

Company No: 10221027

The Companies Act 2006, 1985 & 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

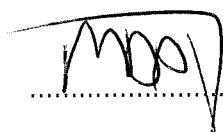
NEWRIVER REIT PLC

Passed 4 July 2017

AT a General Meeting of the above-named Company duly convened and held on 4 July 2017 the following resolutions were duly passed, with resolutions 1 and 2 being proposed and passed as ordinary resolutions and resolution 3 being proposed and passed as a special resolution:

THAT:

1. The Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £671,641.79 pursuant to the firm placing of 45,474,313 new ordinary shares of one pence each in the capital of the Company at 335 pence per share and the placing and open offer of 21,689,866 new ordinary shares of one pence each in the capital of the Company at 335 pence per share announced by the Company on 15 June 2017 (together, the "Capital Raising"), which authority shall be in addition to the existing authority conferred on the Directors on 3 August 2016, which shall continue in full force and effect. The authority conferred by this resolution shall expire at the Company's next annual general meeting (unless previously revoked or varied by the Company in a general meeting) or 31 July 2017, whichever is the later, save that the Company may, before such expiry, revocation or variation, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.
2. Subject to and conditional upon Resolution 1 above being duly passed, the application by Invesco Limited for 20,552,355 new ordinary shares of one pence each in the capital of the Company under the terms of the Firm Placing and the Placing be and is hereby approved for the purposes of Chapter 11 of the Listing Rules of the UK Listing Authority.
3. Subject to and conditional upon Resolution 1 above being duly passed, the Directors of the Company be and are hereby generally empowered pursuant to section 571 of the Act (in addition to all subsisting authorities under section 570 and section 573 of the Act), to allot equity securities (within the meaning of section 560 of the Act) in connection with the Capital Raising wholly for cash pursuant to the authority conferred by Resolution 1 above at any time up to the Company's next annual general meeting or 31 July 2017, whichever is the later, in each case, as if section 561 of the Act did not apply to any such allotment in connection with the Capital Raising and so that the power granted by this resolution shall permit and enable the Company to make an offer or agreement which would or might require equity securities to be allotted after it expires, is revoked or varied and shall permit the directors to allot equity securities pursuant to any such offer or agreement notwithstanding the power conferred by this resolution has expired or been revoked or varied.



Matthew Jones
Company Secretary
Date: 4 July 2017