

IN THE SUPREME COURT OF BERMUDA  
2023: No. 306

IN THE MATTER OF DIGICEL LIMITED (THE “COMPANY”)

AND

IN THE MATTER OF THE COMPANIES ACT 1981

\$925,000,000 of 6.750% Senior Notes due 2023 issued by the Company

CUSIPs: 25380QAH2 (144A) / G27649AG0 (Reg S)  
ISINs: US25380QAH20 (144A) / USG27649AG04 (Reg S)

(the “Existing DL Notes”)

**BENEFICIAL HOLDER BALLOT (“BALLOT”)**  
**ONLY FOR NON-ELECTING HOLDERS**

IN RESPECT OF A CREDITORS’ SCHEME OF ARRANGEMENT PROPOSED BY THE COMPANY (THE  
“SCHEME”)

IF YOU HAVE NOT PREVIOUSLY MADE AN ELECTION VIA ATOP (DEFINED BELOW) AND ARE  
THE HOLDER OF A BENEFICIAL INTEREST IN AND ARE THE OWNER OF THE ULTIMATE  
ECONOMIC INTEREST IN ANY EXISTING DL NOTES (A “DL NOTEHOLDER”) AS OF 5:00 P.M. NEW  
YORK TIME ON SEPTEMBER 12, 2023 (THE “RECORD DATE”), PLEASE CAREFULLY READ AND  
FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT.

**DL NOTEHOLDERS THAT HAVE PREVIOUSLY MADE AN ELECTION VIA ATOP HAVE  
ALREADY CAST THEIR VOTE AND SHOULD NOT VOTE THIS BALLOT. PLEASE NOTE THAT  
OVER 99% OF THE DL NOTEHOLDERS HAVE MADE AN ELECTION AND HAVE THEREFORE  
ALREADY VOTED. THIS BALLOT ONLY PERTAINS TO THE SMALL PORTION OF DL NOTES  
THAT HAVE NOT ALREADY VOTED THROUGH PARTICIPATION IN THE ATOP ELECTION  
EVENT.**

**NOTEHOLDERS AS OF THE RECORD DATE THAT HAVE NOT ALREADY VOTED THROUGH  
PARTICIPATION IN THE ELECTION EVENT MAY CAST A BALLOT AS DESCRIBED HEREIN. IN  
ORDER FOR YOUR PROXY SELECTION AND VOTE TO BE COUNTED IN THE SCHEME, SUCH  
PROXY SELECTION AND VOTE MUST BE INCLUDED ON A BALLOT THAT IS FULLY  
COMPLETED, EXECUTED AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY EPIQ  
CORPORATE RESTRUCTURING, LLC (THE “INFORMATION AGENT”) ON OR BEFORE 5:00 P.M.  
NEW YORK TIME ON OCTOBER 16, 2023 (THE “VOTING INSTRUCTION DEADLINE”). YOU  
MAY ALSO MAKE ARRANGEMENTS TO ATTEND THE MEETING AND VOTE IN PERSON.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR INTERMEDIARY OWNER  
THEN,** UNLESS YOUR INTERMEDIARY HAS ALREADY “PRE-VALIDATED” THIS BALLOT, YOU  
MUST RETURN THIS BALLOT TO YOUR INTERMEDIARY (OR OTHERWISE CONVEY YOUR  
PROXY SELECTION AND VOTE TO YOUR INTERMEDIARY IN ACCORDANCE WITH THE  
INSTRUCTIONS PROVIDED BY YOUR INTERMEDIARY) IN SUFFICIENT TIME TO PERMIT YOUR

INTERMEDIARY TO DELIVER YOUR PROXY SELECTION AND VOTE TO THE INFORMATION AGENT SO IT IS **ACTUALLY RECEIVED** BY THE INFORMATION AGENT ON OR BEFORE THE VOTING INSTRUCTION DEADLINE. PLEASE FOLLOW THE INSTRUCTIONS OF YOUR INTERMEDIARY TO RETURN YOUR PROXY SELECTION AND VOTE ON THE SCHEME.

Digicel Limited, (“**DL**” or the “**Company**”) is soliciting votes with respect a scheme of arrangement (the “**Scheme**”) to be implemented under Bermuda law in relation to the Company’s Existing DL Notes.

You have been provided with this Ballot as part of the Instruction Packet which contains an explanatory statement (the “**Explanatory Statement**”) relating to the Scheme. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Explanatory Statement. YOU ARE ENCOURAGED TO CAREFULLY READ THE MATERIALS CONTAINED IN THE INSTRUCTION PACKET IN FULL. The Scheme, if implemented will materially affect the rights of all holders of the Existing DL Notes.

Your rights are described in the Explanatory Statement, which includes the Scheme. If you have any questions regarding any of the contents of the Instruction Packet, you may contact the Information Agent by: (1) visiting the Scheme Website at <https://dm.epiq11.com/digicelgroup>; or (2) writing to the Company, c/o Epiq Corporate Restructuring, LLC, at [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) (please reference “DL Scheme” in the subject line) or (3) by calling +1 (646) 362-6336 to reach the Solicitation Group.

This Ballot may not be used for any purpose other than to appoint a proxy to cast votes to accept or reject the Scheme at the Scheme Meeting. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact your Intermediary immediately.

You should review the Explanatory Statement and the Scheme in their entirety before you vote on the Scheme. You may wish to seek legal advice concerning the Scheme.

For the purposes of voting on the Scheme, a Scheme Meeting shall be held for the DL Noteholders. The Bermuda Court may sanction the Scheme and bind you if the Scheme is accepted by DL Scheme Creditors of at least seventy-five percent by value and a majority in number of each of the DL Noteholders, voting (in person or by proxy) at the Scheme Meeting.

To have your vote counted at the Scheme Meeting, you must either (i) appoint a proxy to attend the Scheme Meeting and vote on the Scheme on your behalf by completing this Ballot pursuant to the instructions provided herein and indicating how your proxy should vote on your behalf at the Scheme Meeting, or (ii) attend and vote on the Scheme at the Scheme Meeting (the time and venue of which is as per the Notice of Scheme Meeting included in the Instruction Packet).

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

**THIS BALLOT IS FOR VOTING PURPOSES ONLY. IT IS NOT FOR MAKING A COMMITMENT PAYMENT ELECTION AND (IF APPLICABLE) ADDITIONAL SUBSCRIPTION ELECTION. IT IS TOO LATE TO MAKE AN ELECTION NOW. AS DESCRIBED IN THE EXPLANATORY STATEMENT, A DL NOTEHOLDER MUST HAVE SEPARATELY MADE ANY SUCH ELECTION VIA DTC’s AUTOMATED TENDER OFFER PROGRAM (“**ATOP**”) BY THE ELECTION DEADLINE. **FOR THE****

**AVOIDANCE OF DOUBT, ANY SUCH ATOP/ ELECTION HAS ALREADY BEEN TREATED AS A VOTE FOR THE SCHEME AND NO FURTHER BALLOT SHOULD BE SUBMITTED.**

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Record Date, which is September 12, 2023, the undersigned was the DL Noteholder (or authorized signatory for the DL Noteholder) of Existing DL Notes in the following aggregate unpaid principal amount (insert unpaid principal amount in relevant box below if not already entered). If your Existing DL Notes are held by an Intermediary on your behalf and you do not know the amount of the Existing DL Notes held, please contact your Intermediary immediately. The amount shown in Item 1 must be certified in **Exhibit A** by your Intermediary.

Item 1 - Existing DL Notes
\$ _____ 25380QAH2 (144A) / US25380QAH20 (144A)
\$ _____ G27649AG0 (Reg S) / USG27649AG04 (Reg S)

**Item 2. Appointment of Proxy.**

The DL Noteholder identified in Item 1 above grants the proxy set forth below for the relevant Scheme Meeting for the purposes of voting its Scheme Claims on its behalf (Please check one box below)

**Note:** Whoever is appointed as proxy **MUST** attend the Scheme Meeting in order to be able to vote on the Scheme on your behalf in respect of your Scheme Claims. If an appointed proxy does not attend the Scheme Meeting, the appointing DL Noteholder's vote will not be counted. If you would like to vote on the Scheme on your own behalf in respect of your Scheme Claims, you must attend the Scheme Meeting in person and vote on the Scheme. To attend and vote in person, you must provide: (i) a duplicate copy of the validly completed Ballot (if any) delivered on your behalf; (ii) evidence of your Beneficial Interest in the Existing DL Notes as of the Record Date with accompanying proof from the relevant DTC Participant; (iii) evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board minutes); and (iv) evidence of personal identity (a passport or other equivalent identification), in each case by email to [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com), with reference to "DL Scheme" no later than four hours before the scheduled time of the Scheme Meeting for the purposes of registering your attendance at the Scheme Meeting.

Item 2 - Existing DL Notes
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<input type="checkbox"/> <b>Appoints the Chairman as proxy</b>
<input type="checkbox"/> <b>Does NOT appoint the Chairman as proxy; rather, appoints the following individual as its proxy:</b>  <div style="margin-left: 40px;"> <b>Name:</b> _____   <b>Street Address:</b> _____          _____   <b>City, State, Zip:</b> _____   <b>Country:</b> _____   <b>Telephone Number:</b> _____   <b>E-Mail Address:</b> _____       </div>

**Item 3. Vote on Scheme of Arrangement.**

The DL Noteholder set forth in Item 1 directs its Proxy to vote on its behalf on the Scheme in respect of its Scheme Claims as follows. (Please check one box for each item in the relevant table below.

Item 3 - Existing DL Notes
<input type="checkbox"/> <b><u>ACCEPT</u> (vote FOR) the Scheme</b>
<input type="checkbox"/> <b><u>REJECT</u> (vote AGAINST) the Scheme</b>
<input type="checkbox"/> <b><u>DISCRETIONARY VOTE</u> (grant proxy set forth above the ability to vote on the Scheme at the proxy's discretion)</b>  (This discretionary vote is open to <u>only</u> those that appointed a proxy <u>other</u> than the Chairman.)  (If you appoint the Chairman as proxy and check this "Discretionary Vote" box, it will be assumed that you are directing the Chairman to vote to accept the Scheme and your vote will be counted accordingly.)

**Item 4. Certifications.**

By signing this Ballot, the undersigned certifies to the Company that it has not delivered instructions pursuant to the Solicitation Statement or the Exchange Offer Memorandum and has not previously made a Commitment Payment Election and Additional Subscription Election in respect of any Existing DL Notes and:

- a. that either: (i) the undersigned is the DL Noteholder of the Scheme Claims being voted; or (ii) the undersigned is an authorized signatory for an entity that is the DL Noteholder of the Scheme Claims being voted, and, in either case, has full power and authority to vote to accept or reject the Scheme with respect to the Scheme Claims identified in Item 1 above;
- b. that the undersigned (or in the case of an authorized signatory, the DL Noteholder of the Scheme Claims being voted) has received and reviewed a copy of the Explanatory Statement and the other documents contained within the Instruction Packet and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. that the undersigned either (i) is attending the Scheme Meeting and will vote on the Scheme with respect to all of the undersigned's Scheme Claims in person at the Scheme Meeting, or (ii) has appointed the same proxy and directed them to cast the same vote on the Scheme with respect to all of the undersigned's Scheme Claims at the Scheme Meeting; and
- d. that no other Proxies with respect to the amount of the Scheme Claims identified in Item 1 above have been cast or, if any other Proxies have been cast with respect to such Scheme Claims, then any such earlier Proxies are hereby revoked.

Exhibit A must be completed by the Intermediary or DTC Participant holding the Existing DL Notes. If Exhibit A is already completed, the executed Ballot may be returned to the Information Agent by the DL Noteholder. If Exhibit A has not yet been completed, the DL Noteholder must follow the instructions of its Intermediary or DTC Participant with respect to the return of the Ballot.

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

**Item 5. Instructions for Return of the Ballot to the Information Agent.**

The fully executed Ballot (including all items in the Ballot as well as Exhibit A (if applicable)) may be returned to the Information Agent as follows:

Via email to [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with “DL Scheme” in the subject line.

This Ballot and any non-contractual obligations arising out of or in relation to this Ballot shall be governed by, and interpreted in accordance with, Bermuda law.

*No fees, commissions or other remuneration will be payable to any person for soliciting votes on the Scheme.*

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT PROMPTLY AS DIRECTED BY YOUR INTERMEDIARY OR DTC PARTICIPANT.**

*THE INFORMATION AGENT MUST ACTUALLY RECEIVE A FULLY COMPLETED AND EXECUTED BALLOT INCORPORATING YOUR PROXY SELECTION AND VOTE ON OR BEFORE 5:00 P.M. NEW YORK TIME ON OCTOBER 16, 2023, IN ORDER FOR THE BALLOT TO BE VOTED AT THE MEETING.*

*IF YOU ARE RETURNING THIS BALLOT TO YOUR INTERMEDIARY OR DTC PARTICIPANT (OR OTHERWISE CONVEYING YOUR PROXY SELECTION AND VOTE TO YOUR INTERMEDIARY OR DTC PARTICIPANT IN ACCORDANCE WITH THEIR INSTRUCTIONS), PLEASE ALLOW SUFFICIENT TIME TO PERMIT YOUR INTERMEDIARY OR DTC PARTICIPANT TO COMPLETE AND FORWARD YOUR BALLOT SO IT IS ACTUALLY RECEIVED BY THE INFORMATION AGENT ON OR BEFORE 5:00 P.M. NEW YORK TIME ON OCTOBER 16, 2023.*

## INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Company is soliciting the votes of DL Scheme Creditors with respect to the Scheme. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Explanatory Statement, a copy of which also accompanies the Ballot.
2. To ensure that this Ballot is counted, you must **EITHER** (1) complete the Ballot, appoint a Proxy and take the following steps: (a) make sure that the information required by Item 1 above has been correctly inserted (if you do not know the amount of your claim, please contact your Intermediary or DTC Participant); (b) select a proxy in Item 2 above; (c) clearly indicate how your proxy should vote your Scheme Claim in Item 3 above; (d) provide the certifications required by Item 4 above, if applicable; (e) read and certify the information contained in this Ballot; and (f) sign, date and return an original, scanned, or pdf copy of your Ballot in accordance with paragraph 3 directly below **OR** (2) attend the Scheme Meeting in person and vote on the Scheme by following the procedures outlined above in Item 2.
3. **Submission Ballot and Votes:** If voting by a Ballot, your Proxy Selection and vote must be returned to the Information Agent so as to be **actually received** by the Information Agent on or before the Voting Instruction Deadline, which is 5:00 p.m. New York Time on October 16, 2023. Please follow the directions of your Intermediary or DTC Participant with respect to the submission of your Ballot.
4. If a Ballot is received by the Information Agent after the Voting Instruction Deadline, it may not be counted and you must attend the Scheme Meeting in person to vote your Scheme Claim. Additionally, the following Ballots will **NOT** be counted:
  - a. any Ballot that is illegible or contains insufficient information to permit the identification of the DL Noteholder, a nominated proxy or how a proxy should vote in respect of a Scheme Claim;
  - b. any Ballot cast by a person or entity that does not hold a Scheme Claim;
  - c. any Ballot that is properly completed, executed and timely filed, but does not indicate an appointment of a proxy or how a proxy should vote in respect of a Scheme Claim;
  - d. any unsigned Ballot;
  - e. any incomplete Ballot;
  - f. any Ballot sent to the Company, the Company’s agents/representatives (other than the Information Agent), any indenture trustee, or the Company’s financial or legal advisors; and/or
  - g. any Ballot not cast in accordance with the procedures set out in the Explanatory Statement as approved by the Bermuda Court.
5. Except as otherwise provided herein, such delivery will be deemed made to the Information Agent only when the Information Agent **actually receives** the executed Ballot. Please allow sufficient time to ensure timely delivery.
6. If multiple Proxy Selections and votes are received from the same DL Noteholder with respect to the same Scheme Claim prior to the Voting Instruction Deadline, the last valid Proxy Selection and vote timely received prior to the Voting Instruction Deadline will supersede and revoke any earlier received Proxy Selections or votes.



7. In the event you are not attending the Scheme Meeting in person, you must appoint a proxy and instruct them to vote in respect of the entirety of your Scheme Claim and may not split your Scheme Claim for the purposes of this Ballot.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to appoint a proxy to vote at the Scheme Meeting. Accordingly, at this time, DL Noteholders with Scheme Claims should not surrender certificates or instruments representing or evidencing their Scheme Claims, and neither the Company nor the Information Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. This Ballot does not constitute, and shall not be deemed to be, (a) a proof of a Scheme Claim or (b) an assertion or admission of a Scheme Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot 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 Information Agent or the Company, must submit proper evidence to the requesting party to so act on behalf of such DL Noteholder. 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 Ballot.

*IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,  
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,  
PLEASE CONTACT YOUR INTERMEDIARY OR DTC PARTICIPANT IMMEDIATELY*

**IN ORDER FOR THE BALLOT TO BE VOTED AT THE MEETING, THE INFORMATION  
AGENT MUST ACTUALLY RECEIVE THE VALIDATED BALLOT INCLUDING THE  
PROXY SELECTION AND VOTE ON OR BEFORE THE VOTING INSTRUCTION  
DEADLINE, WHICH IS 5:00 P.M. NEW YORK TIME ON OCTOBER 16, 2023.**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO  
MAKE ANY REPRESENTATION, REGARDING THE COMPANY OR THE SCHEME, OTHER  
THAN WHAT IS CONTAINED IN THE INSTRUCTION PACKET MAILED HERewith.

**Exhibit A**

**Intermediary/DTC Participant Certification**

I certify that the principal amount of Existing DL Notes shown below and the proxy selection and vote outlined herein are held by the DL Noteholder identified in **Item 4**.

<b>Item 1 - Existing DL Notes</b>
<div style="text-align: center;"><div>\$ _____</div><div><b>25380QAH2 (144A) / US25380QAH20 (144A)</b></div><div>\$ _____</div><div><b>G27649AG0 (Reg S) / USG27649AG04 (Reg S)</b></div></div>

Intermediary/DTC Participant Name: \_\_\_\_\_

Intermediary/DTC Participant Number: \_\_\_\_\_

Intermediary/DTC Participant Contact Name: \_\_\_\_\_

Intermediary/DTC Participant Contact Number: \_\_\_\_\_

Intermediary/DTC Participant Contact Email address: \_\_\_\_\_

Medallion Guarantee of Intermediary/DTC Participant:

In lieu of providing a medallion stamp, an Intermediary may provide an original notarized signature on this Exhibit A.