



Digicel Group Limited Exchange Offer Extension

On January 14, 2019, Digicel Group Limited, Digicel Group One Limited (DGL1) and Digicel Group Two Limited (DGL2) completed exchange offers to extend the maturity date of certain of Digicel Group Three Limited's (DGL3) near-term maturities. Our records indicate that having declined to participate in that action you continue to hold DGL3 8.250% Senior Notes due 2020 and/or DGL3 7.125% Senior Notes due 2022.

Notwithstanding the expiration of the January 2019 DGL3 Tender Offers, Digicel is seeking to facilitate the exchange of the remaining DGL3 Notes. Specifically, Digicel has advised that a provision of new bonds will be made in a Bermudian Trust to allow certain qualifying retail investors in the Caribbean (each a "Eligible DGL3 Caribbean Retail Holder") to exchange any remaining DGL3 2020 and/or 2020 notes held by them. Digicel will offer consideration that would have been received had the noteholder participated in the 2019 and 2020 offers, excluding any early tender premium and the cash interest coupon paid on the relevant series of notes on March 30, 2020 and April 1, 2020. Subject to proration, each Eligible DGL3 Caribbean Retail Holder may receive the following consideration per US\$1,000 aggregate principal amount of notes validly tendered:

DGL3 Notes	DGL0.5 Notes	
	<i>DGL0.5 Convertible Notes</i>	<i>DGL0.5 Unsecured Notes</i>
8.250% Senior Notes due 2020 of DGL3 (the "DGL3 2020 Notes")	\$47 principal amount of DGL0.5 the "Convertible Notes"	\$260 principal amount of DGL0.5 Unsecured Notes
7.125% Senior Notes due 2022 (the "Existing DGL3 2022 Notes")	\$127 principal amount of DGL0.5 Convertible Notes	\$64 principal amount of DGL0.5 Unsecured Notes

If the total consideration payable to the Noteholders exceeds the total amount of notes held by the Trust, the above consideration will be reduced pro rata among all Eligible DGL3 participants. In other words, Eligible DGL3 participants may receive lower consideration if the offer is oversubscribed.

To qualify as an Eligible DGL3 Caribbean Retail Holder, an individual must be an ordinary resident and tax resident in the Caribbean and must have owned the applicable DGL3 notes continuously from January 9, 2019 onwards.

In order to prove eligibility the Noteholder will be required to complete the attached forms:

- Exhibit B1 (the “Exchange Notice”)
- Annex 1A (DGL2 Holder Information Form)
- Personal Declaration Form
- FATCA/CRS Certification Form

The completed forms, along with duly notarized supporting documents, are to be submitted to Scotia Investments no later than November 30, 2020.

Should you require any additional information or clarification, you may contact your Investment Advisor directly, call our Wealth Contact Centre at 888-429-5745 / 876-960-6699 or email us at investmentinfo@scotiabank.com.

Encl.

-END-

Annex 1A
DGL3 Holder Information Form

- (1) Full name of DGL3 Holder: _____
- (2) Permanent address of DGL3 Holder: _____

- (3) Email address of DGL3 Holder: _____
- (4) Name of Custodian: _____
- (5) DTC Participant Number: _____
- (6) Delivery Information: _____

- (7) I am Tax Resident in for the purpose of the
Common Reporting Standard: _____
- (8) My Tax ID Number (for the purposes of the
Common Reporting Standard) is: _____
- (9) I attach a certified trust copy of my valid passport/driver's licence/ national identification (see
attached requirements)
- (10) I attach a certified trust copy of proof of residence/utility bill dated within the last 3 months (see
attached requirements)

I HEREBY CONSENT to the disclosure to the relevant authorities of any relevant or required information:

- (a) arising or resulting out of the United States Foreign Account Tax Compliance Act and related Inter-Governmental Agreements between the Government of the United States and Bermuda (i.e. US FATCA); or,
- (b) arising or resulting out of the Standard for Automatic Exchange of Financial Account Information for Tax Matters (i.e. the Common Reporting Standard or CRS).

Signature:
Name:

Date: _____

Documentary Requirements for... Annex 1A:

1. Valid, certified government-issued photographic identification (Photo ID) (e.g. passport, national ID card or drivers licence). **Photo ID which does not include the bearer's signature must be accompanied by a completed specimen signature form** (see Appendix II)
2. Current proof of residential address (i.e. issued within the past 6 months). Unless the original hardcopy is provided, the document must be certified in accordance with the guidance detailed in the following section. Acceptable documents include:
 - Utility bill
 - Bank Statement
 - Credit or debit card statement
3. Photo ID and address proof documents must be certified by an independent 'respected professional' who is subject to professional rules of conduct or statutory compliance measures which carry penalty for breach (e.g. attorney, notary public, accountant etc.).

The preferred certification format is as indicated below. In all cases, the certification **must** confirm the document as a 'true copy' or 'certified copy of the original', and **must** include the certification date along with the certifier's printed name and signature, contact details, and professional capacity. Non-English language certifications must be translated by a respected professional.

I, *[full name of certifying individual]*, a duly qualified *[professional capacity]* hereby certify that I have seen and compared this copy with the original *[document description]* belonging to *[name of Verification Subject]* and confirm it is a true, complete and accurate copy.

Signature:

Place of Business

Address:

Telephone Number:

Date:

Exhibit B1

the "DGL3 Exchange Notice"

By delivering this DGL3 Exchange Notice, the undersigned represents, warrants and agrees as follows:

1. I have completed and signed the DGL3 Holder Information Form in Annex 1A hereto;
2. My broker has delivered the DWAC Instructions for DGL0.5 Notes set forth in Annex 3 hereto;
3. I was, as of January 9, 2019, and I am, as of the date hereof, a natural person resident and present in the Caribbean region;¹
4. I was, as of January 9, 2019, and I am, as of the date hereof, not a "U.S. person" within the meaning of Regulation S under the Securities Act of 1933, as amended;
5. I was eligible to participate in a DGL3 Tender Offer (as defined in the Offering Memorandum dated August 31, 2018, as supplemented, related to the DGL3 Notes (the "DGL3 Offering Memorandum"));
6. As of January 9, 2019, I beneficially owned \$_____ aggregate principal amount of DGL3 2020 Notes and \$_____ aggregate principal amount of DGL3 2022 Notes, in each case that were not tendered in the applicable DGL3 Tender Offer;
7. I have read the DGL3 Offering Memorandum;
8. I acknowledge and understand that I am responsible for making my own assessment of the merits and risks involved with an investment in the New DGL0.5 Unsecured Notes and the Convertible Notes (each as defined in the DGL3 Offering Memorandum);
9. I have transferred any and all DGL3 Notes beneficially owned by me to the Trustees pursuant to the instructions set forth in Annex 2;
10. Since January 9, 2019, I have not transferred any right or interest in the DGL3 Notes to any other person; and
11. I hereby waive any and all claims that I may have, now or in the future, arising out of or related to the DGL3 Notes and will not pursue any such claim.

¹ "Caribbean region" means the countries and dependent territories in the region consisting of the Caribbean Sea, its islands (including the West Indies), and the surrounding coasts, excluding Cuba, Puerto Rico and the U.S. Virgin Islands. For the avoidance of doubt, "Caribbean region" does not include the United States or any territory thereof.

PERSONAL DECLARATION - BERMUDA

A separate Personal Declaration must be completed by each Verification Subject

Name of entity			
Name	Surname	First Name	Middle Name(s)
Known by other name(s)			
Any previous name(s)			
Name of Spouse			
Residential Address			
Residential telephone and fax numbers	Tel:		Fax:
E-Mail address			
Citizenship	Country of Citizenship	Passport Number	Date and Place of Issue
Date of Birth	d /m /y		Gender M[] F[]
Place of Birth	City	Country	
Employment	Occupation		
	Present Employer's Name and Address		
	If no present employer, previous employer's name and address		

Source of <u>Funds</u> ¹ used to subscribe for shares of the company N/A[]	Check all that apply: <input type="checkbox"/> Employment income <input type="checkbox"/> Business income <input type="checkbox"/> Savings	<input type="checkbox"/> Gift or inheritance <input type="checkbox"/> Sale of investments or properties <input type="checkbox"/> Other _____
Source of <u>Wealth</u> ¹ (Please indicate how your global wealth or net worth is or has been accumulated) N/A[]	Check all that apply: <input type="checkbox"/> Employment income <input type="checkbox"/> Business income <input type="checkbox"/> Family wealth	<input type="checkbox"/> Gift or inheritance <input type="checkbox"/> Sale of investments or properties <input type="checkbox"/> Other _____

¹ Check N/A if you are a director and/or have not contributed directly or indirectly to the capital resources for the matter.

IF THE ANSWER TO ANY OF THE FOLLOWING QUESTIONS IS YES, PLEASE PROVIDE DETAILS IN WRITING IN RESPECT OF THAT ANSWER IN THE DETAILS FIELD BELOW.

		Yes	No
1	Do you have any interest in any other company or partnership registered or formed in Bermuda in addition to the entity named on pg. 1 of this Personal Declaration? If yes, provide the details below.		
2	Have you ever been refused consent to register a company or form a partnership in Bermuda?		
3	Are you, or have you ever been, an un-discharged bankrupt?		
4	Have you ever been convicted of a criminal offence involving fraud, dishonesty, or any other criminal offenses?		
5	Has fraud or dishonesty been proven against you in any civil proceedings?		
6	Have you ever been the subject of a judicial or any other official enquiry/investigation?		
7	Are you a member in good standing of a self-regulatory organisation?		
	7a. If so, self-regulatory organisation's name: <input type="text"/>		
8	Have you ever been the subject of investigation, proceeding or other enquiry by a self-regulatory organisation of which you are or were a member?		
9	Have you, or any entity that you have been associated with, ever been refused or had a licence, permit or other authorisation revoked in any jurisdiction?		
10	Have you, or a family member or close associate, been entrusted (currently or previously) with a prominent public function, such as head of state or government, or could you otherwise be considered a politically exposed person ("PEP")? (See Appendix I for guidance)		

DETAILS:

I hereby certify that the information in this Declaration is true to the best of my information, knowledge and belief, and I agree to promptly notify Conyers of any material changes to the information contained in this form.

Conyers collects and uses your personal information in accordance with our Privacy Policy, which can be viewed at <https://www.conyers.com/pages/privacy>. By signing below, you expressly acknowledge that you have read and agreed to the terms of our Privacy Policy.

Signed: _____

Dated: _____

ONLY fill out this FATCA/CRS Certification if you are completing a Personal Declaration in relation to a Trust or you have otherwise been requested to complete this form by your Conyers contact.

FATCA/CRS CERTIFICATION

Questions 1 – 5 must be completed by all individuals in all cases

1	Please list <u>all</u> nationalities and / or citizenships that you have;	_____	
2	Please list <u>all</u> jurisdictions in which you are tax resident;	_____	
3	Please provide all Tax Identification Numbers / Social Insurance / Security Numbers / National Insurance Numbers (or similar tax identification number) and indicate the issuing jurisdiction:	_____	
4	What is your current domicile: (This may be different than your residence)	_____	
5	Where you born in the United States of America?	Yes <input type="checkbox"/>	No <input type="checkbox"/>

I HEREBY CONFIRM that the above information is complete, true and correct in all material respects.

I HEREBY CONSENT to the disclosure to the relevant authorities of any relevant or required information:

- arising or resulting out of the United States Foreign Account Tax Compliance Act and related Inter-Governmental Agreements between the Government of the United States and a relevant jurisdiction² (i.e. US FATCA); or,
- arising or resulting out of the Inter-Governmental Agreements between the Government of the United Kingdom and the Government of a relevant jurisdiction, (i.e. UK FATCA); or
- arising or resulting out of any other agreement having a similar effect to US FATCA or UK FATCA that the Government of a relevant jurisdiction may have entered into, to include, but not be limited to, the Standard for Automatic Exchange of Financial Account Information for Tax Matters (i.e. the Common Reporting Standard or CRS).

² A "relevant jurisdiction" means any jurisdiction in which Conyers carries on business.

I HEREBY UNDERTAKE to advise Conyers³ within 30 days of any change in circumstances that materially alters any of the above information and statements and to provide Conyers with a suitably updated Personal Declaration &/or FATCA/CRS Certification within 90 days of such change in circumstances.

In addition to the above information, I attach to this declaration the relevant W8-BEN or W9 confirming my status as either a Non-US Person, or as the case may be a US Person (the relevant forms can be found at www.irs.gov/pub/irs-pdf/fw8ben.pdf or www.irs.gov/pub/irs-pdf/fw9.pdf)

Signature:

Date: _____

³ "Conyers" means all services entities affiliated with Conyers Dill & Pearman, no matter where established and operating under the Conyers brand name.