

SUPPLEMENT NO. 2 DATED NOVEMBER 2, 2023 TO OFFERING MEMORANDUM



**Offer to Exchange Any and All Outstanding 8.0% Subordinated Notes due 2026 Co-Issued by
Digicel Intermediate Holdings Limited and Digicel International Finance Limited
for New Common Shares to Be Issued by Digicel Holdings (Bermuda) Limited**

**Solicitation of Consents
and
Offer of New Convertible Preferred Shares and New Common Shares to Be Issued by Digicel Holdings (Bermuda)
Limited**

This Supplement No. 2 (the “Supplement”) hereby amends, supplements, modifies, updates and becomes a part of, as of the date hereof, the confidential offering memorandum and consent solicitation statement, dated as of August 21, 2023, as supplemented by Supplement No. 1 dated as of September 13, 2023 to the offering memorandum (as it may be further supplemented and amended from time to time, along with this Supplement, the “Offering Memorandum”), relating to (i) the offer to exchange (the “Exchange Offer”) any and all of the Existing Notes validly tendered (and not validly withdrawn) and accepted for exchange by us for common shares to be issued by DHL, (ii) the simultaneous solicitation of consents (the “Consent Solicitations”) to (a) the Proposed Amendments to the Existing Indenture described in the Offering Memorandum and (b) automatically and unconditionally deliver instructions for the Exchange Agent, effective immediately to act as its true and lawful agent, attorney-in-fact and proxy with respect to the Existing Notes solely for the purpose of taking all steps necessary, including executing all documentation necessary, as may be required by applicable law, (x) to cause such tendered Existing Notes to be assigned, transferred and exchanged and (y) in such capacity as true and lawful agent, attorney-in-fact and proxy to irrevocably vote in favor (including, if required, attending a meeting and voting on behalf of such tendered Existing Notes) of a Scheme with respect to such Existing Notes and (iii) an offer to subscribe for New Convertible Preferred Shares and New Common Shares to be issued by DHL.

Only persons holding Existing Notes who certify that they are (i) “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A under the Securities Act or (ii) persons outside of the United States that are not “U.S. persons” within the meaning of Regulation S under the Securities Act and that are not acquiring the New Notes for the account or benefit of a U.S. person are authorized to receive and review this Supplement and participate in the Exchange Offer, except in certain limited circumstances as set forth in the Offering Memorandum.

The purpose of this Supplement is to amend the Offering Memorandum to update certain disclosure. This Supplement does not purport to be a complete description of the Offering Memorandum. This Supplement should be read in conjunction with the Offering Memorandum for a complete description of the Exchange Offer and the Solicitations. All capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Offering Memorandum.

Change to Description of the Exchange Offer, Solicitation and Scheme

As previously disclosed in Supplement No. 1 dated September 13, 2023 to the Offering Memorandum dated August 21, 2023, DIHL and DIFL elected to commence the Scheme with respect to the Existing Notes. We expect the sanction hearing with respect to the Scheme to occur on or about November 6, 2023. If the Bermuda Court sanctions the Scheme, then we expect the hearing for recognition of the Scheme under Chapter 15 of the U.S. Bankruptcy Code will take place on or about November 8, 2023. There can be no assurance that the Bermuda Court will sanction the Scheme or sanction the Scheme upon the terms and conditions we present, or, even if the Scheme is sanctioned, that the U.S. Bankruptcy Court will recognize the Scheme under Chapter 15 of the U.S. Bankruptcy Code. Even if the Scheme is sanctioned by the Bermuda Court and is recognized by the U.S. Bankruptcy Court under Chapter 15 of the U.S. Bankruptcy Code, the consummation of the Scheme would remain subject to certain other conditions. See “Risk Factors—Risks Relating to the Scheme—In order to consummate the Scheme, we must obtain certain governmental approvals, and if such approvals are delayed or not granted, consummation of the Scheme may be delayed or prevented” in the Offering Memorandum.

Change to the Expiration Date

The Expiration Date is extended as set forth below:

Date	Time and Calendar Date	Event
Expiration Date.....	5:00 p.m., New York City time, on November 27, 2023, unless extended	The deadline for Eligible Holders to tender Existing Notes in the Exchange Offer.

The Expiration Date may be extended further until the Scheme is consummated.

Other Modifications

Other information contained in the Offering Memorandum is deemed to have changed to the extent affected by the changes described above.