

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

In re:)	
)	Chapter 11
REAL INDUSTRY, INC., <i>et al.</i> ¹)	
)	Case No. 17-12464 (KJC)
Debtors.)	
)	Jointly Administered

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF THE
CHAPTER 11 PLAN FILED BY THE DEBTOR AND RELATED VOTING
AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on March 29, 2018, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. 645] (the “Solicitation Procedures Order”): (a) authorizing Real Industry, Inc. (the “Debtor”) to solicit acceptances for the *Plan of Reorganization for Real Industry, Inc. Pursuant to Chapter 11 of the United States Bankruptcy Code* (as may be modified, amended, or supplemented from time to time, the “Plan”);² and (b) approving, among other things, (i) the *Disclosure Statement for Real Industry, Inc.’s Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* (as may be modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (ii) the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (iv) the procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **May 1, 2018, at 1:00 p.m.**, prevailing Eastern Time, before the Honorable Kevin J. Carey, in the United States Bankruptcy Court for the District of Delaware, located at 824 North Market Street, 5th Floor, Wilmington, Delaware 19801. **The Confirmation Hearing may be continued from time to time by the Court or the Debtor without further notice to parties in interest other than such adjournment announced in open court and/or a notice of adjournment filed with the Court.**

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Real Industry, Inc. (3818), Real Alloy Intermediate Holding, LLC (7447), Real Alloy Holding, Inc. (2396), Real Alloy Recycling, Inc. (9798), Real Alloy Bens Run, LLC (3083), Real Alloy Specialty Products, Inc. (9911), Real Alloy Specification, Inc. (9849), ETS Schaefer, LLC (9350), and RA Mexico Holding, LLC (4620). The principal place of business for the Real Alloy Debtors is 3700 Park East Drive, Suite 300, Beachwood, Ohio 44122.

² Capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Plan or the Solicitation Procedures Order, as applicable.

Unclassified Claims	Estimated Amount	Plan Treatment	Projected Plan Recovery
Administrative Claims	\$1,400,000	Unimpaired	100%
DIP Claims	\$5,550,000	Unimpaired	100%
Priority Tax Claims	\$1,000	Unimpaired	100%

Class	Claim or Interest	Plan Treatment and Right to Vote	Estimated Amount	Estimated Range of Recovery Under the Plan	Estimated Range of % Recovery Under Chapter 7
1	Allowed Secured Claims	Unimpaired – Not entitled to vote (deemed to accept)	\$492,393	100%	100%
2	Allowed Priority Non-Tax Claims	Unimpaired – Not entitled to vote (deemed to accept)	\$1,407	100%	0%
3	Allowed General Unsecured Claims	Unimpaired – Not entitled to vote (deemed to accept)	\$286,327	100%	0%
4	Allowed Series B Preferred Interests	Impaired – Entitled to vote	\$30,011,633 ³	44–48%	0%
5	Allowed Common Interests	Impaired – Entitled to vote	N/A ⁴	\$0.19 – 0.24/share	0%

³ Represents the approximate Series B Redemption Price as of the Petition Date. The high range recovery estimate is dependent upon Class 5 voting not to accept the plan.

⁴ The high range recovery estimate is based upon Class 5 voting to accept the Plan, thereby retaining 20% of New Common Stock, valued at \$7.1 million and total share count of 29.8 million. In the event that Class 5 does not vote in favor of the Plan, Class 4 will retain 35% of New Common Stock valued at \$12.5 million; Class 5 will retain 16% of the equity in reorganized equity valued at \$5.7 million.

6	Allowed Warrant/Option Interests	Impaired – Not entitled to vote (deemed to reject)	N/A	0%	0%
---	----------------------------------	--	-----	----	----

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is March 29, 2018 (the “Voting Record Date”), which is the date for determining which Holders of Interests in Classes 4 and 5 are entitled to vote on the Plan. Holders of Claims or Interests in Classes 1, 2, 3, and 6 are either presumed to accept or reject the Plan and therefore are not entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is on April 25, 2018, at 4:00 p.m., prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan you must: (a) follow the voting instructions carefully; (b) complete all of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is actually received by the Debtor’s solicitation agent, Prime Clerk LLC (the “Solicitation Agent”) on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

If you did not receive a solicitation package, and believe you fall under one of the classes that is entitled to vote on the plan please contact the Solicitation Agent by (a) calling the Debtor’s restructuring hotline at (844) 648-5652 (US toll-free) and (646) 486-7942 (international toll), and/or (b) emailing realindustryballots@primeclerk.com.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.E CONTAINS A THIRD-PARTY RELEASE, WHICH PROVISIONS ARE ALSO SET FORTH ON ANNEX 1 HERETO. YOU ARE ADVISED TO REVIEW AND CONSIDER THESE PROVISIONS CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED UNDER THE PLAN.

Plan Objection Deadline. The deadline for filing objections to the Plan is **April 26, 2018, at 12:00 p.m.**, prevailing Eastern Time (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Clerk of the Court 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (with a proof of service as and when required under the Local Rules of the Court), and served upon the following parties so as to be actually received on or before the Plan Objection Deadline:

<i>Counsel to the Debtor</i>	
<p>Gary S. Lee Todd Goren Mark A. Lightner Benjamin Butterfield MORRISON & FOERSTER LLP 250 West 55th Street New York, New York 10019 glee@mofo.com tgoren@mofo.com mlightner@mofo.com bbutterfield@mofo.com</p>	<p>Mark Minuti Monique B. DiSabatino SAUL EWING ARNSTEIN & LEHR LLP 1201 N. Market Street, Suite 2300 P.O. Box 1266 Wilmington, Delaware 19801 mminuti@saul.com mdisabatino@saul.com</p> <p style="text-align: center;">-and-</p> <p>Sharon L. Levine SAUL EWING ARNSTEIN & LEHR LLP 1037 Raymond Boulevard, Suite 1520 Newark, New Jersey 07102 slevine@saul.com</p>
<i>U.S. Trustee</i>	
<p>Juliet Sarkessian Office of the United States Trustee for the District of Delaware J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35 Wilmington, DE 19801 Juliet.m.Sarkessian@usdoj.gov</p>	
<i>Counsel to the UCC</i>	
<p>William R. Baldiga Bennett S. Silverberg BROWN RUDNICK LLP 7 Times Square New York, NY WBaldiga@brownrudnick.com BSilverberg@brownrudnick.com</p>	<p>Michael R. Lastowski Sommer L. Ross Jarret P. Hitchings DUANE MORRIS LLP 222 Delaware Avenue, Suite 1600 Wilmington, DE 19801-1659 mrlastowski@duanemorris.com sross@duanemorris.com jphitchings@duanemorris.com</p>
<i>Counsel to the DIP Lenders</i>	
<p>Robert D. Albergotti Jarom Yates HAYNES AND BOONE, LLP 2323 Victory Avenue, Suite 700 Dallas, TX 75219 Robert.Albergotti@haynesboone.com Jarom.Yates@haynesboone.com</p>	<p>Jeremy W. Ryan D. Ryan Slaugh POTTER ANDERSON & CORROON 1313 North Market Street, Sixth Floor Wilmington, DE 19899 jryan@potteranderson.com rslaugh@potteranderson.com</p>

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. If you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents free of charge, you should contact Prime Clerk LLC (the “Solicitation Agent”), the solicitation agent retained by the Debtor, by: (a) calling the Debtor’s restructuring hotline at (844) 648-5652 (US toll-free) and (646) 486-7942 (international toll); (b) visiting the Debtor’s restructuring website at: **<https://cases.primeclerk.com/realindustry>**, and clicking on the tab for “**Plan and Disclosure Statement**”; (c) writing to Real Industry, Inc. Ballot Processing, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor, New York, New York 10022; and/or (d) emailing realindustryballots@primeclerk.com. You may also obtain copies of any pleadings filed in the Chapter 11 Case for a fee via PACER (the Court’s Public Access to Court Electronic Records) at: <https://ecf.deb.uscourts.gov/>. A login identification and password to PACER are required to access this information and can be obtained through via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Solicitation Agent may not provide you with legal advice of any kind.

The Plan Supplement. The Debtor will file the Plan Supplement on April 16, 2018, and will include the SPA (as defined in the Plan); the SPA Ancillary Documents (as defined in the Plan); the New Organizational Documents (as defined in the Plan); the Acquisition Facility Commitment; the identity of the directors and officers of the reorganized debtor, and the other information required by section 1129(a)(5) of the Bankruptcy Code; the causes of action proposed to be retained by the reorganized debtors; restrictions relating to the resale of the new common stock; and any additional executory contracts to be assumed. Holders of Interests in Voting Classes may want to review the Plan Supplement before voting. Once it is filed, the Plan Supplement will be available from the Debtor’s restructuring website (**<https://cases.primeclerk.com/realindustry>**, and clicking on the tab “**Plan and Disclosure Statement**”), and the Solicitation Agent will serve by overnight mail a paper copy of the Plan Supplement to anyone who requests it prior to the Voting Deadline.

BINDING NATURE OF THE PLAN:

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS OR INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES, FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: March 29, 2018
Wilmington, Delaware

/s/ Monique B. DiSabatino
Mark Minuti (DE Bar No. 2659)
Monique B. DiSabatino (DE Bar No. 6027)
SAUL EWING ARNSTEIN & LEHR LLP
1201 N. Market Street, Suite 2300
P.O. Box 1266
Wilmington, Delaware 19801
Telephone: (302) 421-6840
Facsimile: (302) 421-5873
mark.minuti@saul.com
monique.disabatino@saul.com

-and-

Sharon L. Levine (admitted *pro hac vice*)
SAUL EWING ARNSTEIN & LEHR LLP
1037 Raymond Boulevard, Suite 1520
Newark, New Jersey 07102
Telephone: (973) 286-6718
Facsimile: (973) 286-6821
sharon.levine@saul.com

-and-

Gary S. Lee (admitted *pro hac vice*)
Todd M. Goren (admitted *pro hac vice*)
Mark A. Lightner (admitted *pro hac vice*)
Benjamin Butterfield (admitted *pro hac vice*)
MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
glee@mofo.com
tgoren@mofo.com
mlightner@mofo.com
butterfield@mofo.com

*Counsel for Debtors and
Debtors-in-Possession*

ANNEX 1

Effect of Confirmation of the Plan*Releases by the Debtor (Article IX.D of the Plan)*

The Debtor Release. As of the Effective Date, for good and valuable consideration, the Debtor and Reorganized Debtor shall be deemed to release and forever waive and discharge claims, interests, obligations, rights, suits, damages, losses, costs and expenses, actions, Causes of Action, remedies, and liabilities of any kind or character whatsoever, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, suspected or unsuspected, matured or unmatured, fixed or contingent, existing or hereafter arising, in law, equity or otherwise that are based in whole or part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtor, the Chapter 11 Case, the Restructuring Transactions, the Plan or the Disclosure Statement, or any prepetition claim that could have been asserted by or on behalf of the Debtor or the Estate or the Reorganized Debtor against the Released Parties, including, but not limited to, all Avoidance Actions; provided, however, that no Released Party shall be released under this subsection for any claim or Cause of Action arising as a result of such Released Party's (i) bad faith, (ii) actual fraud, (iii) willful misconduct, or (iv) gross negligence, each as determined by a Final Order of a court of competent jurisdiction; provided, further, that no retained Causes of Action specifically set forth in the Plan Supplement shall be released under this subsection. For the avoidance of doubt, this release shall enjoin the commencement of any Avoidance Action by any party against the Released Parties, whether such action is brought pursuant to the provisions of the Bankruptcy Code or pursuant to similar state law to the extent such cause of action could have been pursued by the Debtor pursuant to Bankruptcy Code §§ 541, 544, 548, or 550.

Third-Party Releases (Article IX.E of the Plan)

Releases by Holders of Claims and Interests. The Plan defines "Releasing Parties" as each of the following: (a) the Debtor, (b) the Reorganized Debtor, (c) the UCC, and (d) with respect to each of the foregoing parties in clauses (a) and (c), each of such Entity's current and former officers, directors, principals, employees, agents, advisors, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, together with their respective successors and assigns, in each case in their capacity as such, and only if serving in such capacity; and (e) the DIP Lenders, (f) the SPA Investors, (g) Aleris, (h) all Holders of Claims that are presumed to accept the Plan and do not opt out of the Third-Party Release on their respective Opt-Out Election Forms, (i) all Holders of Interests that are presumed to reject the Plan and do not opt out of the Third-Party Release on their respective Opt-Out Election Forms, (j) all Holders of Interests entitled to vote on the Plan who either (1) vote to accept the Plan, or (2) receive a ballot but abstain from voting on the Plan, (k) all Holders of Interests entitled to vote on the Plan who vote to reject the Plan but do not elect on their ballot to opt out of the Third-Party Release, (l) all other Holders of Claims and Interests to the fullest extent permitted by law, and (m) with respect to the foregoing clauses (e) through (l), each of such Person's current and former

partners, affiliates, officers, directors, principals, employees, agents, managed funds, advisors, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, together with their respective successors and assigns, in each case in their capacity as such, and only if serving in such capacity; provided, however, that notwithstanding anything to the contrary contained herein, (a) no Releasing Party shall release any Allowed Claims against the Debtor, and (b) the United States Securities and Exchange Commission shall not be a Releasing Party under the Plan.

The Plan defines “Released Parties” as each of the following: (i)(a) the Debtor, (b) the Reorganized Debtor, (c) the UCC, and (d) with respect to each of the foregoing parties in clauses (i)(a) and (i)(c), each of such Entity’s current and former officers, directors, principals, employees, agents, advisors, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, together with their respective successors and assigns, in each case in their capacity as such, and only if serving in such capacity; and (ii)(a) the DIP Lenders, (b) the SPA Investors, (c) Aleris, and (d) with respect to each of the foregoing Persons described in clauses (ii)(a) through (ii)(c), each of such Person’s current and former partners, affiliates, officers, directors, principals, employees, agents, managed funds, advisors, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, together with their respective successors and assigns, in each case in their capacity as such, and only if serving in such capacity.

Subject to the submission of an Opt-Out Election Form or an election to opt out of the Third Party Release, and notwithstanding anything contained in the Plan to the contrary, on the Confirmation Date and effective as of the Effective Date, and to the fullest extent permitted by applicable law, each Releasing Party shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged the Released Parties from any and all claims, interests, obligations, debts, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claim asserted or that could be asserted on behalf of the Debtor and/or Reorganized Debtor, including, but not limited to, all Avoidance Actions, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that such Releasing Party would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor, the Chapter 11 Case, the Restructuring Transactions, the Plan, or the Disclosure Statement, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between the Debtor and any Releasing Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Case, the negotiation, formulation, preparation, implementation or administration of the Plan, the Plan Supplement, the DIP Loan, the DIP Loan Documents, the New Organizational Documents, or any other related Documents, the Purchase and Sale Agreement, any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes bad faith, actual fraud, willful misconduct, or gross negligence. For the avoidance of doubt, this release shall enjoin the commencement of any Avoidance Action by any Releasing Party against the Released Parties, whether such action is brought pursuant to the provisions of

the Bankruptcy Code or pursuant to similar state law to the extent such cause of action could have been pursued by the Debtor pursuant to Bankruptcy Code §§ 541, 544, 548, or 550.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third Party Release is: (1) consensual; (2) essential to the Confirmation of the Plan; (3) given in exchange for the good and valuable consideration provided by the Released Parties; (4) a good-faith settlement and compromise of the claims released by the Third-Party Release; (5) in the best interests of the Debtor and the Estate; (6) fair, equitable, and reasonable; (7) given and made after due notice and opportunity for hearing; and (8) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

Exculpation (Article IX.F of the Plan):

Exculpation. The Plan defines "Exculpated Parties" as each of the following: (a) the Debtor; (b) the Reorganized Debtor; (c) the UCC; and (d) with respect to each of the foregoing parties in clauses (a) and (c), each of such Entity's current and former partners, officers, directors, principals, employees, agents, advisors, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, together with their respective successors and assigns, in each case in their capacity as such, and only if serving in such capacity following the Petition Date.

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date, and to the fullest extent permitted by applicable law, no Exculpated Party shall have or incur liability for, and each Exculpated Party is hereby released and exculpated from, any cause of action, claim or other assertion of liability for any act or omission in connection with, relating to, or arising out of, the Chapter 11 Case, the Filing of the Chapter 11 Case, the Restructuring Transactions, the formulation, preparation, dissemination, negotiation, administration, implementation or Filing of, as applicable, the Disclosure Statement, the Plan, the Plan Supplement, the DIP Loan, the DIP Loan Documents, or any other related Document or contract, instrument, release or other agreement or document created or entered into in connection with any of the foregoing, the pursuit of Confirmation, the pursuit of Consummation, the issuance of Securities pursuant to the Plan, or the distribution of property under the Plan, except for claims related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual fraud, gross negligence or willful misconduct. Notwithstanding anything to the contrary herein, the Exculpated Parties shall, in all respects, be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the Solicitation of, and distribution of consideration pursuant to, the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the Solicitation of acceptances or rejections of the Plan or such

distributions made pursuant to the Plan. With respect to any Exculpated Party that is not also an Estate fiduciary, such exculpation shall be as provided for by Bankruptcy Code section 1125(e).

Discharge and Discharge Injunction (Article IX.G of the Plan)

Except as otherwise provided in the Plan or the Confirmation Order, the rights granted in the Plan and the treatment of all Claims and Interests shall be in exchange for, and in complete satisfaction, discharge, and release of, all Claims and Interests of any nature whatsoever against the Debtor, the Reorganized Debtor, and any of the Estate property, whether such Claims or Interests arose before or during the Chapter 11 Case or in connection with implementation of the Plan. Except as otherwise provided in the Plan or the Confirmation Order, on the Effective Date, each of the Debtor and the Reorganized Debtor shall be discharged and released from any and all Claims and Interests, including demands and liabilities that arose before the Effective Date, and all debts of the kind specified in Bankruptcy Code §§ 502(g), 502(h), or 502(i), regardless of whether: (i) a Proof of Claim evidencing such debt was filed or deemed filed under Bankruptcy Code § 501; (ii) a Claim based on such debt is allowed under Bankruptcy Code § 502; or (iii) the Holder of a Claim or Interest based on such debt has accepted the Plan. Except as otherwise provided in the Plan or the Confirmation Order, the Confirmation Order shall be a judicial determination of discharge of all liabilities of the Debtor. Pursuant to Bankruptcy Code § 524 and any other applicable section of the Bankruptcy Code, the discharge granted under this section shall void any judgment against the Debtor at any time obtained (to the extent it relates to a discharged Claim or Interest), and operates as an injunction against the prosecution of any action against the Reorganized Debtor or the Estate property (to the extent it relates to a discharged Claim or Interest).