

## NOTICE TO HOLDERS OF CLAIMS IN CLASS 9(a)

### PLEASE TAKE NOTICE OF THE FOLLOWING:

On June 17, 2013, the Honorable Sean H. Lane, United States Bankruptcy Judge, entered an order [Docket No. 1262] (the “**Confirmation Order**”) confirming the Debtors’ *Confirmed Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c), and Related Debtors Under Chapter 11 of the Bankruptcy Code (with First Technical Modifications)*, dated as of June 11, 2013 [Docket No. 1265] (the “**Plan**”). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Confirmation Order and the Plan.

### Required Information

The Plan provides that, to be eligible to receive distributions on account of Allowed Claims, Holders of such Claims must provide certain information and documentation to Wilmington Trust, N.A. (“**Wilmington Trust**”), including (but not limited to) any item reasonably required by the Reorganized Debtors and the New Holding Companies. Pursuant to these provisions, the Reorganized Debtors and New Holding Companies require that each Holder of an Allowed Claim in class 9(a) complete the following attached forms (the “**Required Forms**”) and return the validly completed and executed Required Forms to Wilmington Trust, as set forth below, prior to receiving any distribution on account of its Allowed Claim(s):

- Information Request Form for Holders of Class 9(a) Claims;
- OFAC Certification;
- Internal Revenue Service Form W-8 or W-9, as applicable; and
- Securities Eligibility Determination Form for Holders of Class 9(a) Claims (the “**Securities Form**”).

The Reorganized Debtors and New Holding Companies reserve the right to impose additional, reasonable information requirements prior to making distributions to any Holders.

To be eligible to participate in any Distribution, as further detailed below, (i) a Holder must have delivered to Wilmington Trust validly completed and executed Required Forms *and* (ii) such Holder’s Claim(s) must have been Allowed in whole or in part, in each case prior to 5:00 p.m. (New York time) on the tenth (10<sup>th</sup>) Business Day prior to such Distribution, provided that no Securities Forms will be accepted from, and no Distributions will be made to, any Holder if its Securities Form is delivered later than 5:00 p.m. (New York time) on the Forfeiture Date\* for such Holder’s Claim(s). You should consult the Plan for more information about the Distributions.

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\* The Forfeiture Date is defined in the Plan as the date that is the later of (i) the one-year anniversary of the Effective Date, or (ii) the one-year anniversary of the date on which Distribution is made available to the applicable Claimant by the Disbursing Agent.

**PURSUANT TO THE PLAN, FAILURE OF A HOLDER TO COMPLETE ANY OF THE REQUIRED FORMS WILL RESULT IN DELAY IN DISTRIBUTION ON ACCOUNT OF SUCH HOLDER'S CLAIM(S) AND/OR LOSS OF ELIGIBILITY TO RECEIVE ANY DISTRIBUTION ON ACCOUNT OF SUCH CLAIM(S). NO CONSIDERATION WILL BE DISTRIBUTED TO A HOLDER WHO FAILS TO COMPLETE (INCLUDING EXECUTION, AS REQUIRED) AND RETURN THE REQUIRED FORMS PRIOR TO THE RELEVANT FORFEITURE DATE(S) WITH RESPECT TO SUCH HOLDER'S CLAIM(S).**

If you have any questions regarding completion of any of the Required Forms, please contact FTI Consulting, Inc., financial advisors to the Reorganized Debtors and the New Holding Companies (Attn: William Ng or James Balcom, by telephone at 212-499-3649, or by e-mail at [ArcapitaClaims@FTIConsulting.com](mailto:ArcapitaClaims@FTIConsulting.com)).

### **OFAC Certification Form**

The Office of Foreign Assets Control (“OFAC”) of the U.S. Department of the Treasury administers and enforces economic and trade sanctions against certain governments, entities and natural persons based on U.S. foreign policy and national security goals. There are (i) country-wide sanctions programs and (ii) a list of Specially Designated Nationals and Blocked Persons (the “List”), which may be found for review on the website maintained by OFAC at [www.treasury.gov](http://www.treasury.gov), and at the following url:

<http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>.

Under OFAC regulations, distributions cannot be made directly or indirectly to anyone who is on the List or with whom transactions are prohibited because of a country sanction. Accordingly, in order to receive any distribution to which you otherwise may be entitled, you must complete and submit to Wilmington Trust the attached OFAC Certification Form confirming that neither you nor, to the best of your knowledge, any person or entity for whom you may be acting or who may be the beneficial owner of the applicable claim(s), security/(ies), or interest(s) is a person or entity with whom it is illegal for a U.S. person to transact under the OFAC sanctions regulations and the List.

**PURSUANT TO THE PLAN, NO CONSIDERATION WILL BE DISTRIBUTED TO HOLDERS OF CLAIMS OR INTERESTS WHO FAIL TO DELIVER A VALIDLY COMPLETED AND EXECUTED OFAC CERTIFICATION FORM (OR ANY OTHER OF THE REQUIRED FORMS) ON OR BEFORE THE RESPECTIVE FORFEITURE DATES OF THE CLAIMS OR INTERESTS.**

### **Internal Revenue Service Form W-8 or W-9**

You must complete the appropriate IRS Form W-8 or W-9, each of which accompanies this Notice.

**If you are a U.S. payee**, please complete the attached Form W-9, and return it to Wilmington Trust at the address provided below.

**If you are a foreign payee**, please complete the appropriate Form W-8 (one of Form W-8BEN, Form W-8ECI, Form W-8EXP, or Form W-8IMY, as applicable), and return the completed Form W-8 (including all required attachments) to Wilmington Trust at the address provided below. Form W-8 and instructions are available at [www.irs.gov](http://www.irs.gov).

**PURSUANT TO THE PLAN, NO CONSIDERATION WILL BE DISTRIBUTED TO HOLDERS OF CLAIMS OR INTERESTS WHO FAIL TO DELIVER A VALIDLY COMPLETED AND EXECUTED FORM W-8 OR W-9 (OR ANY OTHER OF THE REQUIRED FORMS) ON OR BEFORE THE RESPECTIVE FORFEITURE DATES OF THE CLAIMS OR INTERESTS.**

### **Securities Eligibility Determination Form**

The Plan provides that Holders of Allowed Claims are entitled to receive a Distribution in the form of certain securities. The securities to be issued pursuant to the Plan include Sukuk Obligations (“**Sukuks**”) issued by RA Invest Limited (the “**Sukuk Issuer**”); two classes of New Arcapita Class A Shares, the class A-1 senior preference shares (the “**New Arcapita Class A-1 Senior Preference Shares**”) and the class A-2 senior preference shares (the “**New Arcapita Class A-2 Senior Preference Shares**”, and together with the New Arcapita Class A-1 Senior Preference Shares, the “**Preference Shares**”) issued by RA Holding Corp. (the “**Equity Issuer**” and, together with the Sukuk Issuer, the “**Issuers**”); two classes of New Arcapita Ordinary Shares, the class A ordinary shares (the “**New Arcapita Class A Ordinary Shares**”) and the class B ordinary shares (the “**New Arcapita Class B Ordinary Shares**” and, together with the New Arcapita Class A Ordinary Shares, the “**Ordinary Shares**”, such Ordinary Shares, together with the Preference Shares, the “**Shares**”) issued by the Equity Issuer; New Arcapita Creditor Warrants, exercisable for New Arcapita Class A Shares; and New Arcapita Shareholder Warrants (together with the New Arcapita Creditor Warrants, the “**Warrants**”) issued by the Equity Issuer, exercisable for New Arcapita Class C Ordinary Shares (the “**Warrant Shares**”). As used herein, the term “**Securities**” refers collectively to the Sukuks, Shares, Warrants and Warrant Shares.

As noted above, enclosed with this Notice is (among other forms) a Securities Form, which must be completed and executed by each Beneficial Owner (and each Holder to the extent that it has no separate Beneficial Owners in respect of the Claim(s) it holds) of an Allowed Claim in order for it to receive the Securities or cash consideration under the Plan (the “**Plan Consideration**”) for which it is eligible. The timing of receipt of Plan Consideration, if any, delivered to any Holder who is eligible on the terms described herein will depend on when the Holder files the Securities Form and when such Holder’s Claim(s) becomes an Allowed Claim or Claims. Pursuant to the Plan, the Reorganized Debtors and New Holding Companies will cause Distributions of Securities to be made to eligible Holders of Allowed Claims as soon as practicable after the Effective Date, and approximately every ninety (90) days thereafter, the Reorganized Debtors and New Holding Companies will cause further Distributions to be made to eligible Holders of Allowed Claims, in order to distribute all securities not required to be held in reserve, until all Distributions contemplated by the Plan have been made. In addition to the foregoing, the Reorganized Debtors and New Holding Companies will cause Distributions to be made approximately every thirty (30) days to Holders of Claims that are Allowed (and/or who

return their validly completed and executed Securities Form) after the Effective Date, but which Holders have not yet received any Distribution pursuant to the Plan.

**PURSUANT TO THE PLAN, NO CONSIDERATION WILL BE DISTRIBUTED TO HOLDERS OF CLAIMS OR INTERESTS WHO FAIL TO DELIVER A VALIDLY COMPLETED AND EXECUTED SECURITIES FORM (OR ANY OTHER OF THE REQUIRED FORMS) ON OR BEFORE THE RESPECTIVE FORFEITURE DATES OF THE CLAIMS OR INTERESTS.**

*Notice to all Holders and Beneficial Owners*

None of the Securities has been or will be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered, sold or distributed in the United States or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the Securities Act (“**Regulation S**”)), except pursuant to an available exemption from such registration. The Securities are being offered, sold and delivered within the United States in exempt transactions not involving a public offering and outside the United States in offshore transactions (as defined in Regulation S) in reliance on the exemption from registration provided by Regulation S.

The Securities will be subject to the transfer restrictions described in the attached Securities Form, and by your execution of the Securities Form you will indicate your agreement to comply with such restrictions if and to the extent you receive any Securities under the Plan. In addition, the Warrants may not be sold or transferred for consideration, but rather may only be transferred on a gratuitous basis.

As used in this Notice, “**Beneficial Owner**” has the meaning given such term in Rule 2a51-2 under the Investment Company Act of 1940 (the “**Investment Company Act**”).

*Eligibility to Receive Securities Pursuant to the Plan*

In order to be eligible to receive the relevant Securities under the Plan, a Holder of an Allowed Class 9(a) Claim must submit a validly completed and executed Securities Form (as well as all other Required Forms) not later than 5:00 p.m. (New York time) on the Holder’s Forfeiture Date for such Claim and must satisfy one of the following two requirements (each such Holder an “**Eligible Holder**”). An Eligible Holder (and each Beneficial Owner, if any, on whose behalf the Holder is making such representations, warranties, acknowledgements and agreements) must satisfy the requirements of 1 or 2 below:

- (1) if such Holder (or any such Beneficial Owner) is located in the United States, be both (a) a “**Qualified Institutional Buyer**” (“**QIB**”) (as defined in Rule 144A under the Securities Act (“**Rule 144A**”)) or an “**Accredited Investor**” (as defined in Rule 501 of Regulation D under the Securities Act), and also (b) a “**Qualified Purchaser**” (as defined in Section 2(a)(51) of the Investment Company Act) or a “**Knowledgeable Employee**” (as defined in Rule 3c-5 of the Investment Company Act), and represent that the Holder (or any such Beneficial Owner) is acquiring any such Securities for its own account and not with a view to the resale or other distribution thereof and that the Holder (or any such Beneficial Owner)

has conducted its own investigation with respect to the Securities and the Holder (or any such Beneficial Owner) has received the Disclosure Statement and all information that it believes is necessary or appropriate in connection with its purchase of the Securities and that Holder (or any such Beneficial Owner) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of a prospective investment in the Securities and that Holder (or any such Beneficial Owner) has the ability to bear the economic risk of its investment in the Securities, adequate means of providing for its current and contingent needs, and no need for liquidity with respect to its investment in the Securities, and the Holder (or any such Beneficial Owner) is able to sustain a complete loss of its investment in the Securities, and that the Holder (or any such Beneficial Owner) represents and agrees that the Issuers are justifiably entitled to fully rely on the truthfulness and completeness of these representations and agreements for purposes of issuing the Securities and for their ultimate delivery to the undersigned, and that if the Holder (or any such Beneficial Owner) breaches any covenant contained herein or makes any misrepresentation herein, that the Holder (or any such Beneficial Owner) may be required to sell its Securities; or

- (2) if such Holder (or any such Beneficial Owner) is located outside the United States, be a non-US person (as defined in Regulation S), and, if the Holder (or any such Beneficial Owner) is a resident in a state of the European Economic Area, the Holder (or any such Beneficial Owner) must also be a qualified investor (within the meaning of Article 2(1)(e) of Directive 2003/71/EC and amendment thereto, including Directive 2010/73/EU and any relevant implementing measure in each member state of the European Economic Area) and represent and agree that the Issuers are justifiably entitled to fully rely on the truthfulness and completeness of these representations and agreements for purposes of issuing the Securities and for their ultimate delivery to the undersigned, and that if the Holder (or any such Beneficial Owner) breaches any covenant contained herein or makes any misrepresentation herein, that the Holder (or any such Beneficial Owner) may be required to sell its Securities.

Each Holder of an Allowed Claim who is not able to satisfy one of the above two criteria (the “**Eligibility Criteria**”) to the satisfaction of the Issuers and the Reorganized Debtors and New Holding Companies is referred to herein as an “**Ineligible Holder**”. Eligible Holders who receive Warrants should note that any person exercising a Warrant will also be required to satisfy the Eligibility Criteria at the time of such exercise.

**Please note that none of the Debtors, the Reorganized Debtors, the New Holding Companies, nor counsel to any of the foregoing can provide you with legal advice as to whether you are an Eligible Holder. You should consult with your attorney or legal advisor if you have any questions about your receipt of the Distributions and/or your status as an Eligible Holder or an Ineligible Holder.**

Any Holder of a Claim who does not submit all Required Forms, validly completed and executed, on or before 5:00 p.m. (New York time) on such Holder’s Forfeiture Date will receive no Plan Consideration. Further, if and to the extent that a Claim is Disallowed, the Holder

thereof will also receive no Plan Consideration. The Securities which would have been distributable to Holders who fail to timely submit a validly completed and executed Securities Form or which relate to a Claim or portion of a Claim that is Disallowed are deemed to be forfeited (“**Forfeited Securities**”), and will be re-allocated in accordance with the Plan to the Eligible Holders and for the benefit of the Ineligible Holders (other than Convenience Holders) who submit a validly completed and executed Securities Form on or before their respective Forfeiture Date (“**Participating Ineligible Holders**”); provided, however, that any Warrants that comprise Forfeited Securities will only be reallocated to Eligible Holders of Class 8(a) Claims. Ineligible Holders of Class 4(a), 4(b), 5(a), 5(b) and 8(a) Claims will not receive Securities under the Plan. The Shares and Sukuks to which Participating Ineligible Holders would have been entitled under the Plan had they met the Eligibility Criteria are referred to herein as “**Remaining Securities**”. The Issuers will, if and to the extent that they in their sole judgment determine it reasonably possible without undue cost or effort and without violating any applicable law, seek to liquidate the Remaining Securities, as well as the Forfeited Securities that are re-allocated for the benefit of the Participating Ineligible Holders. The cash, if any, generated from the liquidation of each respective class and series of the Remaining and Forfeited Securities will be allotted among the respective Classes of Claims of the Participating Ineligible Holders in the same proportions in which the Securities entitlement was initially allocated among such Classes under the Plan, and the cash, if any, allotted to each Class of Claims will be further allocated and distributed to the Participating Ineligible Holders of Claims in each such relevant Class in the proportion that the amount of their Allowed Claim of such Class bears to the total amount of Allowed Claims of all Participating Ineligible Holders of Claims of such Class. The determination by the Issuers of whether and how to make such liquidation, and the timing of the distribution of any cash generated therefrom, will be made after the date of this Notice.

### **Submission of Required Forms**

The completed and executed Required Forms should be returned to Wilmington Trust at the following address as soon as possible:

Wilmington Trust, N.A.  
Arcapita Disbursing Agent  
50 South Sixth Street, Suite 1290  
Minneapolis, MN 55402  
U.S.A.

We recommend that you review the Plan and Confirmation Order with respect to the Distributions described above. You may view the Plan and/or Confirmation Order on the website of Garden City Group, LLC (“GCG”), the claims and noticing agent in the above-captioned chapter 11 cases, at [www.gcginc.com/cases/arcapita](http://www.gcginc.com/cases/arcapita), or on the Bankruptcy Court’s website: [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). A Pacer password and login are needed to access documents on the Bankruptcy Court’s website ([www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)). You may also request a copy of the Plan and/or Confirmation Order in writing from GCG at:

Arcapita Bank B.S.C.(c) - Distributions  
c/o GCG  
P.O. Box 9881  
Dublin, Ohio 43017-5781