

**NewRiver Retail Limited (the “Company”)
Resolutions passed at Annual General Meeting on
Thursday 4 July 2013**

All resolutions as set out in the AGM notice were passed by the required majority with Resolutions 1 to 9 passed as ordinary resolutions and Resolution 10 as a special resolution. The results of the voting were as follows:

	Resolution	Votes for	%	Votes against	%	Total	% of issued share capital*	Votes withheld**
	Ordinary Resolutions							
1	That the Directors’ report and financial statements for the year ended 31 March 2013 be received and adopted	17,187,530	100%	0	0%	17,187,530	50.51%	0
2	That Paul Roy be re-elected as a Director of the Company	16,543,036	100%	0	0%	16,543,036	48.61%	644,494
3	That Mark Davies be re-elected as a Director of the Company	16,192,530	94.21%	995,000	5.79%	17,187,530	50.51%	0
4	That Allan Lockhart be re-elected as a Director of the Company	16,192,530	94.21%	995,000	5.79%	17,187,530	50.51%	0
5	That Deloitte LLP be reappointed as auditors of the Company.	17,187,460	99.99%	70	0.01%	17,187,530	50.51%	0
6	That the Directors be and are hereby authorised to fix the remuneration of the auditors.	17,187,460	99.99%	70	0.01%	17,187,530	50.51%	0
7	That the remuneration of the Directors be authorised and agreed	17,179,630	100%	0	0%	17,179,630	50.48%	7,900
8	That, the Directors to be authorised to allot share[s] up to a limited amount	15,529,560	90.41%	1,647,070	9.59%	17,176,630	50.48%	10,900
9	That the Company be authorised, to purchase a limited amount of its own shares.	16,181,630	94.19%	998,000	5.81%	17,179,630	50.48%	7,900
	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.	17,187,530	100%	0	0%	17,187,530	50.51%	0

Notes:

* As at the date of the AGM, the total number of shares with voting rights in the Company was 34,029,508. This excluded 624,000 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.