

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

REVA MEDICAL, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 20-10072 (JTD)

**Re: D.I. 9**

**INTERIM ORDER (I) APPROVING NOTIFICATION AND HEARING  
PROCEDURES FOR CERTAIN TRANSFERS OF THE EQUITY  
SECURITIES, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtor (the “Debtor”) for entry of an order (this “Order”), pursuant to sections 105, 362, and 541 of the Bankruptcy Code, (a) approving certain notification and hearing procedures related to any purchase, sale, or transfer of the Equity Securities, (b) finding that any purchase, sale, or other transfer of the Equity Securities in violation of the Procedures is null and void *ab initio*, and (c) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference*, dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Motion having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief

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<sup>1</sup> The last four digits of the Debtor’s tax identification number are (0505). The Debtor’s mailing address is 5751 Copley Drive, Suite B, San Diego, CA 92111.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

requested in the Motion (the “Hearing”); and upon consideration of the First Day Declaration and the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtor, its estate, its creditors, its stakeholders, and all other parties-in-interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED, as set forth herein.
2. The Procedures, as set forth in Exhibit 1, are approved.
3. The Debtor, in its discretion, may waive any and all restrictions, stays, and notification procedures set forth in the Procedures.
4. Any purchase, sale, or other transfer of ownership of the Equity Securities in violation of the Procedures, including the notice requirements, is null and void *ab initio*.
5. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).
6. The requirements set forth in this Order are in addition to the requirements of all applicable law and do not excuse compliance therewith.
7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules and the Local Rules are satisfied by such notice.
8. This Order is immediately effective and enforceable notwithstanding the provisions of Bankruptcy Rule 6004(h) or otherwise.
9. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

10. The deadline by which objections to entry of a final order on the Motion must be filed is **January 29, 2020 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”)**. The Final Hearing, if required, will be held on **February 18, 2020 at 1:00 p.m. (prevailing Eastern Time)**.

Dated: January 16th, 2020  
Wilmington, Delaware

  
JOHN T. DORSEY  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**Procedures for Certain Transfers of the Equity Securities**

**PROCEDURES FOR CERTAIN TRANSFERS OF THE EQUITY SECURITIES**

The following procedures and restrictions apply to transfers of the Equity Securities:<sup>1</sup>

- a. Any person or entity (as each term is defined for purposes of section 382 of the United States Internal Revenue Code (the “IRC”), and including persons treated as an entity under the Treasury Regulations Section 1.382-3(a)(1), which generally characterizes as an “entity” persons or parties acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition of stock) who currently is or becomes a Substantial Holder (as defined below) must file with the Court, and serve upon (i) proposed counsel to the Debtor, DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020, Attn: Jamila Justine Willis, Esq.; and DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801, Attn: Stuart M. Brown, Esq., and (ii) the Debtor, 5751 Copley Drive, Suite B, San Diego, CA 92111, Attn: Leigh Elkolli (together, the “Notice Parties”), a declaration of such status, substantially in the form of **Exhibit A** attached to these Procedures, on or before the later of (x) fourteen (14) calendar days after the date of the Notice of Order (as defined below), or (y) ten calendar days after becoming a Substantial Holder.
- b. Prior to effectuating any transfer of Beneficial Ownership (as defined below) of the Equity Securities that would result in an increase in the amount of the Equity Securities of which a Substantial Holder has Beneficial Ownership would result in an entity or individual becoming a Substantial Holder, or would result in any person or group (including any public group) becoming a “5-percent shareholder” within the meaning of section 382(k)(7) of the IRC and the Treasury Regulations promulgated thereafter, the party seeking to effect the transfer must file with the Court, and serve upon the Notice Parties, an advance written declaration of the intended transfer of the Equity Securities in the form of **Exhibit B** attached to these Procedures (each, a “Declaration of Intent to Accumulate Equity Securities”).
- c. Prior to effectuating any transfer of Beneficial Ownership of the Equity Securities that would result in a decrease in the amount of the Equity Securities of which a Substantial Holder has Beneficial Ownership or would result in an entity or individual ceasing to be a Substantial Holder, such Substantial Holder must file with the Court, and serve upon the Notice Parties, an advance written declaration of the intended transfer of the Equity Securities in the form of **Exhibit C** attached to these Procedures (each, a “Declaration of Intent to Transfer Equity Securities”).

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

and with a Declaration of Intent to Accumulate Equity Securities, each, a “Declaration of Proposed Transfer”).

- d. The Debtor shall have fourteen (14) calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on the person or entity providing such Declaration of Proposed Transfer an objection to any proposed transfer of Beneficial Ownership of the Equity Securities described in the Declaration of Proposed Transfer on the grounds that such transfer might adversely affect the Debtor’s ability to utilize their net operating losses (“NOLs”). If the Debtor files an objection, such transaction remains ineffective unless such objection is withdrawn by the Debtor or such transaction is approved by a final order of the Court that becomes nonappealable. If the Debtor does not object within such fourteen (14) day period, such transaction can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional fourteen (14) day waiting period for each Declaration of Proposed Transfer.
- e. For purposes of these procedures: (i) a “Substantial Holder” is any entity or individual that has Beneficial Ownership holding at least 4.5% of all issued and outstanding common and preferred stock); (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder (other than Treasury Regulations Section 1.382-2T(h)(2)(i)(A)) and includes direct, indirect and constructive ownership (*e.g.*, (1) a holding company would be considered to beneficially own all shares owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons or entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option to acquire); and (iii) an “Option” to acquire stock includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, shares subject to risk of forfeiture, contract to acquire shares, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

### **NOTICE PROCEDURES**

The following notice procedures apply to these Procedures:

- a. No later than three business days following entry of the Order, the Debtor shall serve by first class mail, postage prepaid a notice in substantially the

form of **Exhibit D** attached hereto (the “Notice of Order”) to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the United States Securities and Exchange Commission; (iii) the Internal Revenue Service; (iv) any official committee appointed in this Chapter 11 Case; and (v) all registered holders of the Equity Securities.

- b. All registered holders of Equity Securities shall be required to serve the Notice of Order, as applicable, on any holder for whose benefit such registered holder holds such Equity Securities in excess of 4.5% of common and preferred stock down the chain of ownership for all such holders of common and preferred stock in excess of such amount.
- c. Any entity or broker or agent acting on such entity’s or individual’s behalf who sells, trades, or otherwise transfers Beneficial Ownership in excess of 4.5% of outstanding Equity Securities to another entity shall be required to serve a copy of the Notice of Order or Notice of Final Order, as applicable, on such purchaser of such Equity Securities or any broker or agent acting on such purchaser’s behalf.

*[Remainder of page intentionally left blank]*

**EXHIBIT A TO THE PROCEDURES**

**Declaration of Status as a Substantial Holder**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

REVA MEDICAL, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 20-10072 (JTD)

**DECLARATION OF STATUS AS A SUBSTANTIAL HOLDER<sup>2</sup>**

**PLEASE TAKE NOTICE** that \_\_\_\_\_ is/has become a Substantial Holder with respect to the equity securities in REVA Medical, Inc. (“REVA”) or of any Beneficial Ownership therein (the “Equity Securities”). REVA is a debtor and debtor in possession in Case No. 20-10072 (JTD) pending in the United States Bankruptcy Court for the District of Delaware.

**PLEASE TAKE FURTHER NOTICE** that, as of \_\_\_\_\_, 20\_\_, has Beneficial Ownership of \_\_\_\_ shares of the Equity Securities. The following table sets forth the date(s) on which \_\_\_\_\_ acquired Beneficial Ownership or otherwise has Beneficial Ownership of such Equity Securities:

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<sup>1</sup> The last four digits of the Debtor’s tax identification number are (0505). The Debtor’s mailing address is 5751 Copley Drive, Suite B, San Diego, CA 92111.

<sup>2</sup> For purposes of this Declaration: (a) a “Substantial Holder” is any entity or individual that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding shares; (b) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder (other than Treasury Regulations Section 1.382-2T(h)(2)(i)(A)) and includes direct, indirect and constructive ownership (e.g., (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option to acquire; and (c) an “Option” to acquire equity securities includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, equity subject to risk of forfeiture, contract to acquire equity, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Number of Shares	Date Acquired

(Attach additional page or pages if necessary)

**PLEASE TAKE FURTHER NOTICE** that the last four digits of the taxpayer identification number of \_\_\_\_\_ are \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to that certain [*Interim/Final*] *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of Equity Securities, and (II) Granting Related Relief* [D.I. \_\_\_], this declaration (this “Declaration”) is being filed with the Court and served upon DLA Piper LLP (US), proposed counsel to the Debtor.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, \_\_\_\_\_ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Holder)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

\_\_\_\_\_, \_\_\_\_\_  
Dated: \_\_\_\_\_

**EXHIBIT B TO THE PROCEDURES**

**Declaration of Intent to Accumulate Equity Securities**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

REVA MEDICAL, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 20-10072 (JTD)

**DECLARATION OF INTENT TO ACCUMULATE EQUITY SECURITIES**

**PLEASE TAKE NOTICE** that \_\_\_\_\_ hereby provides notice of its intention to purchase, acquire, or otherwise accumulate (the “Proposed Transfer”) equity securities in REVA Medical, Inc. (“REVA”) or of any Beneficial Ownership therein (the “Equity Securities”).

**PLEASE TAKE FURTHER NOTICE** that, if applicable, on \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ filed a Declaration of Status as a Substantial Holder<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) and served copies thereof as set forth therein.

<sup>1</sup> The last four digits of the Debtor’s tax identification number are (0505). The Debtor’s mailing address is 5751 Copley Drive, Suite B, San Diego, CA 92111.

<sup>2</sup> For purposes of this Declaration: (a) a “Substantial Holder” is any entity or individual that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding shares; (b) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder (other than Treasury Regulations Section 1.382-2T(h)(2)(i)(A)) and includes direct, indirect and constructive ownership (e.g., (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option to acquire; and (c) an “Option” to acquire equity securities includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, equity subject to risk of forfeiture, contract to acquire equity, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

**PLEASE TAKE FURTHER NOTICE** that \_\_\_\_\_ currently has Beneficial Ownership of \_\_\_\_\_ shares of the Equity Securities.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Proposed Transfer, \_\_\_\_\_ proposes to purchase, acquire, or otherwise accumulate Beneficial Ownership of \_\_\_\_\_ shares of the Equity Securities or an Option with respect to \_\_\_\_\_ shares of the Equity Securities. If the Proposed Transfer is permitted to occur, \_\_\_\_\_ will have Beneficial Ownership of \_\_\_\_\_ shares of the Equity Securities after such transfer becomes effective.

**PLEASE TAKE FURTHER NOTICE** that the last four digits of the taxpayer identification number of \_\_\_\_\_ are \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to that certain [*Interim/Final*] *Order (I) Approving Notification and Hearing Procedures for Certain Transfers of Equity Securities, and (II) Granting Related Relief* [D.I. \_\_\_] (the “Order”), this declaration (this “Declaration”) is being filed with the Court and served upon DLA Piper LLP (US), proposed counsel to the Debtor.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Order, \_\_\_\_\_ acknowledges that it is prohibited from consummating the Proposed Transfer unless and until \_\_\_\_\_ complies with the procedures set forth therein.

**PLEASE TAKE FURTHER NOTICE** that the Debtor has fourteen (14) calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will remain ineffective unless approved by a final order of the Bankruptcy Court that becomes non-appealable. If the Debtor does not object within such fourteen (14) day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

**PLEASE TAKE FURTHER NOTICE** that any further transactions contemplated by \_\_\_\_\_ that may result in \_\_\_\_\_ purchasing, acquiring, or otherwise accumulating Beneficial Ownership of additional shares of the Equity Securities will each require an additional notice filed with the Court to be served in the same manner as this Declaration.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, \_\_\_\_\_ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments, which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Declarant)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

\_\_\_\_\_, \_\_\_\_\_  
Dated: \_\_\_\_\_

**EXHIBIT C TO THE PROCEDURES**

**Declaration of Intent to Transfer Equity Securities**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

REVA MEDICAL, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 20-10072 (JTD)

**DECLARATION OF INTENT TO TRANSFER EQUITY SECURITIES**

**PLEASE TAKE NOTICE** that \_\_\_\_\_ hereby provides notice of its intention to sell, trade, or otherwise transfer (the “Proposed Transfer”) equity securities in REVA Medical, Inc. or of any Beneficial Ownership therein (the “Equity Securities”).

**PLEASE TAKE FURTHER NOTICE** that, if applicable, on \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ filed a Declaration of Status as a Substantial Holder<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) and served copies thereof as set forth therein.

**PLEASE TAKE FURTHER NOTICE** that \_\_\_\_\_ currently has Beneficial Ownership of \_\_\_\_\_ shares of the Equity Securities.

<sup>1</sup> The last four digits of the Debtor’s tax identification number are (0505). The Debtor’s mailing address is 5751 Copley Drive, Suite B, San Diego, CA 92111.

<sup>2</sup> For purposes of this Declaration: (a) a “Substantial Holder” is any entity or individual that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding shares; (b) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder (other than Treasury Regulations Section 1.382-2T(h)(2)(i)(A)) and includes direct, indirect and constructive ownership (e.g., (1) a holding company would be considered to beneficially own all equity securities owned by its subsidiaries, (2) a partner in a partnership would be considered to beneficially own its proportionate share of any equity securities owned by such partnership, (3) an individual and such individual’s family members may be treated as one individual, (4) persons and entities acting in concert to make a coordinated acquisition of equity securities may be treated as a single entity, and (5) a holder would be considered to beneficially own equity securities that such holder has an Option to acquire; and (c) an “Option” to acquire equity securities includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase right, warrant, convertible debt, put, call, equity subject to risk of forfeiture, contract to acquire equity, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Proposed Transfer, \_\_\_\_\_ proposes to sell, trade, or otherwise transfer Beneficial Ownership of \_\_\_\_\_ shares of the Equity Securities or an Option with respect to \_\_\_\_\_ shares of the Equity Securities. If the Proposed Transfer is permitted to occur, \_\_\_\_\_ will have Beneficial Ownership of \_\_\_\_\_ shares of the Equity Securities after the transfer becomes effective.

**PLEASE TAKE FURTHER NOTICE** that the last four digits of the taxpayer identification number of \_\_\_\_\_ are \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to that certain [*Interim/Final*] Order (I) *Approving Notification and Hearing Procedures for Certain Transfers of Equity Securities, and (II) Granting Related Relief* [D.I. \_\_\_] (the “Order”), this declaration (this “Declaration”) is being filed with the Court and served upon DLA Piper LLP (US), proposed counsel to the Debtor.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Order, \_\_\_\_\_ acknowledges that it is prohibited from consummating the Proposed Transfer unless and until \_\_\_\_\_ complies with the procedures set forth therein.

**PLEASE TAKE FURTHER NOTICE** that the Debtor has fourteen (14) calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will remain ineffective unless such objection is withdrawn by the Debtor or such action is approved by a final order of the Bankruptcy Court that becomes nonappealable. If the Debtor does not object within such fourteen (14)-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

**PLEASE TAKE FURTHER NOTICE** that any further transactions contemplated by \_\_\_\_\_ that may result in \_\_\_\_\_ selling, trading, or otherwise transferring Beneficial Ownership of shares of the Equity Securities with respect thereto will each require an additional notice filed with the Bankruptcy Court to be served in the same manner as this Declaration.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, \_\_\_\_\_ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments, which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Declarant)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

\_\_\_\_\_, \_\_\_\_\_  
Dated: \_\_\_\_\_

**EXHIBIT D TO THE PROCEDURES**

**Notice of Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

REVA MEDICAL, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 20-10072 (JTD)

**NOTICE OF (I) DISCLOSURE PROCEDURES  
APPLICABLE TO SUBSTANTIAL HOLDERS OF EQUITY SECURITIES,  
(II) DISCLOSURE PROCEDURES FOR CERTAIN TRANSFERS OF THE EQUITY  
SECURITIES, AND (III) FINAL HEARING ON THE APPLICATION THEREOF**

**TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT MAY HOLD BENEFICIAL OWNERSHIP OF EQUITY SECURITIES OF REVA MEDICAL, INC.:**

**PLEASE TAKE NOTICE THAT** on January 14, 2020 (the “Petition Date”), REVA Medical, Inc. (the “Debtor”), filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtor’s estate or property from the Debtor’s estate or to exercise control over property of the Debtor’s estate.

**PLEASE TAKE FURTHER NOTICE THAT** on the Petition Date, the Debtor filed the *Debtor’s Motion for Entry of Interim and Final Orders (I) Approving Notification and Hearing Procedures for Certain Transfers of Equity Securities, and (II) Granting Related Relief* [D.I. 9] (the “Motion”).

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<sup>1</sup> The last four digits of the Debtor’s tax identification number are (0505). The Debtor’s mailing address is 5751 Copley Drive, Suite B, San Diego, CA 92111.

**PLEASE TAKE FURTHER NOTICE THAT** on [\_\_\_\_],2020, the Bankruptcy Court entered the *[Interim/Final] Order (I) Approving Notification and Hearing Procedures for Certain Transfers of Equity Securities, and (II) Granting Related Relief* [D.I. \_\_] approving the Procedures<sup>2</sup> (the “Order”).

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the Order, a Substantial Holder may not consummate any purchase, sale, or other transfer of the Equity Securities or Beneficial Ownership of the Equity Securities in violation of the procedures set forth therein, and any such transaction in violation of such procedures is null and void *ab initio*.

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the Order, the Procedures, annexed as **Exhibit C** to the Motion, shall apply to the holding and purchase, sale, or other transfers of the Equity Securities or any Beneficial Ownership therein.

**PLEASE TAKE FURTHER NOTICE THAT** upon the request of any entity, the claims and noticing agent for the Debtor, Bankruptcy Management Solutions, Inc. d/b/a Stretto (“Stretto”), will provide a form of each of the required declarations described above and a copy of the Order in a reasonable period of time. Such declarations are also available via PACER on the Bankruptcy Court’s website at <http://ecf.deb.uscourts.gov> for a fee, or by accessing the Debtors’ restructuring website at <https://case.stretto.com/reva>.

**FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PROVISIONS OF SECTION 362 OF THE BANKRUPTCY CODE AND THE ORDER.**

**ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF**

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Order or the Motion, as applicable.

**THE EQUITY SECURITIES OF THE DEBTOR OR OPTION WITH RESPECT THERETO IN VIOLATION OF THE ORDER IS PROHIBITED AND IS NULL AND VOID *AB INITIO* AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.**

**PLEASE TAKE FURTHER NOTICE THAT** the requirements set forth in this notice are in addition to the requirements of applicable law and do not excuse compliance therewith.

*[Remainder of page intentionally left blank]*

Dated: January [18], 2020  
Wilmington, Delaware

Respectfully submitted,

**DLA PIPER LLP (US)**

/s/ Stuart M. Brown

Stuart M. Brown (DE 4050)  
1201 North Market Street, Suite 2100  
Wilmington, Delaware 19801  
Telephone: (302) 468-5700  
Facsimile: (302) 394-2341  
Email: stuart.brown@us.dlapiper.com

-and-

Thomas A. Califano (*pro hac vice* admission pending)  
Jamila Justine Willis (*pro hac vice* admission pending)  
1251 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 335-4500  
Facsimile: (212) 335-4501  
Email: thomas.califano@us.dlapiper.com  
jamila.willis@us.dlapiper.com

*Proposed Counsel to the Debtor*