF THE HOLDER OF THE CLAIM OR INTEREST;
 - ANY OPT OUT FORM CAST BY OR ON BEHALF OF AN ENTITY THAT IS NOT ENTITLED TO OPT OUT OF THE RELEASE;
 - ANY OPT OUT FORM SENT TO THE DEBTORS, THE DEBTORS’ AGENTS/REPRESENTATIVES (OTHER THAN THE CLAIMS AND NOTICING AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS;
 - ANY OPT OUT FORM TRANSMITTED BY FACSIMILE OR E-MAIL;
 - ANY UNSIGNED OPT OUT FORM; OR
 - ANY OPT OUT FORM NOT COMPLETED IN ACCORDANCE WITH THE PROCEDURES APPROVED IN THE SOLICITATION ORDER.
5. The method of delivery of Opt Out Forms to the Claims and Noticing Agent is at the election and risk of each Holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made to the Claims and Noticing Agent only when the Voting and Claims Agent **actually receives** the executed Opt Out Form. Holders should allow sufficient time to assure timely delivery.
6. If multiple Opt Out Forms are received from the same Holder with respect to the same Claim or Interest prior to the Opt Out Deadline, the last Opt Out Form timely received will supersede and revoke any earlier received Opt Out Forms.
7. The Opt Out Form is not a letter of transmittal and may not be used for any purpose other than to Opt Out of the Release. Accordingly, at this time, Holders of Interests should not surrender certificates or instruments representing or evidencing their Interests, and neither the Debtors nor

the Claims and Noticing Agent will accept delivery of any such certificates or instruments surrendered together with an Opt Out Form.

8. The Opt Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim, (b) proof of interest, or (c) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Opt Out Form. If you are signing an Opt Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Opt Out Form.

PLEASE RETURN YOUR OPT OUT FORM PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS OPT OUT FORM
OR THE INSTRUCTIONS OR PROCEDURES, PLEASE CONTACT**

THE CLAIMS AND NOTICING AGENT AT:

877-726-6510 (USA or Canada) or 424-236-7250 (International)

Or via online form: www.kccllc.net/cyxtera/inquiry

**IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE THE
OPT OUT FORM FROM YOU BEFORE THE OPT OUT DEADLINE, WHICH IS 4:00
P.M. PREVAILING EASTERN TIME ON [OCTOBER 24⁶], 2023, THEN YOUR OPT
OUT ELECTION TRANSMITTED THEREBY WILL NOT BE EFFECTIVE.**

Exhibit 5

Cover Letter



[●], 2023

Via First-Class Mail

**RE: Cyxtera Technologies, Inc., et al.,
Chapter 11 Case No. 23-14853 (JKS) (Jointly Administered)**

Dear Holders of Claims entitled to vote on the Plan,

You have received this letter and the enclosed materials because you are entitled to vote on the [*Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*](#) (as modified, amended, or supplemented from time to time, the "[Plan](#)").¹

Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the "[Debtors](#)") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of New Jersey (the "[Bankruptcy Court](#)") on June 4, 2023.

On [●], 2023, the Bankruptcy Court entered an order (the "[Disclosure Statement Order](#)"): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement Relating to the [*Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*](#)* (the "[Disclosure Statement](#)") as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the "[Solicitation Package](#)"); (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan, and (e) for filing objections to the Plan.

YOU ARE RECEIVING THIS LETTER BECAUSE YOU ARE ENTITLED TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS LETTER CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Bankruptcy Court for distribution to Holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following, as applicable:

1. a copy of the Solicitation Procedures;
2. a Ballot, together with detailed voting instructions, instructions on how to submit the Ballot, and a pre-addressed, postage prepaid return envelope²;
3. this letter;

¹ Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or ~~the~~ Disclosure Statement, as applicable.

² The Debtors will provide pre-addressed, postage pre-paid reply envelopes only to those holders who receive a Ballot directly from the Debtors and shall not be responsible for ensuring individual Beneficial Holders receive pre-addressed, postage pre-paid reply envelopes from their respective Nominees.

4. the Confirmation Hearing Notice;
5. the Disclosure Statement as approved by the Bankruptcy Court (and exhibits thereto, including the Plan);
6. Disclosure Statement Order (without exhibits); and
7. any additional documents that the Bankruptcy Court has ordered to be made available to the Voting Classes.

The Debtors have approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates, Holders of Claims, and all other parties in interest. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) on account of Claims asserted in the Chapter 11 Cases.

**THE DEBTORS STRONGLY URGE YOU TO PROPERLY AND TIMELY
SUBMIT YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN IN
ACCORDANCE WITH THE INSTRUCTIONS IN YOUR BALLOT.
THE VOTING DEADLINE IS [OCTOBER 24⁶], 2023, AT 4:00 P.M. (PREVAILING EASTERN TIME).**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Kurtzman Carson Consultants LLC, the notice and claims agent retained by the Debtors in the Chapter 11 Cases (“KCC”), by: (a) accessing the Debtors’ restructuring website at <https://www.kccllc.net/cyxtera>; (b) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) calling (877) 726-6510 (toll free) or (424) 236-7250 (international); or (d) ~~e-mailing~~[contacting the Claims and Noticing Agent at cyxterainfo@kccllc.com](mailto:cyxterainfo@kccllc.com) ~~and referencing “Cyxtera” in the subject line~~. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER on the Bankruptcy Court’s website at: <https://www.njb.uscourts.gov/>. Please be advised that KCC is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan or provide legal advice.

Sincerely,

Eric Koza, Chief Restructuring Officer

Exhibit 6

Confirmation Hearing Notice

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

Christopher Marcus, P.C. (admitted *pro hac vice*)

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF THE CHAPTER 11
PLAN FILED BY THE DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Bankruptcy Court will consider Confirmation of the Plan will commence on **[November 26, 2023, at 10:00 a.m.]**, (**prevailing Eastern Time**), or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) before the Honorable John K. Sherwood, United States Bankruptcy Judge, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Third Floor, Courtroom 3D, Newark, NJ 07102.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE BANKRUPTCY COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE BANKRUPTCY COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **[September 14], 2023** (the “Voting Record Date”), which is the date for determining which certain Holders of Claims are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is **[October 24], 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors’ claims and noticing agent Kurtzman Carson Consultants LLC, (the “Claims and Noticing Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

Objection Deadline. The deadline for filing objections to the Plan is **[October 24], 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Confirmation Objection Deadline”). Any objection to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the “General Order”) and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or ~~the~~ Disclosure Statement, as applicable.

Supplemental Commentary upon the following parties so as to be **actually received** on or before the Confirmation Objection Deadline:

<i>Debtors</i>	
<p align="center">Cyxtera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134</p>	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>
<p align="center">Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter</p>	<p align="center">Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin</p>
<i>Counsel for the Committee</i>	
<p align="center">Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle</p>	
<i>United States Trustee</i>	
<p align="center">Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D'Auria</p>	
<i>Counsel to the Ad Hoc Group</i>	
<p align="center">Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, New York 10166 Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman</p>	

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

YOU MAY ELECT NOT TO GRANT THE THIRD-PARTY RELEASE CONTAINED IN ARTICLE VIII OF THE PLAN ONLY IF YOU (A) DO NOT VOTE TO ACCEPT THE PLAN OR ARE DEEMED TO ACCEPT THE PLAN AND (B) RETURN A BALLOT OR OPT OUT FORM, AS APPLICABLE, CHECKING THE BOX TO “OPT OUT” FROM THE THIRD-PARTY RELEASE. SUBJECT TO ANY FINAL ORDER OF THE BANKRUPTCY COURT TO THE CONTRARY, REGARDLESS OF WHETHER THE BANKRUPTCY COURT DETERMINES THAT YOU HAVE A RIGHT TO OPT OUT OF THE RELEASE, IF YOU (A) VOTE TO ACCEPT THE PLAN, OR (B) (I) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (II) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (III) VOTE TO REJECT OR ARE DEEMED TO REJECT THE PLAN AND, IN EACH CASE OF (B)(I)-(III), FAIL TO CHECK THE BOX TO “OPT OUT” FROM THE THIRD-PARTY RELEASE ON THE APPLICABLE BALLOT OR OPT OUT FORM, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN. IF YOU VOTE TO ACCEPT THE PLAN, YOU WILL BE DEEMED TO GRANT THE THIRD-PARTY RELEASE IN ARTICLE VIII.D OF THE PLAN.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received the materials in electronic format), please feel free to contact the Debtors’ Claims and Noticing Agent, by: (a) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/cyxtera>; (b) writing to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) contacting the Claims and Noticing Agent at <http://www.kccllc.net/cyxtera/inquiry>; or (d) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International). You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors’ restructuring website, <http://www.kccllc.net/cyxtera>, or the Bankruptcy Court’s website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein. Please be advised that the Claims and Noticing Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Filing the Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) **no later than ~~seventeen~~ (73) days prior to the ~~Confirmation Hearing~~ Voting Deadline** and will serve notice on all Holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

BINDING NATURE OF THE PLAN

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

Dated: [____], 2023

/s/ *DRAFT*

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

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 derek.hunter@kirkland.com

*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit 7

Plan Supplement Notice

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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*Co-Counsel for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

“Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT as contemplated by the Plan and the Disclosure Statement Order, the Debtors filed the Plan Supplement with the Bankruptcy Court on [●], 2023 [Docket No. [●]]. The Plan Supplement contains the following documents each as defined in the Plan: (a) the New Organizational Documents; (b) the identity and members of the New Board; (c) the Schedule of Retained Causes of Action; (d) the New Takeback Facility Documents; (e) the Restructuring Transactions Memorandum; (f) the Rejected Executory Contract and Unexpired Lease List, if any; ~~and~~ (g) the GUC Trust Agreement; (h) in the event of an asset sale, the identity of the Plan Administrator and the terms of compensation of the Plan Administrator; (i) in the event of a Sale Transaction, the Purchase Agreement; and (j) additional documents Filed with the Bankruptcy Court prior to the Effective Date as amendments to the Plan Supplement.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Bankruptcy Court will consider Confirmation of the Plan will commence on [November 26, 2023, at 10:00 a.m., (prevailing Eastern Time)], or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) before the Honorable John K. Sherwood, United States Bankruptcy Judge, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Third Floor, Courtroom 3D, Newark, NJ 07102.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is [October 24], 2023, at 4:00 p.m. (prevailing Eastern Time) (the “Confirmation Objection Deadline”). Any objection to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the “General Order”) and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before the Confirmation Objection Deadline:

<i>Debtors</i>	
Cyxtera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or ~~the~~ Disclosure Statement, as applicable.

<p>Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter</p>	<p>Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin</p>
<p><i>Counsel for the Committee</i></p>	
<p>Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle</p>	
<p><i>United States Trustee</i></p>	
<p>Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D'Auria</p>	
<p><i>Counsel to the Ad Hoc Group</i></p>	
<p>Gibson, Dunn & Crutcher LLP 200 Park Avenue New York, New York 10166 Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman</p>	

PLEASE TAKE FURTHER NOTICE THAT if you would like to **obtain a copy of the Disclosure Statement, the Plan, or related documents at no additional cost**, you should contact Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent in the chapter 11 cases (the "**Claims and Noticing Agent**"), by: (a) visiting the Debtors' restructuring website at: <http://www.kccllc.net/cyxtera>; (b) writing to Cyxtera Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) contacting the Claims and Noticing Agent at <http://www.kccllc.net/cyxtera/inquiry>; or (d) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International). You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors' restructuring website, <http://www.kccllc.net/cyxtera>, or the Bankruptcy Court's website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND NOTICING AGENT.

Dated: [____], 2023

/s/ DRAFT

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.
Warren A. Usatine, Esq.
Felice R. Yudkin, Esq.
Court Plaza North, 25 Main Street
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Exhibit 8

Notice of Rejection of Executory Contracts and Unexpired Leases

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**NOTICE REGARDING EXECUTORY CONTRACTS
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN**

PLEASE TAKE NOTICE THAT on [●], 2023, the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) entered an order [Docket No. [●]] (the “Disclosure Statement Order”): (a) authorizing Cyxtera Technologies, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

Bankruptcy Code [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement Relating to the Second Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [●]] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT all Executory Contracts and Unexpired Leases that are not being assumed or assumed and assigned pursuant to the Plan are automatically rejected as of the Effective Date. Each Executory Contract and Unexpired Lease shall be deemed assumed, without the need for any further notice to or action, order, or approval of the Bankruptcy Court, as of the Effective Date under section 365 of the Bankruptcy Code, unless such Executory Contract and Unexpired Lease: (i) was assumed or rejected previously by the Debtors; (ii) previously expired or terminated pursuant to its own terms; (iii) is the subject of a motion to reject Filed on or before the Effective Date; or (iv) is identified on the Rejected Executory Contract and Unexpired Lease List.

PLEASE TAKE FURTHER NOTICE THAT YOU ARE RECEIVING THIS NOTICE BECAUSE THE DEBTORS’ RECORDS REFLECT THAT YOU ARE A PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT WILL BE REJECTED PURSUANT TO THE PLAN. THEREFORE, YOU ARE ADVISED TO REVIEW CAREFULLY THE INFORMATION CONTAINED IN THIS NOTICE AND THE RELATED PROVISIONS OF THE PLAN.³

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Bankruptcy Court will consider Confirmation of the Plan will commence on [November 26, 2023, at 10:00 a.m., (prevailing Eastern Time)], or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) before the Honorable John K. Sherwood, United States Bankruptcy Judge, Martin Luther King, ~~Kr~~Jr. Federal Building, 50 Walnut Street, Third Floor, Courtroom 3D, Newark, NJ 07102.

PLEASE TAKE FURTHER NOTICE THAT unless otherwise provided by a Final Order of the Bankruptcy Court, all Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, pursuant to the Plan or the Confirmation Order, if any, must be filed with the Notice and Claims Agent (as defined below) and served on the Post-Effective Date Debtors, no later than ~~the later of (a) any date the Bankruptcy Court may fix in the applicable order authorizing such rejection and, if no such date is provided, the date that is thirty (30) calendar days after the date of entry of an order of the Bankruptcy Court (including the Confirmation Order) approving such rejection or (b) the date that is~~ thirty (30) days following the effective date of such rejection of an applicable executory contract or unexpired lease.

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Debtor has any liability thereunder. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

Any Claims arising from the rejection of an Executory Contract or Unexpired Lease with respect to which a Proof of Claims is not filed with the Bankruptcy Court Claims and Noticing Agent within such time will be automatically disallowed, and forever barred from assertion, and shall not be enforceable against the Debtors, the Post-Effective Date Debtors, the Estates, or their property without the need for any objection by the Debtors or, the Post-Effective Date Debtors, or the Plan Administrator, as applicable, or further notice to, or action, order, or approval of the Bankruptcy Court or any other Entity, and any Claim arising out of the rejection of the Executory Contract or Unexpired Lease shall be deemed fully satisfied, released, and discharged and shall be subject to the permanent injunction set forth in Article VIII.F of the Plan, including any Claims against any Debtor listed on the Debtors' schedules as unliquidated, contingent, or disputed. All Allowed. All Claims arising from the rejection by any Debtor of any Executory Contract or Unexpired Lease pursuant to section 365 of the Bankruptcy Code shall be treated as a General Unsecured Claims against the applicable Debtor in accordance with as set forth in Article III.B of the Plan, and may be objected to in accordance with the provisions of Article VII of the Plan and the applicable provisions of the Bankruptcy Code and Bankruptcy Rules.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[October 24], 2023 at 4:00 p.m. (prevailing Eastern Time)** (the "Confirmation Objection Deadline"). Any objection to the relief sought at the Confirmation Hearing **must:** (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the "General Order") and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the "Supplemental Commentary") (the General Order, the Supplemental Commentary and the User's Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary upon the following parties so as to be **actually received** on or before the Confirmation Objection Deadline:

<i>Debtors</i>	
<p align="center">Cyxtera Technologies, Inc. 2333 Ponce de Leon Boulevard, Ste. 900 Coral Gables, Florida 33134</p>	
<i>Counsel for the Debtors</i>	<i>Counsel for the Debtors</i>
<p align="center">Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attention: Edward Sassower, P.C.; Christopher Marcus, P.C.; Derek I. Hunter</p>	<p align="center">Cole Schotz P.C. Court Plaza, 25 Main Street Hackensack, New Jersey 10112 Attention: Michael D. Sirota; Warren A. Usatine; Felice R. Yudkin</p>
<i>Counsel for the Committee</i>	
<p align="center">Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, New York 10017 Attention: Bradford J. Sandler; Robert J. Feinstein; Paul Labov; Cia Mackle</p>	
<i>United States Trustee</i>	
<p align="center">Office of the United States Trustee United States Trustee, Region 3 One Newark Center, Suite 2100 Newark, New Jersey 07102 Attention: David Gerardi, Peter J. D'Auria</p>	
<i>Counsel to the Ad Hoc Group</i>	

Gibson, Dunn & Crutcher LLP

200 Park Avenue

New York, New York 10166

Attention: Scott J. Greenberg, Steven A. Domanowski & Stephen D. Silverman

PLEASE TAKE FURTHER NOTICE THAT any objections to the Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) and/or related rejection damages proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing or a later date as fixed by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the claims and noticing agent retained by the Debtors in these Chapter 11 Cases (the “Claims and Noticing Agent”), by: (a) calling the Claims and Noticing Agent at (877) 726-6510 (USA or Canada) or (424) 236-7250 (International), (b) ~~e-mailing~~contacting the Claims and Noticing Agent at www.kccllc.net/cyxtera/inquiry ~~with a reference to “Cyxtera” in the subject line~~, or (c) writing to the Claims and Noticing Agent at Cyxtera Ballot Processing Center, c/o KCC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors’ restructuring website, <http://www.kccllc.net/cyxtera>, or the Bankruptcy Court’s website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIIL.D CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND NOTICING AGENT.

Dated: [____], 2023

/s/ *DRAFT*

COLE SCHOTZ P.C.

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Warren A. Usatine, Esq.

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