

**NewRiver Retail Limited (the “Company”)
Resolutions passed at Annual General Meeting on Tuesday 30 June 2015**

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

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

	Resolution	Votes for	%	Votes against	%	Total shares for & against	% of issued share capital*	Votes withheld**
	Ordinary Resolutions							
1	That the Directors’ report and financial statements for the year ended 31 March 2015 be received and adopted	92,628,697	99.57	400,000	0.43	93,028,697	73.20	0
2	That Paul Roy be re-elected as a Director of the Company	78,621,007	97.71	1,841,632	2.29	80,462,639	63.31	12,566,058
3	That David Lockhart be re-elected as a Director of the Company	92,993,672	99.96	35,025	0.04	93,028,697	73.20	0
4	That Mark Davies be re-elected as a Director of the Company	92,993,672	99.96	35,025	0.04	93,028,697	73.20	0
5	That Allan Lockhart be re-elected as a Director of the Company	92,993,672	99.96	35,025	0.04	93,028,697	73.20	0
6	That Nick Sewell be re-elected as a Director of the Company	92,993,672	99.96	35,025	0.04	93,028,697	73.20	0
7	That Chris Taylor be re-elected as a Director of the Company	92,357,285	99.97	30,946	0.03	92,388,231	72.69	640,466
8	That Kay Chaldecott be re-elected as a Director of the Company	92,355,785	99.96	32,446	0.04	92,388,231	72.69	640,466
9	That Andrew Walker be re-elected as a Director of the Company	79,105,219	85.03	13,923,478	14.97	93,028,697	73.20	0
10	That Deloitte LLP be reappointed as auditors of the Company	92,626,680	99.99	2,017	0.01	92,628,697	72.88	400,000
11	That the Directors be and are hereby authorised to fix the remuneration of the auditors	93,023,775	100.00	0	0.00	93,028,680	73.20	17
12	That the remuneration of the Directors be authorised and agreed	92,337,834	99.29	661,600	0.71	92,999,434	73.17	29,263
13	That, the Directors to be authorised to allot shares up to a limited amount	92,975,341	99.95	48,425	0.05	93,023,766	73.19	4,931
14	That the Company be authorised, to purchase its own shares	92,994,117	99.99	12,580	12.45	93,006,697	73.18	22,000
15	That an amendment to the Company’s Performance Share Plan 2009 be approved	91,213,914	98.75	1,159,246	1.25	92,373,160	72.68	655,537

Notes:

* As at the date of the AGM, the total number of shares with voting rights in the Company was 127,095,050. The Company holds 479,345 shares in an Employee Benefit Trust which are treated as 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.