# **RomReal Ltd.** Richmond House, 12 Par-la-Ville Road, 5<sup>th</sup> Floor, Hamilton HM08, Bermuda Tel- +1-441-293-6268 Fax +1-441-296-3048

10 December 2013

#### **To: All Shareholders**

**Dear Shareholders** 

You are cordially invited to attend a Special General Meeting ("SGM") of RomReal Ltd.(the "Company") which will be held at Richmond House, 12 Par-la-Ville Road, 5th Floor, Hamilton HM08, Bermuda on 27 December 2013 at 10:00am (Bermuda time) or as soon as possible thereafter.

The purpose for calling the SGM is for the Shareholders to consider and, if thought fit, agree to the proposal by the Directors of the Company to alter the Company's Memorandum of Association to reflect a change in the par value of the authorised share capital from 0.001 to 0.0025, as a result of a 2.5:1 reverse stock split duly approved at a directors meeting held on 21 November 2013.

The accompanying Notice of the SGM and Proxy Form describe, in more detail, the items to be considered and acted upon by the Shareholders. Please mark the boxes on the proxy card to indicate how your shares are to be voted.

Whether or not you plan to attend this meeting, please sign, date and return your proxy form to the address above or via facsimile (+1-441-296-3048) or email (<u>richard.hartley@acumen.bm</u>) as soon as possible so that your shares can be voted at the meeting in accordance with your instructions. If you attend the meeting you may revoke your proxy, if you wish, and vote in person. It is very important that your shares be represented. If you have any questions on the foregoing, please do not hesitate to contact Richard Hartley, the Secretary of the Company whose contact details are as state above.

Yours faithfully

Secretary RomReal Ltd.

## RomReal Ltd.

(the "Company")

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of the Company will be held at Richmond House, 12 Par-la-Ville Road, 5<sup>th</sup> Floor, Hamilton HM08, Bermuda on the 27 December 2013 at 10:00am (Bermuda time) or as soon as possible thereafter, for the following purposes:

### AGENDA

- 1. To appoint a Chairman and Secretary to the meeting.
- 2. To read the Notice convening the meeting and confirm that a quorum is present.
- 5. To consider the recommendation of the Board of Directors that, following the change in the par value of the authorised share capital from €0.001 to €0.0025, as a result of a 2.5:1 reverse stock split duly approved at a directors meeting held on 21 November 2013, the Memorandum of Association of the Company be altered pursuant to §12 of the Companies Act 1981 by the deletion of the existing Clause 5. in its entirety and the substitution therefor of the following new Clause 5:

"The authorised share capital of the Company is Euro 270,000 divided into 108,000,000 shares of par value Euro 0.025 each."

#### BY ORDER OF THE BOARD

Richard Hartley Secretary

Dated: 10 December 2013

#### RomReal Ltd.

(the "Company")

#### **PROXY FORM**

I/We the undersigned being (a) member(s) of RomReal Ltd. hereby appoint the Chairman of the meeting or failing him (\_\_\_\_\_\_\_) as my/our proxy to for me/us and on my/our behalf at an Special General Meeting of the Company to be held at Richmond House, 12 Par la Ville Road, 5th Floor, Hamilton HM08, Bermuda on 27 December 2013 at 10:00am (Bermuda time) and at any adjournment thereof. My/Our proxy may vote in his/her absolute discretion save that he/she is to vote as indicated with an "X" in respect of the following matters.

No.	Resolution	For	Against	Abstain
1.	To approve the alteration of the Company's Memorandum of Association by the deletion of the existing Clause 5. in its entirety and the substitution therefor of the following new Clause 5:			
	"The authorised share capital of the Company is Euro 207,000 divided into 108,000,000 shares of par value Euro 0.0025 each."			

Dated this

day of

Signature: \_\_\_\_\_

Name(s) and address in which the shares are registered (in block letters).

2013.

#### Notes:

- (1) If you wish to appoint as a proxy a person other than the Chairman of the meeting you should delete the words "the Chairman of the Meeting or failing him" and insert the name(s) of your proxy or proxies in the space provided. A proxy need not be a member of the Company.
- (2) Unless otherwise directed, the proxy will vote or abstain, as he thinks fit in respect of the member's total holding.
- (3) In case of a corporation, this form of proxy must be executed under its common seal or under the hand of an attorney or officer duly authorized.
- (4) This form of proxy (together with the power of attorney (if any) under which it is signed or a notarially certified copy of such power) must be sent to the Company Secretary, RomReal Limited, either by fax to +1-441-296-3048 or via e-mail to richard.hartley@acumen.bm or via post to Richmond House, 12 Par-la-Ville Road, 5<sup>th</sup> Floor, Hamilton HM08, Bermuda, to be received no less than 48 hours before the time fixed for holding the said meeting and in default will not be treated as valid.