

NewRiver Retail Limited (the “Company”)

Resolutions passed at Annual General Meeting on Tuesday 12 July 2016

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 total voting rights*	Votes withheld**
	Ordinary Resolutions							
1	That the Directors' report and financial statements for the year ended 31 March 2016 be received and adopted	182,458,506	99.68	580,000	0.32	183,038,506	78.42	0
2	That Paul Roy be re-elected as a Director of the Company	182,318,581	99.61	719,925	0.39	183,038,506	78.42	0
3	That David Lockhart be re-elected as a Director of the Company	182,861,083	99.90	177,423	0.10	183,038,506	78.42	0
4	That Mark Davies be re-elected as a Director of the Company	182,861,083	99.90	177,423	0.10	183,038,506	78.42	0
5	That Allan Lockhart be re-elected as a Director of the Company	182,854,883	99.90	183,623	0.10	183,038,506	78.42	0
6	That Chris Taylor be re-elected as a Director of the Company	182,902,281	99.93	136,225	0.07	183,038,506	78.42	0
7	That Kay Chaldecott be re-elected as a Director of the Company	182,891,281	99.92	147,225	0.08	183,038,506	78.42	0
8	That Alastair Miller be elected as a Director of the Company	183,032,006	99.99	6,500	0.01	183,038,506	78.42	0
9	That Deloitte LLP be reappointed as auditors of the Company	182,299,498	99.84	288,908	0.16	182,588,406	78.23	450,100
10	That the Directors be and are hereby authorised to fix the remuneration of the auditors	182,994,808	99.98	43,698	0.02	183,038,506	78.42	0
11	That the remuneration of the Directors be authorised and agreed	182,270,065	99.58	762,308	0.42	183,032,373	78.42	6,133
12	That, the Directors to be authorised to allot shares up to a limited amount	182,597,075	99.76	440,229	0.24	183,037,304	78.42	1,202
13	That the Company be authorised, to purchase its own shares	182,269,387	99.58	769,119	0.42	183,038,506	78.42	0

Notes:

* As at the date of the AGM, the total number of shares with voting rights in the Company was 233,398,839. The Company holds 5,152,055 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.