

**MINUTES** of the 2019 Annual General Meeting of **RomReal Ltd.** (the “Company”) held at Burnaby Building, 16 Burnaby Street, Hamilton HM11, Bermuda on Wednesday, 17 April 2019 at 13:00 hrs (local time).

<b>Present:</b>	<b><u>Represented by Proxy</u></b>	<b><u>Proxy Holder</u></b>	<b><u>Shares under Proxy</u></b>
	DnB NOR Bank ASA	Chairman	7,679,875

**Total number of shares:** 41,367,782

**Shares voted for:** 7,679,875

**Broker non-votes:** **33,687,907**

**In attendance:** Kjetil Gronskag  
Bendt Thorkildsen  
Harris Palaondas  
Richard Hartley

1. Kjetil Gronskag 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 2018, the date of the 2018 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 2018 which had been approved by the Board of Directors.

**RESOLVED** that the Auditors' Report and Financial Statements for the financial year ended 31 December 2018, duly signed by Kjetil Grønskag, Bendt Thorkildsen, Lacramioara Isarescu, Heidi Sorensen Austbo on behalf of the Board of 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.

**Vote FOR**  
7,679,875

**Vote AGAINST**  
NIL

**Vote ABSTAIN**  
33,687,907

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>
7,679,875	NIL	33,687,907

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- (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  
Bendt Thorkildsen  
Lacramioara Isarescu  
Heidi Sorensen Austbo

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
7,679,875	NIL	33,687,907

- (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>
7,679,875	NIL	33,687,907

- (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>
7,679,875	NIL	33,687,907

- (e) fees be payable to the Director(s) of EUR 1,500 per quarter. Directors Kjetil Grønskag, and Bendt Thorkildsen abstains from any fees.

<u>Vote FOR</u>	<u>Vote AGAINST</u>	<u>Vote ABSTAIN</u>
7,679,875	NIL	33,687,907

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



Kjetil Grønskag (Chairman)



Bendt Thorkildsen (Director)