

FORM OF OFFSHORE SALE CERTIFICATION

FORM OF CERTIFICATION TO BE DELIVERED IN CONNECTION WITH (1) EXCHANGES OR TRANSFERS OF INTERESTS IN THE RESTRICTED GLOBAL SECURITY FOR INTERESTS IN THE REGULATION S GLOBAL SECURITY AND (2) EXCHANGES OR TRANSFERS OF CERTIFICATES BEARING THE RULE 144A LEGEND FOR CERTIFICATES NOT BEARING THE RULE 144A LEGEND

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MISC CAPITAL (L) LIMITED (the "Issuer")

[Insert Title of Securities] (the "Securities")

FOR EXCHANGE OR TRANSFER OF (1) AN INTEREST IN THE RESTRICTED GLOBAL SECURITY OR (2) A SECURITY REPRESENTED BY A CERTIFICATE BEARING THE RULE 144A LEGEND:

We propose to exchange or transfer [Insert Currency] [ ] principal amount of Securities represented by the Restricted Global Security (CUSIP No. , ISIN No. , COMMON CODE No. ) held by [the Depository] in the name of [insert name of transferor] for Securities, or to a person who wishes to acquire such Securities, represented by the Regulation S Global Security (CUSIP No. , ISIN No. , COMMON CODE No. ).

OR

We propose to exchange or transfer [Insert Currency] [ ] principal amount of Securities represented by a Certificate bearing the Rule 144A Legend and registered in the name of [insert name of transferor] for Securities, or to a person who wishes to acquire such Securities, represented by a Certificate not bearing the Rule 144A Legend.

We confirm that such Securities have been offered and sold either (i) in an offshore transaction in accordance with Regulation S ("Regulation S") under the U.S. Securities Act of 1993, as amended (the "Securities Act"), or (ii) pursuant to an exemption from registration under the Securities Act provided by Rule 144A thereunder.

FOR ISSUANCE OF A CERTIFICATE NOT BEARING THE RULE 144A LEGEND:

Accordingly, we request that you issue a Certificate in respect of such Securities not bearing the Rule 144A Legend.

This certification and the statements contained herein are made for your benefit and for the benefit of Issuer. Terms used in this certification have the meanings set forth in Regulation S.

[Name of Transferor]

By: \_\_\_\_\_  
Authorized Official

FORM OF RULE 144A CERTIFICATION

FORM OF CERTIFICATION TO BE DELIVERED IN CONNECTION WITH (1) EXCHANGES OR TRANSFERS OF INTERESTS IN THE REGULATION S GLOBAL SECURITY FOR INTERESTS IN THE RESTRICTED SECURITY AND (2) EXCHANGES OR TRANSFERS OF CERTIFICATES NOT BEARING THE RULE 144A LEGEND FOR CERTIFICATES BEARING THE RULE 144A LEGEND

MISC CAPITAL (L) LIMITED (the "Issuer")

[Insert Title of Securities] (the "Securities")

FOR EXCHANGE OR TRANSFER OF (1) AN INTEREST IN THE REGULATION S GLOBAL SECURITY OR (2) A SECURITY REPRESENTED BY A CERTIFICATE NOT BEARING THE RULE 144A LEGEND:

We propose to exchange or transfer [Insert Currency] [ ] principal amount of Securities represented by the Regulation S Global Security (CUSIP No. , ISIN No. , COMMON CODE No. ) held in the name of [insert name of transferor] for Securities, or to a person who wishes to acquire such Securities, represented by the Restricted Global Security (CUSIP No. , ISIN No. , COMMON CODE No. ).

OR

We propose to exchange or transfer [Insert Currency] [ ] principal amount of Securities represented by a Certificate that does not bear the Rule 144A Legend and registered in the name of [insert name of transferor] for Securities, or to a person who wishes to acquire such Securities, represented by a Certificate bearing the Rule 144A Legend.

We confirm that such Securities are being transferred to a transferee that we reasonably believe is a "qualified institutional buyer" (a "QIB") within the meaning of Rule 144A ("Rule 144A") under the U.S. Securities Act of 1993, as amended, purchasing the Securities for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

FOR ISSUANCE OF A CERTIFICATE BEARING THE RULE 144A LEGEND:

Accordingly, we request that you issue a Certificate in respect of such Securities bearing the Rule 144A Legend.

This certification and the statements contained herein are made for your benefit and the benefit of Issuer.

[Name of Transferor]

By: \_\_\_\_\_  
Authorized Official