

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

OMB No. 1545-0044

▶ See separate instructions.

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 Number and street (or P.O. box if mail is not delivered to street address) of contact Kaya W.F.G. (Jambil) Mensing 16		6 Email address of contact Remona.Allred@sgggroup.com	
7 Date of action April 13, 2016		8 City, town, or post office, state, and Zip code of contact Willemstad, Curacao	
9 Classification and description Common Stock		10 CUSIP number N74108106	
11 Serial number(s) N/A		12 Ticker symbol RHDF	
13 Account number(s) N/A			

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 \$5.00 per share paid on April 13, 2016 to shareholders of record April 5, 2016**

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 data 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 distribution**

