



Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



2020 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposals 2 - 4.

1. Election of Directors:

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
01 - Stephen H. Goodman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	02 - Alex Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	03 - Stewart M. Kasen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



2. To approve and adopt the audited consolidated financial statements with respect to the Company's fiscal year ended December 31, 2019, as described in the Proxy Statement accompanying this Notice.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. To appoint KPMG (Sri Lanka), a member firm of the KPMG network, or such other internationally recognized audit firm as the Board may elect, as auditors for the Company for the fiscal year ending December 31, 2020.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Following the written recommendation of the Board of Directors (the "Board"), to ratify and confirm the distribution of \$0.50 per Common Share of the Company to Shareholders of record on April 13, 2020.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



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Retail Holdings N.V.

Notice of 2020 Annual Meeting of Shareholders

Proxy Solicited by Board of Directors for Annual Meeting – September 10, 2020

Any authorized signatory of IQ-EQ (the “attorneys”), each acting individually and with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Shareholders of Retail Holdings N.V. to be held on September 10, 2020 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR the election of the Board of Directors and FOR items 2-4.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)