



CUSIP Nos.	ISIN Nos.	Outstanding Principal Amount <sup>(1)</sup>	Title of Security
Original Issuance on March 15, 2019: 25381VAA5 (144A) / G2763RAA4 (Reg S)	Original Issuance on March 15, 2019: US25381VAA52 (144A) / USG2763RAA44 (Reg S)	\$1,226,250,530	8.750% Senior Secured Notes due 2024 co-issued by Digicel Intermediate Holdings Limited ("DIHL") and Digicel International Finance Limited ("DIFL") (the "Existing DIFL Secured Notes")
Additional Issuance on May 22, 2020: 25381XAA1 (144A) / G2770MAA6 (Reg S)	Additional Issuance on May 22, 2020: US25381XAA19 (144A) / USG2770MAA65 (Reg S)		
25381XAB9 (144A) / G2770MAB4 (Reg S)	US25381XAB91 (144A) / USG2770MAB49 (Reg S)	\$380,980,300	13.0% Senior Cash Pay/PIK Notes due 2025 co-issued by DIHL and DIFL (the "Existing DIFL Unsecured Notes" and, together with the Existing DIFL Secured Notes, the "Existing DIFL Notes")

(1) As of the date of the Solicitation Statement (as defined below).

### **EXISTING DIFL NOTES COMMITMENT PAYMENT ELECTION FORM**

This election form relating to the Existing DIFL Notes (the "DIFL Notes Election Form") is subject to the conditions set forth in the solicitation statement to which this DIFL Notes Election Form is attached (as it may be amended or supplemented from time to time, the "Solicitation Statement"). Capitalized terms used and not defined herein shall have the meanings given to them in the Solicitation Statement.

As described in the Solicitation Statement, each holder that delivers its Existing DIFL Notes in accordance with the required election procedures described in this DIFL Notes Election Form for making the Commitment Payment Election and arranging for the timely delivery of its Proxy through the submission of the Nominee Instruction Form (as defined below) to the Information and Tabulation Agent will be eligible to receive the applicable Commitment Payment in the DIFL Scheme.

To make the Commitment Payment Election, the holder must cause its commercial bank, bank, broker, dealer, trust company or other nominee holding its Existing DIFL Notes (the "DTC Participant") to deliver the Existing DIFL Notes via ATOP by 5:00 p.m., New York City Time, on September 11, 2023 (the "Commitment Payment Election Deadline"), and the DTC Participant that delivered the Existing DIFL Notes via ATOP must deliver the completed Nominee Instruction Form attached as **Exhibit A** hereto (the "Nominee Instruction Form") to the Information and Tabulation Agent by 5:00 p.m., New York City Time, on the business day following the Commitment Payment Election Deadline.

Holders of the Existing DIFL Notes that make the Commitment Payment Election will be entitled to receive, upon consummation of the DIFL Scheme, the applicable Commitment Payment described in the table below, in addition to the applicable Scheme Consideration:

**Existing DIFL Secured Notes**

<b>CUSIP Nos.</b>	<b>ISIN Nos.</b>	<b>Commitment Payment for each \$1,000 principal amount of Existing DIFL Secured Notes</b>
25381VAA5 (144A) / G2763RAA4 (Reg S)	US25381VAA52 (144A) / USG2763RAA44 (Reg S)	\$50 principal amount of New DIFL Secured Notes
25381XAA1 (144A) / G2770MAA6 (Reg S)	US25381XAA19 (144A) / USG2770MAA65 (Reg S)	

**Existing DIFL Unsecured Notes**

<b>CUSIP Nos.</b>	<b>ISIN Nos.</b>	<b>Commitment Payment for each \$1,000 principal amount of Existing DIFL Unsecured Notes</b>
25381XAB9 (144A) / G2770MAB4 (Reg S)	US25381XAB91 (144A) / USG2770MAB49 (Reg S)	\$50 principal amount of Newco Unsecured Notes

As described in the Solicitation Statement, holders may vote for or against the DIFL Scheme without making the Commitment Payment Election by completing and submitting the form of ballot for the DIFL Scheme that will be included at the time that the explanatory statement for the DIFL Scheme is distributed prior to the Voting Deadline and arranging with their nominee to block such Existing DIFL Notes from trading until the Voting Deadline. Holders that vote by Ballot will not be eligible to receive the Commitment Payment.

Holders that wish to make the Commitment Payment Election must provide this completed DIFL Notes Election Form to their DTC Participant or follow other instructions required by their DTC Participant with sufficient time to allow such DTC Participant to deliver the Existing DIFL Notes via ATOP before the applicable Commitment Payment Election Deadline. The Commitment Payment Election Deadline is September 11, 2023 at 5:00 p.m. New York City Time, unless extended. Each DTC Participant will determine the time by which it must receive any election instruction from a holder. Once submitted into ATOP, the Existing DIFL Notes cannot be transferred, and once the Commitment Payment Election Deadline has occurred, may not be withdrawn.

By returning this DIFL Notes Election Form to your DTC Participant or otherwise following that DTC Participant's instructions for making the Commitment Payment Election, you are requesting the DTC Participant to (i) deliver your Existing DIFL Notes via ATOP, (ii) make the Commitment Payment Election with respect to such Existing DIFL Notes delivered via ATOP and (iii) automatically submit the Nominee Instruction Form to the Information and Tabulation Agent. Please allow sufficient time for your DTC Participant to act prior to the Commitment Payment Election Deadline.

### **Assignment of Replacement CUSIPs After Scheme Meeting**

The Scheme Meeting is expected to occur on November 1, 2023. Following that, we intend to release the Existing DIFL Notes from the ATOP system in accordance with the procedures detailed below. In order to separately identify the Existing DIFL Notes for which the Commitment Payment Election was validly made, we intend to provide for the assignment of alternative identifying CUSIPs (the “Replacement CUSIPs”) to track which Existing DIFL Notes validly made the Commitment Payment Election on or prior to the Commitment Payment Election Deadline. For the avoidance of doubt, the assignment of such Replacement CUSIPs does not constitute a reissuance of the Existing DIFL Notes or the issuance of additional Existing DIFL Notes, or change the terms of the Existing DIFL Notes or the indentures governing the Existing DIFL Notes in any way. The Replacement CUSIPs merely provide an administrative mechanism for tracking which Existing DIFL Notes validly made the Commitment Payment Election.

It is anticipated that the Existing DIFL Notes identified by their Replacement CUSIPs will be delivered as soon as reasonably practicable following the Scheme Meetings (the “Replacement CUSIPs Assignment Date”). The Replacement CUSIPs Assignment Date is expected to be on November 2, 2023. See “Important Times and Dates” in the Solicitation Statement. On the Replacement CUSIPs Assignment Date, the Existing DIFL Notes for which the Commitment Payment Election was validly made will be assigned the Replacement CUSIPs and will be released from ATOP. After such release, the Existing DIFL Notes with the Replacement CUSIPs will no longer be blocked from trading by ATOP.

If the DIFL Scheme is consummated, then (i) the Existing DIFL Notes that are identified by the Replacement CUSIPs will be mandatorily exchanged for the applicable Commitment Payment and the applicable Scheme Consideration and (ii) the Existing DIFL Notes that have the original CUSIPs will be mandatorily exchanged for *only* the applicable Scheme Consideration, in each case upon consummation of the DIFL Scheme. There can be no assurance that the DIFL Scheme will be consummated. See “Risk Factors” in the Solicitation Statement.

In the event the Existing DIFL Notes identified by their Replacement CUSIPs are not able to be delivered for any reason, all the Existing DIFL Notes delivered into ATOP would remain in ATOP and be blocked from trading until the Closing Date, subject to the ability of electing holders to subsequently withdraw such Existing DIFL Notes during a specified period beginning as soon as reasonably practicable after the Scheme Meetings and ending approximately 20 business days prior to the anticipated Closing Date (such period, the “Withdrawal Period”), *provided* that any holder that withdraws its Existing DIFL Notes during the Withdrawal Period will, with respect to all Existing DIFL Notes withdrawn by such holder, be deemed to have (i) withdrawn its Commitment Payment Election and (ii) relinquished all rights associated any prior election, and would therefore no longer be eligible to receive the Commitment Payment in the DIFL Scheme and would receive only the applicable Scheme Consideration in the DIFL Scheme.

Type of Existing DIFL Notes	CUSIP/ISIN	Principal Amount Making the Commitment Payment Election*
Existing DIFL Secured Notes	25381VAA5 / US25381VAA52	
Existing DIFL Secured Notes	G2763RAA4 / USG2763RAA44	
Existing DIFL Secured Notes	25381XAA1 / US25381XAA19	
Existing DIFL Secured Notes	G2770MAA6 / USG2770MAA65	
Existing DIFL Unsecured Notes	25381XAB9 / US25381XAB91	
Existing DIFL Unsecured Notes	G2770MAB4 / USG2770MAB49	

\*The Commitment Payment Election must be made with respect to all Existing DIFL Notes held by you. Submissions may only be made in the minimum and incremental denominations of the particular Existing DIFL Notes being submitted.

Date: \_\_\_\_\_

Holder: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

**Exhibit A**

**AGENT/ ATTORNEY-IN-FACT AND PROXY NOMINEE INSTRUCTION FORM**

**Must be completed and submitted by the DTC Participant by 5:00 p.m. New York City Time on the business day following the Commitment Payment Election Deadline.**

As detailed in the Solicitation Statement dated August 21, 2023 (as the same may be amended or supplemented, the “Solicitation Statement”) and the DIFL Notes Election Form, by making the Commitment Payment Election and delivering their Existing DIFL Notes via ATOP, holders of such Existing DIFL Notes automatically and unconditionally deliver instructions for Epiq Corporate Restructuring, LLC (or its designee or affiliate) (the “Information and Tabulation Agent”), effective immediately, to act as their true and lawful agent, attorney-in-fact and proxy with respect to such series of Existing DIFL Notes indicated below solely for the purpose of taking all steps necessary, including executing all documents necessary, as may be required by applicable law, (a) to cause such series of Existing DIFL Notes to be assigned, transferred and exchanged, and (b) in such capacity as true and lawful agent, attorney-in-fact and proxy, to irrevocably vote in favor (including, if required attending, a meeting and voting on behalf of such delivered Existing DIFL Notes) of the Scheme with respect to such series of Existing DIFL Notes (the “Proxy”); *provided, however*, that any such Proxy granted by a holder of Existing Notes that is a party to the RSA (as defined in the Solicitation Statement) shall automatically be deemed to be revoked upon the termination of the RSA. As required by the Solicitation Statement, such Proxy must be automatically delivered to the Information and Tabulation Agent by the commercial bank, broker, dealer, trust company or other nominee of the holders using this Nominee Instruction Form. For the avoidance of doubt, in connection with a delivery of Existing DIFL Notes via ATOP by a holder, the submission of the ATOP instruction without the submission by such holder’s commercial bank, broker, dealer, trust company or other nominee of the corresponding Nominee Instruction Form shall not be sufficient to grant the Proxy. In order for a delivery of Existing DIFL Notes via ATOP to be valid, a corresponding Nominee Instruction Form must be submitted.

Accordingly, Proxies (as defined above and in the Solicitation Statement) are hereby relayed to the Information and Tabulation Agent, as Attorney-in-Fact, with respect to the following Voluntary Offer Instruction (“VOI”) Number(s), *provided, however*, that any such Proxy shall automatically be deemed to be revoked in the event the corresponding delivery of Existing DIFL Notes via ATOP is validly withdrawn:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

(You may also attach a schedule of VOI Numbers, in which case please write “See Attached Schedule” above and specify the number of pages that are attached.)

**This Nominee Instruction Form must be emailed to the Information and Tabulation Agent at the email address set forth below by 5:00 p.m., New York City Time on the business day following the Commitment Payment Election Deadline:**

**Email to: [Tabulation@epiqglobal.com](mailto:Tabulation@epiqglobal.com) (with a reference to “Digicel Nominee Instruction Form” in the subject line).**

DTC Participant Name: \_\_\_\_\_ DTC Participant Number: \_\_\_\_\_

Contact Name: \_\_\_\_\_ Telephone: \_\_\_\_\_

Contact Email Address: \_\_\_\_\_