

MINUTES of the 2015 Annual General Meeting of **RomReal Ltd.** (the “Company”) held at Burnaby Building, 16 Burnaby Street, Hamilton HM11, Bermuda on 24 April 2015 at 1.00pm (local time).

Present:	<u>Represented by Proxy</u>	<u>Proxy Holder</u>	<u>Shares under Proxy</u>
	DnB NOR Bank ASA	Chairman	12,962,559

Total number of shares:	41,367,782
Shares voted for:	12,962,559
Broker non-votes:	28,405,223

In attendance: Kjetil Grønskag, Jonas Bjerg
Richard Hartley (Secretary)

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 24 April 2014, the date of the 2014 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 2014, which had been approved by the Board of Directors.

RESOLVED that the Auditors’ Report and Financial Statements for the financial year ended 31 December 2014, 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.

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
12,962,559	0	0

6. **Election of Directors**

RESOLVED that:

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

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
12,962,559	0	0

- (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 Gronskag
Jonas N. Bjerg
Arve Nilsson
Lacramioara Isarescu
Arne Reinemo

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
12,962,559	0	0

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

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
12,962,559	0	0

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

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
12,962,559	0	0

- (e) fees be payable to the Director(s) of EUR 1,500 per quarter. Directors Kjetil Grønskag, Jonas N. Berg and Arve Nilsson abstain from any fees in case they are being re-elected.

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
12,962,559	0	0

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

A handwritten signature in black ink, appearing to read 'K. Grønskag', with a large, sweeping underline that loops back under the signature.

Kjetil Grønskag (Chairman)

A handwritten signature in blue ink, appearing to read 'J. Bjerg', with a simple horizontal underline.

Jonas Bjerg