# **DIGICEL LIMITED**

### **OFFER TO PURCHASE**

### Offer to Purchase for Cash

Any and All of its 8.250% Senior Notes due 2017 (CUSIP/ISIN Nos. 25380Q AD1; G27649 AC9 / US25380QAD16; USG27649AC99)

# February 24, 2015

THE OFFER WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON MARCH 2, 2015, UNLESS EXTENDED OR EARLIER TERMINATED (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED, THE "EXPIRATION TIME"). HOLDERS (AS DEFINED BELOW) THAT VALIDLY TENDER THEIR NOTES (AS DEFINED BELOW) PRIOR TO THE EXPIRATION TIME IN THE MANNER DESCRIBED HEREIN WILL BE ELIGIBLE TO RECEIVE THE APPLICABLE TOTAL CONSIDERATION (AS DEFINED BELOW), PLUS ANY ACCRUED AND UNPAID INTEREST TO, BUT EXCLUDING, THE SETTLEMENT DATE.

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

Enclosed for your consideration is an Offer to Purchase (as it may be amended or supplemented from time to time, the "Offer to Purchase") and a form of Letter of Transmittal (as it may be amended or supplemented from time to time, the "Letter of Transmittal") of Digicel Limited, a limited liability exempted company incorporated under the laws of Bermuda ("we," "us," "our" or the "Company"), relating to our offer to purchase for cash (the "Offer") from each registered holder (each, a "Holder," and, collectively, the "Holders") any and all of the outstanding 8.250% Senior Notes due 2017 (the "Notes") of the Company. Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Offer to Purchase.

We intend to fund the consummation of the Offer with proceeds from our New Debt Financing. The Offer is conditioned on the Financing Condition and the other conditions set forth in the Offer to Purchase.

The "Total Consideration" for each \$1,000 principal amount of the Notes validly tendered and not validly withdrawn before the Expiration Time shall be \$1,026.5. Upon the terms and subject to the conditions set forth in the Offer Documents, promptly following the Expiration Time, we expect to accept all tenders of Notes that have been validly tendered, and we expect to pay for such Notes promptly following the Expiration Time (the "Settlement Date"). Such Holders will be entitled to receive the applicable Total Consideration for each \$1,000 principal amount of Notes so tendered and accepted for payment pursuant to the Offer, payable on the Settlement Date. In addition to the applicable Total Consideration, Holders who validly tender their Notes before the Expiration Time, if such Notes are accepted for payment

pursuant to the Offer, also will be paid accrued and unpaid interest from the last date on which interest has been paid to, but excluding, the Settlement Date. Upon the terms set forth in the Offer Documents, and assuming all conditions to the Offer have been satisfied or waived by us, we expect to accept for payment, and, pay for, all Notes that are validly tendered on the Settlement Date.

We are asking you to contact your clients for whom you hold Notes registered in your name or in the name of your nominee. In addition, we ask you to contact your clients who, to your knowledge, hold Notes registered in their own names. The Company will pay all transfer taxes, if any, applicable to the tender of Notes to it or to its order, except as otherwise provided the Offer to Purchase and in the Letter of Transmittal. For your information and for forwarding to your clients for whom you hold Notes registered in your name or in the name of your nominee, we are enclosing the following documents:

- 1. Offer to Purchase dated February 24, 2015.
- 2. A Letter of Transmittal for your use and for the information of your clients, together with an Internal Revenue Service Form W-9.
- 3. A Notice of Guaranteed Delivery.
- 4. A printed form of letter that may be sent to your clients for whose accounts you hold Notes registered in your name or in the name of your nominee, with space provided for obtaining such clients' instructions with regard to the Offer. This form will enable your clients to tender any or all of the Notes that they own.

DTC participants will be able to execute tenders of Notes and notices of guaranteed delivery through DTC's Automated Tender Offer Program (ATOP), for which the Notes and this Offer will be eligible.

# WE URGE YOU TO CONTACT YOUR CLIENTS AS PROMPTLY AS POSSIBLE IN ORDER TO OBTAIN THEIR INSTRUCTIONS.

In all cases, payment for Notes purchased pursuant to the Offer will be made only after timely receipt by the Information Agent and Tender Agent of (1) certificates representing the Notes, or timely confirmation of a book-entry transfer of the Notes into the Information Agent and Tender Agent's account at DTC, (2) the validly completed and duly executed Letter of Transmittal (or a facsimile thereof) or an Agent's Message in lieu thereof and (3) all necessary signature guarantees and any other documents required by the Letter of Transmittal.

We have retained Citigroup Global Markets Inc. as dealer manager in connection with the Offer (the "Dealer Manager") and Global Bondholder Services Corporation as the information agent and tender agent (the "Information Agent and Tender Agent") for the Offer.

We will not pay any fees or commissions to any broker, dealer, commercial bank, trust company or other nominee, other than the Dealer Manager and the Information Agent and Tender Agent, in connection with the Offer. However, we will reimburse you for customary mailing and handling expenses incurred by you in forwarding any of the enclosed materials to

your clients. We will pay or cause to be paid any transfer taxes payable with respect to the transfer of Notes pursuant to the Offer, except as otherwise provided in Instruction 7 of the Letter of Transmittal.

Questions about the Offer may be directed to the Dealer Manager at its address and telephone numbers set forth on the back cover of the Offer to Purchase.

Questions regarding procedure for tendering Notes and delivering requests for additional copies of the Offer to Purchase, the Letter of Transmittal, the Notice of Guaranteed Delivery any of the accompanying ancillary documents or any document incorporated herein by reference may be directed to the Information Agent at the web address and its address and telephone numbers set forth on the back cover of the Offer to Purchase.

Very truly yours,

Digicel Limited +1 876 511 5000

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AS THE AGENT OF THE COMPANY, THE INFORMATION AGENT AND TENDER AGENT, THE DEALER MANAGER OR ANY AFFILIATE OF ANY OF THEM, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR TO MAKE ANY OFFER TO PURCHASE ON BEHALF OF ANY OF THEM IN CONNECTION WITH THE OFFER OTHER THAN THE ENCLOSED OFFER DOCUMENTS AND THE OFFER TO PURCHASE CONTAINED THEREIN.