



A FORTIS COMPANY

BELIZE ELECTRICITY LIMITED

Debenture Interest Reinvestment Plan

Terms & Conditions
and Enrollment Form

SEPTEMBER 17, 2007

FEATURES OF THE DIRP PLAN

Through the Debenture Interest Reinvestment Plan (Dirp Plan), debentureholders of Belize Electricity Limited (BEL) now have the option to elect to reinvest their interest earnings payable in respect of BEL's Series 1, 2, 3 and 4 and future Debentures series in additional Debentures of the Company. Debentureholders currently receiving cash interest who do not wish to reinvest their cash interest in additional Debentures of the Company need not take any further action to continue to receive cash interest.

Debentures purchased with reinvested cash interest will be issued from un-allotted Debentures of the Company. As of September 17, 2007, only Series 4 Debentures are available for allotment. Debentures will be purchased at \$100 per debenture. Participants in the Dirp Plan do not pay any transaction costs associated with the Dirp Plan.

In order to participate in the Dirp Plan, debentureholders will have to be entitled to a minimum of \$100 cash interest at each quarterly interest payment date. Debentures purchased through the Dirp Plan will be done in multiples of \$100 up to the maximum allowed by the cash interest the debentureholder would otherwise be entitled to. No fractional Debentures will be issued and any cash interest remaining after purchase of additional Debentures via the Dirp Plan will be paid to the debentureholder as per the normal cash interest payment process.

PURPOSE OF THE DIRP PLAN

The Dirp Plan allows eligible holders of debentures of BEL to conveniently purchase additional Debentures of the Company by reinvesting their cash interest. As a result, existing eligible debentureholders can take advantage of increasing their investment in the Company and thereby increase their earnings on their investment in BEL through additional interest returns on the increased number of Debentures held.

Funds derived from the issuance of additional Debentures as a result of the Dirp Plan will be utilized by the Company

for working capital purposes and to assist in financing the Company's Capital Investment Program.

ENROLLMENT

A registered holder of Debentures of the Company which entitles the holder to receive quarterly minimum \$100.00 in interest is eligible to enroll in the Dirp Plan at any time by completing the attached enrollment form and sending it to BEL's Company Secretary. Only registered debentureholders may participate in the Plan. Therefore beneficial owners of Debentures of the Company whose Debentures are not registered in their own name(s) would need to either (a) have the registered debentureholder enroll or (b) have the Debentures transferred into their own name(s) to participate in the Dirp Plan. Once a debentureholder has enrolled in the Dirp Plan, participation continues automatically unless terminated in accordance with the terms of the Dirp Plan (see below).

Under the terms of the Dirp Plan, debentureholders will need to waive their right to receive quarterly cash interest payments in accordance with the respective Debenture indenture, and elect to direct the Company to reinvest all quarterly cash interest in respect of Debentures of the Company registered in their name(s) in additional Debentures of the Company available at the time subject to a minimum of \$100 or multiples thereof with the balance of interest paid out in cash; subject to a minimum annual participation of \$400.

A registered debentureholder will become effectively enrolled in the Dirp Plan with regard to the reinvested interest as of the first quarterly interest payment date following receipt by the Company Secretary of a properly completed enrollment form provided that such enrollment form is received at least five (5) business days prior to such quarterly interest payment date.

If an enrollment form is received by the Company Secretary at an interval less than five (5) business days before the quarterly interest payment date or after the quarterly

interest payment date for a particular interest payment, that interest may be paid to the debentureholder in the usual manner and effective enrollment in the Dirp Plan will commence on the next quarterly interest payment date.

Quarterly interest in respect of Debentures is paid on March 31, June 30, September 30 and December 31.

METHOD OF PURCHASE

Interest payable in respect of Debentures registered in the Dirp Plan will be applied automatically on each quarterly interest payment date for those Debentures to the purchase of additional Debentures of the Company available at the time. Additional Debentures will be acquired with the cash interest from Debentures of the Company in multiples of \$100. Full investment of funds from interest in the Dirp Plan may not be possible because fractions of Debentures will not be issued.

Debentures obtained pursuant to the Dirp Plan will be registered in the name of the debentureholder enrolled.

PRICE OF ADDITIONAL DEBENTURES

The price for the additional Debentures to be acquired by each Dirp Plan participant will be \$100 per debenture. The total \$100 is to be recorded as long-term debt of the Company.

COST

There are no brokerage commissions, government fees or other transaction costs payable by the participants in the Dirp Plan. All administrative and transaction costs of the Dirp Plan are paid by BEL.

DEBENTURE CERTIFICATES

Generally, certificates for additional Debentures obtained each quarter through the Dirp Plan will be issued within three months from the acquisition date (quarterly interest

payment date). Both these new certificated Debentures and the original Debentures enrolled in the Dirp Plan will continue to receive quarterly interest reinvestment until directions otherwise are received in writing from the debentureholder.

TERMINATION OF ENROLLMENT

Enrollment in the Dirp Plan may be terminated by written notice to the Company Secretary and signed by the registered holder or his or her duly appointed executor or administrator. If such notice is not signed by the registered holder, evidence satisfactory to the Company of another's authority to act on behalf of the registered holder must be supplied. If notice of termination is not received by the Company Secretary at least five business days before a quarterly interest payment date, then the next interest for such date may be paid by purchase of additional Debentures in accordance with the Dirp Plan and termination of enrollment in the Dirp Plan may not take effect until after such interest reinvestment has been completed. Thereafter the debentureholder will re-commence receiving cash interest on all Debentures held as per previous quarterly cash interest payment arrangements.

Enrollment in the Dirp Plan will automatically terminate upon the exercise of any put or call options of the Debentures enrolled in the Dirp Plan. The termination would take effect from the service of the put option (by the debentureholder) or of the call notice (by the Company) as the case may be. Enrollment in the Dirp Plan will also automatically terminate in any event upon the maturity and repayment of the Debentures enrolled in the Plan.

The Dirp Plan will automatically be suspended upon the full subscription of any existing open Debenture offer from which Debentures are subscribed for in cash or acquired in fulfillment of Debenture interest reinvestments and where no new series of debenture offer is opened.

The Company may also terminate the Dirp Plan at any time.

DISPOSITION OF DEBENTURES ENROLLED IN THE DIRP PLAN

If a Dirp Plan participant sells or transfers all or a portion of his or her Debentures of the Company that are enrolled in the Dirp Plan to a third party other than the Company, the Company will continue to reinvest the interest on the Debentures enrolled in the Dirp Plan in accordance with the terms hereof until notice of termination is received by the Company. Debentures sold to or acquired by the Company in accordance with the terms of the Debenture will automatically cease to be enrolled in the Dirp Plan.

DIRP PLAN DEBENTURE RIGHTS

Subject only to the reinvestment of interest in accordance with the terms hereof Debentures issued in relation to the Dirp Plan will enjoy all the rights of any other Debenture in the Company of the same series whether acquired via the Dirp Plan or not. These include rights to put and call options, maturity repayments, negative covenants by the Company, etc. as provided for in the Indenture to the respective Debentures acquired via the Dirp Plan.

RESPONSIBILITY OF THE COMPANY

The Company shall not be liable for any act undertaken in good faith, or have any duties, responsibilities or liabilities except as expressly set forth in the Dirp Plan or as required by law.

The Company reserves the right to amend, suspend or terminate the Dirp Plan at any time, but such action shall have no retroactive effect which would prejudice the interests of participants. Participants will be sent written notice of any such amendment, modification, suspension or termination.

TAX CONSIDERATIONS

Interest earned on Debentures outstanding or Debenture offers currently opened is exempt from any tax which may otherwise have been or become payable by virtue of Government of Belize exemption letter(s). Consequently, interest received and applied towards the purchase of additional Debentures as a result of participation in the Dirp Plan is not subject to tax under the Income and Business Tax Act subject to the terms and conditions

of future series of Debentures that may be opened and become available for issue to Dirp Plan participants.

USE OF PROCEEDS

As noted above, proceeds received by the Company from the issue of additional Debentures under the Dirp Plan will be used for working capital purposes and to assist the Company in financing its capital expansion program.

EFFECTIVE DATE

The effective date of the Dirp Plan is September 17, 2007. However, the Plan does not take effect in relation to any debentureholder unless and until the debentureholder has enrolled in accordance with the terms contained herein. An enrollment form has been included herewith and can be completed and delivered to the Company at the address indicated under Notices below.

NOTICES

All notices required to be given to a participant in the Dirp Plan will be mailed to the participant at the most recent address shown on the records of the Company.

All communications to the Company (Company Secretary), including requests at anytime for additional enrollment forms or information regarding the Dirp Plan should be directed as follows:

Belize Electricity Limited
Debenture Interest Reinvestment Plan
Attention: Company Secretary
2 1/2 Miles Northern Highway
P.O. Box 327
Belize City, Belize
Telephone: 501-227-0954 (Extn. 1104)
Fax: 501-223-0891
E-mail: corporate@bel.com.bz

**BELIZE ELECTRICITY LIMITED (“BEL”, “the Company”)
DEBENTURE INTEREST REINVESTMENT PLAN (“Dirp Plan”)**

ENROLLMENT FORM

I wish to participate in the Dirp Plan of Belize Electricity Limited (BEL) by having all quarterly interest payments on my Debentures of the Company (as noted below and hereinafter called the “Debentures”) reinvested from time to time in additional available Debentures of the Company in accordance with the terms of the Dirp Plan. I understand that (a) participation in the Dirp Plan requires a minimum quarterly and annual interest payment entitlement of \$100 and \$400, respectively (b) interest remaining payable after dividing my total quarterly interest payment due by the price of \$100 per Debenture will be paid to me as per my previous quarterly interest payment arrangements with the Company.

I hereby waive my right to receive quarterly cash interest payments in the form specified in the indenture to the Debentures consequent on my decision to participate in the Dirp Plan to the extent of the interest reinvestment necessary to acquire whole new Debentures in accordance with the first paragraph above.

I hereby also elect to have my Debenture quarterly cash interest payments applied towards the purchase of additional Debentures in accordance with the first paragraph above and as a result subscribe for the applicable additional Debentures in accordance with the subscription requirements of the Debenture issue currently open.

Name(s): _____

(As noted on Debentureholders Register)

Certificate Number(s): (Optional)

Remove Enrollment Form by separating along perforation

Debenture Series:

Series 1
(12%)

Series 2
(9.5%)

Series 3
(10%)

Series 4
(10%)

Other Future
Series

Address: _____

E-mail: _____

Signature(s): _____

Tel: _____

Fax: _____

Date: _____

Instructions:

1. Indicate your full quarterly interest participation in the Dirp Plan by checking the box on reverse.
2. Under "Debenture Series" section of the enrollment form indicate the series of Debentures you wish to have participate in the Dirp Plan.
3. This form must be signed by the registered holder(s) of the Debentures.
4. When this form is executed by a person acting in a representative capacity, the signature must be accompanied by satisfactory evidence of authority to sign.
5. When this form is executed on behalf of a corporation the persons signing must be officers authorized to sign on behalf of the corporation and the corporate seal must be affixed to the form (the seal may be affixed near the signatures).

Please mail or deliver completed enrollment form to:

**Belize Electricity Limited
Debenture Interest Reinvestment Plan
Attention: Company Secretary
2 ½ Miles Northern Highway
P.O. Box 327
Belize City, Belize**