

# **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 Our Clients:

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 (“Digicel”), relating to Digicel’s 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 Digicel. Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Offer to Purchase.

Digicel intends to fund the consummation of the Offer with proceeds from its 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The “Total Consideration” for each \$1,000 principal amount of the Notes validly tendered and not validly withdrawn before the Expiration Time shall be \$1,026.5.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, Digicel expects to accept all tenders of Notes that have been validly tendered, and Digicel expects 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 Digicel, Digicel expects to accept for payment, and, pay for, all Notes that are validly tendered on the Settlement Date.

Completion of the Offer is subject to certain conditions described in the Offer to Purchase.

This material relating to the Offer is being forwarded to you as the beneficial owner of Notes carried by us for your account or benefit but not registered in your name. A tender of any Notes may only be made by us as the registered holder and pursuant to your instructions. Therefore, Digicel urges beneficial owners of Notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee to contact such registered holder promptly if they wish to tender Notes pursuant to the Offer.

Accordingly, we request instructions as to whether you wish us to tender Notes with respect to any or all of the Notes held by us for your account and the principal amount at maturity of Notes that you wish us to tender. We urge you to read carefully the Offer to Purchase, the Letter of Transmittal, the Notice of Guaranteed Delivery including the documents incorporated by reference therein, and the other materials provided herewith before instructing us to tender your Notes.

Tendered Notes may be withdrawn at any time at or prior to the Expiration Time.

**If the Offer is terminated or otherwise not completed, the applicable Total Consideration and any accrued and unpaid interest will not be paid or become payable pursuant to the Offer to the Holders of Notes who have tendered their Notes and such Notes shall be returned promptly to such Holders.**

Your instructions to us should be forwarded as promptly as possible in order to permit us to tender Notes in accordance with the provisions of the Offer.

Your attention is directed to the following:

1. The Offer is for all Notes that are outstanding, as specified in the Offer to Purchase.
2. For you to be eligible to receive the applicable Total Consideration, we must receive your instructions in ample time to permit us to effect a tender of Notes prior to the Expiration Time pursuant to the terms of the Offer.
3. Digicel's obligation to accept and pay for tendered Notes is subject to satisfaction of the conditions set forth in the Offer to Purchase under "Conditions of the Offer."
4. Any transfer taxes incident to the transfer of Notes from the tendering Holder to the Company will be paid by the Company, except as provided in the Offer to Purchase and in the instructions to the Letter of Transmittal.

5. The Offer is not being made to (nor will the surrender of Notes for purchase be accepted from or on behalf of) Holders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction.

6. The acceptance for payment of Notes validly tendered before the Expiration Time and the payment of the Total Consideration will be made on the Settlement Date or the Guaranteed Delivery Settlement Date, as applicable, subject to rules promulgated pursuant to the Securities Exchange Act of 1934, as amended.

7. Completion of the Offer may have adverse consequences to non-tendering Holders, including that non-tendering Holders and any Holders whose Notes are not purchased in the Offer will no longer be entitled to the benefit of certain of the restrictive covenants and events of default currently contained in the applicable Indenture governing such Notes, and that the reduced amount of outstanding Notes as a result of the Offer may adversely affect the trading market, liquidity and market price of such Notes.

If you wish to have us tender any or all your Notes held by us for your account or benefit pursuant to the Offer, please so instruct us by completing, executing and returning to us the instruction form that appears below. **The accompanying Letter of Transmittal is furnished to you for informational purposes only and may not be used by you to tender Notes held by us and registered in our name for your account.**

## INSTRUCTIONS

The undersigned acknowledge(s) receipt of your letter and the enclosed material referred to therein relating to the Offer by Digicel with respect to the Notes.

**This will instruct you to tender the principal amount of the Notes indicated below at the price(s) (if any) specified below held by you for the account or benefit of the undersigned, pursuant to the terms of and conditions set forth in the enclosed Offer to Purchase and the accompanying Letter of Transmittal.**

### PLEASE SIGN AND COMPLETE

<b>Series of Notes</b>	<b>CUSIP/ISIN No.</b>	<b>Certificate Number(s)*</b>	<b>Aggregate Principal Amount At Maturity Represented</b>	<b>Principal Amount At Maturity Tendered**</b>
8.250% Senior Notes due 2017	CUSIP No.: 25380Q AD1/ US25380QAD16  ISIN No.: G27649 AC9/ USG27649AC99			
<p><b>* Need not be completed by Holders tendering by book-entry transfer.</b></p> <p><b>** Unless otherwise indicated in this column labeled "Principal Amount at Maturity Tendered" and subject to the terms and conditions of the Offer to Purchase, a Holder will be deemed to have tendered the entire aggregate principal amount represented by the Notes indicated in the column labeled "Aggregate Principal Amount at Maturity Represented."</b></p> <p><b>Signature(s) of Registered Holder(s) or Authorized Signatory:</b></p> <hr/> <p><b>Name(s) of Registered Holder(s):</b></p> <hr/> <p><b>Address:</b></p> <hr/> <p><b>Zip Code:</b></p> <hr/> <p><b>Area Code and Telephone No.:</b></p> <hr/>				

<b>Tax Identification or Social Security No.:</b>
<b>My Account Number With You:</b>
<b>Date:</b>