



To the beneficial shareholders of  
*RomReal LTD*

**Our ref. STS**  
Registrars Department

Oslo, 27 March 2013

***ROMREAL LTD***  
**VOTING ANNUAL GENERAL MEETING 19 APRIL 2013**

As your holding of shares of RomReal LTD (the "Corporation") registered in The Norwegian Central Securities Depository (the "VPS") is registered in the name of DNB Bank ASA ("DNB") in the main register of shareholders in Bermuda on behalf of the VPS Register, voting at the above-mentioned *Annual* General Meeting (the "Meeting") of the shareholders of the Corporation, to be held on 19 April 2013, will have to be executed through DNB.

Attached please find a copy of the Notice of *Annual* General Meeting and a proxy form you may use if you want to cast your votes on the issues set forth in the above referred notice.

You are encouraged to specify your votes by marking the appropriate boxes on the enclosed proxy form. When properly executed, the proxy will be voted in the manner directed therein. If you sign and return your proxy without marking any appropriate boxes, the Chairman of the Meeting, or failing him, any individual duly appointed by the Chairman of the Meeting, will as true and lawful agent and proxy for DNB, vote your shares in favour on all items on the agenda for the Meeting.

*Due to the form of registration as referred to above, please disregard any and all information in the Notice of general meeting, proxy and any other documents, as applicable, that refers to proxy return cut-off and/or address to which proxies are to be sent other than what is stated below.*

Your proxy is to be received by DNB Bank ASA, Registrars Department, Oslo, not later than **15. April 2013, 12:00 Noon Norwegian Time**. The P.O. Box address of DNB is: DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Alternatively, send the proxy by e-mail in PDF format to [vote@dnb.no](mailto:vote@dnb.no) or by facsimile to **(+47) 22 94 90 20** within the aforementioned date and time.

Yours sincerely,  
for DNB Bank ASA

Stig Tore Strøm  
Registrars Dept.

**ROMREAL LTD.**  
(the "Company")

**NOTICE**

**NOTICE IS HEREBY GIVEN** that the 2013 Annual General Meeting of the Company will be held at Victoria Place, 31 Victoria Street, Hamilton HM10, Bermuda on 19 April 2013 at 1.00pm (local time), or as soon as possible thereafter, for the following purposes:

**AGENDA**

**ORDINARY BUSINESS**

1. To elect a Chairman, if necessary.
2. Notice and quorum.
3. To consider previous minutes and/or written resolutions of the Shareholders.
4. Presentation of Annual Report, Auditor's Report and Financial Statement for the financial year ended 31 December 2012.
5. To appoint Ernst & Young as Auditors until the close of the next Annual General Meeting and refer remuneration of the Auditors to the Board of Directors.
6. To consider the election of the Directors as follows:
  - (a) Determine the number of Directors to be up to a maximum of EIGHT (8);
  - (b) Elect directors for the ensuing year:

Kjetil Gronskag  
Jonas N. Bjerg  
Arve Nilsson  
Erik Sture Larre
  - (c) Authorise the Directors to fill any vacancies on the Board as and when they deem fit;
  - (d) Authorise the Directors to appoint Alternate Directors as and when they deem fit;and
  - (e) Consider fees payable to the Director(s) of EUR 2,000 per quarter. Directors Kjetil Gronskag, Jonas N. Bjerg, and Erik Sture Larre abstain from any fees in case they are being re-elected.

**SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions:

7. (a) THAT the authorised share capital of the Company be increased from EUR 9,000 to EUR 270,000 by the creation of 261,000,000 shares of EUR 0.001 each.

(b) THAT the directors be and they are hereby generally and unconditionally authorised to implement the above increase in the authorised share capital of the Company and make the necessary amendments to the Memorandum of Association of the Company on a date to be decided by the directors but in any event no later than 31 December 2013.

An important purpose of the proposed increase in the authorised share capital of the Company is to allow for an equity capital raising of up to EUR 1,500,000 by way of a rights issue to the existing shareholders of the Company, such issue to be carried out as soon as practically possible in order to provide necessary working capital to cover the Company's expenses going forward.

8. (a) THAT the directors be and they are hereby generally and unconditionally authorised to consolidate all or any part of the share capital of the Company into shares of larger par value than the existing shares, such shares having the same rights and being subject to the same restrictions (save as to par value) as the existing shares of EUR 0.001 each in the capital of the Company.

(b) THAT the directors be and they are hereby generally and unconditionally authorised to determine the number of shares to be consolidated and the date of the above consolidation provided that it is completed no later than 31 December 2013.

The purpose of the proposed consolidation of the share capital of the Company is to comply with the Oslo Stock Exchange Regulation whereby the Company's shares must be trading at a value equal to or higher than 1 NOK. This proposed reverse share split will not change the value of the Company's share capital.

9. Any other business.

**BY ORDER of the Board**

**Richard Hartley**  
**Secretary**

Dated: 27<sup>th</sup> March 2013

To: Shareholders of Record

cc: Directors

**RomReal Ltd.**  
Notice/Agenda – 2013 AGM

*RomReal Ltd. has an authorised share capital of €9,000 divided into 9,000,000 shares, each with a par value of €0.001. Each share carries one vote at the Company's General Meetings. The shareholders have the right to attend the General Meeting, either in person or by proxy. The shareholders have the right to be accompanied by an advisor and give such advisor the right to speak. Shareholders who wish to be represented by a proxy must deliver a dated and signed proxy form.*

*Shareholders who wish to participate in the 2013 Annual General Meeting are requested to return the enclosed proxy form to DNB Bank ASA via e-mail in PDF format to [vote@dnb.no](mailto:vote@dnb.no), via facsimile to: +47 22 94 90 20 or by post to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway, to be received no later than 12.00 noon Norwegian Time on 15 April 2013.*

**ROMREAL LTD**  
**(the "Company")**

**PROXY FORM**

**Proxy Solicited for 2013 Annual General Meeting - 19 April 2013**

The undersigned hereby authorise DNB Bank ASA to constitute and appoint the Chairman of the Meeting, or failing him, any individual duly appointed by the Chairman of the Meeting, to represent the undersigned at the 2013 Annual General Meeting of shareholders of the Company to be held at Victoria Place, 31 Victoria Street, Hamilton HM10, Bermuda on 19 April 2013 at 1.00pm (local time) or any adjournment thereof, for the purposes set forth below and in the Notice of 2013 Annual General Meeting issued by the Company on 27<sup>th</sup> March 2013.

Please mark your votes as in this example.

Item	Resolutions	For	Against	Abstain
5	Appoint Ernst & Young as Auditors until the close of the next Annual General Meeting and refer remuneration of the Auditors to the Board of Directors.			
6 (a)	Determine the number of Directors to be up to a maximum of EIGHT(8);			
6 (b)	Elect directors for the ensuing year: (a)Kjetil Gronskag (b)Jonas N. Bjerg (c)Arve Nilsson (d)Erik Sture Larre			
6 (c)	Authorise the Directors to fill any vacancies on the Board as and when they deem fit;			
6 (d)	Authorise the Directors to appoint Alternate Directors as and when they deem fit; and			
6 (e)	Consider fees payable to Director(s) of EUR 2,000 per quarter. Directors Kjetil Gronskag, Jonas N. Bjerg, and Erik Sture Larre abstain from any Fees.			
7 (a)	Approve the increase of the authorised share capital of the Company from EUR9,000 to EUR270,000 by the creation of 261,000,000 new shares of EUR0.001 each; and			
7 (b)	Authorise the Directors to implement the above increase in the authorized share capital of the Company and make the necessary amendments to the Memorandum of Association of the Company on a date to be decided by the directors but in any event no later than 31 December 2013.			
8 (a)	Authorise the Directors to consolidate all or any part of the share capital of the Company into shares of larger par value than the existing shares, such shares having the same rights and being subject to the same restrictions (save as to par value) as the existing shares of EUR0.001 each in the capital of the Company.			
8 (b)	Authorise the Directors to determine the number of shares to be consolidated and the date of the above consolidation provided that it is completed no later than 31 December 2013.			

Signature(s):

Date:

*Note: Please sign exactly as name appears above, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.*

Name of shareholder (in block letters): \_\_\_\_\_

**Please return this proxy form to DNB Bank ASA via e-mail in PDF format to [vote@dnb.no](mailto:vote@dnb.no) or facsimile to: +47 22 94 90 20 or post to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway to be received no later than 12.00 noon Norwegian Time on 15 April 2013 and in default of this, the proxy will not be treated as valid.**