

AMENDED AND RESTATED MINUTES of the 2013 Annual General Meeting of **RomReal Ltd.** (the “Company”) held at Victoria Place, 31 Victoria Street, Hamilton HM10, Bermuda on 19 April 2013 at 1.00pm (local time).

<u>Represented by Proxy</u>	<u>Proxy Holder</u>	<u>Shares under Proxy</u>
DnB NOR Bank ASA	Chairman	625,113

<u>Present</u>	<u>Shares Present</u>
Kjetil Grønskag	224,656
Jonas N. Bjerg	57,427

In attendance: Richard Hartley, Harris Palaondas

1. **Kjetil Grønskag** took the Chair and Richard Hartley acted as Secretary to the meeting.

2. **Notice and Quorum**

The Chairman reported that Notice convening this meeting had been given in accordance with the Bye-laws of the Company and that a quorum was present.

3. **Previous Minutes**

RESOLVED that the minutes and written resolutions of the Members with effect from 20 April 2012, the date of the 2012 Annual General Meeting, to date, be confirmed as true and accurate.

4. **Auditors’ Report and Financial Statements**

The Chairman placed before the meeting the Auditors’ Report and Financial Statements for the financial year ended 31 December 2012, which had been approved by the Board of Directors.

RESOLVED that the Auditors’ Report and Financial Statements for the financial year ended 31 December 2012, duly signed by all the Directors of the Company and presented at this meeting, be and are hereby adopted.

5. **Appointment of Auditors**

RESOLVED that Ernst & Young, Chartered Accountants, be and they are hereby re-appointed Auditors of the Company to hold office until the close of the next Annual General Meeting; and that the Board be and it is hereby authorised to determine the Auditors’ remuneration.

Votes FOR
907,196

Votes AGAINST
Nil

6. **Election of Directors**

RESOLVED that:

- (a) the number of Directors be not more than EIGHT (8);

<u>Votes FOR</u>	<u>Votes AGAINST</u>
907,196	Nil

- (b) the following persons be and are hereby elected Directors of the Company to serve until the next Annual General Meeting of the Company or until their respective successors are elected or appointed:

Kjetil Grønskag
Jonas N. Bjerg
Arve Nilsson
Erik Sture Larre

<u>Votes FOR</u>	<u>Votes AGAINST</u>
786,801	120,395

- (c) the Board be and it is hereby authorised to fill any vacancy on the Board as and when it deems fit;

<u>Votes FOR</u>	<u>Votes AGAINST</u>
786,801	120,395

- (d) the Board be and it is hereby authorised to appoint Alternate Directors as and when it deems fit; and

<u>Votes FOR</u>	<u>Votes AGAINST</u>
786,801	120,395

- (e) Messrs Kjetil Grønskag, Jonas N. Berg, Arve Nilsson and Erik Sture Larre abstain from any Directors fees.

<u>Votes FOR</u>	<u>Votes AGAINST</u>
907,096	100

Special Business to be Considered

7. **Increase in Authorised Share Capital**

WHEREAS the Directors consider it of importance and recommend to the Members of the Company that the authorised share capital of the Company be increased 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 the necessary working capital to cover the Company's expenses going forward.

RESOLVED that:

- (a) the recommendation of the Board of Directors to increase the authorised share capital of the Company from EUR 9,000 to EUR 270,000 by the creation of 261,000,000 shares of EUR 0.001 each be and is hereby accepted and approved; and

Votes FOR
786,801

Votes AGAINST
120,395

- (b) the Directors be and they are hereby generally and unconditionally authorised to implement the said increase in authorised share capital of the Company and to 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.

Votes FOR
786,801

Votes AGAINST
120,395

8. **Consolidation of the Share Capital of the Company**

WHEREAS the Directors consider it of importance and recommend to the Members of the Company the consolidation of the share capital of the Company so as 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. The proposed reserves share split will not change the Company's share capital.

RESOLVED that:

- (a) 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; and

Votes FOR
786,801

Votes AGAINST
120,395

- (b) 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 said consolidation provided that it is completed no later than 31 December 2013.

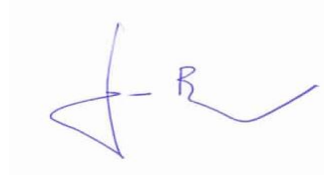
Votes FOR
786,801

Votes AGAINST
120,395

9. There being no further business, the meeting terminated.



Kjetil Gronskag (Chairman)



Jonas N. Bjerg