

**NewRiver Retail Limited (the “Company”)
Resolutions passed at Extraordinary General Meeting on Friday 8 January 2016**

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 46,153,843 Ordinary Shares in connection with the Placing	143,569,766	99.92	118,643	0.08	143,688,409	76.80	424,747
	Special Resolution							
2	Dis-application of pre-emption rights in relation to the Placing	143,032,384	99.54	655,035	0.46	143,687,419	76.80	425,737

Notes:

* As at the date of the EGM, the total number of issued shares is 187,313,809. The Company holds 220,247 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 187,093,562.

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