

THIS NOTICE CONTAINS INFORMATION OF INTEREST TO HOLDERS AND BENEFICIAL OWNERS<sup>1</sup> IN THE SUBJECT SECURITIES.

ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES ARE REQUESTED IMMEDIATELY TO RETRANSMIT THIS NOTICE TO BENEFICIAL OWNERS.

**SUBJECT SECURITIES:** **Digicel Limited**  
**6.750% Senior Notes due 2023 (the “Notes”)**

**CUSIP / ISIN Nos.<sup>2</sup>:** **25380QAH2 / US25380QAH20**  
**G27649AG0 / USG27649AG04**

**Re:** **Bermuda Scheme Proceeding Update; Commencement of Related Chapter 15 Cases in the United States; Scheduling of Hearing Dates and Objection Deadline; Accessing Information for Chapter 15 Cases; and Related Matters**

To the Holders<sup>3</sup> and Beneficial Owners of the Subject Securities:

Reference is made to that certain Indenture, dated as of March 3, 2015, (as amended, supplemented or otherwise modified, the “Indenture”) between Digicel Limited, as issuer (the “Issuer”), the Guarantors and Deutsche Bank Trust Company Americas (“DBTCA”), as trustee (acting in such capacity, the “Trustee”), pursuant to which the Notes were issued.

**I. BERMUDA SCHEME PROCEEDING; SCHEDULING OF SCHEME HEARING BEFORE THE BERMUDA COURT; AND RELATED MATERS**

**A. Background:** By notices dated September 18<sup>th</sup> and October 6<sup>th</sup>, 2023, we previously informed you that approximately 97% of the principal amount outstanding of the Notes delivered proxies to vote in favor of the Issuer’s proposed scheme of arrangement (the “Scheme”) to be implemented through a Bermuda proceeding under Section 99 of the Companies Act of 1981 of Bermuda (the “Bermuda Proceeding”) overseen by the Supreme Court of Bermuda (the “Bermuda Court”) through which the Notes would be restructured.

In the October 6<sup>th</sup> notice, we also informed you that (i) the Bermuda Court scheduled a meeting for Beneficial Owners of the Notes to vote on the proposed Scheme at 1:00 p.m. (prevailing Eastern time) on October 18, 2023, at the New York offices of Davis Polk & Wardwell LLP, and (ii) documents related to the Scheme could be accessed at

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<sup>1</sup> As used herein the term “Beneficial Owners” means persons whose account with DTC Participant firms reflect long positions in the Notes.

<sup>2</sup> DBTCA (as defined herein) assumes no responsibility for the selection or use of any CUSIP and ISIN number and makes no representation as to the correctness of the CUSIP and ISIN numbers listed herein.

<sup>3</sup> Capitalized terms not defined herein shall have the same meaning ascribed to them in the Indenture.

<https://dm.epiq11.com/difl-dl> (the “Scheme Website”), and that to gain access to the Scheme Website, Beneficial Owners are required to follow certain steps to certify their positions in the Notes.

**B. Update:** The Trustee is informed that the Bermuda Proceeding is captioned *In the Matter of Digicel Limited*, Civil Jurisdiction (Commercial Court), 2023 No. 306, and the Bermuda Court appointed Lawrence Hickey as the Issuer’s authorized foreign representative (the “Foreign Representative”). The Trustee is further informed that the Bermuda Court has scheduled a hearing to sanction the Scheme for November 3, 2023, at 10:30 a.m. (prevailing Eastern time).

## **II. COMMENCEMENT OF RELATED CHAPTER 15 CASES; AND ENTRY OF ORDER SCHEDULING DATES IN THE CHAPTER 15 CASES**

On October 12, 2023, the Foreign Representative commenced a separate case under chapter 15 of title 11 of the United States Code with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) with respect to the Issuer and related entities, Digicel Intermediate Holdings Limited and Digicel International Finance Limited (the “Chapter 15 Cases”). The Chapter 15 Cases are being jointly administered under the lead case *In re Digicel International Finance Limited*, case number 23-11625 (JPM).

Among other pleadings, the Foreign Representative filed in the Chapter 15 Cases a *Motion for (I) Recognition of Foreign Proceedings, (II) Recognition of Foreign Representative (III) Recognition of Sanction Order and Related Schemes, and (IV) Related Relief under Chapter 15 of the Bankruptcy Code* (the “Recognition Motion”), which seeks, among other things, recognition and enforcement of the Scheme (if approved in the Bermuda Proceeding) in the United States.

On October 16, 2023, the Bankruptcy Court entered an Order scheduling a hearing for November 8, 2023, at 10:00 a.m. (prevailing Eastern time) to consider the relief sought in the Recognition Motion (the “US Scheduling Order”). The US Scheduling Order also provides that any objections to the Recognition Motion must be filed with the Bankruptcy Court so as to be received by November 2, 2023, at 4:00 p.m. (prevailing Eastern time). The Trustee is informed that a copy of the US Scheduling Order is available at:

<https://document.epiq11.com/document/getdocumentbycode?docId=4231218&projectCode=DG22&source=DM>

## **III. ACCESSING INFORMATION IN CHAPTER 15 CASES**

The Trustee is informed that the Issuer’s agent, Epiq Corporate Restructuring, LLC, has established a publicly accessible website for the Chapter 15 Cases which can be accessed at <https://dm.epiq11.com/case/dihl/info> (the “Chapter 15 Website”). You may obtain copies of the Recognition Motion and other court filings in the Chapter 15 Cases at the Chapter 15 Website. The Chapter 15 Website is different than the Scheme Website referred to above in Section I(A) of this notice.

#### **IV. GENERAL PROVISIONS WITH RESPECT TO THIS NOTICE**

This notice is solely for informational purposes. The Trustee does not take responsibility for the correctness or completeness of information in this notice or any documents or websites referenced herein.

You cannot consider this or any other notice from the Trustee to be legal, financial or business advice or recommendations. You should consider consulting your own legal, financial and business advisors for advice regarding this matter and the information contained herein.

Beneficial Owners may contact the Trustee through Rodney Gaughan (e-mail: [rodney.gaughan@db.com](mailto:rodney.gaughan@db.com)) or Alan Gamza and Kent Kolbig of Moses & Singer LLP, the Trustee's counsel (e-mail: [agamza@mosessinger.com](mailto:agamza@mosessinger.com); [kkolbig@mosessinger.com](mailto:kkolbig@mosessinger.com)). Please note that the Trustee and its counsel may determine that a response to a particular inquiry given solely to an inquiring Beneficial Owner would not be consistent with equal and full dissemination of non-public information to all Beneficial Owners.

Dated: October 18, 2023

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Trustee