

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)
	) Chapter 11
	)
ALTERA INFRASTRUCTURE L.P., <i>et al.</i> <sup>1</sup>	) Case No. 22-90130 (MI)
	)
Debtors.	) (Jointly Administered)
	)

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**REORGANIZED ALTERA NEW COMMON STOCK REGISTRATION FORM**

**To: Beneficial Holders of Altera Unsecured Notes<sup>2</sup>**

Please take notice that, on November 4, 2022, the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) entered an order [Docket No. 533] (the “Confirmation Order”) confirming the Debtors’ *Third Amended Joint Chapter 11 Plan of Reorganization of Altera Infrastructure L.P. and Its Debtor Affiliates* (the “Plan”). The Effective Date of the Plan occurred on January 6, 2023

Pursuant to the Plan, in exchange for the full and final satisfaction, settlement, release, and discharge of the Altera Unsecured Notes Claims at Altera Parent or Altera Finance Corp., each holder of an Allowed Altera Unsecured Notes Claim at Altera Parent or Altera Finance Corp. not otherwise included in Classes 6(a)–(g) or Class 7 shall receive its Pro Rata share of (i) 13% of the New Common Stock, subject to dilution on account of the Management Incentive Plan, the New Warrants, and the Rights Offering and (ii) subscription rights to participate (or to designate its affiliate to participate) in up to \$12.55 million of the New Common Stock offered in the Rights Offering in accordance with the Rights Offering Procedures.

The New Common Stock will not be eligible for distribution through the DTC. The New Common Stock will instead be issued in book-entry form and registered directly on the stockholder register maintained by the Reorganized Debtors upon receipt of valid registration information and other required documentation as described below.

**This distribution registration form (“Distribution Registration Form”) must be completed in order for you to receive your distribution of New Common Stock on account of your Altera Unsecured Notes Claim after the Effective Date of the Plan.**

**Please follow the below instructions to receive your distribution of New Common Stock on account of your Allowed Unsecured Notes Claim:**

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.stretto.com/Altera>. The location of Debtor Altera Infrastructure L.P.’s principal place of business and the Debtors’ service address in these chapter 11 cases is Altera House, Unit 3, Prospect Park, Prospect Road, Arnhall Business Park, Westhill, AB32 6FJ, United Kingdom.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Third Amended Joint Chapter 11 Plan of Reorganization of Altera Infrastructure L.P. and its Debtor Affiliates* [Docket No. 516] (the “Plan”)

**Step 1:** Provide the information requested in Section 1 below (the “Registration Information”), and complete and enclose the appropriate tax form as requested at the end of Section 1.

**Step 2:** Review the certifications contained in Section 2 below (the “Certification”), provide the information requested in Section 2, and execute this Distribution Registration Form on the “Signature” line in Section 2.

**Step 3:** Deliver an executed signature page to the Agreement of Limited Partnership of Altera Infrastructure L.P. (the “Partnership Agreement”), attached hereto as Exhibit A, to Stretto. Please contact Stretto if you wish to receive a copy of the Partnership Agreement.

**Step 4:** Transmit this Distribution Registration Form to your nominee so that they may complete Section 3 (the “Nominee Certification”). **Please allow sufficient time for your nominee to complete the form** and timely submit it to:

[AlteraDistribution@stretto.com](mailto:AlteraDistribution@stretto.com)

with “Altera Registration” in the subject line.

**IF YOU FAIL TO TIMELY RETURN A PROPERLY COMPLETED DISTRIBUTION REGISTRATION FORM IN ACCORDANCE WITH THIS REGISTRATION PROCESS, INCLUDING THE APPLICABLE TAX FORM, BY JANUARY 6, 2024 WHICH IS ONE YEAR FROM THE EFFECTIVE DATE OF THE PLAN, YOUR DISTRIBUTION IS SUBJECT TO FORFEITURE, AND YOU WILL BE DEEMED TO WAIVE ANY RIGHT TO ANY DISTRIBUTION OF NEW COMMON STOCK IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

**If you have any questions, please contact Stretto at (800) 946-5009 (domestic toll-free) or (212) 365-5645 (international)**

**Section 1. Registration Information**

Name:

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Address 1:

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Address 2:

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Address 3:

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City, State, Zip Code and Country:

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Telephone Number:

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Home:

Work:

Mobile:

E-Mail Address:

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U.S. Tax Identification Number:

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Check here if non-US (no TIN):

If U.S. Person, check here and attach IRS Form W-9:  U.S. person

If Non-U.S. Person, check here and attach IRS Form W-8:  Non-U.S. person

## Section 2. Eligible Holder Certification

All Eligible Holders must certify by checking each box and signing below as follows:

- The undersigned certifies that: (i) the undersigned is the Eligible Holder, or an authorized signatory of the Eligible Holder, indicated below and that the undersigned Eligible Holder has, and as of the Record Date had (or purchased from a holder who held as of the Record Date), the reported principal amount of Allowed Credit Agreement Claims, (ii) the undersigned has received a copy of the Plan and the Disclosure Statement; and (iii) the undersigned understands that the exercise of its Common Units is subject to all the terms and conditions set forth in the applicable Unit Agreement.
- The undersigned has read and understands the Plan, the Disclosure Statement and the Registration Form and understands the terms and conditions herein and therein and the risks associated with the Debtors and their business as described in the Disclosure Statement. The undersigned has, to the extent deemed necessary by the same, discussed with legal counsel the representations, warranties and agreements that such person is making herein.
- The undersigned is acquiring the Common Units for its own account with the present intention of holding such securities for purposes of investment, and it has no intention of selling such securities in a public distribution in violation of the federal securities laws or any applicable state securities laws.
- The undersigned understands and acknowledges that the Common Units are being distributed and issued by Reorganized Altera without registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the exemption provided in Section 1145 of the Bankruptcy Code. None of the Common Units issued in reliance upon the exemption provided in Section 1145 of the Bankruptcy Code have been or will be registered under the Securities Act, or any state or local law requiring registration for the offer and sale of a security. Any Eligible Holder that is deemed to be an “underwriter” under Section 1145(b) of the Bankruptcy Code will be subject to restrictions under the Securities Act on its ability to resell those securities.
- The undersigned understands and acknowledges that, in connection with such party’s receipt of Common Units, the Eligible Holder shall be required to become a party to and shall be bound by the terms and conditions of the Eighth Amended and Restated Agreement of Limited Partnership (the “Partnership Agreement”). Prior to the receipt of the Common Units, the undersigned will deliver an executed signature page to the Partnership Agreement to Reorganized Altera, the Transfer Agent or another of Reorganized Altera’s agents.

By: \_\_\_\_\_

Name:

Title:

**Section 3. Nominee Certification of Effective Date Holdings for Altera Unsecured Notes**

Your ownership of Altera Unsecured Notes must be confirmed to receive New Common Shares. The nominee holding your Altera Unsecured Notes as of the Effective Date must complete Box A on your behalf and provide medallion guarantee signature in Box B.

**BOX A**

**For Use Only by the Nominee**

DTC Participant:	_____
DTC Participant No:	_____
Principal Amount of Altera Unsecured Notes held by this account as of the Effective Date:	
\$ _____	principal amount of Original CUSIP 87901BAB8 / Escrow CUSIP 879ESCAH4
\$ _____	principal amount of Original CUSIP Y8566CAA3 / Escrow CUSIP Y85ESCAA2
Nominee authorized Signatory:	_____ _____
<u>Nominee contact name:</u>	_____ _____
Nominee contact email:	_____
Contact telephone number:	_____
Beneficial holder name:	_____

**BOX B (REQUIRED)**

**MEDALLION SIGNATURE GUARANTEE (to be provided by the Nominee)**

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**EXHIBIT A**

**Signature Page to the Partnership Agreement**