NEW RIVER

NewRiver REIT PLC

Unaudited results for the six months ended 30 September 2024

12 December 2024

Transformational Period to Deliver Growth

Allan Lockhart, Chief Executive commented: "This has been a transformational period for NewRiver marked by the successful acquisition of Capital & Regional which completed earlier this week. This transaction substantially increases our scale and will deliver significant benefits including a material increase in our earnings. This was clearly recognised by existing shareholders and new investors who overwhelmingly supported our equity raise to partly fund the transaction.

Our focus on M&A activity has not detracted from our operational performance which has been excellent with another good period of leasing activity. Consequently, occupancy and occupier retention rates remain high. We have a highly experienced asset management team, which has been further enhanced with the recent acquisition of Ellandi, and a portfolio that is significantly outperforming the market in terms of year-on-year consumer spending growth which is supporting the success of our occupiers.

For NewRiver the outlook is positive, despite the uncertain macro environment. We have a clear pathway to deliver growth from a portfolio that is performing well, our successful Capital Partnership business and the realisation of the significant benefits that flow from our completed M&A activities, all of which will drive significant recurring earnings accretion, enhancing our ability to pay a higher covered dividend."

Capital & Regional acquisition delivers scale, material earnings accretion and opportunities to add value

- In December 2024 completed the acquisition of Capital & Regional for £151m, funded through a combination of cash and shares; pricing implies a discount to Net Assets of 14% based on £350m[1] portfolio valuation
- Transaction increases the size of NewRiver's portfolio by 65% to create a £0.9bn[2] portfolio through the combination of high-quality, complementary assets with similarly low-risk tenant profile and attractive income characteristics
- Expected to deliver mid-to high-teens accretion to UFFO per share by unlocking approximately £6.2m of annual cost synergies; to be unlocked within 12 months of completion on an annualised basis.
- Transaction part funded through significantly oversubscribed 19.9% equity placing and retail offer in September 2024 which raised net proceeds of £48.9m; priced at a modest premium to the prevailing share price

Expansion of Capital Partnerships through acquisition of Ellandi

- In July 2024, acquired Ellandi, an asset and development management business focused on UK retail and regeneration, for an initial cash consideration of £5m
- Transaction provides existing Capital Partnership business with additional scale and diversification and skill, introducing complementary experience of managing destination shopping centres and regeneration projects, as well as being consistent with NewRiver's strategy to deliver earnings growth in a capital-light way

Strong financial position maintained following acquisition activity

- Proforma is an estimate of NewRiver's position post the acquisition of Capital & Regional
- Proforma LTV of c.42%[2] vs 30.8%[3] at 31 March 2024 (21.6%[3] at 30 September 2024); modest asset disposals of c.£30m required to reduce proforma LTV to within Company guidance of <40%
- Proforma cash of c.£70m[2] vs £133.2m[3] at 31 March 2024 (£184.8m[3] at 30 September 2024)
- Proforma Interest Cover Ratio of c.4.9x[2] vs 6.5x[3] at 31 March 2024 (7.4x[3] at 30 September 2024)
- Proforma Net debt to EBITDA of c.6.0x[2] vs 4.8x[3] at 31 March 2024 (3.5x[3] at 30 September 2024)
- Strength of balance sheet position recognised in September 2024 when Fitch Ratings reaffirmed NewRiver's Long-Term Issuer Default Rating (IDR) at 'BBB' with a Stable Outlook, senior unsecured rating (relating to £300m unsecured 2028 bond) at 'BBB+' and Short-Term IDR at 'F2'

Robust underlying financials[3]

- UFFO of £11.5m (3.7 pence per share) in HY25, reduced from £12.3m (4.0 pence per share) in HY24 due to £41m disposals completed in the last 18 months
- HY25 Dividend Per Share of 3.0 pence; 80% payout / 125% covered
- Stable portfolio valuations of £540m as at 30 September 2024 (31 March 2024: £544m) reflecting disposal of a Work Out asset and a modest valuation decline of -0.4%
- IFRS profit after tax of £8.2m in HY25, improved from £2.6m loss in HY24, due to stabilised valuations
- EPRA NTA per share -8% to 106 pence as at 30 September 2024 (31 March 2024: 115 pence); 0.7 pence reduction due to modest valuation decline, 5.6 pence due to the equity placing and 2.2 pence due to the Ellandi acquisition; Proforma NTA per share of c.102[2] pence

Continued positive operational performance and committed focus on ESG[3]

- Stable occupancy of 97% vs 98% at 31 March 2024
- 406,400 sq ft new lettings and renewals completed across the portfolio; long-term transactions at average 5.3% premium to ERV and 1.6% premium to previous rent
- Improving tenant retention rate of 98% vs 94% in FY24; average rent remains affordable at £11.90 per sq ft
- GRESB score improved to 80 from 72 and maintained Gold Level for EPRA Sustainability Best Practice Recommendations

1. NewRiver commissioned Knight Frank, which values the majority of NewRiver's existing portfolio, to conduct an external valuation of the Capital & Regional portfolio in accordance with the latest version of the RICS Valuation – Global Standards, (the "Red Book"), as part of its due diligence.
2. Proforma for acquisition of Capital & Regional which completed on 10 December 2024, using Knight Frank valuation of Capital & Regional portfolio at 30 June 2024 of £350m and adjusted for cash component of the consideration, estimated remaining transaction costs and planned imminent repayment of £59m of Capital & Regional secured debt facilities. See Glossary for further details on proforma calculation.
3. Standalone NewRiver, prior to completion of Capital & Regional acquisition

Results summary

Performance	**Note**	**HY25 Unaudited**	**H2 FY24 Unaudited**	**HY24 Unaudited**
Underlying Funds From Operations ('UFFO')	(1)	£11.5m	£12.1m	£12.3m
UFFO per share	(1)	3.7p	3.8p	4.0p
Net Property Income		£21.8m	£22.6m	£23.0m
Ordinary dividend		3.0p	3.2p	3.4p
Ordinary dividend cover	(2)	125%	118%	118%
Ordinary dividend payout	(2)	80%	85%	85%
IFRS Profit / (Loss) after taxation		£8.2m	£5.6m	£(2.6)m
IFRS Basic EPS		2.6p	1.8p	(0.8)p
Interest cover	(3)	7.4x	6.5x	5.2x
Total Accounting Return	(4)	(5.0)%	+1.2%	(0.7)%
GRESB Score	(5)	80	72	72

Balance Sheet	**Note**	**30 September 2024**	**31 March 2024**	**30 September 2023**
IFRS Net Assets		£410.4m	£361.1m	£367.7m
EPRA NTA per share	(6)	106p	115p	117p
Balance Sheet (proportionally consolidated)	(7)	**30 September 2024**	**31 March 2024**	**30 September 2023**
Properties at valuation	(7)	£540.5m	£543.8m	£553.1m
Net debt	(7)	£116.6m	£167.3m	£163.1m
Principal value of gross debt	(7) (8)	£304.3m	£304.0m	£304.0m
Cash	(7)	£184.8m	£133.2m	£138.0m
Net debt: EBITDA	(7)	3.5x	4.8x	4.4x
Weighted average cost of debt – drawn only	(7) (9)	3.5%	3.5%	3.5%
Weighted average debt maturity – drawn only	(7) (9)	3.4 years	3.9 years	4.4 years
Loan to value	(7) (10)	21.6%	30.8%	29.5%

(1) Underlying Funds From Operations ('UFFO') is a Company measure of operational profits, which includes other income and excludes one off or non-cash adjustments, such as portfolio valuation movements, profits or losses on the disposal of investment properties, fair value movements on derivatives and share-based payment expense as set out in Note 11 to the Financial Statements and in the Finance Review. UFFO is used by the Company as the basis for ordinary dividend policy and cover
(2) Ordinary dividend cover and payout calculated with reference to UFFO
(3) Interest cover is tested at corporate level and is calculated by comparing actual net property income received versus net cash interest payable on a 12 month look-back basis
(4) Total Accounting Return is the EPRA NTA per share movement during the period, plus dividends paid in the period, divided by EPRA NTA per share at the start of the period
(5) GRESB is the leading sustainability benchmark for the global real estate sector, and its annual assessment scores participating companies out of 100
(6) EPRA Net Tangible Assets ('NTA') is based on IFRS net assets excluding the mark to market on derivatives and debt instruments, deferred taxation on revaluations, goodwill and diluting for the effect of those shares potentially issuable under employee share schemes, see Note 11 to the Financial Statements
(7) Proportionally consolidated means Group and share of JVs & associates
(8) Principal value of gross debt being £300.0 million of Group and £4.3m share of JVs & associates (31 March 2024: £300.0m of Group and £4.0m share of JVs & associates)
(9) Weighted average cost of debt and weighted average debt maturity on drawn debt only (including share of JV & associate drawn debt)
(10) The ratio of gross debt less cash, short-term deposits and liquid investments to the aggregate value of properties and investments

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This announcement contains inside information as defined in Article 7 of the EU Market Abuse Regulation No 596/2014 and has been announced in accordance with the Company's obligations under Article 17 of that Regulation. This announcement has been authorised for release by the Board of Directors.

Results presentation

A pre-recorded presentation will be streamed live at 9.30am today on our website and the following link:

https://secure.emincote.com/client/newriver/HY25/

This will be followed immediately by a live Q&A session for investors and analysts.

The accompanying slides will be made available at www.nrr.co.uk just prior to the presentation commencing.

Forward-looking statements

The information in this announcement may include forward-looking statements, which are based on current projections about future events. These forward-looking statements reflect the directors' beliefs and expectations and are subject to risks, uncertainties and assumptions about NewRiver REIT plc (the 'Company'), including, amongst other things, the development of its business, trends in its operating environment, returns on investment and future capital expenditure and acquisitions, that could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statements.

None of the future projections, expectations, estimates or prospects in this announcement should be taken as forecasts or promises nor should they be taken as implying any indication, assurance or guarantee that the assumptions on which such future projections, expectations, estimates or prospects have been prepared are correct or exhaustive or, in the case of the assumptions, fully stated in the document. As a result, you are cautioned not to place reliance on such forward-looking statements as a prediction of actual results or otherwise. The information and opinions contained in this announcement are provided as at the date of this document and are subject to change without notice. No one undertakes to update publicly or revise any such forward looking statements. No statement in this document is or is intended to be a profit forecast or profit estimate or to imply that the earnings of the Company for the current or future financial years will necessarily match or exceed the historical or published earnings of the Company.

Chief Executive's Review

Overview

For the last two years, we have operated with an elevated cash position in anticipation of deploying our capital into growth opportunities. Since the start of FY25, we have made significant progress in that regard, with the acquisition of Capital and Regional plc ('Capital & Regional') which completed on the 10 December 2024. We are confident this will be a transformational transaction, giving us increased scale, material earnings growth that will feed through to our dividend growth through unlocking cost synergies, debt optionality and increased liquidity in our shares.

To partly fund the acquisition, we undertook a 19.9% equity placing and retail offer which was heavily oversubscribed and priced at a modest premium to the prevailing share price. We believe that the success of our equity placing is reflective of increased confidence in NewRiver, the attractiveness of the Capital & Regional transaction and a recognition that our marketplace has been improving. The equity placing enabled us to expand and strengthen our shareholder register and the trading liquidity of our shares by permitting new investors to join and existing shareholders to increase their positions in the company. Our investor and banking relationships have been crucial to delivering on our M&A activities and we are grateful to both sets of investors as well as our advisors for their support.

Whilst our primary focus has been on M&A activity in the first half, this did not detract from our operational performance which has been excellent with another period of good leasing performance both in terms of volume and pricing. Consequently, occupancy and tenant retention rates remained high demonstrating that we have the right assets in the right locations let to the right occupiers, as well as reflecting the quality of our asset management.

In-line with our strategy to expand our Capital Partnership business which provides high quality asset management services in return for fee income, we acquired Ellandi Management Limited ('Ellandi'), an asset and development management business focused on UK retail and regeneration. This acquisition provides our existing Capital Partnership business with additional scale and diversification, as well as introducing complementary experience of managing destination shopping centres and regeneration projects.

During the 6 months ended 30 September 2024, we delivered £11.5 million of UFFO, equating to 3.7 pence on a per share basis. As a result, we have declared a fully covered interim dividend of 3.0 pence per share, representing a payout equivalent to 80% of UFFO which is in-line with our dividend policy. Our EPRA Net Tangible Assets Per Share at the half year was 106 pence, which reflects that our equity placing was conducted at a discount to EPRA NTA Per Share and the acquisition of Ellandi. Pleasingly our valuation performance in the first half was again broadly stable.

Transformational M&A Set to Deliver Material Earnings Growth

We believe that the acquisition of Capital & Regional has a strong strategic, operational and financial rationale that will deliver significant near, medium and long-term benefits to all stakeholders.

Capital & Regional's portfolio comprises six community shopping centres predominantly located in London and South East England and principally let to low-risk, essential and value-oriented retailers that are highly complementary to NewRiver's existing portfolio. As a result, the combined retail portfolio increases by 65% to £0.9 billion and annualised rent also increases by 73% to approximately £90 million per annum. In addition, following the acquisition of Capital & Regional, we now own Snozone, the UK's largest indoor ski slope operator with centres in Milton Keynes, Yorkshire and Madrid (Spain).

Price paid is critically important in realising future returns and, in that regard, we believe we did so at an attractive level. Capital & Regional's assets were valued in June 2024 at £375 million resulting in net assets of £200 million. which compares favourably to the price that we paid of £151 million, based on the middle-market closing price of NewRiver's shares on 10 December 2024, a discount of 25%. We also undertook our own independent valuation exercise as part of our pre-acquisition diligence, which produced a revised valuation of £350 million and a revised net asset value of £175 million which still compares favourably to the £151 million that we paid for their business, a discount of 14%.

The transaction affords us the opportunity to unlock significant cost synergies that will deliver material earnings accretion. In total we expect to unlock approximately £6.2 million of recurring annual cost synergies, the majority of which are expected to be effective shortly after completion of the acquisition with the full benefit of the cost synergies from the acquisition expected to be unlocked within 12 months of completion on an annualised basis. These cost savings are expected to arise from the removal of duplicative functions and the rationalisation of listing and other administrative and operational expenses. The acquisition is expected to generate a strong income return and mid- to high-teens accretion to UFFO per share, enabling us to pay a materially higher, covered dividend.

Our aim remains to preserve a robust and conservatively leveraged balance sheet in line with our financial policies and guidance. Following completion of the acquisition, we continue to benefit from a weighted average cost of 3.5% across drawn debt of £444 million with no maturity on drawn debt until January 2027. We also benefit from substantial available liquidity, improved debt optionality and expected cost of capital benefits resulting from increased scale.

An enlarged REIT has been created through this transaction with an enhanced equity market profile and a broader shareholder base, with shareholders benefitting from the potential for increased share liquidity and larger weightings in key indices.

Finally, the composition of our portfolio has changed as a result of the acquisition with Core Shopping Centres and Retail Parks representing 94% of our total portfolio, an increase from 89%, and our Work Out and Regeneration portfolios reducing to only 3% each. Portfolio weighting to London and the South East has increased substantially post-acquisition to 56% of our total portfolio and 66% of our Core Shopping Centre portfolio.

Accelerating Capital Partnerships

Capital Partnerships are an important component of our strategy to deliver earnings growth in a capital light way and so we were delighted to have acquired Ellandi in July 2024. The acquisition is aligned with NewRiver's strategy to expand our Capital Partnership business over the medium term, leveraging our position as one of the largest specialist retail real estate asset managers in the UK. Investment partners are increasingly recognising the importance of track record and specialism in this highly operational asset class.

The Ellandi business brings with it a portfolio of 16 shopping centre asset management mandates, covering over 6.3 million sq ft, with 10 different partners. Ellandi also brings extensive experience working with public sector owners to deliver regeneration, with current projects including the regeneration of Blackpool Town Centre and Strand Shopping Centre in Bootle. During the year ended 30 April 2024, Ellandi's fee income was £5.7 million, and EBITDA was £1.1 million. The acquisition was made for an initial cash consideration of £5 million, with additional cash consideration of up to £4 million subject to EBITDA performance, including realising savings through shared services, over a three year earn out period.

Today our Capital Partnership business has genuine scale, with assets under management of £1.5 billion across a portfolio of 21 shopping centres and 17 retail parks, with 13 different partners. Including NewRiver's wholly owned portfolio post the acquisition of Capital & Regional, this increases total assets under management to £2.4 billion across a portfolio of 49 shopping centres and 29 retail parks and a total annual rent roll of £225 million collected from 3,500 tenancies.

The Right Assets, In the Right Locations Let to the Right Occupiers (as at 30 September 2024)

We have always held the view that income and income growth over the long term are key to delivering attractive total returns and so a portfolio which is positioned to benefit from evolving consumer behaviour is important to ensure that rental cashflows are sustainable.

The data that we are now accessing and analysing from Lloyds Bank on the majority of our portfolio by value shows that our portfolio is outperforming the national position. Absolute in-store spend and online spend connected to the store was up +5.8% year-on-year through to 30 September 2024, which was an outperformance relative to the Lloyds Bank Retail and Supermarket benchmark of +2.1%. We experienced slightly stronger growth in our retail parks of +7.6% relative to our shopping centres at +4.3%.

Interestingly, online spend connected to stores in our portfolio has grown at a much faster rate than online spend that is not connected to our stores which demonstrates that stores are playing an increasingly important role in driving retailers' overall omnichannel performance.

Given the increase in consumer spending in our assets for the 12 months to 30 September 2024, our total occupational cost ratio ('OCR') at the half year was 8.6% versus 8.8% at FY24. We are confident that our rental cashflows are affordable and therefore sustainable notwithstanding that retail, hospitality and leisure businesses are facing cost increases as a result of recent UK Budget decisions.

Delivering Strong Operational Performance (as at 30 September 2024)

Our retail portfolio, focused predominately on essential goods and services, continues to deliver robust operational metrics underpinned by excellent occupational demand across the portfolio for both new lettings and renewals, again demonstrating that we own the right assets in the right locations that are in demand from occupiers for whom a physical store is vital.

Overall, we completed 406,400 sq ft of leasing transactions securing £3.7 million of annualised income. Core Shopping Centres and Retail Parks accounted for 98% of long term leasing transactions and were completed at rents +5.3% above valuer's ERV and +1.6% against the previous passing rent. We have now had eight continuous reporting periods where our leasing transactions have exceeded valuer's ERV and five continuous reporting periods where new leasing transactions have exceeded the previous rent, demonstrating the sustainability and affordability of our growing rental cashflows.

Occupancy at 96.5% is marginally down, however, this is temporary with new vacancy in advanced legals or re-let post period end, as such we expect the occupancy to rise in the near term.

Our long-term leasing transactions had a weighted average lease expiry (‘WALE’) of 8.4 years, an improvement on FY24 at 7.5 years and maintains the positive momentum we have seen since FY22 which was at 6.4 years. In terms of tenant incentives, due to the continued competitive tension in the occupational market, for long-term leasing transactions the average rent-free period is a modest 4.7 months.

Aggregating our leasing transactions over the last three years, the compound annual rental growth based on an average previous lease period of 10.1 years is only -0.2%, illustrating the limited annualised rental decline over a long-term period and looking ahead underpins the sustainability of current rental levels.

We have been making good progress across our two regeneration assets, representing only 5% of total portfolio value (3% post the acquisition of Capital & Regional). At Grays, we are shortly awaiting a decision on a planning application for a high-density residential scheme which we expect to be positive, and at Burgess Hill we are in advanced legals to form a new Joint Venture with Mid Sussex District Council to deliver a mixed-use scheme. Terms have been agreed with a major food discounter to pre-let the retail anchor store, with a budget hotel operator for the proposed 89 bedroom hotel and with a residential developer to sell part of the site. We are targeting to commence project works in 2025.

We remain on course to fully exit our Work Out portfolio, which now represents only 5% of total portfolio value (3% post the acquisition of Capital & Regional), having completed two sales (including one post period end), meaning there is only one planned sale remaining and two advanced turnaround strategies to complete. The key turnaround strategy is at the Capitol Centre, Cardiff which accounts for 66% of the total Work Out portfolio where we have recently received planning permission for the required works to create an 80,000 sq ft family entertainment centre and are in advanced legals with a national operator.

We continue to ensure that ESG is embedded across all of our activities, and we have continued to make good progress. Most encouraging is our 2024 GRESB result which is up to 80/100 from 72/100. This year’s increased score is a result of the improved access to occupier data, as for the first time we are using market leading technology to directly access the consumption data of our occupiers which allows us to accurately calculate the energy intensity of our assets and gives us greater visibility of our net zero pathway. The significance of our score improvement this year has also justified an additional “green star”, taking the total to three, reflective of our improved overall, above average, position amongst GRESB participants.

Alongside our continued GRESB success, we have also received confirmation from EPRA that we have retained our Gold award for the transparency and consistency of the ESG performance disclosures we provide as part of our Annual Report & Accounts.

Absolute energy consumption reduced by 6% across the landlord-controlled areas of our portfolio, while water consumption reduced by 8%. We also continued to successfully uphold our zero waste to landfill policy.

During the period, we selected the Broadway Centre, Bexleyheath, the Abbey Centre, Newtownabbey, and Hollywood Retail Park, Barrow-in-Furness, to undergo RESVI (Real Estate Social Value Index) certification, which considers 70+ different social value generating metrics and the social and local economic value they generate.

The certification process is now complete and concluded that of the three assets tested the social value generated totalled over £8 million. On a per sq ft basis, applying the average across our portfolio pre the acquisition of Capital & Regional would suggest that c.£41 million of social value may have been generated through our assets last year, taking into account the actions of four key stakeholder groups: asset managers, property/centre managers, and a sample of suppliers and occupiers. Impactful initiatives included the number of work experience opportunities provided, volunteering time given by staff, and amount of waste diverted from landfill. It is most encouraging to have an insight into the social value of our assets, many of which are located at the heart of communities.

The Outlook is Positive

The benefit of the decisive actions we implemented several years ago to position NewRiver for growth are now being realised, particularly with the acquisition of Capital & Regional, and we will be applying a laser focus in the coming months to ensure a successful integration of that business and the delivery of the significant cost synergies that we expect to drive material earnings growth and will feed through to our fully covered dividend.

We are confident in our portfolio positioning to deliver future rental growth on a consistent basis, the prospects for which are encouraging especially given the clear outperformance of consumer spend in our assets and our highly affordable occupational cost ratios. Finally, we are excited with the growth potential of our Capital Partnerships business to deliver earnings growth in a capital light way.

Our long-held view of the importance of income returns today serves us well. The portfolio is performing well, supported by a highly experienced and motivated team underpinned by a strong balance sheet, and whilst the macro environment remains uncertain, we have a clear pathway to deliver attractive returns for our shareholders.

Portfolio Review

Highlights

Portfolio Metrics as at 30 September 2024
- Occupancy: 96.5% (FY24: 98.0%)
- Retention Rate: 98% (FY24: 94%)
- Rent Collection: 99% (FY24: 99%)
- Affordable Average Rent: £11.90 per sq ft (FY24: £11.82 per sq ft)
- Gross to Net Rent Ratio: 86% (FY24: 88%)
- Leasing Volume: 406,400 sq ft (HY24: 361,800 sq ft)
- Leasing Activity: +5.3% ahead of valuer's ERV (HY24 +3.9%)
- Average CAGR HY22-HY25: -0.2% on 10.1 year average previous lease period
- Occupational Cost Ratio: 8.6%
- In-store sales growth: 4.6% year-on-year in the 12 months to September
- Total Return of +3.5% (H2 FY24 +3.1%)
- Expanding Capital Partnerships activities including the acquisition of Ellandi

Our retail portfolio, focused predominately on essential goods and services, continues to deliver resilient operational metrics with excellent occupational demand across the portfolio for both new lettings and renewals, again demonstrating that we own the right assets in the right locations that are in demand from occupiers for whom a physical store is vital.

Our asset team have been active during the period, overall, we have completed 406,400 sq ft of leasing transactions securing £3.7 million of annualised income. Long term leasing transactions, which account for 81% of total rent secured, were completed at rents +5.3% above valuer's ERV and +1.6% against the previous passing rent. Occupancy at 96.5% is marginally down, however, this is temporary with new vacancy in advanced legals or re-let post period end, as such we expect the occupancy to return to the level as at March 2024 in the near term.

As at 30 September 2024	Occupancy	Retention Rate	Rent Collection	Affordable Average Rent		Gross to Net Rent Ratio	Leasing Volume	Leasing Activity	Average CAGR HY22-HY25	
	(%)	(%)	(%)	(£ psf)	(Ave. pa)	(%)	(sq ft)	% vs valuer ERV	(%)	(Average Lease Length)
Retail Parks	97.4%	97%	100%	£12.39	£132,000	98%	84,600	+5.3%	+0.8%	13.0
Shopping Centres – Core	96.8%	98%	99%	£12.77	£39,000	90%	224,200	+5.3%	-0.4%	10.0
Shopping Centres – Regen	96.2%	96%	98%	£5.92	£16,000	n/a	55,900	-	-0.7%	9.1
Shopping Centres – Work Out	93.1%	100%	97%	£9.80	£18,000	n/a	41,700	+5.3%	-2.2%	6.6
Total[1]	**96.5%**	**98%**	**99%**	**£11.90**	**£44,000**	**92%**[2]	**406,400**	**+5.3%**	**-0.2%**	**10.1**

1. Total includes Other representing 1% of total portfolio by value 2. Gross to net ratio includes Retail Parks and Shopping Centres - Core only

Long-term leasing continues to outperform ERV's across the total portfolio. Activity for the period across the total portfolio was concentrated within the Core Shopping Centres and Retail Parks, accounting for 98% of long-term rent secured, transacting at +5.3% above valuer's ERVs. We continue to experience excellent occupational demand across these assets given their convenient locations at the heart of their local communities.

Our long-term leasing transactions had a WALE of 8.4 years, an improvement on FY24 at 7.5 years and maintains the positive momentum we have seen since FY22 which was at 6.4 years. In terms of tenant incentives, due to the continued competitive tension in the occupational market, for long-term leasing transactions the average rent free period is just 4.7 months. The average has increased compared to FY24 at 2.1 months as a result of the longer terms secured.

For total portfolio lease events in HY25, the rents achieved had a broadly flat CAGR versus the previous passing rent of -0.2% over the average previous lease period of 10.3 years. Over the past three years, this is only -0.2% based on an average previous lease period of 10.1 years, illustrating the limited annualised rental decline over a long term period and going forward underpins the sustainability of current rental levels. For Retail Parks the CAGR is positive at +0.8% and we expect will continue to deliver rental growth from a highly affordable rental base.

The NewRiver Group portfolio is well-located across the UK, focused on essential goods and services, omnichannel compatible space for successful and expanding occupiers reliant on a physical store network. The portfolio has a clearly defined focus, being convenience-led, community-focused retail assets throughout the UK which in turn contribute to the community and wider society. Therefore, the demand for space that we saw in our portfolio continues to be broadly based ranging from Discount, Value Fashion, Grocery, Home, Books & Stationery, Health & Beauty, Jewellery and F&B with 81% of the portfolio by rent from retail tenants within essential sub-sectors.

We have been making good progress across our two regeneration assets, representing 5% of the total portfolio value (3% post the acquisition of Capital & Regional), where the objective is to crystallise the profit from these projects in the short to medium term via sales post the receipt of a planning permission or delivery within a joint venture. At Grays, we are shortly awaiting a decision on a planning application for a high-density residential scheme which we expect to be positive and at Burgess Hill we are in advanced legals to form a new joint venture with Mid Sussex District Council to deliver a mixed-use scheme

We remain on course to fully exit our Work Out portfolio, having completed two sales (including one post period end), meaning there is only one planned sale remaining and two advanced turnaround strategies to complete. The key turnaround strategy is at the Capitol Centre, Cardiff which accounts for 66% of the total Work Out portfolio where we have recently received planning permission for the required works to create an 80,000 sq ft family entertainment centre and are in advanced legals with a national operator.

Our portfolio valuation at £540.5 million, represents a like-for-like valuation movement of +0.1% in the three months to September 2024 and -0.4% in the six months to September 2024. Over the six month period, this shows a slight underperformance against the MSCI All Retail index which recorded an increase of +1.2% but a +100bps capital return outperformance over a 12 month period, illustrating the underlying resilience and stability of our portfolio valuation. Our view is that income returns will continue to a be key component of driving total returns in the long term and we have outperformed our benchmark over the six and 12 months period by +90bps and +210bps respectively.

Customer Spend Data (Analysis of Lloyds Bank Data) as at 30 September 2024

This year we have started working with Lloyds Bank, combining high-quality consumer spending data with our retail market expertise. NewRiver's analysis, informed by Lloyds Bank data, has provided greater insight into the profile of our shoppers and performance of our assets. To date, we have detailed customer spending insights on assets representing the majority of our portfolio by value.

The headline portfolio findings are that our assets are local and accessible to our consumers, in-store spend is increasing, sales are up and our space is affordable and profitable for our occupiers.

NewRiver analysis and key findings are:

- Overall, the portfolio has an OCR of 8.6%, with the lowest being within the Retail Parks segmentation at 7.0%
- Total in store spend for the NewRiver portfolio grew by 4.6% year-on-year. In store and online spend growth (In Store + Online With Store Visit) also grew by 5.8%. These represent an outperformance relative to UK average growth in retail spend of 2.1%
- The Average Transaction Value ('ATV') dropped marginally year on year, this was due to number of transactions growing faster than total sales values, but both were up overall
- Our assets are local and accessible with 74% of consumers travelling 0-5 miles to visit our centres
- 78% of spend is from consumers of working age (defined as being between 25 and 69)
- The top four most affluent segments (Affluent & Rooted, Comfortable & Successful, Ambitious & Motivated and Retired) account for 57% of spend within the portfolio

The analysis shows that across each of our segments, our tenants are exhibiting strong trading performance, both reflected in the OCR and also in the healthy year-on-year spend growth.

	Shopping Centres - Core	**Retail Parks**
OCR %	9.5%	7.0%
Spend Growth % (In Store)	+3.0%	+6.7%
Spend Growth % (In Store + Online With Store Visit)	+4.3%	+7.6%

Retail Parks as at 30 September 2024

- Portfolio weighting: 33% (20% post the acquisition of Capital & Regional)
- No. assets: 13
- NIY: 6.4% versus MSCI Retail Warehouse NIY of 6.2%
- Average value: £17.3 million
- Key occupiers: B&M, TK Maxx, Halfords, Aldi, Sainsbury's
- Occupancy: 97.4%
- Retention rate: 97%
- Rent collection: 100%
- Affordable average rent: £12.39 per sq ft / £132,000 per annum
- Gross to Net Rent Ratio: 98%
- Leasing volume: 84,600 sq ft
- Leasing activity: +5.3% ahead of valuer's ERV
- Average CAGR HY22-HY25: +0.8% on 13.0 year average previous lease period
- Total Return of +5.4% (H2 FY24 +4.9%)

As at 30 September 2024, Retail Parks accounted for 33% of the total portfolio value (20% post the acquisition of Capital & Regional), totalling 13 assets. Given the strong underlying retail performance, the retail park at Bexleyheath, which benefits from a strong tenant line-up of Sainsbury's, TK Maxx and B&M, has moved out of our Regeneration portfolio and into our Retail Park portfolio. The majority of our retail parks are adjacent to major supermarkets and play a prominent role within omnichannel retail for both consumers and retailers. They have click-and-collect friendly characteristics such as free, surface-level parking and good access. They are also conveniently located on key arterial routes and have large units suitable for holding stock at low occupational costs, meaning retailers can use stores as fulfilment centres much closer to their consumer than distribution centres.

Selected highlights include:

Barrow-in-Furness, Hollywood Retail Park: is the key retail and leisure offer to the town opposite Tesco Extra, benefiting from a line-up including Aldi, TK Maxx, Smyths Toys, Curry's, Dunelm and a vet operator. The wide retail offering is complemented by a strong food offering including McDonald's and KFC, where we have completed rent reviews resulting in a combined 16% uplift in the passing rent. We have also completed a new letting to a gym operator on a 15 year term at the same level as the previous passing rent and aligned to the valuer's ERV.

Blackburn Retail Park: at our 115,000 sq ft retail park anchored by B&M and adjacent to Asda, we have completed a new letting to Jollyes pet store on a 10 year term and renewed the lease to JYSK on a 12,600 sq ft unit for a term of 10 years at the same level as the previous passing rent, both deals aligned to the valuer's ERV. JYSK are currently re-fitting and updating their store fit out.

Dumfries, Cuckoo Bridge Retail Park: demand from new occupiers at this supermarket, DIY and discount anchored park remains strong. Following the new letting to Food Warehouse and lease renewal with Dunelm on a 20,000 sq ft store for a term of 10 years in the previous financial year, we have submitted planning for a major national retailer on a 7,500 sq ft unit and are in advanced legals with a gym operator on the final vacant unit.

Leeds, Kirkstall Retail Park: we have obtained planning permission and exchanged an agreement for lease with Burger King for a new drive-thru unit at a market leading rent and 20 year term. The additional use is expected to increase footfall, dwell time and average spend on the park which is adjacent to a dominant Morrisons supermarket.

Lisburn, Sprucefield Retail Park: following the receipt of the planning permission earlier in the year, we have now achieved practical completion on three new drive-thru/restaurant units on surplus land adjacent to the retail park leased to Nando's, Starbucks and Slim Chickens on 15 year terms. We have subsequently submitted an application for outline consent on further surplus land to include 90,000 sq ft of retail, a hotel and additional restaurant unit. This park benefits from its accessibility, located just off the M1 connecting Belfast to Dublin, and broad tenant mix with anchors Sainsbury's and B&Q situated alongside The Range and B&M.

Core Shopping Centres as at 30 September 2024

- Portfolio weighting: 56% (74% post the acquisition of Capital & Regional)
- No. assets: 17
- NIY: 8.4% versus MSCI Shopping Centre NIY of 6.2%
- Average value: £20.7 million
- Key occupiers: M&S, Primark, Poundland, Next, Superdrug, Boots
- Occupancy: 96.8%
- Retention rate: 98%
- Rent collection: 99%
- Affordable average rent: £12.77 per sq ft / £39,000 per annum
- Gross to Net Rent Ratio: 90%
- Leasing volume: 224,200 sq ft
- Leasing activity: +5.3% ahead of valuer's ERV
- Average CAGR HY22-HY25: -0.4% on 10.0 year average previous lease period
- Total Return of +3.8% (H2 FY24 +4.5%)

As at 30 September 2024, our Core Shopping Centre portfolio represented 56% of the total portfolio value (74% post the acquisition of Capital & Regional), and comprised 17 core community shopping centres. As stated at the full year, the shopping centre at Bexleyheath, anchored by a 85,000 sq ft Marks & Spencer, has moved out of our Regeneration portfolio and into our Core Shopping Centre portfolio. Our Core Shopping Centres are in the heart of their local communities, playing a key role in the local social and economic prosperity of their conurbations by providing a range of essential goods and services to local people. The centres are easily accessible with short travel times supporting the wider climate and well-being agenda.

Selected highlights include:

Bexleyheath, Broadway Shopping Centre: we have continued the positive occupational momentum at this Greater London asset which is anchored by Marks & Spencer and Boots. Following the previous year in which we secured £1,270,000 of annualised income on new lettings and renewals at +1.3% above the valuer's ERV, in the six months of this year we have completed new lettings +20% above the valuer's ERV.

Bridlington, The Promenades Shopping Centre: in the popular coastal town of Bridlington, it is the town's only shopping centre and benefits from a wide retail offer including Sport Direct, Poundland, Bodycare and Heron Foods. We have recently completed the upsize of Greggs into a 3,400 sq ft unit, on a 10 year term at the valuer's ERV.

Newton Mearns, The Avenue: our community centre is situated within an affluent catchment in the suburbs of Glasgow, anchored by Marks & Spencer and Asda, and provides a range of national and independent retailers. We have completed several new lettings and renewals over the period, securing £782,000 of annualised income, +3.0% above the valuer's ERV. This includes new lettings and renewals to Timpson, Yours Clothing, Boots, Santander and Marks & Spencer on a new 15 year lease, with the retailer recently completing their new store fit-out.

Newtownabbey, Abbey Centre: at our centre in Belfast, totalling 320,000 sq ft and anchored by Primark, Next, Danske Bank and Dunnes, the consistent occupational demand has led to increased rental tension on both new lettings and renewals which have been completed in the period at +11.2% above the previous passing rent and +4.2% above valuer's ERV. This follows on from an active period in the previous financial year in which we completed the upsize of Danske Bank to a new flagship store, completed works to create a new external unit for Greggs and as part of the works refurbished the entrance to improve the access from the surface level car park.

Regeneration

We have two regeneration assets, representing 5% of the total portfolio value (3% post the acquisition of Capital & Regional), where the strategy is to deliver capital growth through redeveloping surplus retail space predominantly for residential. Our objective is to crystallise the profit from these projects in the short to medium term via sales post the receipt of a planning permission or delivery within a joint venture.

The projects include:

Burgess Hill, The Martlets: located in a prominent and affluent south-east location and currently this asset benefits from a planning consent for a mixed-use development. We are in advanced legals to form a new joint venture with Mid Sussex District Council to deliver our regeneration project. Terms have been agreed with a major food discounter to pre-let the retail anchor store, with a budget hotel operator for the proposed 89 bedroom hotel and with a residential developer to sell part of the site. We are targeting to commence project works in 2025.

Grays Shopping Centre: located just 35 minutes from central London by train, we have submitted a planning application to redevelop the shopping centre into a high-density residential-led redevelopment of up to 850+ homes. A positive planning decision is anticipated in 2025, at which point the asset will be sold and capital recycled into income accretive opportunities.

Work Out

Our Work Out portfolio, which represents only 5% of the total portfolio value (3% post the acquisition of Capital & Regional), comprises four assets, one of which has been sold post period end. Within the period, we also completed one sale resulting in £3 million of gross proceeds. Therefore, there is only one planned sale remaining and two turnaround strategies. The key turnaround strategy is at the Capitol Centre, Cardiff which accounts for 66% of the total Work Out portfolio. We have made significant progress in transforming this asset which sits at the gateway to Cardiff City Council's new canal quarter and obtained planning permission for the required works to create an 80,000 sq ft family entertainment centre and are in advanced legals with a national operator. This new letting is set to boost the annualised net income by more than £1 million per annum and act as the catalyst for Food & Beverage lettings on the remainder of the centre.

Capital Partnerships

Following the acquisition of Capital & Regional and Ellandi, NewRiver currently manages £2.4 billion of assets across 49 Shopping Centres and 29 Retail Parks, collecting in excess of £225 million per annum of rent across 3,500 tenants. This is split between the assets we own on our own balance sheet as well as on behalf of our capital partners by leveraging our market leading asset management platform.

Capital Partnerships are an important part of our business, delivering earnings growth in a capital light way through asset management fees, a share of rent and the potential to receive financial promotes. The acquisition of Ellandi on 3 July 2024 aligns with our strategy to expand the Capital Partnership business over the medium term and leverage our position as one of the largest specialist retail real estate asset managers in the UK.

We are well placed to continue the growth of our Capital Partnership activities across the retail sector with new and existing owners of retail property, within destination shopping centres, convenience-led and community focused shopping centres, retail parks and regeneration assets with local authorities. The consistent expansion and breadth of our Capital Partnerships to date is a clear indication of the need for specialist retail partners to enhance performance in the highly operational retail sector. We believe that our geographical representation, together with our customer, retailer and capital market insights, is unrivalled.

Our current key Capital Partnerships are:

- **Local Authorities:** across our 5 council mandates, including Canterbury City Council, Blackpool Council and Sefton Council we have completed 25 long-term leasing events across 146,300 sq ft, securing £1.5 million of annualised rent. Key highlights include:

  - At Chatham, The Pentagon Shopping Centre, we have started on site with the construction of a 40,000 sq ft Healthy Living Centre
  - At Bootle, Strand Shopping Centre, we have submitted planning for the first phase of works in relation to the wider redevelopment of the scheme for a mixed-use offering of retail, leisure, hospitality, health care and education services

- **Private Equity Sector and Banks:** across our 7 mandates, including BRAVO where we are in a joint venture on one retail park in Lisburn and one shopping centre in Sheffield, we have completed 55 long-term leasing events across 328,600 sq ft, securing £4.8 million of annualised rent. Key highlights include:

  - At Milton Keynes, Midsummer Place we have completed 7 long-term leasing events, securing £1.7 million of annualised rent including new lettings to Wingstop, Lane 7 and introducing a new anchor, Frasers Group, to the centre
  - At Lisburn, Sprucefield Retail Park we have completed the development of three drive-thru units across 9,800 sq ft let to Nando's, Slim Chickens and Starbucks

- **Institutional Sector:** with M&G Real Estate across 16 retail parks and two shopping centres we have completed 16 long-term leasing events across 166,200 sq ft, securing £3.2 million of annualised rent.

Valuation as at 30 September 2024

As at 30 September 2024, our portfolio was valued at £540.5 million (31 March 2024: £543.8 million). Movements from the full year were the disposal of one Work Out asset (£3.1 million) and a like-for-like valuation movement of -0.4% for the six months to September 2024. The valuations were broadly stable in the first half of the year driven by growth in ERVs and yield profiles, and marginally offset by capital expenditure. The portfolio as at 30 June 2024, as stated within the Prospectus in connection to the offer for Capital & Regional, was valued at £538.8 million with a like-for-like valuation movement of +0.1% for the three months to September 2024.

Our portfolio has experienced greater stability in value over the longer term compared to the wider retail market and continues to outperform the MSCI All Retail, Shopping Centre and Retail Warehouse total return benchmarks over the 12 month and five year period as set out in the table below. Over the six month period, the like-for-like valuation movement shows a slight underperformance relative to the MSCI All Retail Index which recorded +1.2% capital growth. Over a 12 month period, we have outperformed by +100bps illustrating the underlying resilience and stability of our portfolio valuation. On income return, which we consider to be the key driver of total returns over the long term, we have outperformed the Retail benchmark over a six month period by +90bps and 12 month period by +210bps.

Stability within the valuations is in part due to the portfolio's already higher yield profile compared to the wider market and we expect the high income returns to continue to be a key component of driving total returns. The portfolio Net Initial Yield stands at 7.1%, and has a Net Equivalent Yield of 8.6%, providing an attractive risk premium compared to the wider real estate sector and the 10 year Government Gilt rate. The yield premium relative to the MSCI All Retail benchmark, at a 5.8% Net Initial Yield and 6.7% Equivalent Yield, represents significant headroom of +130bps and +190bps respectively.

The Core Shopping Centre Portfolio, which accounts for 56% of the portfolio, experienced a capital decline of -0.6% in the six months to September 2024. The yield profile has remained stable with minor capital expenditure, which on completion we expect will lead to capital growth in future periods, offset by positive ERV growth of 1.1% within the portfolio. The Retail Park Portfolio, which represents 33% of the portfolio, saw capital growth at 1.8% in the past six months, driven by yield compression of 0.2%, a result of improving capital markets and the completion of asset management initiatives. This means within both the Core Shopping Centre and Retail Park Portfolios we have now seen stable or growing valuations in six of the last seven reporting periods within these segments. Over the past six months, the like-for-like valuation movement shows a marginal underperformance relative to MSCI Shopping Centre and Retail Warehouse benchmarks which recorded capital growth of +1.2% and +2.8% respectively. We have continued to outperform over the longer period with our Core Shopping Centre Portfolio recording a +80bps and Retail Parks recording a +320bps capital growth outperformance over a 12 month period relative to their respective benchmarks.

The Regeneration and Work Out Portfolios experienced a decline in the first half of the year, however, post the acquisition of Capital & Regional, will only account for 6% of the total portfolio value.

As a 30 September 2024		**Portfolio Weighting**	**Valuation Movement H1**	**Topped-up NIY**	**NEY**	**LFL EY Movement**	**LFL ERV Movement**
	(£m)	(%)	(%)	(%)	(%)	(%)	(%)
Shopping Centres - Core	304.7	56%	-0.6%	8.4%	9.2%	0.1%	1.1%
Retail Parks	179.3	33%	1.8%	6.4%	6.6%	-0.2%	-0.5%
Shopping Centres - Regen	24.7	5%	-1.7%	3.9%	11.5%	0.0%	0.0%
Total exc Work Out / Other	**508.7**	**94%**	**0.1%**	**7.5%**	**8.3%**	**-0.1%**	**0.6%**
Shopping Centres - Work Out and Other[1]	31.8	6%	-8.4%	2.2%	11.1%	-1.0%	2.3%
Total	**540.5**	**100%**	**-0.4%**	**7.1%**	**8.6%**	**-0.1%**	**0.8%**

1. Work Out and Other includes Other representing a value of £3.1 million

As set out in the table below, our portfolio continues to outperform the MSCI All Retail, Shopping Centre and Retail Warehouse benchmarks on a Total Return for the 12 month and 5 year periods.

6 months to 30 September 2024	Total Return	Capital Growth	Income Return
NRR Portfolio	3.5%	-0.4%	3.9%
MSCI All Retail Benchmark	4.1%	1.2%	2.9%
Relative performance	-60bps	-150bps	+90bps

		Portfolio	Shopping Centres	Retail Parks
Total Return: 6 months to 30 September 2024				
NewRiver		3.5%	2.7%	5.4%
MSCI Benchmark		4.1%	4.6%	6.0%
Relative Performance		-60bps	-200bps	-60bps
Total Return: 12 months to 30 September 2024				
NewRiver		6.7%	5.2%	10.6%
MSCI Benchmark		3.6%	4.9%	6.2%
Relative Performance		+300bps	+30bps	+430bps
Total Return: Annualised 5 years to 30 September 2024				
NewRiver		0.2%	-1.6%	6.2%
MSCI Benchmark		-1.3%	-7.6%	2.8%
Relative Performance		+150bps	+600bps	+340bps

Finance review

It has been a busy and productive start to the financial year, during which the business has continued to perform well operationally and we have completed two strategically important transactions which mean we have significantly increased our scale, UFFO per share and dividend growth prospects, without sacrificing the strength of our financial position.

Immediately prior to the period end, we completed a successful and oversubscribed 19.9% equity placing and retail offer, raising £48.9 million of net proceeds, to part fund the acquisition of Capital & Regional. As a result of the equity raise, we ended the half year with cash reserves of £184.8 million, LTV of 21.6%, Net debt to EBITDA of 3.5x and an Interest Cover Ratio of 7.4x pending completion of the transaction. The transaction completed on 10 December 2024 and therefore we have included the proforma position, incorporating the completion of the Capital & Regional acquisition, for key debt metrics within this review to provide a sense of the spot position of the enlarged business. On this proforma basis our financial position remains strong, with cash reserves of c.£70 million, LTV of c.42%, Net debt to EBITDA of c.6.0x and an Interest Cover Ratio of c.4.9x.

Our portfolio was valued on a proportionally consolidated basis at £540.5 million at 30 September 2024 compared to £543.8 million at 31 March 2024, remaining relatively stable with a modest decline in portfolio valuation of -0.4%. EPRA NTA per share was 106 pence at 30 September 2024, reducing from 115 pence at 31 March 2024. This reduction was predominantly as a result of the dilution from the equity placing because the shares were issued at a discount to 31 March 2024 NTA per share, but importantly at a modest premium to closing price on 18 September 2024, resulting in dilution of 5.6 pence per share, with a further 2.2 pence due to the Ellandi acquisition, where the asset management platform acquired constitutes goodwill, which is not included in the EPRA NTA per share calculation.

UFFO for the six months ended 30 September 2024 was £11.5 million, a decrease from the £12.3 million for the six months ended 30 September 2023, primarily due to the impact of £41 million of disposals in the last 18 months and the final Covid related income disruption insurance settlement received in the first half of the prior year. During the period we paid a final dividend relating to the second half of FY24 of 3.2 pence per share, representing an 85% payout of second half UFFO per share, compared to 80% per our dividend policy. We made the decision to top up the dividend during FY24 by paying out 100% of the interest income we received on the majority of our cash holdings so that our shareholders received benefit as we waited to deploy. Having now deployed, predominantly into the acquisition of Capital & Regional, the Board is pleased to declare a fully covered dividend of 3.0 pence per share relating to the first half of the new financial year, reflecting 80% of first half UFFO in-line with our dividend policy. The dividend is payable on 28 January 2025 and goes ex-dividend on 19 December 2024.

Key performance measures

The Group financial statements are prepared under IFRS, where the Group's interests in joint ventures and associates are shown as a single line item on the income statement and balance sheet. Management reviews the performance of the business principally on a proportionally consolidated basis which includes the Group's share of joint ventures and associates on a line-by-line basis. The Group's financial key performance indicators are presented on this basis.

In addition to information contained in the Group financial statements, Alternative Performance Measures ('APMs'), being financial measures that are not specified under IFRS, are also used by management to assess the Group's performance. These include a number of the financial statistics included on Page 2 of this document being UFFO, LTV, occupancy, admin cost ratio, ICR, GRESB score, Total Property Return and Total Accounting Return. These APMs include a number of EPRA measures, prepared in accordance with the EPRA Best Practice Recommendations reporting framework, which are summarised in the 'Alternative Performance Measures' section at the end of this document. We report these measures because management considers them to improve the transparency and relevance of our published results as well as the comparability with other listed European real estate companies. Definitions for APMs are included in the Glossary and the most directly comparable IFRS measure is also identified. The measures used in the review below are all APMs presented on a proportionally consolidated basis unless otherwise stated.

The APM on which management places most focus, reflecting the Company's commitment to driving income returns, is UFFO. UFFO measures the Company's operational profits, which includes other income and excludes one off or non-cash adjustments, such as portfolio valuation movements, profits or losses on the disposal of investment properties, fair value movements on derivatives and share-based payment expense. We consider this metric to be the most appropriate for measuring the underlying performance of the business as it is familiar to non-property investors, and better reflects the Company's generation of profits. It is for this reason that UFFO is used to measure dividend cover.

The relevant sections of this Finance Review contain supporting information, including reconciliations to the financial statements and IFRS measures. The 'Alternative Performance Measures' section also provides references to where reconciliations can be found between APMs and IFRS measures.

Underlying Funds From Operations

The following table reconciles IFRS profit / (loss) after taxation to UFFO, which is the Company's measure of underlying operational profits.

Reconciliation of profit / (loss) after taxation to UFFO

	30 September 2024 £m	30 September 2023 £m
Profit / (loss) for the period after taxation	**8.2**	**(2.6)**
Adjustments		
Net property valuation movement	2.2	11.6
Net property valuation movement - joint ventures' and associates'	-	-
Loss / (profit) on disposal of investment properties	0.2	(0.1)
Exceptional costs[1]	0.3	-
Changes in fair value of financial instruments	-	(0.1)
Loss on disposal of joint venture	-	2.3
EPRA Earnings	**10.9**	**11.1**
Forward looking element of IFRS 9	(0.1)	0.4
Share-based payments charge	0.7	0.8
Underlying Funds From Operations	**11.5**	**12.3**

1. Exceptional costs comprise expenses relating to the acquisition of Ellandi

Underlying Funds From Operations is presented on a proportionally consolidated basis in the following table.

UNDERLYING FUNDS FROM OPERATIONS	**30 September 2024**				**30 September 2023**
	Group £m	**JVs & Associates £m**	**Adjustments[1] £m**	**Proportionally consolidated £m**	**Proportionally consolidated £m**
Revenue	31.8	0.4	(1.1)	31.1	34.4
Property operating expenses	(9.1)	(0.1)	(0.1)	(9.3)	(11.4)
Net property income	**22.7**	**0.3**	**(1.2)**	**21.8**	**23.0**
Administrative expenses	(7.6)	-	2.1	(5.5)	(5.3)
Other income	-	-	-	-	0.4
Operating profit	**15.1**	**0.3**	**0.9**	**16.3**	**18.1**
Net finance costs	(4.5)	(0.3)	-	(4.8)	(5.7)
Taxation	-	-	-	-	(0.1)
Underlying Funds From Operations	**10.6**	**-**	**0.9**	**11.5**	**12.3**
UFFO per share (pence)				**3.7**	**4.0**
Ordinary dividend per share (pence)				**3.0**	**3.4**
Ordinary dividend cover				125%	118%
Admin cost ratio				16.9%	14.8%
Weighted average # shares (m)				**314.2**	**311.3**

1. Adjustments to Group and JV & Associates figures to remove non-cash and non-recurring items, principally share-based payment charge £(0.7) million, exceptional costs relating to the acquisition of Ellandi £(0.3) million and the forward looking element of IFRS 9 £0.1 million, and an adjustment to re-allocate £1.1 million administrative expenses in relation to Capital Partnerships to asset management fees within revenue

Net property income

Analysis of net property income (£m)		
Net property income for the six months ended 30 September 2023		**23.0**
Net disposals		(1.6)
Net property income re-based		**21.4**
NPI Core (including asset management fees)	0.5	
NPI Work Out and Other	(0.1)	
Like-for-like net property income		0.4
Net property income for the six months ended 30 September 2024		**21.8**

On a proportionally consolidated basis, net property income was £21.8 million during the six months ended 30 September 2024, compared to £23.0 million during the six months ended 30 September 2023. The key driver of this reduction was the impact of £41 million of disposals made over the last 18 months which reduced net property income by £1.6 million.

Overall, like-for-like net property income increased by £0.4 million during the six months ended 30 September 2024. Encouragingly, like-for-like net rental income in our Core portfolio contributed £0.5 million of the overall increase and asset management fees generated from our Capital Partnerships remained stable at £1.2 million in the six months ended 30 September 2024. We believe we are uniquely positioned to significantly grow our future earnings from Capital Partnerships following the acquisition in July 2024 of Ellandi, an established asset and development management business focused on UK retail and regeneration, which increased the total number of asset management mandates in our Capital Partnerships business to 21 shopping centres and 17 retail parks as at 30 September 2024. During the first three months of ownership we have focused on unlocking identified synergies and integrating the Ellandi business into the NewRiver business. Looking forward, we believe this acquisition will make a modest contribution to UFFO in the second half of FY25 before making a more meaningful contribution in FY26 and beyond.

Administrative expenses

Administrative expenses have increased modestly from £5.3 million during the six months ended 30 September 2023, to £5.5 million during the six months ended 30 September 2024 primarily due to inflationary pressures on pay rises, averaging 3% across our workforce, and which constitute the majority of our overheads. We have mitigated the effects of the inflationary rises in payroll related costs by achieving targeted savings across the remainder of our administrative costs.

Details of any material related party transactions that occurred during the current period are provided in Note 24 of the Notes to the Interim Financial Statements.

Other income

Other income of £0.4 million recognised in the six months ended 30 September 2023 related to a settlement of an income disruption insurance claim in relation to loss of earnings on our commercialisation and turnover rent income during the period impacted by Covid. All historical claims relating to Covid have now been settled and as such no other income has been recognised for the six months ended 30 September 2024.

Net finance costs

Net finance costs reduced from £5.7 million in the six months ended 30 September 2023, to £4.8 million in the six months ended 30 September 2024. The decrease in net finance costs of £0.9 million is primarily due to higher levels of finance income that we have earnt through generating returns on the majority of our elevated surplus cash reserves in the period.

Taxation

As a REIT we are exempt from UK corporation tax in respect of our qualifying UK property rental income and gains arising from direct and indirect disposals of exempt property assets. The majority of the Group's income is therefore tax free as a result of its REIT status, albeit this exemption does not extend to other sources of income such as interest or asset management fees.

Dividends

Under our dividend policy, we declare dividends equivalent to 80% of UFFO twice annually at the Company's half and full year results, calculated with reference to the most recently completed six-month period.

The Company is a member of the REIT regime whereby profits from its UK property rental business are tax exempt. The REIT regime only applies to certain property-related profits and has several criteria which have to be met, including that at

least 90% of our profit from the property rental business must be paid as dividends. We intend to continue as a REIT for the foreseeable future, and therefore our policy allows the final dividend to be "topped-up", including where required to ensure REIT compliance, such that the payout in any financial year may be higher than our base policy position of 80% of UFFO.

During FY24, we made the decision to top-up our half and full year dividends by paying out 100% rather than 80% of the interest income earned on our cash holdings during the year, as we awaited compelling deployment opportunities. This increased the dividend in the each of the first and second half of FY24 by 0.2 pence per share, which resulted in a total dividend for FY24 of 6.6 pence, representing a payout which equated to 85% of UFFO.

With the recent announcement that we have completed the acquisition of Capital & Regional, we have now deployed a significant level of our surplus capital. As such, and applying our policy, the Board has today declared a dividend in respect of the six months ended 30 September 2024 of 3.0 pence per share, based on 80% of UFFO per share of 3.7 pence. The dividend will be paid on 28 January 2025. The ex-dividend date will be on 19 December 2024 with an associated record date of 20 December 2024. The dividend will be payable as a REIT Property Income Distribution (PID).

Balance sheet

EPRA NTA includes a number of adjustments to the IFRS reported net assets and both measures are presented below on a proportionally consolidated basis.

	As at 30 September 2024			As at 31 March 2024
	Group £m	JVs & Associates £m	Proportionally consolidated £m	Proportionally consolidated £m
Properties at valuation[1]	530.1	10.4	540.5	543.8
Right of use asset	75.4	-	75.4	75.6
Investment in JVs & associates	5.5	(5.5)	-	-
Other non-current assets	7.0	-	7.0	0.3
Cash	184.4	0.4	184.8	133.2
Other current assets	16.8	0.2	17.0	11.8
Total assets	819.2	5.5	824.7	764.7
Other current liabilities	(36.3)	(0.5)	(36.8)	(26.7)
Lease liability	(75.4)	-	(75.4)	(75.6)
Borrowings[2]	(297.1)	(4.3)	(301.4)	(300.5)
Other non-current liabilities	-	(0.7)	(0.7)	(0.8)
Total liabilities	(408.8)	(5.5)	(414.3)	(403.6)
IFRS net assets	**410.4**	**-**	**410.4**	**361.1**
EPRA adjustments:				
Goodwill[3]			(6.8)	-
Deferred tax			0.8	0.8
Fair value financial instruments			-	(0.1)
EPRA NTA			**404.4**	**361.8**
EPRA NTA per share			**106p**	**115p**
IFRS net assets per share			**109p**	**116p**
LTV			**21.6%**	**30.8%**

1. See Note 13 for a reconciliation between Properties at valuation and categorisation per Consolidated balance sheet
2. Principal value of gross debt, less unamortised fees
3. Goodwill generated from the acquisition of Ellandi is removed from the EPRA NTA calculation as per EPRA guidelines

Net assets

As at 30 September 2024, IFRS net assets were £410.4 million, increasing from £361.1 million at 31 March 2024, primarily due to the successful equity placing and retail offer in September 2024 which raised net proceeds of £48.9 million from the issue of 62.7 million in shares. This contributed to a temporary increase in our cash reserves from £133.2 million at 31 March 2024 to £184.8 million at 30 September 2024, pending completion of the acquisition of Capital & Regional. Proforma for the recent completion of the acquisition, our cash reserves reduce to c.£70 million.

Portfolio valuations have remained relatively stable, decreasing from £543.8 million at 31 March 2024 to £540.5 million at 30 September 2024, following the disposal of a Work Out asset and a modest valuation decline of -0.4%.

EPRA NTA is calculated by adjusting net assets to reflect the potential impact of dilutive ordinary shares, and to remove the fair value of any derivatives, deferred tax and goodwill held on the balance sheet. These adjustments are made with the aim of improving comparability with other European real estate companies. EPRA NTA increased by 11.8%, from £361.8 million to £404.4 million, primarily due to an increase in our cash reserves as a result of the equity placing. The net dilutive impact of the equity placing accounted for 5.6 pence of the decline in EPRA NTA per share which fell from 115 pence to 106 pence. In July 2024, we announced the acquisition of Ellandi, which has allowed us to strengthen our Capital Partnerships business. The acquisition of Ellandi generated goodwill of £6.8 million but as this is excluded from the EPRA NTA calculation this resulted in a decline in EPRA NTA per share of 2.2 pence.

Properties at valuation

Properties at valuation remained broadly stable, decreasing modestly by £3.3 million from £543.8 million as at 31 March 2023 to £540.5 million as at 31 March 2024. The reduction was due to the disposal of a Work Out asset and the modest valuation decline of -0.4%.

Debt & financing

	Proportionally consolidated		
	Proforma for C&R acquisition[3]	**30 September 2024**	**31 March 2024**
Weighted average cost of debt – drawn only[1]	3.5%	3.5%	3.5%
Weighted average debt maturity – drawn only[1]	3.1 yrs	3.4 yrs	3.9 yrs
Weighted average debt maturity – total[2]	2.9 yrs	3.1 yrs	3.6 yrs

1. Weighted average cost of debt and weighted average debt maturity on drawn debt only
2. Average debt maturity excludes two one-year extension options on the RCF. Assuming these options are exercised and bank approved, weighted average debt maturity on total debt at 30 September 2024 increases to 3.6 years and proforma for the acquisition of Capital & Regional increases to 3.3 years
3. Proforma for the acquisition of Capital & Regional which completed on 10 December 2024, using Knight Frank valuation of Capital & Regional portfolio at 30 June 2024 of £350m and adjusted for the cash component of the consideration, estimated remaining transaction costs and planned imminent repayment of £59m of Capital & Regional secured debt facilities. See Glossary for further details on proforma calculation.

Proportionally consolidated	**Proforma for C&R acquisition[3]**	**30 September 2024**	**31 March 2024**
	£m	**£m**	**£m**
Cash	c.70	184.8	133.2
Principal value of gross debt	(444)	(304.3)	(304.0)
Net debt[1]	c.(371)	(116.6)	(167.3)
Drawn RCF	-	-	-
Total liquidity[2]	*c.170*	*284.8*	*233.2*
Gross debt (drawn) / repaid in the period / year		*(0.3)*	*12.0*
Loan to Value	*c.42%*	*21.6%*	*30.8%*

1. Including unamortised arrangement fees
2. Cash and undrawn RCF
3. Proforma for the acquisition of Capital & Regional which completed on 10 December 2024, using Knight Frank valuation of Capital & Regional portfolio at 30 June 2024 of £350m and adjusted for the cash component of the consideration, estimated remaining transaction costs, and planned imminent repayment of £59m of Capital & Regional secured debt facilities. See Glossary for further details on proforma calculation.

As at 30 September 2024, our weighted average cost of debt remains stable at 3.5% and our weighted average debt maturity has reduced to 3.4 years, from 3.9 years as at 31 March 2024. Our cost of debt and weighted average debt maturity are closely aligned to our unsecured corporate bond because this accounts for £300 million of our £304 million of drawn debt.

Following the recent completion of the acquisition of Capital & Regional, we plan to imminently repay three of Capital & Regional's existing secured facilities, totalling £59 million, and to retain the Mall facility, which is the largest of the Capital & Regional facilities at £140 million with a coupon of 3.45%, maturing in January 2027. Our blended cost of debt on a proforma basis therefore remains at 3.5%.

Financial policies

We have five financial policies in total, including LTV and Interest cover which also appear as debt covenants on our unsecured RCF and our bond. These form a key component of our financial risk management strategy which remains as important as ever given the macro-economic climate.

As noted earlier in this review, because of the timing of the equity placing and retail offer (immediately prior to the end of the half in September 2024) and the completion of the acquisition of Capital & Regional (in December 2024), we have included the proforma position, incorporating the completion of the Capital & Regional acquisition, for key debt metrics, including our Financial Policies, within this review to provide a sense of the spot position of the enlarged business.

We are in compliance with all financial policies as at 30 September 2024 and on a proforma basis.

Measure	**Financial policy**	**Proportionally consolidated**		
		Proforma for C&R acquisition[3]	**30 September 2024**	**31 March 2024**
Loan to Value	Guidance <40% Policy <50%	c.42%	21.6%	30.8%
		Group		
		Proforma for C&R acquisition[3]	**30 September 2024**	**31 March 2024**
Balance sheet gearing	<100%	c.73%	27.5%	45.4%
		Proportionally consolidated		
		Proforma for C&R acquisition[3]	**HY25**	**FY24**
Net debt: EBITDA	<10x	c.6.0x	3.5x	4.8x
Interest cover[1]	>2.0x	c.4.9x	7.4x	6.5x
Ordinary dividend cover[2]	>100%		125%	118%

1. 12 month look-back calculation, consistent with debt covenant
2. Calculated with reference to UFFO
3. Proforma for the acquisition of Capital & Regional which completed on 10 December 2024, using Knight Frank valuation of Capital & Regional portfolio at 30 June 2024 of £350m and adjusted for the cash component of the consideration, estimated remaining transaction costs and planned imminent repayment of £59m of Capital & Regional secured debt facilities. See Glossary for further details on proforma calculation.

LTV reduced from 30.8% at 31 March 2024 to 21.6% at 30 September 2024, predominantly due to the successful equity placing and retail offer in September 2024 which raised net proceeds of £48.9 million. On a proforma basis, post the acquisition of Capital & Regional, LTV increases to c.42%, which remains comfortably within policy (<50%). At this level LTV is slightly above our guidance of <40%, which we remain committed to, and to reduce LTV within our guidance would require a modest level of disposals of c.£30 million, which we are comfortable we can achieve given we completed an average of £46 million of retail disposals per annum in the three years ended 31 March 2024. In the meantime, considering proforma LTV alongside our proforma net debt to EBITDA (c.6.0x) and Interest Cover ratios (c.4.9x), our financial position remains strong and in compliance with all financial policies post-acquisition.

Additional guidelines

Alongside our financial policies we have a number of additional guidelines used by management to analyse operational and financial risk, which we disclose in the following table:

	Guideline	**30 September 2024**
Single retailer concentration	<5% of gross income	3.3% (Poundland)
Development expenditure	<10% of GAV	<1%
Risk-controlled development	>70% pre-let or pre-sold on committed	N/A, no developments on site

Conclusion

We are pleased with continued operational performance of the underlying NewRiver business and the strength of our financial position.

Looking forward, we are focused on unlocking the cost synergies identified as part of the Capital & Regional acquisition, and delivering mid-to high-teens UFFO per share accretion, and achieving our medium-term target of a consistent 10% total accounting return.

Will Hobman
Chief Financial Officer

Notes to Editors

About NewRiver

NewRiver REIT plc ('NewRiver') is a leading Real Estate Investment Trust specialising in buying, managing and developing resilient retail assets throughout the UK.

Following the completion of its acquisition of Capital & Regional in December 2024, NewRiver has a £0.9 billion UK wide portfolio covering 8.2 million sq ft, comprising 29 community shopping centres and 13 conveniently located retail parks occupied by tenants predominately focused on essential goods and services. In addition we manage 21 shopping centres and 17 retail parks on behalf of Capital Partners, taking our total Assets Under Management to £2.4 billion. Our objective is to own and manage the most resilient retail portfolio in the UK, focused on retail parks, core shopping centres, and regeneration opportunities in order to deliver long-term attractive recurring income returns and capital growth for our shareholders.

NewRiver is listed on the Equity shares (commercial companies) category of the Main Market of the London Stock Exchange (ticker: NRR). Visit www.nrr.co.uk for further information.

Principal risks and uncertainties

Managing our risks and opportunities

Risk is inherent in all businesses and effective risk management enables us to manage both the threats and the opportunities associated with our strategy and the operation of our business model. The Board has ultimate responsibility for the risk management and internal controls framework of the Company and continually reviews and monitors the principal risks and uncertainties which could have a material effect on the Group's results. The Board considered the principal risks and uncertainties disclosed in the Annual report for the year ended 31 March 2024 and do not consider that they have changed significantly since that date. A summary of the principal risks and uncertainties are set out below. The full disclosure of these risks, including our approach to their mitigation is set out in the Principal risks and uncertainties section of the Annual Report 2024 on pages 93 to 101. Any changes to the Principal risks and uncertainties since the Annual Report are also included below.

External Risks

Risk	Description
1. Macroeconomic Gross Risk**: Medium to high impact** risk with a **high probability**	Economic conditions in the UK and changes to fiscal and monetary policy may impact market activity, demand for investment assets, the operations of our occupiers or the spending habits of the UK population.
2. Political and regulatory Gross risk**: Medium to high impact** risk with a **high probability**.	Changes in UK Government policy, the adverse effects of Brexit on our tenants, or the impact of political uncertainty on consumers' retail and leisure spend.
3. Catastrophic external event Gross risk**: High impact** risk with a **medium to high probability**.	An external event such as civil unrest or a civil emergency including a large-scale terrorist attack or pandemic, could severely disrupt global markets and cause damage and disruption to our assets.
4a. Climate change strategy Gross risk**: Medium to high impact** risk with a **medium to high probability**.	A failure to implement appropriate climate risk management measures, comply with evolving regulations or meet our ESG targets could impact the operation and value of our assets, leading to a risk of asset obsolescence, reputational damage and erosion of investor value.
4b. Climate change impacts on our assets Gross risk**: Medium to high impact** risk with a **medium probability**.	Adverse impacts from environmental incidents such as extreme weather or flooding could impact the operation of our assets. A failure to implement appropriate climate risk management measures at our assets could lead to erosion of investor value and increases in insurance premiums.

5. Changes in technology and consumer habits and demographics Gross risk**: Low to medium impact** risk with a **high probability**.	Changes in the way consumers live, work, shop and use technology could have an adverse impact on demand for our assets.
6. Cyber security Gross risk**: Medium to high impact** risk with a **high probability**.	A cyber attack could result in the Group being unable to use its IT systems and/or losing data. This could delay reporting and divert management time. This risk could be increased due to employees continuing to work from home following the pandemic and due to geopolitical events.

Operational risks

7. People Gross risk**: Medium to high impact** risk with a **medium to high probability**.	The inability to attract, retain and develop our people and ensure we have the right skills in place could prevent us from implementing our strategy. This risk has been increased since the year-end as the changes necessary to integrate another business and its staff may cause staff concerns and uncertainty.
8. Financing Gross risk**: Medium impact** risk with a **medium probability**.	If gearing levels become higher than our risk appetite or lead to breaches in bank covenants this would impact our ability to implement our strategy. The business could also struggle to obtain funding or face increased interest rates as a result of macroeconomic factors.
9. Asset management Gross risk**: Medium to high impact** risk with a **medium probability**.	The performance of our assets may not meet with the expectations outlined in their business plans, impacting financial performance and the ability to implement our strategies.
10. Development Gross risk**: Medium impact** risk with a **medium probability**.	Delays, increased costs and other challenges could impact our ability to pursue our development pipeline and therefore our ability to profitably recycle development sites and achieve returns on development.
11. Acquisition Gross risk**: Medium impact** risk with a **medium probability**.	The performance of asset and corporate acquisitions might not meet with our expectations and assumptions, impacting our revenue and profitability.
12. Disposals Gross risk**: Medium impact** risk with a **medium to high probability**.	We may face difficulty in disposing of assets or realising their fair value, thereby impacting profitability and our ability to reduce debt levels or make further acquisitions.

Directors' Responsibility Statement

The Directors confirm that these interim condensed consolidated interim financial statements have been prepared with UK adopted International Accounting Standard 34, 'Interim Financial Reporting' and the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority and that the interim management report includes a fair review of the information required by DTR 4.2.7 and DTR 4.2.8 namely:

(a) An indication of important events that have occurred during the first six months of the financial year and their impact on the interim condensed consolidated set of financial statements; and
(b) Material related-party transactions in the first six months of the financial year and any material changes in the related-party transactions described in the last Annual Report.

On the behalf of the Board

Allan Lockhart	**Will Hobman**
Chief Executive	**Chief Financial Officer**

12 December 2024

Copies of this announcement are available on the Company's website at www.nrr.co.uk and can be requested from the Company's registered office at 89 Whitfield Street, London, W1T 4DE.

INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

Unaudited		**Six months ended 30 September 2024**			Six months ended 30 September 2023		
	Notes	**Operating and financing £m**	**Fair value adjustments £m**	**Total £m**	Operating and financing £m	Fair value adjustments £m	Total £m
Revenue	4	**31.8**	**–**	**31.8**	33.2	–	33.2
Property operating expenses*	5	**(9.1)**	**–**	**(9.1)**	(11.7)	–	(11.7)
Net property income		**22.7**	**–**	**22.7**	21.5	–	21.5
Administrative expenses	6	**(7.6)**	**–**	**(7.6)**	(6.0)	–	(6.0)
Other income	7	**–**	**–**	**–**	0.4	–	0.4
Share of profit from joint venture	14	**–**	**–**	**–**	0.5	–	0.5
Share of profit from associates	15	**–**	**–**	**–**	0.1	–	0.1
Net property valuation movement	13	**–**	**(2.2)**	**(2.2)**	–	(11.6)	(11.6)
Loss on disposal of a joint venture	8	**–**	**–**	**–**	(2.3)	–	(2.3)
(Loss) / profit on disposal of investment properties	9	**(0.2)**	**–**	**(0.2)**	0.1	–	0.1
Operating profit		**14.9**	**(2.2)**	**12.7**	14.3	(11.6)	2.7
Finance income	10	**3.1**	**–**	**3.1**	2.3	–	2.3
Finance costs	10	**(7.6)**	**–**	**(7.6)**	(7.6)	–	(7.6)
Profit / (loss) for the period before taxation		**10.4**	**(2.2)**	**8.2**	9.0	(11.6)	(2.6)
Taxation		**–**	**–**	**–**	–	–	–
Profit / (loss) for the period		**10.4**	**(2.2)**	**8.2**	9.0	(11.6)	(2.6)
Total comprehensive profit / (loss) for the period		**10.4**	**(2.2)**	**8.2**	9.0	(11.6)	(2.6)

There are no items of other comprehensive income for the current or prior period.

	Notes						
Earnings / (loss) per share							
Basic (pence)	11			**2.6**			(0.8)
Diluted (pence)	11			**2.6**			(0.8)

*Included in property operating expenses is an expected credit loss reversal of £0.6 million (30 September 2023: £0.8 million charge) relating to trade receivables.

INTERIM CONSOLIDATED BALANCE SHEET

AS AT 30 SEPTEMBER 2024

	Notes	**30 September 2024 £m** *Unaudited*	31 March 2024 £m
Non-current assets			
Investment properties	13	**604.9**	608.7
Right of use assets		**0.6**	0.7
Investment in joint venture	14	**–**	0.1
Investment in associates	15	**5.5**	5.6
Goodwill	16	**6.8**	–
Property, plant and equipment		**0.2**	0.3
Total non-current assets		**618.0**	615.4
Current assets			
Trade and other receivables	17	**16.8**	11.4
Cash and cash equivalents	18	**184.4**	132.8
Total current assets		**201.2**	144.2
Total assets		**819.2**	759.6
Equity and liabilities			
Current liabilities			
Trade and other payables	19	**36.3**	26.3
Lease liability		**0.4**	0.4
Total current liabilities		**36.7**	26.7
Non-current liabilities			
Lease liability		**75.0**	75.2
Borrowings	20	**297.1**	296.6
Total non-current liabilities		**372.1**	371.8
Net assets		**410.4**	361.1
Equity			
Share capital	21	**3.8**	3.1
Share premium		**53.6**	4.0
Merger reserve		**(2.3)**	(2.3)
Investment in own shares		**(3.0)**	(3.0)
Retained earnings		**358.3**	359.3
Total equity		**410.4**	361.1
Net Asset Value (NAV) per share (pence)			
Basic	11	**109p**	116p
Diluted	11	**108p**	115p
EPRA NTA	11	**106p**	115p

Allan Lockhart Will Hobman
Chief Executive Chief Financial Officer

NewRiver REIT plc
Registered number: 10221027

INTERIM CONSOLIDATED CASH FLOW STATEMENT

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

Unaudited	**30 September 2024 £m**	30 September 2023 £m
Cash flows from operating activities		
Profit / (loss) for the period before taxation	**8.2**	(2.6)
Adjustments for:		
Loss / (profit) on disposal of investment property	**0.2**	(0.1)
Net valuation movement	**2.2**	11.6
Share of profit from joint venture	**–**	(0.5)
Share of profit from associates	**–**	(0.1)
Loss on disposal of joint venture	**–**	2.3
Net interest expense	**4.5**	5.3
Rent free lease incentives	**(0.2)**	0.1
Movement in expected credit loss	**(0.6)**	0.8
Amortisation / (capitalisation) of legal and letting fees	**–**	(0.4)
Depreciation and impairment on property plant and equipment	**0.2**	0.2
Share-based payment expense	**0.6**	0.8
Cash generated from operations before changes in working capital	**15.1**	17.4
Changes in working capital		
(Increase) / decrease in trade and other receivables	**(4.5)**	1.7
Increase / (decrease) in payables and other financial liabilities	**2.0**	(2.9)
Cash generated from operations	**12.6**	16.2
Interest paid	**(2.1)**	(1.9)
Interest income	**3.4**	2.3
Dividends received from joint venture	**0.1**	0.9
Dividends received from associates	**0.1**	–
Net cash generated from operating activities	**14.1**	17.5
Cash flows from investing activities		
Disposal proceeds from joint venture	**–**	21.0
Disposal of investment properties	**3.8**	2.3
Development and other capital expenditure	**(1.1)**	(2.9)
Acquisition of subsidiaries, net of cash acquired	**(5.0)**	–
Net cash generated (used in) / from investing activities	**(2.3)**	20.4
Cash flows from financing activities		
Repayment of principal portion of lease liability	**(0.4)**	(0.2)
Equity placing and retail offer	**48.9**	–
Dividends paid – ordinary	**(8.7)**	(9.0)
Net cash from / (used in) financing activities	**39.8**	(9.2)
Cash and cash equivalents at beginning of the period	**132.8**	108.6
Net increase in cash and cash equivalents	**51.6**	28.7
Cash and cash equivalents at 30 September	**184.4**	137.3

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

	Notes	Share capital £m	Share premium £m	Merger reserve £m	Investment in own shares £m	Retained earnings £m	Total £m
As at 31 March 2024 (audited)		**3.1**	**4.0**	**(2.3)**	**(3.0)**	**359.3**	**361.1**
Profit for the period after taxation and total comprehensive income		**–**	**–**	**–**	**–**	**8.2**	**8.2**
Transactions with equity holders							
Share-based payments		**–**	**–**	**–**	**–**	**0.6**	**0.6**
Equity placing and retail offer	21	**0.6**	**48.3**	**–**	**–**	**–**	**48.9**
Issue of new shares	21	**0.1**	**1.3**	**–**	**–**	**–**	**1.4**
Dividends paid	12	**–**	**–**	**–**	**–**	**(9.8)**	**(9.8)**
As at 30 September 2024 (unaudited)		**3.8**	**53.6**	**(2.3)**	**(3.0)**	**358.3**	**410.4**
As at 31 March 2023 (audited)		3.1	2.4	(2.3)	–	375.4	378.6
Loss for the period after taxation and total comprehensive income		–	–	–	–	(2.6)	(2.6)
Transactions with equity holders							
Share-based payments		–	–	–	–	0.7	0.7
Issue of new shares		–	0.8	–	–	–	0.8
Dividends paid	12	–	–	–	–	(9.8)	(9.8)
As at 30 September 2023 (unaudited)		3.1	3.2	(2.3)	–	363.7	367.7

CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting policies

General information
NewRiver REIT plc (the 'Company') and its subsidiaries (together the 'Group') is a property investment group specialising in commercial real estate in the UK. The Company is registered and domiciled in the UK and the registered office of the Company is 89 Whitfield Street, London, W1T 4DE.

The interim condensed consolidated financial statements ('interim financial statements') including the notes to the interim financial statements are unaudited and do not constitute statutory accounts as defined in section 434 of the Companies Act 2006. The financial information for the year ended 31 March 2024 included in this report was derived from the statutory accounts for the year ended 31 March 2024, a copy of which has been delivered to the Registrar of Companies. The auditor's report on these accounts was unqualified, did not include a reference to any matters to which the auditor drew attention by way of emphasis of matter and did not contain a statement under sections 498 (2) or (3) of the Companies Act 2006.

These interim financial statements have been approved for issue by the Board of Directors on 12 December 2024.

Summary of significant accounting policies
The principal accounting policies applied in the preparation of these interim financial statements are set out below. These policies have been consistently applied to all periods presented.

Basis of preparation
These interim financial statements for the 6 month period ended 30 September 2024 have been prepared on the basis of the policies set out in the annual consolidated financial statements for the year ended 31 March 2024 and in accordance with UK adopted IAS 34 and the Disclosure and Transparency Rules sourcebook of the UK's Financial Conduct Authority.

The interim financial statements need to be read in conjunction with the annual consolidated financial statements for the year ended 31 March 2024 which were prepared in accordance with the requirements of the Companies Act 2006 and UK adopted international accounting standards.

The current period financial information presented in this document has been reviewed, not audited.

Going concern
The Group going concern assessment considers the Group principal risks, and is dependent on a number of factors, including cashflow and liquidity, continued access to borrowing facilities and the ability to continue to operate the Group unsecured debt structure within its financial covenants. The Group balance sheet is unsecured, which means that none of its debt is secured against its property assets. This type of financing affords significant operational flexibility and the only debt currently drawn by the Group is the £300 million unsecured corporate bond which matures in March 2028. This bond has financial covenants that the Group is required to comply with including an LTV covenant of less than 65% and a 12 month historical interest cover ratio of more than 1.5x.

The going concern assessment is based on a 12 month outlook from the date of the approval of these financial statements, using the Group Board approved budget and including the impact of the completion and integration of the Capital & Regional acquisition on 10 December 2024, flexed to create a reasonable worst case scenario, which includes the key assumptions listed below.

- Capital values to decline further to a blended valuation decline of -5.4% in FY25 on the like-for-like portfolio and a blended valuation decline of -2.0% per annum cross the entire enlarged portfolio throughout the remainder of the forecast horizon, in contrast to the decline noted across the like-for-like portfolio in HY25 of -0.4%, the majority of which related to the Work Out portfolio, with modest growth noted in Core Shopping Centres and Retail Parks.
- A 15% reduction in net income. This reflects a significant downside given rent collection rates have now stabilised at 99% for HY25, FY24 and FY23 rent billings, back to pre-Covid levels, and occupancy rates have been maintained at 97%.
- No further disposals are assumed throughout the forecast period which have not yet completed at the time of reporting, despite an average of £46.0 million of disposals completed in the three years ended 31 March 2024 and £3.1 million of disposals completed in the six months ended 30 September 2024.

Under this scenario, the Group is forecast to maintain sufficient cash and liquidity resources and remain compliant with its financial covenants over the going concern period. Further stress testing was performed on this scenario which demonstrated that the Group's drawn debt covenants could absorb a further valuation decline of 29% or a further 55% reduction in annual net rental income before breaching covenant levels. The Group maintains sufficient cash and liquidity reserves to continue in operation and pay its liabilities as they fall due throughout the going concern assessment period and as such the Directors conclude a going concern basis of preparation is appropriate.

At 30 September 2024, the Group had £284.8 million total liquidity, including a £100.0 million undrawn revolving credit facility.

Basis of consolidation

The interim financial statements incorporate the interim financial statements of the Company and its subsidiaries. The interim financial statements account for interests in joint venture and associates using the equity method of accounting per IFRS 11 and IAS 28 respectively. The Group's financial performance is not seasonal.

New accounting policies

Business Combinations
The Group applies the acquisition method to account for business combinations. The cost of the acquisition is measured at the aggregate of the fair values, at the date of completion, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquired. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS are recognised at their fair value at the acquisition.

Any excess of the purchase price of business combinations over the fair value of the assets, liabilities and contingent liabilities acquired is recognised as goodwill. This is recognised as an asset and is reviewed for impairment at least annually. Any impairment is recognised immediately in the statement of comprehensive income. Where the fair value of the consideration is less than the fair value of the identifiable assets and liabilities then the difference is recognised as a bargain purchase in the statement of comprehensive income.

Under the acquisition accounting method, the identifiable assets, liabilities and contingent liabilities acquired are measured at fair value at the acquisition date. The consideration transferred is measured at fair value and includes the fair value of any contingent consideration. Where properties are acquired through corporate acquisitions, each transaction is considered by management in light of the substance of the acquisition to determine whether the acquisition is a business combination or an asset acquisition.

New standards and amendments

The Group has adopted the following amendments for the first time in the 6 months ended 30 September 2024:

- Leases on sale and leaseback (Amendment to IFRS 16)
- Non-current liabilities with covenants (Amendment to IAS 1)
- Supplier finance Arrangements (Amendment to IAS 7 and IFRS 7)

Adopting these amendments has not impacted amounts recognised in prior periods or are expected to have a material impact in future periods based on the Group's current strategy.

Standards and amendments issued but not yet effective

A number of new amendments relevant to the Group have been issued but are not yet effective for the current accounting period. The impact of these standards or interpretations on the Group's financial statements is currently being considered, but is unlikely to be material.

2. Critical accounting judgements and estimates

The preparation of interim financial statements requires management to make estimates and judgements affecting the reported amounts of assets and liabilities, of revenues and expenses, and of gains and losses. The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are discussed below. Estimates and judgements are continually evaluated and are based on historical experience as adjusted for current market conditions and other factors.

Significant judgements

REIT Status
NewRiver is a Real Estate Investment Trust (REIT) and does not pay tax on its property income or gains on property sales, provided that at least 90% of the Group's property income is distributed as a dividend to shareholders, which becomes taxable in their hands. In addition, the Group has to meet certain conditions such as ensuring the property rental business represents more than 75% of total profits and assets. Any potential or proposed changes to the REIT legislation are monitored and discussed with HMRC. It is the Directors' judgement that the Group continues to meet the REIT conditions.

Sources of estimation uncertainty

Investment property
The Group's investment properties are stated at fair value. The assumptions and estimates used to value the properties are detailed in note 13. Small changes in the key estimates, such as the estimated rental value, can have a significant impact on the valuation of the investment properties, and therefore a significant impact on the interim consolidated balance sheet and key performance measures such as Net Tangible Assets per share.

Rents and ERVs have a direct relationship to valuation, while yield has an inverse relationship. Estimated costs of a development project will inversely affect the valuation of development properties. There are interrelationships between all these unobservable inputs as they are determined by market conditions. The existence of an increase in more than one unobservable input could be to magnify the impact on the valuation, see note 13 for sensitivity analysis.

The estimated fair value may differ from the price at which the Group's assets could be sold. Actual realisation of net assets could differ from the valuation used in these financial statements, and the difference could be significant.

Critical accounting judgement

Business Combinations
Management must assess whether the acquisition of property through the purchase of a corporate vehicle should be accounted for as an asset purchase or a business combination. Management exercise judgement to determine whether the assets and liabilities acquired contains processes and inputs in addition to property. On 3 July 2024, the Group acquired Ellandi Management Limited ('Ellandi'), an asset and development management business focused on UK retail and regeneration (see note 16). It was determined that a business had been acquired and as such the transaction would be accounted for as a business combination under IFRS 3.

Business combinations are accounted for using the acquisition method and any excess of the purchase consideration over the fair value of the net assets acquired is recognised as goodwill and if the fair value of the net asset assets is deemed to be higher than the purchase consideration then this is recognised as a bargain purchase.

3. Segmental reporting

In the prior period (six months to 30 September 2023) the Group had one identifiable segment, the retail business. The Group acquired Ellandi in July 2024 in order to enhance the capital partnerships arm of the business. The acquisition added 16 asset management mandates to the Group's existing 22 asset management mandates. Following on from the acquisition, the Group identified two operating segments, being Owned Retail and Capital Partnerships. The Board reviews the results of these two segments separately and the prior period comparative has been provided under the new basis below. The Owned Retail investments comprise shopping centres, retail parks and high street stores and Capital Partnerships comprise of income earnt through asset management mandates. All the Group's operations are in the UK and therefore no geographical segments have been identified.

The relevant revenue, net rental income and property and other assets, being the measures of segment revenue, segment result and segment assets used by the management of the business, are set out below. The results include the Group's share of assets and results from properties held in associates.

	Six months ended 30 September 2024			Six months ended 30 September 2023		
Segment revenues and result	**Owned Retail £m**	**Capital Partnerships £m**	**Group £m**	Owned Retail £m	Capital Partnerships £m	Group £m
Property rental and related income	**24.5**	**–**	**24.5**	26.6	–	26.6
Service charge income	**5.5**	**–**	**5.5**	6.0	–	6.0
Amortisation of tenant incentives and letting costs	**(0.7)**	**–**	**(0.7)**	(0.6)	–	(0.6)
Asset management fees	**–**	**2.3**	**2.3**	–	1.2	1.2
Surrender premiums and commissions	**0.2**	**–**	**0.2**	–	–	–
Segment revenue	**29.5**	**2.3**	**31.8**	32.0	1.2	33.2
Service charge expense	**(7.4)**	**–**	**(7.4)**	(8.0)	–	(8.0)
Rates	**(0.8)**	**–**	**(0.8)**	(0.9)	–	(0.9)
Other property operating expenses	**(0.9)**	**–**	**(0.9)**	(2.8)	–	(2.8)
Property operating expenses	**(9.1)**	**–**	**(9.1)**	(11.7)	–	(11.7)
Other income	**–**	**–**	**–**	0.4	–	0.4
Segment result	**20.4**	**2.3**	**22.7**	20.7	1.2	21.9
Administrative expenses	**(6.2)**	**(1.4)**	**(7.6)**	(6.0)	–	(6.0)
Share of joint ventures' and associates' profit after tax	**–**	**–**	**–**	0.6	–	0.6
Net valuation movement	**(2.2)**	**–**	**(2.2)**	(11.6)	–	(11.6)
(Loss) / profit on disposal of investment properties	**(0.2)**	**–**	**(0.2)**	0.1	–	0.1
Loss on disposal of a joint venture	**–**	**–**	**–**	(2.3)	–	(2.3)
Finance income	**3.1**	**–**	**3.1**	2.3	–	2.3
Finance costs	**(7.6)**	**–**	**(7.6)**	(7.6)	–	(7.6)
Profit / (loss) for the period after taxation	**7.3**	**0.9**	**8.2**	(3.8)	1.2	(2.6)

Segment assets	30 September 2024 Owned Retail £m	Capital Partnerships £m	Group £m	31 March 2024 Owned Retail £m	Capital Partnerships £m	Group £m
Non-current assets						
Investment properties	**604.9**	**–**	**604.9**	608.7	–	608.7
Investments in joint venture	**–**	**–**	**–**	0.1	–	0.1
Investment in associates	**5.5**	**–**	**5.5**	5.6	–	5.6
Property, plant and equipment	**0.2**	**–**	**0.2**	0.3	–	0.3
Other non-current assets	**0.6**	**6.8**	**7.4**	0.7	–	0.7
Total non-current assets			**618.0**			615.4
Current assets						
Trade and other receivables	**15.8**	**1.0**	**16.8**	11.4	–	11.4
Cash and cash equivalents	**184.1**	**0.3**	**184.4**	132.8	–	132.8
Total current assets			**201.2**			144.2
Segment assets	**811.1**	**8.1**	**819.2**	759.6	–	759.6

4. Revenue

	Six Months ended 30 September 2024 £m	30 September 2023 £m
Property rental and related income*	**24.5**	26.6
Amortisation of tenant incentives and letting costs	**(0.7)**	(0.6)
Surrender premiums and commissions	**0.2**	–
Rental related income	**24.0**	26.0
Asset management fees	**2.3**	1.2
Service charge income	**5.5**	6.0
Revenue	**31.8**	33.2

*Included within property rental and related income is car park income of £2.3 million (30 September 2023: £3.0 million) which falls under the scope of IFRS 15. The remainder of the income is covered by IFRS 16.

Asset management fees and service charge income which represents the flow through costs of the day-to-day maintenance of shopping centres fall under the scope of IFRS 15.

5. Property operating expenses

	Six Months ended 30 September 2024 £m	30 September 2023 £m
Service charge expense	**7.4**	8.0
Rates on vacant units	**0.8**	0.9
Expected credit loss (reversal) / charge	**(0.6)**	0.8
Other property operating expenses	**1.5**	2.0
Property operating expenses	**9.1**	11.7

6. Administrative expenses

	Six Months ended 30 September 2024 £m	30 September 2023 £m
Wages and salaries	**3.6**	2.5
Social security costs	**0.6**	0.4
Other pension costs	**0.1**	0.1
Staff costs	**4.3**	3.0
Depreciation*	**0.2**	0.2
Share-based payments	**0.7**	0.8
Exceptional costs**	**0.3**	–
Other administrative expenses	**2.1**	2.0
Administrative expenses	**7.6**	6.0

* Depreciation is inclusive of £0.1 million right of use asset depreciation (30 September 2023: £0.1 million).
**Exceptional costs comprise expenses relating to the acquisition of Ellandi.

Net administrative expenses ratio is calculated as follows:

	Six Months ended	
	30 September 2024 £m	30 September 2023 £m
Administrative expenses	**7.6**	6.0
Adjust for:		
Asset management fees	**(2.3)**	(1.2)
Share of joint ventures' and associates expenses	**–**	0.1
Share based payments	**(0.7)**	(0.8)
Exceptional costs*	**(0.3)**	–
Group's share of net administrative expenses	**4.3**	4.1
Property rental and related income**	**25.0**	26.2
Other income (note 7)	**–**	0.4
Share of joint ventures' and associates' property income	**0.4**	1.1
Property rental, other income and related income	**25.4**	27.7
Net administrative expenses as a % of property income (including share of joint venture and associates)	**16.9%**	14.8%

* Exceptional costs comprise expenses relating to the acquisition of Ellandi

**This balance includes an expected credit loss reversal of £0.5 million (30 September 2023: £0.4 million charge), which excludes the £0.1 million expected credit loss reversal (30 September 2023: £0.4 million charge) forward looking element of the calculation.

7. Other income

	Six Months ended	
	30 September 2024 £m	30 September 2023 £m
Insurance proceeds	**–**	0.4
Total other income	**–**	0.4

The Group did not recognise other income in the period. Prior period balance of £0.4 million relates to Covid-19 income disruption following agreement with the insurer.

8. Loss on disposal of a joint venture

Six months to 30 September 2024

There were no disposals of joint ventures in the six months ended 30 September 2024.

Six months to 30 September 2023

On 27 June 2023, the Group disposed its 50% share in the 'Napier' joint venture which owned Kittybrewster Retail Park in Aberdeen and Glendoe and Telford Retail Parks in Inverness.

Included in the carrying value on disposal were investment properties of £32.2 million, cash of £1.3 million and third party debt of £(12.0) million.

	£m
Carrying value at 31 March 2023	**23.6**
Movement in the period 31 March 2023 to 27 June 2023	**(0.3)**
Carrying value at 27 June 2023	**23.3**
Net cash proceeds	**21.0**
Loss on disposal of a joint venture	**(2.3)**

The total cash consideration for the sale was £64.0 million which included £62.6 million (NewRiver share: £31.3 million) consideration for the value of the JV properties.
The total cash consideration was distributed as follows:
- £24.0 million used to repay the Napier Joint Venture bank loans;
- £3.0 million used to repay the shareholder loan owed to NewRiver (recognised as part of the Investment in Joint Venture carrying amount)

After the deduction of the above amounts and the settlement of various costs associated with the disposal, £18.0 million was received by NewRiver. Net proceeds of £21.0 million recognised by NewRiver include the £3.0 million repayment of the shareholder loan.

9. (Loss) / profit on disposal of investment properties

	Six Months ended	
	30 September 2024 £m	30 September 2023 £m
Gross disposal proceeds	**3.0**	–
Carrying value	**(3.0)**	–
Cost of disposal*	**(0.2)**	0.1
(Loss) / profit on disposal of investment properties	**(0.2)**	0.1

10. Finance income and finance costs

	Six Months ended	
	30 September 2024 £m	30 September 2023 £m
Income from loans with joint venture and associates	**(0.1)**	(0.1)
Income from treasury deposits	**(3.0)**	(2.2)
Finance income	**(3.1)**	(2.3)
Interest on borrowings	**6.3**	6.3
Finance cost on lease liabilities	**1.3**	1.3
Finance costs	**7.6**	7.6

11. Performance measures

A reconciliation of the performance measures to the nearest IFRS measure is below:

	Six Months ended	
	30 September 2024 £m	30 September 2023 £m
Profit / (loss) for the period after taxation	**8.2**	(2.6)
Adjustments		
Net valuation movement	**2.2**	11.6
Loss / (profit) on disposal of investment properties	**0.2**	(0.1)
Loss on disposal of joint venture	**–**	2.3
Exceptional costs*	**0.3**	–
Group's share of joint ventures' and associates' adjustments		
Revaluation of investment properties	**–**	–
Revaluation of derivatives	**–**	(0.1)
EPRA earnings	**10.9**	11.1
Share-based payment charge	**0.7**	0.8
Forward looking element of IFRS 9**	**(0.1)**	0.4
Underlying Funds From Operations (UFFO)	**11.5**	12.3

*Exceptional costs comprise expenses relating to the acquisition of Ellandi

** Forward looking element of IFRS 9 relates to a provision against debtor balances in relation to invoices in advance for future rental income. These balances are not due in the current period and therefore no income has been recognised in relation to these debtors.

Number of shares

Number of shares	Six Months ended 30 September 2024 No. m	30 September 2023 No. m
Weighted average number of ordinary shares for the purposes of Basic EPS, UFFO and EPRA	**314.2**	311.3
Effect of dilutive potential ordinary shares:		
Performance share plan	**1.9**	1.0
Deferred bonus shares	**0.5**	1.0
Weighted average number of ordinary shares for the purposes of Diluted EPS	**316.6**	313.3

	Six Months ended 30 September 2024	30 September 2023
IFRS Basic EPS	**2.6**	(0.8)
IFRS Diluted EPS	**2.6**	(0.8)
EPRA EPS	**3.5**	3.6
UFFO EPS	**3.7**	4.0

The below table reconciles the differences between the calculation of basic and EPRA NTA.

EPRA NTA per share and basic NTA per share:

	30 September 2024			31 March 2024		
	£m	Shares m	Pence per share	£m	Shares m	Pence per share
Net assets	**410.4**	**377.7***	**109p**	361.1	310.8*	116p
Unvested employee awards	**–**	**2.4**		–	2.5	
Diluted net assets	**410.4**	**380.1**	**108p**	361.1	313.3	115p
Group's share of associates deferred tax liability	**0.8**	**–**		0.8	–	
Goodwill	**(6.8)**	**–**		–	–	
Group's share of joint venture / associates fair value derivatives	**–**	**–**		(0.1)	–	
EPRA Net Tangible Assets	**404.4**	**380.1**	**106p**	361.8	313.3	115p

*Shares include 1.9 million (31 March 2024: 0.4 million) of employee awards which have vested but remain unexercised.

12. Dividends

The dividends paid in the period are set out below:

Payment date	PID	Non-PID	Pence per share	£m
Six months to 30 September 2023				
Ordinary dividends				
4 August 2023	3.2	–	3.2	9.8
	3.2	–	3.2	9.8
Six months to 30 September 2024				
Ordinary dividends				
16 August 2024	**3.2**	**–**	**3.2**	**9.8**
	3.2	**–**	**3.2**	**9.8**

Scrip dividends amounting to £1.4 million included within dividends paid in the period (30 September 2023:£1.0 million).

Property Income Distribution (PID) dividends

Profits distributed out of tax-exempt profits are PID dividends. PID dividends are paid after deduction of withholding tax (currently at 20%), which NewRiver pays directly to HMRC on behalf of the shareholder.

Non-PID dividends

Any non-PID element of dividends will be treated in exactly the same way as dividends from other UK, non-REIT companies.

13. Investment properties

	30 September 2024 £m	31 March 2024 £m
Fair value brought forward as at 1 April	**533.8**	551.5
Capital expenditure*	**1.2**	5.3
Lease incentives, letting and legal costs	**0.2**	0.9
Disposals	**(3.0)**	(10.2)
Net valuation movement	**(2.1)**	(13.7)
Fair value carried forward	**530.1**	533.8
Right of use asset (investment property)	**74.8**	74.9
Fair value carried forward	**604.9**	608.7

*Capital expenditure of £1.2 million (2024: £5.3 million) is comprised of £0.3 million (2024: £3.4 million) of expenditure in the creation of incremental lettable space and £0.9 million (2024: £1.9 million) of expenditure on non-incremental lettable space.

The Group's investment properties have been valued at fair value on 30 September 2024 by independent valuers, Colliers International Valuation UK LLP and Knight Frank LLP, on the basis of fair value in accordance with the Current Practice Statements contained in The Royal Institution of Chartered Surveyors Valuation – Professional Standards, (the 'Red Book'). The valuations are performed by appropriately qualified valuers who have relevant and recent experience in the sector.

The Group is exposed to changes in the residual value of properties at the end of current lease agreements. The residual value risk borne by the Group is mitigated by active management of its property portfolio with the objective of optimising tenant mix in order to:

- Achieve the longest weighted average lease term possible;
- Minimise vacancy rates across all properties; and
- Minimise the turnover of tenants with high quality credit ratings.

The Group also grants lease incentives to encourage high quality tenants to remain in properties for longer lease terms. In the case of anchor tenants, this also attracts other tenants to the property thereby contributing to overall occupancy levels.

The properties are categorised as Level 3 in the IFRS 13 fair value hierarchy. There were no transfers of property between Levels 1, 2 and 3. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability.

Sensitivities of measurement of significant inputs

As set out within significant accounting estimates and judgements in note 2, the Group's property portfolio valuation is open to judgements and is inherently subjective by nature. As a result, the sensitivity analysis below illustrates the impact of changes in key unobservable inputs on the fair value of the Group's properties.

We consider +/-10% for ERV and +/-100bps for NEY to capture the increased uncertainty in these key valuation assumptions and deem it to be a reasonably possible scenario.

The investments are a portfolio of retail assets in the UK. The valuation was determined using an income capitalisation method, which involves applying a yield to rental income streams. Inputs include yield, current rent and ERV. Development properties are valued using a residual method, which involves valuing the completed investment property using an investment method and deducting estimated costs to complete, then applying an appropriate discount rate.

The inputs to the valuation include:

- Rental value – total rental value per annum
- Equivalent yield – the net weighted average income return a property will produce based upon the timing of the income received
- Estimated development costs

There were no changes to valuation techniques during the period. Valuation reports are based on both information provided by the Group, e.g. current rents and lease terms which is derived from the Group's financial and property management systems and is subject to the Group's overall control environment, and assumptions applied by the valuers, e.g. ERVs and yields. These assumptions are based on market observation and the valuers' professional judgement, which includes a consideration of climate change and a range of other external factors.

30 September 2024: Sensitivity impact on valuations of a 10% change in estimated rental value and absolute yield of 100 bps.

		Impact on valuations of a 10% change in ERV		***Impact on valuations of 100 bps change in yield***	
Asset Type	***Retail asset valuation £m***	***£m Increase 10%***	***£m Decrease 10%***	***£m Increase 1.0%***	***£m Decrease 1.0%***
Shopping Centres – Core	***299.4***	***24.2***	***(22.0)***	***(28.6)***	***36.7***
Shopping Centres – Regeneration	***24.7***	***1.6***	***(1.6)***	***(0.7)***	***0.9***
Shopping Centres – Work Out	***28.7***	***2.6***	***(2.6)***	***(4.4)***	***5.3***
Retail parks	***174.2***	***14.7***	***(14.5)***	***(22.1)***	***30.3***
High street and other	***3.1***	***0.5***	***(0.5)***	***(0.4)***	***0.5***
	530.1	***43.6***	***(41.2)***	***(56.2)***	***73.7***

31 March 2024: Sensitivity impact on valuations of a 10% change in estimated rental value and absolute yield of 100 bps.

		Impact on valuations of a 10% change in ERV		*Impact on valuations of 100 bps change in yield*	
Asset Type	*Retail asset valuation £m*	*£m Increase 10%*	*£m Decrease 10%*	*£m Increase 1.0%*	*£m Decrease 1.0%*
Shopping Centres – Core	*132.8*	*10.2*	*(10.1)*	*(14.6)*	*19.5*
Shopping Centres – Regeneration	*234.5*	*17.7*	*(16.2)*	*(20.7)*	*26.2*
Shopping Centres – Work Out	*128.9*	*12.6*	*(12.3)*	*(15.9)*	*21.0*
Retail parks	*34.4*	*4.3*	*(4.3)*	*(4.4)*	*5.4*
High street and other	*3.2*	*0.5*	*(0.5)*	*(0.4)*	*0.5*
	533.8	*45.3*	*(43.4)*	*(56.0)*	*72.6*

Reconciliation to net valuation movement in consolidated statement of comprehensive income

Net valuation movement in investment properties	**30 September 2024 £m**	31 March 2024 £m
Net valuation movement in investment properties	**(2.1)**	(13.7)
Net valuation movement in right of use asset	**(0.1)**	(0.2)
Net valuation movement in consolidated statement of comprehensive income	**(2.2)**	(13.9)

Reconciliation to properties at valuation in the portfolio

	Note	**30 September 2024 £m**	31 March 2024 £m
Investment property	13	**530.1**	533.8
Properties held in associates	15	**10.4**	10.0
Properties at valuation		**540.5**	543.8

14. Investment in joint venture

As at 30 September 2024 the Group has no joint ventures (31 March 2024: one joint venture).

	30 September 2024 £m	31 March 2024 £m
Opening balance	**0.1**	23.8
Disposals	**–**	(23.3)
Group's share of profit after taxation excluding valuation movement	**–**	0.5
Net valuation movement	**–**	–
Dividends	**(0.1)**	(0.9)
Investment in joint venture	**–**	0.1

Name	Country of incorporation	**30 September 2024 % Holding**	31 March 2024 % Holding
NewRiver Retail Investments LP (NRI LP)	Guernsey	**–**	50
NewRiver Retail (Napier) Limited (Napier)	UK	**–**	–

The Group was the appointed asset manager on behalf of these joint ventures and received asset management fees, development management fees and performance-related bonuses. On 2 September 2024, NewRiver Retail Investments LP (NRI LP) was dissolved.

On 27 June 2023, the Group disposed of NewRiver Retail (Napier) Limited which owned Kittybrewster Retail Park in Aberdeen and Glendoe and Telford Retail Parks in Inverness. Please refer to note 8.

NewRiver Retail Investments LP had a 31 December year end as did NewRiver Retail (Napier) Limited. The aggregate amounts recognised in the consolidated balance sheet and consolidated statement of comprehensive income at 30 September and 31 March are as follows:

	30 September 2024		31 March 2024	
Consolidated balance sheet	**Total £m**	**Group's share £m**	Total £m	Group's share £m
Non-current assets	**–**	**–**	–	–
Current assets	**–**	**–**	0.3	0.1
Current liabilities	**–**	**–**	–	–
Liabilities due in more than one year	**–**	**–**	–	–
Net assets	**–**	**–**	0.3	0.1
Loan to joint venture	**–**	**–**	–	–
Net assets adjusted for loan to joint venture	**–**	**–**	0.3	0.1

The table above provides summarised financial information for the joint venture. The information disclosed reflects the amounts presented in the financial statements of the joint venture. To arrive at the Group's share of these amounts under equity accounting, certain minor adjustments are required to be made.

The Group's share of contingent liabilities in the joint venture is £nil (31 March 2024: £nil).

	Six months ended 30 September 2024		Six months ended 30 September 2023	
Consolidated statement of comprehensive income	**Total £m**	**Group's share £m**	Total £m	Group's share £m
Revenue	**–**	**–**	1.4	0.7
Property operating expenses	**–**	**–**	–	–
Net property income	**–**	**–**	1.4	0.7
Administration expenses	**–**	**–**	(0.1)	(0.1)
Net finance costs	**–**	**–**	(0.1)	(0.1)
	–	**–**	1.2	0.5
Net valuation movement	**–**	**–**	–	–
Profit on disposal of investment property	**–**	**–**	–	–
Profit after taxation	**–**	**–**	1.2	0.5
Add back net valuation movement	**–**	**–**	–	–
Group's share of joint ventures' profit before valuation movements	**–**	**–**	1.2	0.5

15. Investment in associates

The Group has one direct investment in an associate entity in which it has a 10% stake, Sealand S.à.r.l, which owns 100% of NewRiver Retail (Hamilton) Limited and NewRiver (Sprucefield) Limited at 30 September 2024.

	30 September 2024 £m	31 March 2024 £m
Opening balance	**5.6**	5.5
Dividends	**(0.1)**	(0.2)
Group's share of profit after taxation excluding valuation movement	**–**	0.3
Investment in associates	**5.5**	5.6

Name	Country of incorporation	**30 September 2024 % Holding**	31 March 2024 % Holding
NewRiver Retail (Hamilton) Limited (Hamilton)	UK	**10**	10
NewRiver (Sprucefield) Limited (Sprucefield)	UK	**10**	10

The Group is the appointed asset manager on behalf of Sealand S.à.r.l and receives asset management fees, development management fees and performance-related bonuses.

The aggregate amounts recognised in the consolidated balance sheet and consolidated statement of comprehensive income are as follows:

	30 September 2024		31 March 2024	
Consolidated balance sheet	**Total £m**	**Group's share £m**	Total £m	Group's share £m
Non-current assets	**103.5**	**10.4**	100.0	10.0
Current assets	**6.3**	**0.6**	6.6	0.7
Current liabilities	**(36.3)**	**(3.7)**	(36.1)	(3.6)
Liabilities due in more than one year	**(50.4)**	**(5.0)**	(47.4)	(4.7)
Net assets	**23.1**	**2.3**	23.1	2.4
Loans to associates	**–**	**3.2**	–	3.2
Net assets adjusted for loans to associates	**23.1**	**5.5**	23.1	5.6

	Six months ended 30 September 2024		Six months ended 30 September 2023	
Consolidated statement of comprehensive income	**Total £m**	**Group's share £m**	Total £m	Group's share £m
Revenue	**4.6**	**0.4**	4.8	0.5
Property operating expenses	**(1.3)**	**(0.1)**	(0.5)	(0.1)
Net property income	**3.3**	**0.3**	4.3	0.4
Administration expenses	**(0.1)**	**–**	(0.1)	–
Net finance costs	**(2.6)**	**(0.3)**	(2.3)	(0.2)
	0.6	**–**	1.9	0.2
Net valuation movement	**0.1**	**–**	(0.1)	–
Taxation	**(0.3)**	**–**	(0.5)	(0.1)
Profit after taxation	**0.4**	**–**	1.3	0.1
Add back net valuation movement	**(0.1)**	**–**	0.1	–
Group's share of associates' profit before valuation movements	**0.3**	**–**	1.4	0.1

16. Goodwill

On 3 July 2024 the Company acquired 100% of the share capital of Ellandi Management Limited (Ellandi) and subsidiaries, an asset and development management business focused on UK retail and regeneration. The acquisition has been made for an initial cash consideration of £5.0 million, with additional cash consideration of up to £4.0 million contingent on EBITDA performance, including realising savings through shared services, over a three year earn out period.

The following disclosure has been provisionally prepared in accordance with IFRS 3. If any new information is obtained within 12 months of the acquisition date, about facts and circumstances that existed at the acquisition date, or that identifies adjustments to the amounts below or any additional provisions that existed at the date of acquisition, then the accounting for the acquisition will be revised and an updated disclosure presented within the 2025 Annual Report and Accounts.

Reaching the EBITDA base-line target forecast for the Ellandi business per the acquisition model over the three years FY25-FY27 triggers the base-line Earn Out top-up payout of £2.0 million. Exceeding the base-line Earn Out up to 125% of the target EBITDA will trigger the maximum additional consideration. At the acquisition date, management consider the fair value of the contingent consideration to be £2.0 million, based on the assumption that the Ellandi business is expected to hit the On-target base-line EBITDA over the Earn Out period.

	£m
Cash and cash equivalents	1.1
Current assets	2.0
Current liabilities	(0.9)
Fair value of acquired interest in net assets in subsidiaries	**2.2**
Purchase consideration	
Initial cash consideration	5.0
Completion cash and working capital adjustment	2.0
Fair value of contingent consideration at acquisition date	2.0
Total consideration	**9.0**
Goodwill	**6.8**

17. Trade and other receivables

	30 September 2024 £m	31 March 2024 £m
Trade receivables	**2.0**	1.4
Restricted monetary assets	**5.2**	4.6
Service charge receivables*	**1.3**	0.7
Other receivables	**5.1**	1.0
Prepayments	**0.9**	1.2
Accrued income	**2.3**	2.5
	16.8	11.4

*Included in service charge receivables is £1.9 million of service charge debtors (31 March 2024: £1.5 million), £nil of accrued income (31 March 2024: £nil) and £(0.6) million of bad debt provision (31 March 2024: £(0.8) million).

Trade receivables are shown net of a loss allowance of £1.3 million (31 March 2024: £1.9 million). Other receivables are shown net of a loss allowance of £0.1 million (31 March 2024: £0.1 million). The provision for doubtful debts is calculated as an expected credit loss on trade receivables in accordance with IFRS 9. The release to the consolidated statement of comprehensive income in relation to doubtful debts made against tenant debtors was £0.6 million (31 March 2024: £0.1 million charge). The Group has calculated the expected credit loss by applying a forward-looking outlook to historical default rates.

The Group monitors rent collection and the ability of tenants to pay rent receivables in order to anticipate and minimise the impact of default by tenants. All outstanding rent receivables are regularly monitored. In order to measure the expected credit losses, trade receivables from tenants have been grouped on a basis of shared credit risk characteristics and an assumption around the tenants ability to pay their receivable, based on conversations held and our knowledge of their credit history. The expected credit loss rates are based on historical payment profiles of tenant debtors and corresponding historical credit losses.

	30 September 2024 £m	31 March 2024 £m
Opening loss allowance relating to trade receivables at 1 April	**1.9**	3.0
(Decrease) / increase in loss allowance recognised in the consolidated statement of comprehensive income during the period / year in relation to tenant debtors	**(0.6)**	0.1
Loss allowance utilisation	**–**	(1.2)
Closing loss allowance relating to trade receivables at 30 September / 31 March	**1.3**	1.9

The restricted monetary asset relates to cash balances which the Group cannot readily access. They do not meet the definition of cash and cash equivalents and consequently are presented separately from cash in the consolidated balance sheet.

18. Cash and cash equivalents

As at 30 September 2024 and 31 March 2024 cash and cash equivalents comprised of cash held in bank accounts and treasury deposits. There were no restrictions on cash in either the current or prior period.

On 19 September 2024, the Group announced the successful result of the £48.9 million fundraise of net proceeds via a equity placing and retail offer to part fund its bid for Capital and Regional plc. This balance was held in an escrow account at 30 September 2024 and is disclosed in cash and cash equivalents.

19. Trade and other payables

	30 September 2024 £m	31 March 2024 £m
Trade payables	**2.1**	1.3
Service charge liabilities*	**8.1**	7.2
Other payables	**5.1**	3.1
Accruals	**16.1**	9.5
Value Added Taxation	**0.2**	0.3
Rent received in advance	**4.7**	4.9
	36.3	26.3

* Service charge liabilities include accruals of £0.5 million (31 March 2024: £0.6 million), service charge creditors and other creditors of £4.0 million (31 March 2024 £3.8 million), Value added taxation of £1.5 million (31 March 2024: £0.9 million) and deferred income of £2.1 million (31 March 2024: £1.9 million).

20. Borrowings

Maturity of drawn bank borrowings:	30 September 2024 £m	31 March 2024 £m
Between three and four years	**300.0**	300.0
Less unamortised fees / discount	**(2.9)**	(3.4)
	297.1	296.6

The fair value of the Group's corporate bond has been estimated on the basis of quoted market prices, representing Level 1 fair value measurement as defined by IFRS 13 Fair Value Measurement. At 30 September 2024 the fair value was £283.6 million (31 March 2024: £275.5 million).

Unsecured borrowings:	Maturity date	Facility £m	Facility drawn £m	Unamortised facility fees / discount £m	£m
Revolving credit facility	November 2026	**100.0**	**–**	**(1.0)**	**(1.0)**
Corporate bond	March 2028	**300.0**	**300.0**	**(1.9)**	**298.1**
		400.0	**300.0**	**(2.9)**	**297.1**

In the period the Group drew down £nil (31 March 2024: £nil) of the revolving credit facility.

21. Share capital and reserves

Share capital

Ordinary shares	Number of shares issued m's	Price per share pence	Total No of shares (m)	Held by EBT No of shares (m)	Shares in issue No of shares (m)
31 March 2023			311.9	1.4	310.5
Scrip dividends issued	1.0	0.89	312.9	1.4	311.5
Shares issued under employee share schemes	1.2	–	312.9	0.2	312.7
Purchase of own shares	(3.4)	–	312.9	3.6	309.3
Shares issued under employee share schemes	0.3	–	312.9	3.3	309.6
Scrip dividends issued	0.8	0.82	313.7	3.3	310.4
31 March 2024			313.7	3.3	310.4
Scrip dividends issued	**1.8**	**0.77**	**315.5**	**3.3**	**312.2**
Shares issued under employee share schemes	**0.2**	**–**	**315.5**	**3.1**	**312.4**
Equity placing and retail offer*	**62.7**	**0.80**	**378.2**	**3.1**	**375.1**
Shares issued under employee share schemes	**0.7**	**–**	**378.2**	**2.4**	**375.8**
30 September 2024			**378.2**	**2.4**	**375.8**

*In September 2024, the Group raised £48.9 million of net proceeds for the issue of 62.7 million shares. The share premium, representing the amount received over the nominal value of shares, was £48.3 million. These newly issued shares carry the same rights as the existing share capital.

All shares issued and authorised are fully paid up.

Shares held in Employee Benefit Trust (EBT)

As part of the group reorganisation in 2016, the Company established an EBT which is registered in Jersey. The EBT, at its discretion, may transfer shares held by it to directors and employees of the Company and its subsidiaries. The maximum number of ordinary shares that may be held by the EBT may not exceed 5% of the Company's issued share capital. It is intended that the EBT will not hold more ordinary shares than are required in order to satisfy share options granted under employee share incentive plans.

During November and December 2023, the Employee Benefit Trust purchased £3.0 million of shares to satisfy employee share awards, which amounted to 3,411,259 shares.

At 30 September 2024 there were 2,400,386 ordinary shares held by EBT (31 March 2024: 3,317,218).

22. Financial instruments and risk management

The Group's activities expose it to a variety of financial risks in relation to the financial instruments it uses: market risk including cash flow interest rate risk, credit risk and liquidity risk. The financial risks relate to the following financial instruments: trade receivables, cash and cash equivalents, trade and other payables and borrowings.

Risk management parameters are established by the Board on a project-by-project basis. Reports are provided to the Board quarterly and also when authorised changes are required.

Financial instruments

	30 September 2024 £m	31 March 2024 £m
Financial assets		
Financial assets at amortised cost		
Trade and other receivables	**14.2**	7.7
Cash and cash equivalents	**184.4**	132.8
Total financial assets and maximum exposure to credit risk	**198.6**	140.5
Financial liabilities		
At amortised cost		
Borrowings	**(297.1)**	(296.6)
Lease liabilities	**(75.4)**	(75.6)
Payables and accruals	**(27.8)**	(18.1)
Total financial liabilities	**(400.3)**	(390.3)
Net financial liabilities	**(201.7)**	(249.8)

The fair value of the financial assets and liabilities at amortised cost are considered to be the same as their carrying value, with the exception of certain fixed rate borrowings, see note 20 for further details. None of the financial instruments above are held at fair value.

23. Contingencies and commitments

The Group has contingent liabilities of £2.0 million relating to the contingent consideration in relation to the acquisition of Ellandi, please see note 16 (31 March 2024: None). The Group was contractually committed to £0.4 million of capital expenditure to construct or develop investment property as at 30 September 2024 (31 March 2024: £0.7 million).

24. Related party transactions

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

During the period the Company paid £0.7 million (30 September 2023: £0.5 million) in professional legal fees to CMS Cameron McKenna Nabarro Olswang LLP for property services at commercial market rates. Allan Lockhart, CEO of NewRiver, has a personal relationship with one of the Partners at CMS who along with other Partners provides these legal services.

The Group has loans with associates of £3.2 million (31 March 2024: £3.2 million).

Management fees are charged to joint ventures and associates for asset management, investment advisory, project management and accounting services.

Total fees charged were:

	30 September 2024 £m	30 September 2023 £m
NewRiver Retail (Hamilton) Limited	**0.1**	0.1
NewRiver (Sprucefield) Limited	**0.1**	0.1

As at 30 September 2024, an amount of £0.1 million (30 September 2023: £0.3 million) was due to the Group relating to management fees.

During the period, the Group recognised £0.1 million of interest from joint ventures and associates (30 September 2023: £0.2 million) and as at 30 September 2024 the amount owing to the Group was £0.1 million (30 September 2023: £0.2 million).

25. Post balance sheet events

On 24 September 2024, the boards of NewRiver REIT plc (NewRiver) and Capital & Regional plc (Capital & Regional) announced the recommended cash and share acquisition of the entire issued and to be issued share capital of Capital & Regional by NewRiver, to be effected by means of a scheme of arrangement of Capital & Regional under Part 26 of the Companies Act 2006, subject to the satisfaction of certain regulatory and other conditions. The consideration for the acquisition comprised £73.3 million of cash and the issue of 98.3 million ordinary shares valued at £77.6 million, in aggregate, based on the middle-market closing price of NewRiver's shares on 10 December 2024. The scheme of arrangement became effective and the acquisition of Capital & Regional was completed on 10 December 2024. This strategic acquisition significantly accelerates the Group's growth ambitions, whilst delivering significant value for both Capital & Regional and NewRiver shareholders and also maintaining NewRiver's core operational expertise in retail real estate. Since the transaction was completed on 10 December 2024, the Group is currently assessing the accounting for the transaction and the fair value of the acquired assets and liabilities on the completion date.

SUPPLEMENTARY INFORMATION: ALTERNATIVE PERFORMANCE MEASURES (APMs)

In addition to information contained in the Group financial statements, Alternative Performance Measures ('APMs'), being financial measures which are not specified under IFRS, are also used by management to assess the Group's performance. These include a number of measures contained in the 'Financial Statistics' table at the beginning of this document and do not form part of the interim financial statements. These APMs include a number of European Public Real Estate Association ('EPRA') measures, prepared in accordance with the EPRA Best Practice Recommendations reporting framework. We report these because management considers them to improve the transparency and relevance of our published results as well as the comparability with other listed European real estate companies.

The table below identifies the APMs used in this statement and provides the nearest IFRS measure where applicable, and where in this statement an explanation and reconciliation can be found.

APM	Nearest IFRS measure	Explanation and reconciliation
Underlying Funds From Operations ('UFFO') and UFFO per share	Profit / (Loss) for the period after taxation	Note 11 of the Financial Statements
EPRA Net Tangible Assets ('NTA') and EPRA NTA per share	Net Assets	Note 11 of the Financial Statements
Dividend cover	N/A	'Financial Policies' section of the 'Finance Review'
Admin cost ratio	N/A	Note 6 of the Financial Statements
Interest cover	N/A	Glossary
EPRA EPS	IFRS Basic EPS	Note 11 of the Financial Statements
EPRA NIY	N/A	'EPRA performance measures' section of this document
EPRA 'topped-up' NIY	N/A	'EPRA performance measures' section of this document
EPRA Vacancy Rate	N/A	'EPRA performance measures' section of this document
Total Accounting Return	N/A	Glossary
Weighted average cost of debt	N/A	'Financial Policies' section of the 'Finance review'
Weighted average debt maturity	N/A	'Financial Policies' section of the 'Finance review'
Loan to Value	N/A	'Financial Policies' section of the 'Finance review'

EPRA PERFORMANCE MEASURES

The information in this section is unaudited and does not form part of the consolidated primary statements of the company or the notes thereto.

Introduction

Below we disclose financial performance measures in accordance with the European Public Real Estate Association ('EPRA') Best Practice Recommendations which are aimed at improving the transparency, consistency and relevance of reporting across European Real Estate companies.

This section sets out the rationale for each performance measure as well as how it is measured. A summary of the performance measures is included in the following tables

	HY25	HY24
EPRA Earnings Per Share (EPS)	**3.5p**	3.6p
EPRA Cost Ratio (including direct vacancy costs)	**37.6%**	38.7%
EPRA Cost Ratio (excluding direct vacancy costs)	**34.5%**	35.5%

	30 September 2024	31 March 2024
EPRA NRV per share	**118p**	127p
EPRA NTA per share	**106p**	115p
EPRA NDV per share	**112p**	123p
EPRA LTV	**25.8%**	34.1%
EPRA NIY	**6.6%**	7.1%
EPRA 'topped-up' NIY	**7.1%**	7.5%
EPRA Vacancy Rate	**3.6%**	2.1%

EPRA Earnings Per Share: 3.5p

Definition

Earnings from operational activities

Purpose

A key measure of a company's underlying operating results and an indication of the extent to which current dividend payments are supported by earnings

	HY25 £m	HY24 £m
Earnings per IFRS income statement	**8.2**	(2.6)
Adjustments to calculate EPRA Earnings, exclude:		
Changes in value of investment properties, development properties held for investment and other investment interests	**2.2**	11.6
Profits or losses on disposal of investment properties, development properties held for investment and other investment interests	**0.2**	2.2
Adjustments related to non-operating and exceptional items*	**0.3**	–
Adjustments to above in respect of joint ventures (unless already included under proportional consolidation)	**–**	(0.1)
EPRA Earnings	**10.9**	11.1
Basic number of shares	**314.2m**	311.3m
EPRA Earnings per Share (EPS)	**3.5p**	3.6p

*Exceptional items comprise expenses relating to the acquisition of Ellandi

Reconciliation of EPRA Earnings to Underlying Funds From Operations (UFFO)

	HY25 £m	HY24 £m
EPRA Earnings	**10.9**	11.1
Share-based payment charge	**0.7**	0.8
Forward-looking element of IFRS 9	**(0.1)**	0.4
Underlying Funds From Operations (UFFO)	**11.5**	12.3
Basic number of shares	**314.2m**	311.3m
UFFO per share	**3.7p**	4.0p

EPRA NRV per share: 118p; EPRA NTA per share: 106p; EPRA NDV per share: 112p

Definition

Net Asset Value adjusted to include properties and other investment interests at fair value and to exclude certain items not expected to crystallise in a long-term investment property business model.

Purpose

Makes adjustments to IFRS NAV to provide stakeholders with the most relevant information on the fair value of the assets and liabilities within a true real estate investment company with a long-term investment strategy.

30 September 2024	EPRA NRV £m	EPRA NTA £m	EPRA NDV £m
IFRS Equity attributable to shareholders	**410.4**	**410.4**	**410.4**
Fair value of financial instruments	**–**	**–**	**–**
Deferred tax in relation to fair value gains of Investment Property	**0.8**	**0.8**	**–**
Fair value of debt	**–**	**–**	**16.4**
Goodwill	**–**	**(6.8)**	**–**
Purchasers' costs	**36.0**	**–**	
EPRA NRV / NTA / NDV	**447.2**	**404.4**	**426.8**
Fully diluted number of shares	**380.1m**	**380.1m**	**380.1m**
EPRA NRV / NTA / NDV per share	**118p**	**106p**	**112p**

31 March 2024	EPRA NRV £m	EPRA NTA £m	EPRA NDV £m
IFRS Equity attributable to shareholders	361.1	361.1	361.1
Fair value of financial instruments	(0.1)	(0.1)	–
Deferred tax in relation to fair value gains of Investment Property	0.8	0.8	–
Fair value of debt	–	–	24.5
Purchasers' costs	36.8	–	–
EPRA NRV / NTA / NDV	398.6	361.8	385.6
Fully diluted number of shares	313.3m	313.3m	313.3m
EPRA NRV / NTA / NDV per share	127p	115p	123p

EPRA LTV: 25.8%

Definition

EPRA LTV is the ratio of gross debt, net payables less cash and cash equivalents to the aggregate value of properties. LTV is expressed on a proportionally consolidated basis.

Purpose

EPRA LTV introduces a consistent and comparable metric for the real estate sector, with the aim to assess the gearing of the shareholder equity within a real estate investment company.

30 September 2024	Group £m	Share of Joint Ventures £m	Share of Associates £m	Total £m
Borrowings from financial institutions	–	–	(4.3)	(4.3)
Corporate bond	(300.0)	–	–	(300.0)
Net payables	(19.5)	–	(0.3)	(19.8)
Cash and cash equivalents	184.4	–	0.4	184.8
Net Debt (A)	(135.1)	–	(4.2)	(139.3)
Investment property at fair value	530.1	–	10.4	540.5
Total Property Value (B)	530.1	–	10.4	540.5
LTV (A/B)	25.5%			25.8%

31 March 2024	Group £m	Share of Joint Ventures £m	Share of Associates £m	Total £m
Borrowings from financial institutions	–	–	(4.0)	(4.0)
Corporate bond	(300.0)	–	–	(300.0)
Net (payables) / receivables	(14.9)	0.1	(0.1)	(14.9)
Cash and cash equivalents	132.8	–	0.4	133.2
Net Debt (A)	(182.1)	0.1	(3.7)	(185.7)
Investment property at fair value	533.8	–	10.0	543.8
Total Property Value (B)	533.8	–	10.0	543.8
LTV (A/B)	34.1%			34.1%

EPRA NIY: 6.6%, EPRA 'topped-up' NIY: 7.1%

Definition

The basic EPRA NIY calculates the annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the market value of the property, increased with (estimated) purchasers' costs.

In respect of the 'topped-up' NIY, an adjustment to the EPRA NIY in respect of the expiration of rent-free periods (or other unexpired lease incentives such as discounted rent periods and step rents).

Purpose

A comparable measure for portfolio valuations to assist investors in comparing portfolios.

		30 September 2024 £m	31 March 2024 £m
Properties at valuation – wholly owned		**530.1**	533.8
Properties at valuation – share of Joint Ventures & Associates		**10.4**	10.0
Trading property (including share of Joint Ventures & Associates)		**–**	–
Less: Developments		**(10.0)**	(10.0)
Completed property portfolio		**530.5**	533.8
Allowance for estimated purchasers' costs and capital expenditure		**52.5**	40.5
Grossed up completed property portfolio valuation	B	**583.0**	574.3
Annualised cash passing rental income		**48.6**	50.9
Property outgoings		**(10.1)**	(10.0)
Annualised net rents	A	**38.5**	40.9
Add: Notional rent expiration of rent free periods or other lease incentives		**2.9**	2.4
Topped-up net annualised rent	C	**41.4**	43.3
EPRA NIY	A/B	**6.6%**	7.1%
EPRA 'topped-up' NIY	C/B	**7.1%**	7.5%

EPRA Vacancy rate: 3.6%

Definition

Estimated Market Rental Value (ERV) of vacant space divided by ERV of the whole portfolio, excluding development assets.

Purpose

A 'pure' (%) measure of investment property space that is vacant, based on ERV.

		30 September 2024 £m	31 March 2024 £m
Estimated Rental Value of vacant retail space	A	**1.7**	1.0
Estimated Rental Value of the retail portfolio	B	**47.2**	47.8
EPRA Vacancy Rate	A/B	**3.6%**	2.1%

The EPRA vacancy rate is based on the ratio of the estimated market rent for vacant properties versus total estimated market rent, for the whole portfolio excluding properties under development and any units that are not classified as retail. There are no significant distorting factors influencing the EPRA vacancy rate.

EPRA Cost Ratio (including direct vacancy costs): 37.6%

EPRA Cost Ratio (excluding direct vacancy costs): 34.5%

Definition

Administrative & operating costs (including & excluding costs of direct vacancy) divided by gross rental income.

Purpose

A key measure to enable meaningful measurement of the changes in a company's operating costs.

		HY25 £m	HY24 £m
Administrative/operating expenses per IFRS		**9.3**	9.6
Net service charge costs/fees		**1.9**	2.0
Management fees less actual/estimated profit element		**(2.3)**	(1.2)
Share of Joint Ventures and associates expenses (net of other income)		**0.1**	0.2
Exclude (if part of the above):			
Ground rent costs		**0.7**	0.2
EPRA Costs (including direct vacancy costs)	A	**9.7**	10.8
Direct vacancy costs		**(0.8)**	(0.9)
EPRA Costs (excluding direct vacancy costs)	B	**8.9**	9.9
Gross Rental Income less ground rents – per IFRS		**25.4**	26.8
Add: share of Joint Ventures and associates (Gross Rental Income less ground rents)		**0.4**	1.1
Gross Rental Income	C	**25.8**	27.9
EPRA Cost Ratio (including direct vacancy costs)	A/C	**37.6%**	38.7%
EPRA Cost Ratio (excluding direct vacancy costs)	B/C	**34.5%**	35.5%

In the current and prior period, employee costs in relation to staff time on development projects have been capitalised into the base cost of relevant development assets.

Reconciliation of EPRA Costs (including direct vacancy costs) to Net Administrative expenses per IFRS

		HY25 £m	HY24 £m
EPRA Costs (including direct vacancy costs)	A	**9.7**	10.7
Exclude			
Ground rent costs		**(0.7)**	(0.2)
Exceptional costs		**(0.3)**	–
Share of Joint Ventures and associates property expenses (net of other income)		**(0.1)**	(0.1)
Other operating income/recharges intended to cover overhead expenses less any related profits		**–**	–
Net service charge costs		**(1.9)**	(2.0)
Operating expenses (excluding service charge cost)		**(1.7)**	(3.7)
Tenant incentives (included within income)		**(0.1)**	(0.1)
Letting & legal costs (included within income)		**(0.6)**	(0.5)
Group's share of net administrative expenses as per IFRS	D	**4.3**	4.1
EPRA Gross Rental Income	C	**25.8**	27.9
Ground rent costs		**(0.7)**	(0.2)
Expected credit reversal / (loss)		**0.5**	(0.4)
Surrender premiums and commissions		**(0.2)**	–
Other income		–	0.4
Property rental, other income and related income as per IFRS	E	**25.4**	27.7
Administrative cost ratio as per IFRS	D/E	**16.9%**	14.8%

Property related capital expenditure and tantent incentives (additional disclosure)

	Six months ended 30 September 2024			Year ended 31 March 2024		
	Group £m	**JVs & Associates £m**	**Group's share £m**	Group £m	JVs & Associates £m	Group's share £m
Acquisitions	**–**	**–**	**–**	–	–	–
Development	**0.2**	**–**	**0.2**	0.2	–	0.2
Investment properties						
Incremental lettable space	**0.3**	**0.2**	**0.5**	4.0	–	4.0
Non incremental lettable space	**0.7**	**–**	**0.7**	1.9	–	1.9
Other material non-allocated types of expenditure	**–**	**–**	**–**	–	–	–
Capitalised interest	**–**	**–**	**–**	–	–	–
Total property related capital expenditure and tenant incentives	**1.2**	**0.2**	**1.4**	6.1	–	6.1
Conversion from accrual to cash basis	**–**	**–**	**–**	–	–	–
Total property related capital expenditure and tenant incentives on cash basis	**1.2**	**0.2**	**1.4**	6.1	–	6.1

Refurbishment expenditure in respect of major works is capitalised whilst renovation and refurbishment expenditure of a revenue nature is expensed as incurred. Our business model for major works and developments is to use a combination of in-house staff and external advisers. The cost of external advisers is capitalised to the cost of developments and employee costs in relation to in-house staff time on development projects are capitalised into the base cost of relevant assets subject to meeting certain criteria related to the degree of time spent on and the nature of specific projects. Staff costs amounting to £0.3 million (31 March 2024: £0.5 million) have been capitalised as such during the period. Capital tenant incentives of £nil (31 March 2024: £0.8 million) were paid during the period, with associated amortisation of £0.1 million (31 March 2024: £0.2 million) recognised in the consolidated statement of comprehensive income.

Glossary

Admin cost ratio: Is the Group's share of net administrative expenses (including its share of JV administrative expenses) divided by the Group's share of property income (including its share of JV property income).

Associate: Is an entity in which the Group holds an interest and is significantly influenced by the Group.

Average debt maturity: Is measured in years when each tranche of gross debt is multiplied by the remaining period to its maturity and the result is divided by total gross debt in issue at the period end. Average debt maturity is expressed on a proportionally consolidated basis.

Balance sheet gearing: Is the balance sheet net debt divided by IFRS net assets.

BRAVO: Is BRAVO Strategies III LLC, with which NewRiver formed a capital partnership in May 2019 to acquire and manage a portfolio of retail assets in the UK.

Book value: Is the amount at which assets and liabilities are reported in the financial statements.

Cost of debt: Is the loan interest and derivative costs at the period end, divided by total debt in issue at the period end. Cost of debt is expressed on a proportionally consolidated basis.

CVA: Is a Company Voluntary Arrangement, a legally binding agreement that allows a company to settle debts by paying only a proportion of the amount that it owes to creditors (such as contracted rent) or to come to some other arrangement with its creditors over the payment of its debts.

Dividend cover: Is Underlying Funds From Operations per share divided by dividend per share declared in the period.

EBITDA: Earnings Before Interest, Depreciation and Amortisation

EPRA: Is the European Public Real Estate Association.

EPRA earnings: Is the IFRS profit after taxation excluding investment property revaluations, fair value adjustments on derivatives, gains/losses on disposals and deferred tax.

EPRA earnings per share: Is EPRA earnings divided by the weighted average basic number of shares in issue during the period.

EPRA Net Tangible Assets (EPRA NTA): Are the balance sheet net assets excluding the mark to market on effective cash flow hedges and related debt adjustments, deferred taxation on revaluations, goodwill, and diluting for the effect of those shares potentially issuable under employee share schemes.

EPRA NTA per share: Is EPRA NTA divided by the diluted number of shares at the period end.

EPRA LTV: Is the ratio of gross debt, net payables less cash and cash equivalents to the aggregate value of properties. LTV is expressed on a proportionally consolidated basis.

ERV growth: Is the change in ERV over a period on our investment portfolio expressed as a percentage of the ERV at the start of the period. ERV growth is calculated monthly and compounded for the period subject to measurement, as calculated by MSCI Real Estate.

Estimated Rental Value (ERV): Is the external valuers' opinion as to the open market rent which, on the date of valuation, could reasonably be expected to be obtained on a new letting or rent review of a property.

Footfall: Is the annualised number of visitors entering our shopping centre assets.

Gross Asset Value (GAV): Is Gross Asset Value, the total value of all real estate investments owned by the Company.

Group: Is NewRiver REIT plc, the Company and its subsidiaries and its share of joint ventures (accounted for on an equity basis).

Head lease: Is a lease under which the Group holds an investment property.

IFRS: UK-adopted International Accounting Standards.

Income return: Is the income derived from a property as a percentage of the property value.

Interest Cover Ratio: Interest cover is tested at corporate level and is calculated by comparing actual net rental income received versus net cash interest payable on a 12 month look-back basis.

Joint venture: Is an entity in which the Group holds an interest on a long-term basis and is jointly controlled by the Group and one or more ventures under a contractual arrangement whereby decisions on financial and operating policies essential to the operation, performance and financial position of the venture require each joint venture partner's consent.

Leasing events: Are long-term and temporary new lettings, lease renewals and lease variations within investment and joint venture properties.

Like-for-like ERV growth: Is the change in ERV over a period on the standing investment properties expressed as a percentage of the ERV at the start of the period.

Like-for-like footfall: Is the movement in footfall against the same period in the prior period, on properties owned throughout both comparable periods, aggregated at 100% share.

Like-for-like net income: Is the change in net income on properties owned throughout the current and previous periods under review. This growth rate includes revenue recognition and lease accounting adjustments but excludes properties held for development in either period, properties with guaranteed rent reviews and asset management determinations.

Long-term leasing deals: Are leasing deals with a fixed term certain of at least one year.

Loan to Value (LTV): Is the ratio of gross debt less cash, short-term deposits, liquid investments and unamortised fees to the aggregate value of properties and investments. LTV is expressed on a proportionally consolidated basis.

Mark to market: Is the difference between the book value of an asset or liability and its market value.

MSCI: MSCI Inc produces independent benchmarks of property returns and NewRiver portfolio returns.

Net Equivalent Yield (NEY): Is the net weighted average income return a property will produce based upon the timing of the income received. In accordance with usual practice, the equivalent yields (as determined by the external valuers) assume rent received annually in arrears and on values before deducting prospective purchaser's costs.

Net Initial Yield (NIY): Is the current annualised rent, net of costs, expressed as a percentage of capital value, after adding notional purchaser's costs.

Net rental income: Is the rental income receivable in the period after payment of property outgoings. Net rental income will differ from annualised net rents and passing rent due to the effects of income from rent reviews, property outgoings and accounting adjustments for fixed and minimum contracted rent reviews and lease incentives.

NewRiver share: Represents the Group's ownership on a proportionally consolidated basis.

Occupational Cost Ratio (OCR): The OCR is calculated by comparing the Occupational Costs associated with each unit, comprising the Rent payable, Business Rates, Service Charges and Insurance premiums, with the Turnover generated by the store on an annualised basis.

Passing rent: Is the gross rent payable under leases terms.

Pre-let: A lease signed with an occupier prior to the completion of a development.

Pre-sale: A sale exchanged with a purchaser prior to completion of a development.

Proforma for the acquisition of Capital & Regional: Where possible, key metrics have been provided proforma for the acquisition of Capital & Regional ('C&R'), which completed on 10 December 2024, including the impact of the cash component of the consideration, estimated remaining transaction costs and the planned imminent repayment of £59 million of C&R secured debt facilities. All C&R figures are calculated by adjusting the last reported financials as follows: for the profit and loss we have used the full year results for the year ended 30 December 2023, adjusted for the annualised impact of the acquisition of Edinburgh, The Gyle, which completed in September 2023, to reflect a full year of net rental income and the finance costs of the associated loan facility, and the disposal of Luton & Redditch, to reflect the removal of asset and property management fees earned by C&R pre the cessation of its involvement in Luton & Redditch in March 2023 and September 2023 respectively; for the Balance Sheet we have used the half year results for the six months ended 30 June 2024, adjusted to incorporate Knight Frank's valuation of C&R's property portfolio as at 30 June 2024 of £350 million and the updated cash balances as at 30 September 2024. Individual metrics have been estimated to require adjustment as follows:

- Proforma Cash of c.£70 million and Proforma Net Debt of c.£371 million include adjustments made to reflect the cash position of C&R as at 30 September 2024 (c.£30 million), the cash component of the transaction (£73 million), estimated remaining transaction costs (c.£13 million), and planned imminent repayment of £59 million C&R loans.
- Proforma Net Debt: EBITDA includes adjustments to proforma Net Debt as referenced above and a proforma EBITDA of c.£53 million, comprising NewRiver and C&R EBITDA on a 12 month look-back basis, adjusted for the annualised impact of net rental income from the acquisition of Edinburgh, the Gyle, in September 2023 (c.£3 million), the removal of asset and property management fees post the disposal of Luton & Redditch (c.£(1) million) and net cost synergies of c.£6.2 million expected to be fully unlocked within 12 months post completion on an annualised basis.
- Proforma LTV includes adjustments to proforma Net Debt as referenced above and incorporates Knight Frank's valuation of C&R's property portfolio as at 30 June 2024 of £350 million.
- Proforma Interest Cover Ratio ('ICR') includes proforma net rental income of c.£65 million and proforma net finance costs of c.£12 million, comprising NewRiver and C&R figures on a 12 month look-back basis, adjusted for the annualised impact of the acquisition of Edinburgh, the Gyle, in September 2023 on net rental income (c.£3 million) and on net finance costs from the associated loan facility (c.£(1) million), and to reflect the net finance costs impact of the cash component of the consideration, estimated remaining transaction costs and the planned imminent repayment of C&R secured debt facilities (c.£(1) million).

Property Income Distribution (PID): As a REIT the Group is obliged to distribute 90% of the tax-exempt profits. These dividends, which are referred to as PIDs, are subject to withholding tax at the basic rate of income tax. Certain classes of shareholders may qualify to receive the dividend gross. See our website (www.nrr.co.uk) for details. The Group can also make other normal (non-PID) dividend payments which are taxed in the usual way.

Proportionally consolidated: The aggregation of the financial results of the Reported Group and the Group's share of net assets and net profits within its joint ventures and associates.

Real Estate Investment Trust (REIT): Is a listed property company which qualifies for and has elected into a tax regime, which exempts qualifying UK property rental income and gains on investment property disposals from corporation tax.

Rental value growth: Is the increase in the current rental value, as determined by the Company's valuers, over the 12-month period on a like-for-like basis.

Retail occupancy rate: Is the estimated rental value of let units expressed as a percentage of the total estimated rental value of the portfolio, excluding development properties.

Risk-controlled development pipeline: Is the combination of all development projects that the Company is currently pursuing or assessing for feasibility. Our risk-controlled approach means that we will not commit to a new development unless we have pre-let or pre-sold at least 70% by area.

Tenant (or lease) incentives: Are any incentives offered to occupiers to enter into a lease. Typically the incentive will be an initial rent-free period, or a cash contribution to fit-out or similar costs. Under accounting rules, the value of lease incentives given to tenants is amortised through the Income Statement on a straight-line basis to the lease expiry.

Total Accounting Return (TAR): Is the increase or decrease in EPRA NTA per share plus dividends paid in the period, expressed as a percentage of EPRA NTA per share at the beginning of the period.

Total Property Return (TPR): Is calculated as the change in capital value, less any capital expenditure incurred, plus net income, expressed as a percentage of capital employed over the period, as calculated by MSCI Real Estate (formerly IPD). Total property returns are calculated monthly and indexed to provide a return over the relevant period.

Topped-Up Net Initial Yield: Net initial yield adjusted to include notional rent in respect of let properties which are subject to a rent free period at the valuation date.

Underlying Funds From Operations (UFFO): is a measure of the Company's operational profits, which includes other income and excludes one off or non-cash adjustments, such as portfolio valuation movements, profits or losses on the disposal of investment properties, fair value movements on derivatives and share-based payment expense.

Weighted average lease expiry (WALE): Is the average lease term remaining to first tenant break, or expiry, across the portfolio weighted by rental income. This is also disclosed assuming all tenant break clauses are exercised at the earliest date, as stated. Excludes short-term licences and residential leases.

Yield on cost: Passing rents expressed as a percentage of the total development cost of a property.

Yield Shift: Is a movement (usually expressed in basis points) in the equivalent yield of a property asset.