

**NewRiver Retail Limited (the “Company”)
Resolutions passed at Extraordinary General Meeting on Tuesday 14 July 2015**

All the resolutions below were duly passed at the Extraordinary 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	Authority to allot 50,000,000 Ordinary Shares in connection with the Placing	98,312,444	99.74	254,387	0.26	98,566,831	75.69	0
2	Authority to allot 16,666,667 Ordinary Shares, on a pre-emptive basis, and 33,333,334 Ordinary Shares, in aggregate, in connection with a rights issue or other pre-emptive offer	98,546,516	99.98	20,315	0.02	98,566,831	75.69	0
	Special Resolution							
3	Dis-application of pre-emption rights in relation to the Placing	98,293,839	99.72	272,992	0.28	98,566,831	75.69	0

Notes:

* As at the date of the EGM, the total number of issued shares is 130,227,456. The Company holds 479,345 shares in an Employee Benefit Trust which, as the EBT is consolidated, are treated as treasury shares. Accordingly, the total number of voting rights is 129,748,111.

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