

**NewRiver Retail Limited (the “Company”)  
Resolutions passed at Annual General Meeting on Wednesday 2 July 2014**

All the resolutions below were duly passed at the Annual General Meeting held on 2 July 2014 on a show of hands.

Proxy votes were received from shareholders by the Company in advance of the meeting as set out below.

	<b>Resolution</b>	<b>Votes for</b>	<b>%</b>	<b>Votes against</b>	<b>%</b>	<b>Total shares for &amp; against</b>	<b>% of issued share capital*</b>	<b>Votes withheld**</b>
	<b>Ordinary Resolutions</b>							
1	That the Directors’ report and financial statements for the year ended 31 March 2014 be received and adopted	74,780,425	100	0	0	74,780,425	75.11%	14,402
2	That Paul Roy be re-elected as a Director of the Company	64,362,645	96.89	2,069,025	3.11	66,431,670	66.72%	8,363,157
3	That Chris Taylor be re-elected as a Director of the Company	74,780,827	100	0	0	74,780,827	75.11%	14,000
4	That Kay Chaldecott be re-elected as a Director of the Company	74,780,827	100	0	0	74,780,827	75.11%	14,000
5	That Andrew Walker be re-elected as a Director of the Company	64,345,145	86.07	10,411,054	13.93	74,756,199	75.08%	38,628
6	That David Lockhart be re-elected as a Director of the Company	72,880,425	97.46	1,900,402	2.54	74,780,827	75.11%	14,000
7	That Mark Davies be re-elected as a Director of the Company	72,879,425	97.46	1,901,402	2.54	74,780,827	75.11%	14,000
8	That Allan Lockhart be re-elected as a Director of the Company	72,879,425	97.46	1,901,402	2.54	74,780,827	75.11%	14,000
9	That Nicholas Sewell be re-elected as a Director of the Company	72,879,425	97.46	1,901,402	2.54	74,780,827	75.11%	14,000
10	That Deloitte LLP be reappointed as auditors of the Company.	74,779,827	99.99	1,000	0.01	74,780,827	75.11%	14,000
11	That the Directors be and are hereby authorised to fix the remuneration of the auditors.	74,779,827	99.99	1,000	0.01	74,780,827	75.11%	14,000
12	That the remuneration of the Directors be authorised and agreed	74,368,394	99.45	409,502	0.55	74,777,896	75.11%	16,931
13	That, the Directors to be authorised to allot share[s] up to a limited amount	72,876,896	97.46	1,901,000	2.54	74,777,896	75.11%	16,931
14	That the Company be authorised, to purchase a limited amount of its own shares.	74,777,268	99.99	3,559	0.01	74,780,827	75.11%	14,000

**Notes:**

\* As at the date of the AGM, the total number of shares with voting rights in the Company was 99,562,548. This excluded 624,000 treasury shares.

\*\* A “vote withheld” is not a vote in law and cannot be counted in the calculation of the votes for and against a resolution.