

**IN THE SUPREME COURT OF BERMUDA  
CIVIL JURISDICTION (COMMERCIAL COURT)  
2023: NO.**

**IN THE MATTER OF DIGICEL INTERNATIONAL FINANCE LIMITED**

**AND IN THE MATTER OF DIGICEL INTERMEDIATE HOLDINGS LIMITED**

**AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981 (the “Companies Act”)**

NOTICE IS HEREBY GIVEN that, by an order dated 22 September 2023 made in the above matter, the Supreme Court of Bermuda has ordered that the above named companies (the “**Companies**”) be at liberty to convene meetings of four classes of DIFL Scheme Creditors (as defined in the Scheme (as defined below)) for the purpose of considering and if thought fit, approving (with or without modifications) a scheme of arrangement proposed to be made between the Companies and the DIFL Scheme Creditors (the “**Scheme**”) (together the “**Scheme Meetings**”, and each a “**Scheme Meeting**”).

A copy of the Scheme and a copy of the statement required to be furnished pursuant to sections 99 and 100(1)(a) of the Companies Act (the “**Explanatory Statement**”) are incorporated in the document of which this notice forms part. Unless otherwise defined, capitalised terms used in this notice shall have the meaning given to those terms in the Explanatory Statement.

As explained further in Part B (*Overview of the Scheme*) of the Explanatory Statement, the following DIFL Scheme Creditors who are DIFL Noteholders, being each of: the DIFL Secured Noteholders, the DIFL Unsecured Noteholders, and the DIFL Subordinated Noteholders, and the Term Loan Lenders, shall vote in separate classes. There shall therefore be four Scheme Meetings, one for each class of DIFL Scheme Creditors, and the approval of the Scheme by each class of DIFL Scheme Creditors by the requisite statutory majorities, being at least 75% in value and a majority in number of those present and voting (in person or by proxy) at each Scheme Meeting, shall be required for the Scheme to be approved. Notwithstanding the foregoing, if you hold an interest in any or all of the DIFL Secured Notes, DIFL Unsecured Notes, DIFL Subordinated Notes, and you are a Term Loan Lender, you may vote in respect of all or any number of the Scheme Meetings on one Ballot as set out in Appendix 2 of the Explanatory Statement (*Ballot Package*).

The Scheme Meetings will be held at the offices of Davis Polk and Wardwell LLP, 450 Lexington Ave, New York, NY 10017, United States will take place consecutively on 18 October 2023:

- The first Scheme Meeting, for the DIFL Secured Noteholders, will be held at 1.30 p.m. (New York time).
- The second Scheme Meeting, for the DIFL Subordinated Noteholders, will be held at 2.00 p.m. (New York time).
- The third Scheme Meeting, for the DIFL Unsecured Noteholders, will be held at 2.30 p.m. (New York time).
- The fourth Scheme Meeting, for the Term Loan Lenders, will be held at 3.00 p.m. (New York time).

Instructions about actions to be taken by all DIFL Scheme Creditors preceding the Scheme Meetings are set out at Appendix 2 (*Ballot Package*) to the Explanatory Statement and summarised in the section entitled *Summary of Actions to Be Taken by All DIFL Scheme Creditors* of the Explanatory Statement.

For the purposes of voting at the Scheme Meetings, the Bermuda Court has:

- a) ordered that only DIFL Scheme Creditors who are DIFL Noteholders or Term Loan Lenders as of 5.00 p.m. (New York time) on 12 September 2023 (the “**Voting Record Date**”), shall be entitled to vote at the relevant Scheme Meeting; and
- b) directed that the Existing Notes Trustee, any intermediaries, and the Existing Depository Nominee shall not be entitled to vote and that the actions described in herein shall not be applicable to the Existing Notes Trustee, any intermediaries and the Existing Depository Nominee.

If you are a DIFL Noteholder or a Term Loan Lender as of the Voting Record Date, you may vote at the relevant Scheme Meeting(s) by following the voting procedures set out in detail in Appendix 2 (*Ballot Package*) to the Explanatory Statement.

The Ballot Package will also be made available to DIFL Scheme Creditors on the Scheme Website. DIFL Scheme Creditors may obtain access to the Scheme Website by emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com), with reference to “DIFL Scheme” in the subject line. DIFL Scheme Creditors must provide proof of their holdings to receive access to the Scheme Website.

If you are a DIFL Scheme Creditor as of the Voting Record Date, you are requested to ensure that you validly complete and submit a Ballot in accordance with the instructions therein as soon as possible, whether or not you intend to attend the relevant Scheme Meeting(s).

If you are a DIFL Scheme Creditor that is not a DTC Participant and/or you hold your interests via an Intermediary you should contact your DTC Participant and/or Intermediary and provide them with a validly completed Ballot, so that it may be submitted on your behalf by the relevant DTC Participant or Intermediary. The form of Ballot is set out in Appendix 2 (*Ballot Package*) to the Explanatory Statement.

Validly completed Ballots should be submitted by email to [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with “DIFL Scheme” in the subject line. DIFL Scheme Creditors are also entitled to vote at the relevant Scheme Meeting(s) in person, but to do so must provide: (i) a duplicate copy of the validly completed Ballot (if any) delivered on their behalf; (ii) evidence of their Beneficial Interest in the Existing Notes or Term Loan as of the Voting 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 “DIFL Scheme” no later than four hours before the scheduled time of the relevant Scheme Meeting(s) for the purposes of registering their attendance at the relevant Scheme Meeting(s).

Each **DIFL Noteholder** as of the Voting Record Date who wishes to vote at the Scheme Meetings, other than by attending in person, will be required to do the following:

*DIFL Noteholders holding Existing Notes through DTC Participant or Intermediaries*

Return a signed and validly completed Ballot (with instructions for the Chairman of the meetings, or such other individual as may be nominated in accordance with the instructions on the Ballot, to vote on the beneficial holder’s behalf at the relevant Scheme Meeting) to the applicable Intermediary with sufficient time for the Intermediary (if it is not a DTC Participant) to forward the Ballot to its DTC Participant or (if the Intermediary is a DTC Participant) to submit to the Information Agent so that it is actually received by the Information Agent by 5:00 p.m. (New York time) on **16 October 2023** (the “**Voting Instruction Deadline**”).

*DIFL Noteholders holding Existing Notes in their name at DTC*

A DIFL Noteholder who is a record holder in DTC in its own name should vote on the Scheme by validly completing and signing a Ballot and returning it directly to the Information Agent as described in the Ballot.

*Intermediaries and DTC Participants*

An Intermediary that, on the Voting Record Date, is the record holder of the Existing Notes for one or more DIFL Noteholders can obtain the votes of the DIFL Noteholder of such Existing Notes, consistent with customary practices for obtaining the votes of securities held in “street name,” by forwarding to the DIFL Noteholder the unsigned Ballots, together with this Explanatory Statement. Each such DIFL Noteholder must then indicate their or its vote on the Ballot (or by using customary practices), complete the information requested on the Ballot, review the certifications contained on the Ballot, execute the Ballot, and return the Ballot to the Intermediary. After collecting the Ballots, the Intermediary should, either: (i) if it is a DTC Participant, deliver the Ballot to the Information Agent so that it is **ACTUALLY RECEIVED** by the Information Agent on or before the Voting Instruction Deadline (all Ballots returned by DIFL Noteholders should either be forwarded to the Information Agent or retained by DTC Participants for inspection for at least one year from the Voting Instruction Deadline); or (ii) if it is not a DTC Participant, immediately forward all Ballots to its DTC Participant.

For the avoidance of doubt, Intermediaries are authorised to collect votes and proxies from their beneficial holder clients in accordance with their customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Ballot, as well as collecting votes from DIFL Noteholders through online voting, by phone, facsimile, or other electronic means.

EACH INTERMEDIARY SHOULD ADVISE ITS DIFL NOTEHOLDERS TO RETURN THEIR BALLOTS TO THE INTERMEDIARY BY A DATE CALCULATED BY THE INTERMEDIARY OR THE INTERMEDIARY'S DTC PARTICIPANT (AS THE CASE MAY BE) TO ALLOW IT (OR ITS DTC PARTICIPANT) TO PREPARE AND RETURN ANY BALLOTS TO THE INFORMATION AGENT SO THAT IT IS RECEIVED BY THE INFORMATION AGENT ON OR BEFORE THE VOTING INSTRUCTION DEADLINE.

Each Ballot contains a section for the appointment of a proxy in respect of the Existing DIFL Subordinated Notes, the Existing DIFL Secured Notes, the Existing DIFL Unsecured Notes and the Existing DIFL Term Loan. DIFL Scheme Creditors should read the language on the Ballot pertaining to the appointment of a proxy carefully and follow the instructions contained therein if they wish to vote by proxy.

DIFL Scheme Creditors intending to vote by proxy must check the appropriate box on the Ballot (with respect to their relevant holdings of Existing DIFL Subordinated Notes,, Existing DIFL Secured Notes, Existing DIFL Unsecured Notes and Existing DIFL Term Loans) appointing the Chairman as its proxy for the relevant Scheme Meeting(s) or, alternatively, nominate an individual other than the Chairman (as applicable) in accordance with the instructions included on the Ballot. The DIFL Scheme Creditor is then required to submit the validly completed Ballot in accordance with the instructions provided so that the Ballot, including the proxy, is actually received by the Information Agent by no later than the Voting Instruction Deadline.

The Voting Instruction Deadline for the receipt of a Ballot by the Information Agent is 5:00p.m. (New York time) on 16 October 2023.

The appointment of a proxy will not preclude a DIFL Scheme Creditor from attending and voting in person at the relevant Scheme Meeting(s) should they wish to do so. In the event that a DIFL Scheme Creditor votes in person at the relevant Scheme Meeting(s), any returned Ballot with such DIFL Noteholder's or Term Loan Lender's vote and proxy included therein will be deemed to have been revoked for the relevant Scheme Meeting(s). DIFL Scheme Creditors attending in person must provide: (i) a duplicate copy of the validly completed Ballot (if any) delivered on their behalf; (ii) evidence of their Beneficial Interest in the Existing Notes as of the Voting 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 "DIFL Scheme" in the subject line) no later than four hours before the scheduled time of the relevant Scheme Meeting(s) for the purposes of registering their attendance at the relevant Scheme Meeting(s).

Even if you do not appoint a proxy and you do not attend and vote at the relevant Scheme Meeting(s), you will still be bound by the outcome of the relevant Scheme Meeting(s). You are therefore strongly encouraged to attend and vote at the relevant Scheme Meeting(s) in person or by proxy.

By the order referred to above, the Bermuda Court has appointed John Bosacco (or such other person as the Companies may authorise) to act as Chairman of the Scheme Meetings (and any adjournment thereof) and has directed the Chairman to report the result of the Scheme Meetings to the Bermuda Court. If approved by all classes of Scheme Creditors, the Scheme will remain subject to sanction by the Bermuda Court pursuant to the Companies Act.

For further information in this regard, please contact the Information Agent by email to [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) (please reference "DIFL Scheme" in the subject line).

Dated 3 October 2023

**Digicel International Finance Limited**

**Digicel Intermediate Holdings Limited**