

January 17, 2012

Attachment A2

On May 17, 2011, pursuant to a share purchase agreement, certain preferred stockholders (the "Investors") of Radius Health, Inc. ("Radius Health") purchased newly-issued shares of Radius Health's Series A-1 Preferred Stock for cash. A portion of the shares of Investors who did not purchase their pro rata share of Series A-1 Preferred stock were exchanged for shares of Radius Health's Common Stock ("Common Stock") at a rate of 1 share of Common Stock for every 5 shares of existing preferred stock (the "Forced Conversion"). Immediately after the Forced Conversion, the remaining outstanding shares of Radius Health's preferred stock (i.e., all remaining shares held by Investors who did not purchase at least their pro rata share of Series A-1 Preferred Stock and all shares held by Investors who purchased at least their pro rata share of Series A Preferred Stock) were automatically converted into new shares as follows:

- (a) Each share of Series C Convertible Redeemable Preferred Stock ("Series C Stock") was automatically reclassified and converted into one share of Series A-2 Preferred Stock;
- (b) Each share of Series B Convertible Redeemable Preferred Stock ("Series B Stock") was automatically reclassified and converted into one share of Series A-3 Preferred Stock and,
- (c) Each share of Series A Junior Convertible Preferred Stock was automatically reclassified and converted into one share of Series A-4 Preferred Stock

Pursuant to the automatic conversion, accrued but unpaid dividends on the Series C and Series B stock were forfeited.