

RA HOLDING CORP.

INSTRUCTION SHEET FOR SHARE TRANSFER FORM

The attached Share Transfer Form may be used to transfer shares issued by RA Holding Corp. in the following classes: (i) Class A-1 Preference Shares, (ii) Class A-2 Preference Shares, (iii) Class A Ordinary Shares, and (iv) Class B Ordinary Shares.

The transferring shareholder should fill in its name, the class of shares being transferred, the name and address of the transferee, and the number of shares being transferred. The transferor and transferee must both execute the form, and the transferee must certify its eligibility to receive the shares by completing Schedule 1 to the Share Transfer Form.

Medallion Signature Guarantee

U.S. Residents. Transferors who are U.S. residents must obtain a “medallion signature guarantee,” which guarantees the authenticity of the signature, from an eligible guarantor institution with membership in an approved signature guarantee medallion under SEC Rule 17ad-15. Medallion signature guarantees can be obtained at most major banks in the United States.

Non-U.S. Residents. With respect to any transfers of Class A Ordinary Shares or Class B Ordinary Shares, or any transfers of 2,181 or fewer Class A-1 Senior Preference Shares or Class A-2 Senior Preference Shares, transferors who are not U.S. residents need not provide a medallion signature guarantee or any other form of signature authentication.

Large Transfers. For any transfers of greater than 2,181 Class A-1 Senior Preference Shares or Class A-2 Senior Preference Shares, the transferor must provide a medallion signature guarantee. If a medallion signature guarantee would be difficult to obtain, please contact American Stock Transfer & Trust Company, LLC (“AST”), RA Holding Corp.’s stock transfer agent. AST’s contact information is set forth below.

Contact and Address for Forms

Completed forms, as well as any questions with respect to these forms, should be directed to AST:

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Attn: Jacqueline I. Kretzu
Brooklyn, NY 11219
Call toll-free 1-800-937-5499 or 718-921-8124
Facsimile: 718-765-8713

RA HOLDING CORP.

SHARE TRANSFER FORM

_____ (the "Transferor") hereby assigns and transfers unto the assignee named below (the "Transferee") the number of [Class A-1 Senior Preference Shares / Class A-2 Senior Preference Shares / Class A Ordinary Shares / Class B Ordinary Shares] issued by RA Holding Corp., an exempted company incorporated with limited liability in the Cayman Islands, listed opposite the respective name of the Transferee and all other rights of the Transferor under such [Class A-1 Senior Preference Shares / Class A-2 Senior Preference Shares / Class A Ordinary Shares / Class B Ordinary Shares]:

<u>Name of Transferee</u>	<u>Address</u>	<u>No. of Shares</u>
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The undersigned Transferee hereby represents and warrants that each statement contained herein and on the attached Schedule 1 (which must be completed by the Transferee in order to assign the [Class A-1 Shares / Class A-2 Shares / Class A Ordinary Shares / Class B Ordinary Shares]) is true, correct and complete, and understands that RA Holding Corp. may require additional information to confirm any eligibility to receive Securities.

[TRANSFEROR]¹

[TRANSFEREE]

By: _____

By: _____

Name:

Name:

Title:

Title:

Dated: _____

Dated: _____



Affix Medallion Guarantee Imprint in Box²

¹ [This name should correspond exactly with the name of the holder of the relevant shares on the official share register maintained by the American Stock Transfer & Trust Company, LLC.]

² Please consult the attached Instruction Sheet for more information regarding the requirement for a Medallion Guarantee.

Schedule 1

**THIS SECTION TO BE COMPLETED BY ELIGIBLE TRANSFEREES
OUTSIDE THE UNITED STATES OF AMERICA WHO ARE NOT U.S.
PERSONS**

Offshore Transaction

- _____ 1. I hereby acknowledge that all of the [Class A-1 Shares / Class A-2 Shares
Initial / Class A Ordinary Shares / Class B Ordinary Shares] (the “Securities”) are being offered, sold and distributed in an offshore transaction (as defined in Regulation S (“Regulation S” of the U.S. Securities Act of 1933, as amended (the “Securities Act”)) meeting the requirements of Regulation S, and I hereby represent, warrant, acknowledge and agree that I am (and each beneficial owner, if any, on whose behalf I am making such representations, warranties, acknowledgements and agreements, is) outside the United States (as defined in Regulation S) and that no Securities will be distributed to me (or to, or for the account or benefit of, any such beneficial owner) at an address within the United States, nor will such Securities be registered in my name (or the name of, or for the account or benefit of, any such beneficial owner) at an address within the United States.

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Non-US Person

I hereby represent and warrant that either:

- _____ 2. I am not (nor is any beneficial owner on whose behalf I am making such
Initial representation and warranties) a U.S. person, and in particular, I am (and
each such beneficial owner, if any, is) none of the following:
- a natural person resident in the United States;
 - a partnership or corporation organized or incorporated under the laws of the United States;
 - an estate of which any executor or administrator is a U.S. person;
 - a trust of which any trustee is a U.S. person;
 - an agency or branch of a foreign entity located in the United States;
 - a non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
 - a discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; or
 - a partnership or corporation that is both:
 - organized or incorporated under the laws of any foreign jurisdiction; and
 - formed by a U.S. person principally for the purpose of investing in securities not registered under the Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D of the Securities Act) who are not natural persons, estates or trusts.

OR

- _____ 3. I am (and each such beneficial owner, if any, is) excluded from the
Initial meaning of the term “U.S. person” under Regulation S by virtue of the
following express exception set forth in Rule 902(k)(2) of Regulation S
(tick the relevant exception):

- (i) a discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
- (ii) an estate of which a professional fiduciary acting as executor or administrator is a U.S. person provided that:
 - (A) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and
 - (B) the estate is governed by foreign law;
- (iii) a trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;
- (iv) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- (v) an agency or branch of a U.S. person located outside the United States if:
 - (A) the agency or branch operates for valid business reasons; and
 - (B) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
- (vi) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

THIS SECTION TO BE COMPLETED BY ELIGIBLE TRANSFEREES WHO ARE U.S. PERSONS OR ARE WITHIN THE UNITED STATES OF AMERICA

- _____ 1. I hereby acknowledge that all Securities are being offered, sold and distributed in an exempt transaction not involving a public offering;
Initial

AND

- _____ 2. I hereby represent and warrant that I am (and each beneficial owner on whose behalf I am making such representations and warranties is) either (i) a “qualified institutional buyer,” as such term is defined in Rule 144A(a)(i) under the Securities Act (a “QIB”), or (ii) an “accredited investor,” as such term is defined in Rule 501(a) of Regulation D under the Securities Act;
Initial

AND

- _____ 3. I hereby represent and warrant that I am (and each beneficial owner on whose behalf I am making such representations and warranties is) either (i) a “qualified purchaser (a “Qualified Purchaser”) as defined in Section 2(A)(51) of the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”) or (ii) a “knowledgeable employee” (a “Knowledgeable Employee”) as defined in Rule 3c-5 under the Investment Company Act.
Initial

In furtherance of the representations in paragraph 2 and 3 above, you must complete and initial a combination of (i) paragraph 4 or 5 AND (ii) paragraph 6 or 7 below.

Either a QIB or an Accredited Investor

- _____ 4. I hereby represent and warrant that I am (and each beneficial owner on whose behalf I am making such representations and warranties is) a QIB, or “qualified institutional buyer” as defined in Rule 144A(a)(i) under the Securities Act because I am (and such beneficial owner is) one of (a)
Initial

through (f) below (*initial as applicable*):

- _____ (a) one of the entities listed in Rule 144A(a)(1)(i) who, acting for
Initial my (or its) own account or the accounts of other QIBs, in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the undersigned (or any such beneficial owner);
- _____ (b) a dealer registered pursuant to Section 15 of the U.S. Securities
Initial Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other QIBs, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with you (or such beneficial owner) (excluding securities constituting the whole or a part of an unsold allotment to or subscription by you (or such beneficial owner) as a participant in a public offering);
- _____ (c) a dealer registered pursuant to Section 15 of the Exchange Act
Initial acting in a riskless principal transaction on behalf of a QIB;
- _____ (d) an investment company registered under the Investment
Initial Company Act, acting for its own account or for the accounts of other QIBs, that is part of a “family of investment companies” (within the meaning of Rule 144A(a)(iv)) which own in the aggregate at least \$100 million, in securities of issuers, other than issuers that are affiliated with you (or such beneficial owner) or are part of such family of investment companies.
- _____ (e) an entity, all of the equity owners of which are QIBs, acting for
Initial its own account or the accounts of other QIBs.
- _____ (f) a bank as defined in section 3(a)(2) of the Securities Act, a
Initial savings and loan association or other institution as referenced in section 3(a)(5)(A) of the Securities Act, or a foreign bank or savings and loan association or equivalent institution, acting for my (or such beneficial owner’s) own account or the accounts of other QIBs, that in the aggregate owns and invests on a

discretionary basis at least \$100 million in securities of issuers that are not affiliated with me (or such beneficial owner) and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 or 18 months from the date hereof, as required in Rule 144A(a)(vi).

OR

_____ 5. I hereby represent and warrant that I am (and each beneficial owner on
Initial whose behalf I am making such representations and warranties is) an
“accredited investor,” as defined in Rule 501(a) of Regulation D under the
Securities Act, because I am one of (a) through (h) below (*initial as
applicable*):

_____ (a) I am (and each beneficial owner on whose behalf I am making
Initial such representations and warranties is) one of (i) through (vi)
below (check as applicable):

- (i) a bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity;
- (ii) a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act; any insurance company as defined in Section 2(13) of the Securities Act;
- (iii) an investment company registered under the Investment Company Act or a business development company as defined in Section 2(a)(48) of the Investment Company Act;
- (iv) a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the U.S. Small Business Investment Act of 1958, as amended;

- (v) a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, with total assets of in excess of \$5,000,000;

\$ _____ in total assets.

- (vi) An employee benefit plan within the meaning of the U.S. Employee Retirement Income Security Act of 1974, as amended, otherwise meeting the requirements of Rule 501(a)(i) of Regulation D under the Securities Act.

_____ (b) any private business development company as defined in Section 202(a)(22) of the U.S. Investment Advisers Act of 1940, as amended.
Initial

_____ (c) any organization described in Section 501(c)(3) of title 26 of the United States Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000.
Initial

_____ (d) any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer.
Initial

_____ (e) any natural person whose individual net worth, or joint net worth with that person's spouse, exceeds \$1,000,000, calculated without including the value of any primary residence and otherwise calculated as required under Rule 501(a)(5) of Regulation D under the Securities Act.
Initial

\$ _____ net worth.

_____ (f) Any natural person who had the following income levels for the
Initial past two years and has a reasonable expectation or reaching the
same income level in the current year (*check (i) or (ii) as
applicable*):

- (i) individual income in excess of \$200,000 in
each of the two most recent years;

individual annual income of
\$_____ and
\$_____ in the past two
years

OR

- (ii) joint income with that person's spouse in excess
of \$300,000 in each of the two most recent
years;

individual annual income of
\$_____ and
\$_____ in the past two
years

_____ (g) a trust, with total assets in excess of \$5,000,000, not formed for
Initial the specific purpose of acquiring the securities offered, whose
purchase is directed by a sophisticated person as described in
Rule 506(b)(2)(ii) of Regulation D under the Securities Act.

_____ (h) an entity in which all of the equity owners are "accredited
Initial investors."

AND

(You must also complete either paragraph 6 or 7 below.)

Qualified Purchaser or Knowledgeable Employee

_____ 6. I hereby represent and warrant that I am (and each beneficial owner on
Initial whose behalf I am making such representations and warranties is) a
Qualified Purchaser as defined in Section 2(A)(51) of the Investment
Company Act because I am (and each beneficial owner on whose behalf I
am making such representations and warranties is) one of (a) through (d)
below (*initial as applicable*):

_____ (a) a natural person (including, if applicable, a person who holds
Initial a joint, community property, or other similar shared
ownership interest in an issuer that is excepted from the
definition of “investment company” under the Investment
Company Act pursuant to Section 3(c)(7) thereunder with that
person’s qualified purchaser spouse) who owns not less than
\$5,000,000 in investments (as defined in Rule 2a51-1 under
the Investment Company Act); or

Total investments owned: \$ _____

_____ (b) a company that owns not less than \$5,000,000 in investments
Initial and that is owned directly or indirectly by or for two or more
natural persons who are related as siblings or spouse
(including former spouses), or direct lineal descendants by
birth or adoption, spouses of such persons, the estates of such
persons, or foundations, charitable organizations, or trusts
established by or for the benefit of such persons, and I am
(and each beneficial owner on whose behalf I am making such
representations and warranties is) not a company referred to in
Section 2(a)(51)(b) under the Investment Company Act; or

Total investments owned: \$ _____

_____ (c) a trust that is not covered by clause (b) directly above and that
Initial was not formed for the specific purpose of acquiring the securities offered, as to which the trustee or other person authorized to make decisions with respect to the trust, and each settlor or other person who has contributed assets to the trust, is a person described in clause (a) or (b) above or clause (d) below; or

_____ (d) a person, acting for its own account or the accounts of other
Initial qualified purchasers, who in the aggregate owns and invests on a discretionary basis not less than \$25,000,000 in investments.

Total investments owned: \$ _____

OR

_____ 7. I hereby represent and warrant that I am a Knowledgeable Employee as
Initial defined in Rule 3c-5 under the Investment Company Act because I am (and each beneficial owner on whose behalf I am making such representations and warranties is) one of (a) or (b) below (initial as applicable).

_____ (a) a *current* Executive Officer (within the meaning of Rule 3C-5
Initial under the Investment Company Act), director, trustee, general partner, advisory board member, or person serving in a similar capacity, of the relevant Issuer of the Security to be transferred or an Affiliated Management Person (within the meaning of Rule 3c-5 under the Investment Company Act) of the relevant Issuer.

- _____ (b) a *current* employee of the relevant Issuer or a current
Initial Affiliated Management Person of the relevant Issuer (other than an employee performing solely clerical, secretarial or administrative functions with regard to such company or its investments) who, in connection with his or her regular functions or duties, participates in the investment activities of such Issuer, other Covered Companies (within the meaning of Rule 3c-5 under the Investment Company Act), or investment companies the investment activities of which are managed by such Affiliated Management Person of the Issuer or other Covered Company, provided that such employee has been performing such functions and duties for or on behalf of the relevant Issuer or other Covered Company or the Affiliated Management Person of the relevant Issuer or other Covered Company, or substantially similar functions or duties for or on behalf of another company for at least 12 months.