



RAM Holdings Ltd. Waives Certain Conditions With Respect to the Tender Offer for its Series A Preference Shares

RAM Reinsurance Company Ltd. Extends the Class B Early Tender Deadline and Waives Certain Conditions With Respect to the Tender Offer for its Class B Preference Shares

HAMILTON, Bermuda, Feb 12, 2010 /PRNewswire via COMTEX News Network/ -- RAM Holdings Ltd. (BSX: RAMR) (Pink Sheets: RAMR) ("RAM Holdings") announced today the waiver of certain conditions with respect to RAM Holdings' previously announced tender offer to purchase any and all of the outstanding Non-Cumulative Preference Shares, Series A, with a par value of US \$0.10 per share and a liquidation preference of US \$1,000 per share (the "Series A Preference Shares"), of RAM Holdings (the "Series A Tender Offer"), and RAM Reinsurance Company Ltd. ("RAM Re") announced today the extension of the Class B Early Tender Deadline and waiver of certain conditions with respect to RAM Re's previously announced tender offer to purchase any and all of the outstanding Class B Preference Shares, with a par value of US \$1,000 per share and a liquidation preference of US \$100,000 per share (the "Class B Preference Shares", and together with the Series A Preference Shares, the "Preference Shares") of RAM Re (the "Class B Tender Offer", and together with the Series A Tender Offer, the "Tender Offers").

RAM Re has extended the Class B Early Tender Deadline for the Class B Tender Offer to 11:59 p.m., New York City time, on February 26, 2010 (such date and time, as the same may be extended or earlier terminated, the "Class B Expiration Date"). The Class B Early Tender Deadline was previously set to be 5:00 p.m., New York City time, on February 11, 2010. As described in the Purchase Offer Memorandum and Proxy Statement dated as of January 29, 2010, and the accompanying Proxy, Consent and Letter of Transmittal (together, the "Offer Documents"), RAM Re is offering to purchase Class B Preference Shares at a price per share equal to \$25,000.00 (the "Class B Total Consideration"), comprised of the Class B Purchase Price of \$20,000.00 and the Class B Early Tender Premium of \$5,000.00, in the case of Class B Preference Shares tendered (and not subsequently validly withdrawn) on or before the Class B Early Tender Deadline and accepted by RAM Re.

The previously announced Special General Meeting of holders of the Series A Preference Shares (the "Series A Special Meeting") and the previously announced Special General Meeting of holders of the Class B Preference Shares (the "Class B Special Meeting", and together with the Series A Special Meeting, the "Special Meetings") were each held on February 11, 2010. Holders of the Series A Preference Shares did not approve the proposed amendments (the "Series A Proposed Amendments") to the certificate of designations of the Series A Preference Shares at the Series A Meeting, and holders of the Class B Preference Shares did not approve the proposed amendments (the "Class B Proposed Amendments", and together with the Series A Proposed Amendments, the "Proposed Amendments") to the certificate of designation, preferences and rights of the Class B Preference Shares at the Class B Meeting.

In light of the meeting results, RAM Holdings and RAM Re have waived the approval of the Series A Proposed Amendments and the approval of the Class B Proposed Amendments for the purposes of satisfying the terms and conditions of the Tender Offers. Accordingly, notwithstanding the fact that the Proposed Amendments were not approved and the terms of the Preference Shares have not been changed, for the purpose of the Tender Offers and the terms and conditions thereof, the Series A Proposed Amendments and the Class B Proposed Amendments are deemed to have been approved and adopted. Any Preference Shares tendered after the Special Meetings and prior to the expiration of the Tender Offers will not change the results of the respective shareholder votes at the Special Meetings in respect of the Proposed Amendments.

In accordance with the terms and conditions of the Tender Offers, withdrawal rights with respect to the Series A Preference Shares and the Class B Preference Shares have expired. Accordingly, Series A Preference Shares and Class B Preference Shares tendered in the past or future may not be withdrawn.

Except as described in this press release, the terms of each of the Tender Offers set forth in the Offer Documents remain unchanged.

Certain Information Regarding the Tender Offers

Deutsche Bank Securities Inc. is acting as dealer manager for the Tender Offers. Questions regarding the Tender Offers may be directed to Deutsche Bank Securities Inc. at: (866) 627-0391 (toll-free) or (212) 250-2955.

D.F. King & Co., Inc. is acting as tender agent and information agent for the Tender Offers. Requests for copies of the Offer Documents may be directed to D.F. King & Co., Inc. at (212) 269-5550 (banks and brokers) or (800) 347-4750 (toll-free).

This press release is for informational purposes only and does not constitute an offer to purchase, the solicitation of an offer to purchase or a solicitation of tenders. No recommendation is made by RAM Holdings, RAM Re, the dealer manager, tender agent or information agent or any of their respective affiliates as to whether or not holders of Preference Shares should tender their Preference Shares pursuant to the applicable Tender Offer or vote in favor of and consent to the applicable Proposed Amendments. Each Tender Offer is being made solely pursuant to the Offer Documents, which more fully set forth and govern the terms and conditions of such Tender Offer. The Offer Documents contain important information and should be read carefully before any decision is made with respect to the applicable Tender Offer.

Forward-Looking Statements

This release contains statements that may be considered "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and the current views of the economic and operating environment and are not guarantees of future performance. A number of risks and uncertainties, including economic competitive conditions, could cause actual results to differ materially from those projected in forward-looking statements. Our actual results could differ materially from those expressed or implied in the forward-looking statements. Among the factors that could cause actual results to differ materially are: (i) our ability to execute our business strategy; (ii) changes in general economic conditions, including inflation, foreign currency exchange rates, interest rates and other factors; (iii) the loss of significant customers with whom we have a concentration of our reinsurance in force; (iv) legislative and regulatory developments; (v) changes in regulation or tax laws applicable to us or our customers; (vi) more severe losses or more frequent losses associated with our products; (vii) losses on credit derivatives; (viii) changes in our accounting policies and procedures that impact RAM Holdings' reported financial results; and (ix) other risks and uncertainties that have not been identified at this time. We undertake no obligation to revise or update any forward-looking statement to reflect changes in conditions, events, or expectations, except as required by law.

RAM Holdings Ltd. is a Bermuda-based holding company. Its operating subsidiary, RAM Reinsurance Company Ltd., provides financial guaranty reinsurance for U.S. and international public finance and structured finance transactions. More information can be found at www.ramre.com.

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