

Retail Holdings, N.V.

WO#
29498

▼ FOLD AND DETACH HERE ▼

If no other indication is made, it is the intent of the Undersigned that Proposals 1, 2, 3 and 4 be voted FOR.

IN WITNESS WHEREOF this Proxy was executed and shall be valid and effective exclusively at the General Meeting or any adjournment or adjournments thereof, provided no changes are made in the agenda, and shall otherwise terminate on December 31, 2012, 12:00 midnight.

Please mark your votes as indicated in this example

PLEASE RETURN THE COMPLETED PROXY CARD BY MEANS OF THE ENCLOSED RETURN ENVELOPE.

1. To approve and adopt the audited consolidated financial statements with respect to the Company's fiscal year ended December 31, 2011, as described in the Proxy Statement accompanying this Notice:

FOR AGAINST ABSTAIN

2. To elect Stephen H. Goodman, Antonio Costa, Alex Johnston, Stewart M. Kasen and Malcolm J. Matthews as Directors of the Company, such Directors to serve from the date of this General Meeting through the date of the annual General Meetings of Shareholders to occur after this General Meeting.

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Stephen H. Goodman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Stewart M. Kasen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Antonio Costa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Malcolm J. Matthews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Alex Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

3. To confirm and accept the recommendation of the Board of Directors of the Company to repay an amount from the account paid-in surplus of \$2.50 per Common Share of the Company to Shareholders of record on September 27, 2012 and not to make any other distribution to Shareholders, including with regard to the profits as determined by the adoption of Proposal One, and that the profits of the Company shall be fully reserved within the Company, as reflected in the Company's financial statements for that period.

FOR AGAINST ABSTAIN

4. To appoint KPMG Phoomchai Audit Ltd., a member firm of KPMG, as auditors of the Company for the fiscal year ending December 31, 2012.

Mark Here for Address Change or Comments
SEE REVERSE

RESTRICTED AREA - SCAN LINE

Signature _____ Signature _____ Date _____

Choose **MLinkSM** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect[®]** at <http://www.cpushareownerservices.com/> where step-by-step instructions will prompt you through enrollment.

▼ FOLD AND DETACH HERE ▼

RETAIL HOLDINGS N.V. PROXY CARD

THIS PROXY is made by the Undersigned who is, as of the Record Date (August 17, 2012), the registered holder of _____ Common Shares (the "Shares") of Retail Holdings N.V. (the "Company"), a Curaçao corporation.

This Proxy is made in connection with the General Meeting of Shareholders of the Company (the "General Meeting") to be held on September 27, 2012 at 11:00 a.m., Curaçao time, at the offices of Citco Curaçao at Schottegatweg Oost 44, Curaçao, and is based on the information provided by the Company's Board of Directors in the Notice convening the General Meeting and in the accompanying Proxy Statement, both dated August 17, 2012.

The Undersigned hereby appoints and designates any authorized signatories of Curaçao Corporation Company N.V. (the "Attorneys"), each acting individually and with the right of substitution, as his/her/its authorized attorney to represent the Undersigned in his/her/its capacity of Shareholder at the General Meeting, to address the General Meeting, and to vote on all his/her/its Shares with respect to all matters to be brought before the General Meeting as set forth in the Notice and with respect to any and all other matters that may properly come before the General Meeting. With regard to such other matters, the Proxies shall have the discretionary power and authority to vote for and on behalf of the Undersigned.

The Proxy Statement and a copy of this Proxy Card are also available to Shareholders on the Corporate/Investor section of the Company's website: www.retailholdings.com.

Address Change/Comments (Mark the corresponding box on the reverse side)

SHAREOWNER SERVICES
P.O. BOX 3550
SOUTH HACKENSACK, NJ 07606-9250

RESTRICTED AREA - SCAN LINE

(Continued and to be marked, dated and signed, on the other side)

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RESTRICTED AREA - SIGNATURE LINE

PRINT AUTHORIZATION

To commence printing on this proxy card please sign, date and fax this card to: **201-369-9711**

SIGNATURE: _____ **DATE:** _____

(THIS BOXED AREA DOES NOT PRINT)