

**Report of Organizational Actions
Affecting Basis of Securities**

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Retail Holdings N.V.		2 Issuer's employer identification number (EIN)	
3 Name of contact for additional information SGG Management	4 Telephone No. of contact +1 599 9 461 1299	5 Email address of contact Ramona.Alfred@sgggroup.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Kaya W.F.G. (Jombi) Mensing 36		7 City, town, or post office, state, and Zip code of contact Willemstad, Curacao	
8 Date of action October 6, 2015		9 Classification and description Common Stock	
10 CUSIP number N74108106	11 Serial number(s) N/A	12 Ticker symbol RHDGF	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Non-taxable distribution of \$1.00 per share paid on October 6, 2015 to shareholders of record on September 8, 2015**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Reduces basis of each share of Common stock of Retail Holdings N.V.**

16 Describe the calculation of the change in basis and the date that supports the calculation, such as the market values of securities and the valuation dates ▶ **Calculation of change in basis is based on value of cash distribution.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

18 Can any resulting loss be recognized? ▶ _____

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ _____	Date ▶ _____		_____
Paid Preparer Use Only	Print your name ▶ _____	Preparer's signature _____	Title ▶ _____	Date _____
	Firm's name ▶ _____	Check <input type="checkbox"/> if self-employed		PTIN _____
	Firm's address ▶ _____	Firm's EIN ▶ _____		_____
				Phone no. _____