

Court File No. 31-2946538

Estate No. 31-2946538

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL UNDER THE *BANKRUPTCY AND INSOLVENCY
ACT*, R.S.C. 1985, c. B-3, AS AMENDED OF DECISIONONE
CORPORATION, A CORPORATION FORMED UNDER THE
LAWS OF NEW BRUNSWICK

RECITALS

- A. Pursuant to the Notice of Intention to Make a Proposal of DecisionOne Corporation (“**D1 Canada**”) dated May 19, 2023 filed pursuant to the *Bankruptcy and Insolvency Act*, KPMG Inc. was appointed as the trustee of the proposal (the “**Proposal Trustee**”) of D1 Canada.
- B. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated June 5, 2023 (the “**Order**”), the Court approved the Asset Purchase Agreement made as of May 22, 2023 (the “**Sale Agreement**”) between D1 Canada and STC Lender LP.
- C. Pursuant to the Sale Agreement, STC Lender LP assigned all of its rights, interests and obligations under the Sale Agreement to D2 Assets Canada Inc. (the “**Purchaser**”).
- D. The Order granted by the Court provided for the vesting in the Purchaser of D1 Canada’s right, title and interest in and to the Purchased Assets (the “**Transaction**”), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the satisfaction by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article X of the Sale Agreement have been satisfied or waived by D1 Canada; and (iii) the Transaction has been completed.
- E. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser and D1 Canada have confirmed to the Proposal Trustee in writing that the Purchaser has satisfied the Purchase Price for the Purchased Assets on Closing pursuant to the Sale Agreement;
2. The Purchaser and D1 Canada have confirmed to the Proposal Trustee in writing that the conditions to Closing as set out in Article X of the Sale Agreement have been satisfied or waived by D1 Canada and the Purchaser; and
3. The Transaction has been completed.
4. This Certificate was delivered by the Proposal Trustee at 5:50p.m. on June 22, 2023.

**KPMG INC., in its capacity as Proposal
Trustee of DecisionOne Corporation, and not
in its personal capacity and without personal
liability**

Per:

Katherine Forbes

Name: Katherine Forbes

Title: Senior Vice President

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL UNDER THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C.
1985, c. B-3, AS AMENDED OF DECISIONONE CORPORATION, A
CORPORATION FORMED UNDER THE LAWS OF NEW BRUNSWICK

Court File No. 31-2946538

Estate No. 31-2946538

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
TORONTO

PROPOSAL TRUSTEE'S CERTIFICATE

STIKEMAN ELLIOTT LLP

Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Maria Konyukhova LSO# 52880V

Tel: 416.869.5230
mkonyukhova@stikeman.com

Lawyers for the Proposal Trustee