

## OTC Pink Basic Disclosure Guidelines

### 1) Name of the issuer and its predecessors (if any)

Retail Holdings NV

### 2) Address of the issuer's principal executive offices

#### Company Headquarters

Address 1: Kaya W.F.G. Jombi Mensing 36

Address 2: Willemstad

Address 3: Curacao

Phone: 599 9 461 1299

Email: apappas@retailholdings.com

Website(s): www.retailholdings.com

#### IR Contact

Address 1: Amy Pappas

Address 2: 118 North Bedford Road

Address 3: Mt. Kisco, NY 10549

Phone: 914-2413404

Email: apappas@retailholdings.com

Website(s): www.retailholdings.com

### 3) Security Information

Trading Symbol: RHDF

Exact title and class of securities outstanding: Retail Holdings NV – Common Stock

CUSIP: N74108106

Par or Stated Value: \$0.01

Total shares authorized: 20,000,000

as of: 12/31/2014

Total shares outstanding: 5,291,443

as of: 12/31/2014

Additional class of securities (if necessary):

NONE

#### Transfer Agent

Name: Computershare

Address 1: 480 Washington Blvd

Address 2: Jersey City, NJ 07310

Phone: 201-680-5258

Is the Transfer Agent registered under the Exchange Act?\*

Yes: x ☐

No: ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

\$1.00 distribution in October 2014 \$1.00 distribution in October 2015

#### 4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

2013 – purchased 1067 shares from shareholder, issued total of 3000 shares to directors and an officer  
2014 – issued total of 3000 shares to directors and an officer

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

#### 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;

B. Statement of income;

C. Statement of cash flows;

- D. Financial notes; and
- E. Audit letter, if audited

Audited financial statements including Notes are available on the Company's website [www.retailholdings.com](http://www.retailholdings.com) in the Corporate/Investor/Annual and Periodic Report section and were posted on March 31, 2014 and March 31, 2015 for the past two years and are also posted on the OTC Market website at <http://www.otcmarkets.com/stock/RHDGF/financials> under "Filings and Disclosure".

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

Retail Holdings N.V. (the "Company" or "ReHo") is a holding company with three principal assets:

1. A 54.1% equity interest in Sewko Holdings Limited ("Sewko"), the parent company of Singer Asia Limited, with retail and financial services businesses in Bangladesh, Cambodia, India, Pakistan, Sri Lanka and Thailand. Sewko's core business is the distribution of consumer durable products, primarily for the home, with supportive manufacturing, and with consumer credit and other financial services.
2. The SVP Notes, arising from the sale of the Singer worldwide sewing business and trademark in 2004.
3. Cash and cash equivalents.

The Company has no operating activities other than those carried out through Sewko.

Retail Holdings N.V. is a Curacao (formerly the Netherlands Antilles) public company that is the successor company to the Singer Company N.V. and its predecessor companies. The Company, formerly known as Singer N.V., changed its name to Retail Holdings N.V. following the sale of the Singer worldwide sewing business and trademark in September 2004. Price quotations for the Company's common shares are currently available on the "Pink Sheets" quotation service under the symbol "RHDGF."

- B. Date and State (or Jurisdiction) of Incorporation:

The Company was incorporated in Curacao (Previously the Netherlands Antilles) in December 1999

- C. the issuer's primary and secondary SIC Codes;

5722

- D. the issuer's fiscal year end date;

December 31

principal products or services, and their markets;

The Company distributes and manufactures consumer durable products, primarily for the home and provides consumer credit and other financial services to qualified customers in Bangladesh, Cambodia, India, Pakistan, Sri Lanka and Thailand

## 7) Describe the Issuer's Facilities

See Notes to the Financial Statements of the posted Retail Holdings 2014 Summary Annual Report which is available on the Company's website [www.retailholdings.com](http://www.retailholdings.com) in the Corporate/Investor/Annual and Periodic Report section and is also posted on the OTC Market website at <http://www.otcm Markets.com/stock/RHDGF/financials> under "Filings and Disclosure"

**8) Officers, Directors, and Control Persons**

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Stephen H. Goodman - Director (holds 16.5%)

Antonio Costa-Director

Alex Johnston-Director

Stewart Kasen – Director

Stephen H. Goodman , Chairman, President and CEO (holds 16.5%)

Gavin Walker – VP

Joe Kan – Controller

Amy Pappas-Corporate Secretary

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

NONE

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

NONE

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

NONE

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the

person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Stephen H. Goodman, Chairman, President and CEO, together with his spouse, beneficially own 876,917 Shares, representing approximately 16.5% of ReHo's total Shares. Three trusts for which Mr. Goodman's spouse is the trustee own an additional 446,828 Shares, representing approximately 8.4% of ReHo's total Shares outstanding.

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Tom Kennedy  
Firm: Skadden Arps  
Address 1: 4 Times Square  
Address 2: New York, NY 10036  
Phone: 212-735-2526  
Email: tkennedy@skadden.com

### Accountant or Auditor

Name: Paul Flipse  
Firm: KPMG  
Address 1: Empire Tower 48<sup>th</sup> Floor  
Address 2: Bangkok 10120 Thailand  
Phone: 66 2677 2135  
Email: pflipse@kpmg.co.th

### Investor Relations Consultant

Name: Amy Pappas  
Firm: NV Adminservice Corp  
Address 1: 118 North Bedford Road  
Address 2: Mt. Kisco, NY 10549  
Phone: 914 241-3404  
Email: apappas@retailholdings.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.  
NONE

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, [identify the certifying individual] certify that:

1. I have reviewed this Retail Holdings N.V.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

4/14/2015

"/s/ Stephen H. Goodman  
[Chairman, President and CEO]

"/s/ Amy R. Pappas  
[Corporate Secretary]