

NEWRIVER RETAIL LIMITED

Extraordinary General Meeting

FORM OF PROXY

For use at the Extraordinary General Meeting of the Company to be held at the offices of Bell Pottinger at 6th Floor, Holborn Gate, 330 High Holborn, London WC1V 7QD on 8 January 2015 at 2.30 p.m.

I/We

.....
of

.....
(Please insert full name(s) and address(es) in block letters) (See Note 1 below)

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting or

.....
of

.....
(See Note 3 below)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the holders of shares in the Company to be held at the offices of Bell Pottinger at 6th Floor, Holborn Gate, 330 High Holborn, London WC1V 7QD on 8 January 2015 at 2.30 p.m. and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

Please tick here if this proxy appointment is one of multiple proxies being made
(See Note 3 below)

	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
Ordinary Resolution:				
Resolution 1: authority to allot 27,272,727 Ordinary Shares in connection with the Placing				
Special Resolution:				
Resolution 2: dis-application of pre-emption rights in relation to the Placing				

Name(s):

.....
.....

(Block Letters)

Address(es):

.....
.....

.....
(Block Letters)

Number of share(s)

(See Note 3 below)

Dated:

.....

Signature(s):

.....

or

Common Seal:

.....

Notes:

1. All members are entitled to attend, speak and vote at the meeting, whether or not they have returned a form of proxy.
2. If any other proxy is preferred, delete the words “the Chairman of the Meeting or;” insert the full name of the proxy or proxies you wish to appoint and initial the alternation. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars (+44 (0) 20 8639 3399) or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
3. A proxy need not be a member of the Company but must attend the meeting in person.
4. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise rights attached to a different share or shares held by him or her.
5. In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
6. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the offer in which the names stand in the register of members.
8. If you want your proxy to vote in a certain way on the resolutions, please insert “X” in the relevant box.
9. The “vote withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a “vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” a resolution.
10. If you select ‘discretionary’ or fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting.
11. If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting.
12. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be lodged at the Company Registrars, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, BR3 4TU, not less than 48 hours (excluding any part of a day which is a non-working day) before the time appointed for the holding of the meeting or adjourned meeting.
13. Any alterations made in this form of proxy should be initialed.
14. Completion of the Form of Proxy or submission of a valid electronic proxy appointment will not prevent you from attending and voting in person.
15. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Shareholders registered in the register of members of the Company as at 6 p.m. on 6 January 2015 shall be entitled to attend and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at such time. If the Extraordinary General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6 p.m. on the day two days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
16. If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).