

NewRiver Retail Limited

Form of Proxy for use by shareholders of NewRiver Retail Limited (the 'Company') at the Annual General Meeting to be held on Thursday, 4 July 2013 at 11.00 am, at 6th Floor, Holborn Gate, 330 High Holborn, London WC1V 7QD.

As a shareholder of the Company you have the right to attend, speak at and vote at the Annual General Meeting (the 'Meeting'). If you cannot, or do not want to, attend the Meeting, but still want to vote, you can appoint someone to attend the Meeting and vote on your behalf. That person is known as a 'proxy'.

You can use this Form of Proxy to appoint the Chairman of the Meeting, or someone else, as your proxy. Your proxy does not need to be a shareholder of the Company.

I/We (name in full) _____ (in BLOCK CAPITALS)

of (registered address) _____ (in BLOCK CAPITALS)

holding (insert number of Ordinary Shares) _____ (in BLOCK CAPITALS)

being (a) shareholder(s) of the Company entitled to attend and vote at meetings, hereby appoint the Chairman of the Meeting or

_____ (see Note 1) as my/our proxy to attend and, on a poll, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 4 July 2013, and at any adjournment thereof.

Resolutions

Resolution	For	Against	Vote Withheld	At discretion
Ordinary Resolutions				
1. That the Directors' report and financial statements for the year ended 31 March 2013 be received and adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Paul Roy, being eligible and offering himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Mark Davies, being eligible and offering himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Allan Lockhart, being eligible and offering himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Deloitte LLP of Regency Court, Glatigny Esplanade, St Peter Port, Guernsey be reappointed as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That the Directors be and are hereby authorised to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That the remuneration of the Directors be authorised and agreed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That, the Directors to be authorised to allot share[s] up to a limited amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. That the Company be authorised, to purchase a limited amount of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution				
10. That the Articles of Incorporation of the Company be amended by deleting the present Article 28 and by adopting the new Article 28, which includes the requirement for all Directors to retire and be re-elected at each Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate with an 'X' in the appropriate box opposite the resolutions how you wish your votes to be cast (see Note 4).

Signature(s) _____ (See Note 6)

Date _____ 2013

See Notes overleaf

Notes to the Form of Proxy

1. If you wish to appoint as a proxy a person other than the Chairman of the Meeting (who need not be a shareholder), please delete the words 'the Chairman of the Meeting' and insert the name of the other person. All alterations made to this Form of Proxy must be initialled by the signatory.
2. The completion and return of this Form of Proxy will not prevent you from attending in person, speaking and voting at the Annual General Meeting should you subsequently decide to do so.
3. A shareholder may appoint more than one proxy to attend provided that each proxy is appointed to exercise rights attached to a different share or shares held by him. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was lastly delivered, none of them shall be treated as valid in respect of that share.
4. If you wish your proxy to cast all of your votes for or against a resolution you should insert an 'X' in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Annual General Meeting) which may properly come before the Annual General Meeting.
5. The 'Vote Withheld' option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution. The 'At Discretion' option is provided to enable you to give discretion to your proxy to vote or abstain from voting on a particular resolution as he or she thinks fit.
6. This Form of Proxy must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
7. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a notorially certified copy thereof) must be deposited at the offices of Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU as soon as possible but, in any event, so as to arrive not less than 48 hours before the time appointed for holding the Annual General Meeting or adjournment thereof. Alternatively, if you are a user of the CREST system see Note 8.
8. CREST members should refer to Note 7 to the Notice of Annual General Meeting 2013 for information on the submission of a proxy appointed through CREST.
9. Shareholders should refer to the notes to the Notice of Annual General Meeting before completing this Form of Proxy.

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**Business Reply
Licence Number
RSBH-UXKS-LRBC**



**PXS
34 Beckenham Road
BECKENHAM
BR3 4TU**

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