

**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**NEWRIVER REIT PLC (THE "COMPANY")**

**Passed 13 November 2024**

At a General Meeting of the Company, duly convened and held on 13 November 2024, the following resolutions were duly passed as ordinary and special resolutions.

**RESOLUTIONS**

**As ordinary resolutions**

**1. Allotment of Consideration Shares in connection with the Acquisition**

That, the Directors be and hereby are generally and unconditionally authorised, in addition to any existing authorities, pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot new ordinary shares of £0.01 each in the capital of the Company (the "**Consideration Shares**") and grant rights to subscribe for or to convert any security into Consideration Shares (for the purposes of issuing the Consideration Shares pursuant to the proposed acquisition by the Company of the entire issued and to be issued share capital of Capital & Regional plc, to be effected pursuant to a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**") (or by way of a takeover offer as defined in section 974 of the Companies Act 2006 ("**Takeover Offer**")), (the "**Acquisition**"), up to an aggregate nominal amount of £1,006,734 representing 27 per cent. of the issued ordinary share capital of the Company as at 17 October 2024, being the latest practicable date prior to publication of this Notice of General Meeting, and approximately 21 per cent. of the issued ordinary share capital of the Company immediately after admission of the maximum number of Consideration Shares that could be issued pursuant to the Acquisition to the Equity Shares (Commercial Companies) category of the Official List of the Financial Conduct Authority and to trading on the main market of London Stock Exchange plc ("**Admission**"), in each case, credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as they think fit and to take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotments in connection with the Acquisition, and which authority shall expire (unless previously revoked, renewed or varied by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2025, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

**2. Authority to allot shares**

That, in place of any unutilised authority given to the Directors at the last annual general meeting of the Company or otherwise (but without prejudice to the authority of the Directors to allot equity securities, or grant rights to subscribe for, or to convert any equity securities into shares, pursuant to an offer or agreement made by the Company before the expiry of any such authority pursuant to which such offer or agreement were made), the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**"):

2.1 up to an aggregate nominal amount of £1,260,588; and

- 2.2 up to an additional aggregate nominal amount of £1,260,588 provided that (a) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (b) they are offered in connection with a rights issue, open offer or other pre-emptive offer, open for acceptance for a period fixed by the Directors, to holders of ordinary shares on the register of shareholders at such record date as the Directors' may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date and to other holders of equity securities entitled to participate therein (if any), subject to such exclusions or other arrangements as the Directors' may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, or, if earlier, at the close of business on 5 November 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

### **As special resolutions**

#### **3. Dis-application of statutory pre-emption rights**

That, if Resolution 2 is passed and in addition to the powers contained therein, the Directors be and are hereby authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash and/or to sell ordinary shares held by the Company as treasury shares pursuant to the authority conferred by Resolution 2 as if section 561 of that Act did not apply to any such allotment or sale, such authority to be limited:

- 3.1 to the allotment of equity securities or sale of treasury shares, in connection with a rights issue, open offer or other pre-emptive offer to existing ordinary shareholders (other than shareholders holding treasury shares) in proportion (as nearly as may be practicable) to their respective holdings and holders (excluding any holding of shares as treasury shares) of any other class of equity securities in existence with the right to participate in allotments of such class of equity securities, subject to such exclusions or other arrangements as the Directors' may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter;
- 3.2 to the allotment of equity securities or the sale of treasury shares (otherwise than under paragraph 3.1 above), up to a maximum nominal amount of £378,176; and
- 3.3 the allotment of equity securities and/or sale of treasury shares, otherwise than pursuant to paragraphs 3.1 or 3.2 above, up to a nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph 3.2 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 5 November 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

4. **Dis-application of statutory pre-emption rights for acquisitions and other capital investments**

That, if Resolution 2 is passed and in addition to the powers contained therein and in Resolution 3, the Directors be and are hereby authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) and/or to sell ordinary shares held by the Company as treasury shares for cash under the authority given by Resolution 2 as if section 561 of that Act did not apply to any such allotment or sale, such authority to be:

- 4.1 limited to the allotment of equity securities or sale of treasury shares up to a maximum nominal amount of £378,176 used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the board of the Company determines to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- 4.2 limited to the allotment of equity securities and/or sale of treasury shares, otherwise than pursuant to paragraph (a) above, up to a nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph 4.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 5 November 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.



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