ANNUAL REPORT

For the year ended February 3, 1990

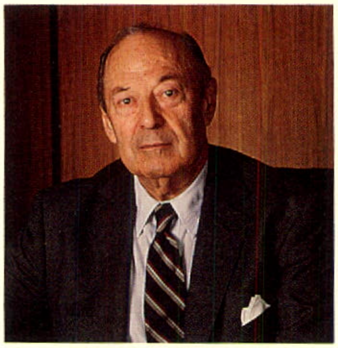
1990

Reitmans
(CANADA) LIMITED

For the year ended February 3
(in thousands except per share amounts)

	1990	1989
Sales	**$368,261**	$353,577
Earnings Before Taxes	**$ 6,795**	$ 8,684
Net Earnings	**$ 6,976**	$ 8,103
Per Share	**$0.75**	$0.87
Shareholders' Equity	**$140,504**	$138,319
Per Share	**$15.08**	$14.85
Number of Stores	**756**	760

TO OUR SHAREHOLDERS



Jack Reitman,
Chairman of the Board

Jeremy H. Reitman,
President

Sales for the year ended February 3, 1990 increased 4.2% to $368,261,000 as compared with sales of $353,577,000 last year. Sales in Canada increased 6% to $285,911,000 while sales in the U.S. decreased 2% (an increase of 1% in U.S. dollars) to $82,350,000.

Net earnings amounted to $6,976,000 or 75 cents per share as compared to $8,103,000 or 87 cents per share last year.

The results for the year were most disappointing. In Canada, the nine-month results were encouraging, and the downturn in the fourth quarter was somewhat unexpected. Sales in the fourth quarter were achieved at the expense of severe markdowns, reflecting the highly promotional environment of the Canadian market place and resulting in a 20% decline in operating profit for the quarter.

The increase in the operating loss of the U.S. division is attributable to several factors. Firstly, it was decided last year to refocus the Worths business by moving its merchandising content upwards in price, quality, and taste level, and to focus on the more fashionable moderate junior and contemporary customer. This strategy has been developed in conjunction with a new executive management and merchandising team. To successfully implement this strategy, it was decided that it was necessary to totally transform the concept of the Worths operation, including a change of the store name to "N.E.T WORKS". In addition to the new merchandise direction, a new store design has been created, and new marketing strategies have been formulated.

The change of name, merchandise and target customer during the volatile last half of the year resulted in major operating losses in the third and fourth quarters. The loss was accentuated by the promotional environment in the U.S. market place during this period which added significantly to the level of markdowns experienced on the clearing of the older merchandise. The total repositioning of the Company which began in the fourth quarter is continuing. We are hopeful that these dramatic initial steps will lead to a successful turnaround in our U.S. operation.

At February 3, 1990, the Company operated a total of 756 stores, consisting of 579 stores in Canada and 177 stores in the U.S. During the year, we opened 18 new stores in Canada consisting of 12 Reitmans and 6 Smart Set. Forty-six (46) stores were substantially remodelled. Nineteen (19) stores were closed, resulting in a net decrease of 1 store in Canada.

In 1990 we plan to open approximately 18 stores and close approximately 9 stores. The number of new shopping centres being developed in attractive markets in Canada is at a minimal level. However, we believe this to be a positive factor as it will allow stores which are currently in operation to mature and reach a higher level of profitability.

In the U.S., 4 new stores were opened, 7 stores were closed, and 11 stores were remodelled. We expect to open 8 stores this year and close 10. We are planning major renovations for 11 stores; several stores will be modified for the new N.E.T WORKS presentation. We continue to believe that the U.S. is a strategically important market for the Company's future growth. We continue to seek suitable acquisition opportunities both in the geographical areas in which we are presently located as well as in adjacent regions.

Capital expenditures during the year amounted to $6,195,000, of which $5,120,000 was used in Canada and $1,075,000 in the U.S., principally for new store and renovation programs. The Company paid cash dividends totalling $4,843,000 or 52 cents per Class A Non-Voting and Common share. The Company's financial position continues to be strong. Cash and investments in marketable securities (principally retractable preferred shares) totalled $91,432,000 as compared with $89,080,000 last year.

On behalf of the Board of Directors, we wish to express our sincere appreciation to our employees for their dedication and loyalty, to our suppliers for their co-operation, and to our customers for their continuing patronage. These are the people who have made possible our many years of success and on whom we rely for the future.

On behalf of the Board of Directors,

Jack Reitman,
Chairman of the Board

Jeremy H. Reitman,
President

Montreal, April 11, 1990

COMPARISON OF SEGMENT OPERATING RESULTS

Sales in Canada increased 6.1% in fiscal 1990 and 3.1% in fiscal 1989. Net segment earnings in Canada increased 23.2% in fiscal 1990 primarily as a result of increased sales, notwithstanding slightly lower gross margins. In fiscal 1989, net segment earnings in Canada increased 3.8% due primarily to marginally greater sales at stable gross margins.

Sales in the United States decreased 2.2% in fiscal 1990 (an increase in U.S. dollar terms of 1.1%) and 6.2% in fiscal 1989 (an increase of 1.2% in U.S. dollar terms). A significant change in market strategy, involving a repositioning of the Company's target market and a change in the Company's merchandise mix, coupled with a severely promotional environment, led to drastic price cutting. The consequent erosion of gross margin during the last half of the fiscal year, accentuated in the fourth quarter, led to a $6,954,000 increase in net segment loss. In fiscal 1989, the net segment loss increased by $2,549,000 as a result of greater operating expenses coupled with stable gross margins. The recovery of gross margins in the fourth quarter of fiscal 1989 was more than offset by the weak performance of the first nine months of that fiscal year. Reference is made to Note 7 of the Notes to the Consolidated Financial Statements.

LIQUIDITY AND CAPITAL RESOURCES

The Company continues to be in a strong financial position. The Company's sources of liquidity are its cash and investments in marketable securities (principally retractable preferred shares) of $91,432,000 at February 3, 1990, $89,080,000 at January 31, 1989, and $81,718,000 at January 31, 1988. The Company expects that its existing financial resources and funds derived from operations will be sufficient to meet the Company's cash requirements for opening new stores, remodelling existing stores, and the payment of cash dividends. The Company has budgeted approximately $8 million for capital expenditures during fiscal 1991.

OUTLOOK FOR 1991

The outlook for fiscal 1991 is one of cautious optimism. Major issues in Canada confronting all Canadians include the Free Trade Agreement and the Goods and Services Tax. While inflation has not had a material effect on the Company's operations, higher interest rates together with the increased level of the Canadian dollar coupled with the foreseeable inflationary impact anticipated by the Goods and Services Tax, may lead to further pressures on the Company's operating margins in Canada.

In the United States, the total repositioning of the Company's operations is expected to lead to a significant reduction in the level of operating losses.

STATISTICS

(unaudited)

(in thousands except per share amounts)

	1990	1989	1988	1987	1986
SALES PER QUARTER					
1st Quarter	**$ 74,164**	$ 71,622	$ 71,782	$ 69,052	$ 66,628
2nd Quarter	**94,036**	85,308	86,731	84,114	85,138
3rd Quarter	**91,322**	85,634	85,165	85,030	81,048
4th Quarter	**108,739**	111,013	107,449	111,150	102,951
Total	**$368,261**	$353,577	$351,127	$349,346	$335,765
EARNINGS PER QUARTER[1]					
1st Quarter	**$ 29**	$ (2,305)	$ 1,059	$ 1,460	$ 2,658
2nd Quarter	**3,690**	2,181	2,194	2,837	5,809
3rd Quarter	**1,214**	2,105	1,255	2,597	4,529
4th Quarter	**2,043**	6,122	4,936	8,016	7,266
Total	**$ 6,976**	$ 8,103	$ 9,444	$ 14,910	$ 20,262
PER SHARE PER QUARTER[1]					
1st Quarter	**$ —**	$ (0.25)	$ 0.11	$ 0.16	$ 0.29
2nd Quarter	**0.40**	0.24	0.24	0.30	0.62
3rd Quarter	**0.13**	0.22	0.13	0.28	0.49
4th Quarter	**0.22**	0.66	0.53	0.86	0.78
Total	**$ 0.75**	$ 0.87	$ 1.01	$ 1.60	$ 2.18
SHAREHOLDERS' EQUITY	**$140,504**	$138,319	$136,927	$133,001	$124,138
PER SHARE	**$ 15.08**	$ 14.85	$ 14.70	$ 14.28	$ 13.38
CASH DIVIDENDS	**$ 4,843**	$ 4,843	$ 4,843	$ 4,838	$ 4,823
PER SHARE	**$ 0.52**	$ 0.52	$ 0.52	$ 0.52	$ 0.52
RETURN ON SALES (%)[1]	**1.89**	2.29	2.69	4.27	6.03
RETURN ON EQUITY (%)[1]	**5.00**	5.89	7.00	11.60	17.58
NUMBER OF STORES					
REITMANS	**371**	367	373	374	362
SMART SET[2]	**194**	196	203	203	196
UN-DEUX-TROIS	**10**	12	16	14	7
KOOKAÏ	**4**	5	4	—	—
WORTHS / N.E.T WORKS	**177**	180	175	152	133
Total	**756**	760	771	743	698
RECORD OF STOCK PRICES					
Common High	**$20.75**	$18.00	$28.50	$36.00	$28.00
Common Low	**$16.75**	$15.75	$17.00	$25.25	$15.50
Class A Non-Voting High	**$22.00**	$19.00	$28.00	$35.50	$27.37
Class A Non-Voting Low	**$16.12**	$15.25	$16.25	$25.00	$16.00

1 *Excluding extraordinary gain in 1988.*

2 *Including Sweet Sixteen and Chablis.*

CONSOLIDATED BALANCE SHEET

As at February 3, 1990

ASSETS	**1990**	**1989**
	(in thousands)	
CURRENT ASSETS		
Cash and short term deposits	**$ 17,177**	$ 17,878
Accounts receivable	**3,825**	2,405
Merchandise inventories	**33,336**	30,164
Prepaid items and deposits	**6,124**	3,440
Income taxes recoverable	**1,656**	705
Total Current Assets	**62,118**	54,592
MARKETABLE SECURITIES		
Market Value $74,565 (1989 – $70,600)	**74,255**	71,202
FIXED ASSETS		
Land and building	**4,916**	4,893
Fixtures and equipment	**23,783**	26,223
Leasehold improvements	**41,043**	39,254
	69,742	70,370
Less: Accumulated depreciation	**30,453**	29,077
	39,289	41,293
OTHER ASSETS		
Deferred pension costs	**1,642**	753
Leasehold interests	**936**	1,384
Goodwill	**5,305**	5,463
	7,883	7,600
	$183,545	$174,687

On behalf of the Board

Jack Reitman

JACK REITMAN, Director

Jeremy H. Reitman

JEREMY H. REITMAN, Director

LIABILITIES AND SHAREHOLDERS' EQUITY	1990	1989
	(in thousands)	
CURRENT LIABILITIES		
Accounts payable and accrued items	**$ 36,464**	$ 29,757
Current portion of long term debt	**654**	651
Total Current Liabilities	**37,118**	30,408
LONG TERM DEBT	**4,577**	5,207
DEFERRED INCOME TAXES	**1,346**	753
SHAREHOLDERS' EQUITY		
Capital Stock		
Class A Non-Voting shares - issued 7,634,482	**2,049**	2,049
Common shares - issued 1,680,000	**482**	482
	2,531	2,531
Cumulative translation loss	**(21)**	(73)
Retained earnings	**137,994**	135,861
Total Shareholders' Equity	**140,504**	138,319
	$183,545	$174,687

The notes to the Consolidated Financial Statements are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF EARNINGS

For the year ended February 3, 1990

	1990	1989
	(in thousands except per share amounts)	
Sales	**$368,261**	$353,577
Cost of goods sold and selling, general and administrative expenses exclusive of items shown hereunder	**359,641**	342,154
Operating earnings before items shown hereunder	**8,620**	11,423
Income from marketable securities and short term deposits	**7,824**	7,125
	16,444	18,548
Deduct:		
Depreciation	**8,282**	7,792
Interest on long term debt	**528**	529
Other interest	**206**	917
Amortization of goodwill and leasehold interests	**633**	626
	9,649	9,864
Earnings before income taxes	**6,795**	8,684
Income taxes (recovery)	**(181)**	581
Net earnings	**$ 6,976**	$ 8,103
Net earnings per share	**$0.75**	$0.87

CONSOLIDATED STATEMENT OF RETAINED EARNINGS

For the year ended February 3, 1990

	1990	1989
	(in thousands)	
BALANCE AT BEGINNING OF YEAR	**$135,861**	$132,601
Net earnings	**6,976**	8,103
	142,837	140,704
Deduct:		
Dividends paid on:		
Class A Non-Voting shares	**3,970**	3,970
Common shares	**873**	873
	4,843	4,843
BALANCE AT END OF YEAR	**$137,994**	$135,861

For the year ended February 3, 1990

	1990	1989
	(in thousands)	
CASH PROVIDED BY (USED FOR)		
Operations:		
Net earnings	**$ 6,976**	$ 8,103
Items not involving cash from operations:		
Depreciation	**8,282**	7,792
Deferred income taxes	**581**	1,022
Amortization of goodwill, leasehold interests and deferred pension costs	**(256)**	685
Income from marketable securities and short term deposits including loss on sale therefrom of $12 (1989 – $368)	**(7,824)**	(7,125)
Cash from operations before the undernoted	**7,759**	10,477
Changes in non-cash working capital items	**(1,517)**	1,607
Cash provided by operations	**6,242**	12,084
Investments:		
Net increase in marketable securities	**(3,064)**	(6,630)
Add: income therefrom, excluding loss on sale	**7,836**	7,493
	4,772	863
Net additions to fixed assets and leasehold interests	**(6,195)**	(6,159)
Reduction of long term debt	**(654)**	(651)
Cash used for investments	**(2,077)**	(5,947)
Dividends:		
Cash dividends paid	**(4,843)**	(4,843)
(DECREASE) INCREASE DURING THE YEAR	**$ (678)**	$ 1,294
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	**(23)**	(194)
CASH AT BEGINNING OF YEAR	**17,878**	16,778
CASH AT END OF YEAR	**$17,177**	$17,878

Cash includes cash and short term deposits less operating bank advances, but does not include the marketable securities portfolio of $74,255,000 (1989 – $71,202,000).

As at February 3, 1990

The Corporation is incorporated under the Canada Business Corporations Act and its principal business is the sale of women's wear at retail in Canada and the United States. During the year the Corporation adopted a change to a fifty-two, fifty-three week fiscal year. Comparative figures are shown for the year ended January 31, 1989.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) The accompanying financial statements are prepared on the historical cost basis in accordance with accounting principles generally accepted in Canada and conform in all material respects to International Accounting Standards.

b) These consolidated financial statements include the accounts of all subsidiary companies, all of which are wholly-owned.

The difference between the cost of the investment in shares of the subsidiary companies and the underlying equity at the date of acquisition is accounted for as goodwill and is being amortized over a period of forty years.

c) Merchandise inventories are valued at the lower of cost and net realizable value.

d) Marketable securities, which consist principally of preferred shares of Canadian public companies, are carried at cost. Income therefrom is included in earnings for the year as dividends are declared.

e) Fixed assets are carried at cost less accumulated depreciation and are depreciated at the following annual rates applied to their cost, commencing with the year of acquisition:

Building	– 2½%
Fixtures and equipment	– 10% to 33⅓%
Leasehold improvements	– 10%

When fixed assets are fully depreciated, it is the practice to write off the costs against accumulated depreciation so that only costs not fully depreciated are carried on the balance sheet. Depreciation expense includes gains and losses on disposals of fixed assets.

f) Leasehold interests are carried at cost less amortization and are amortized over the remaining terms of the leases.

g) The companies carry on their operations in leased premises under leases having varying terms, which are accounted for as operating leases.

h) Expenditures associated with the opening of new stores, other than fixtures, equipment and leasehold improvements, are expensed as incurred.

i) Financial statements of the U.S. operations, which are considered to be self-sustaining, are translated into Canadian dollars at the following rates of exchange:

All assets and liabilities – at the year-end rate;

Items in the statement of earnings – at the average rate for the year.

The resultant gains or losses on translation are deferred and included in a separate component of Shareholders' Equity.

Purchases of the Canadian operations denominated in foreign currencies are translated into Canadian dollars at the rates of exchange prevailing at the dates of payment.

2. PENSION PLANS

The Corporation maintains contributory, defined benefit retirement pension plans which cover Canadian full-time employees and part-time employees in certain provinces. The plans provide for pensions based on length of service and average earnings in the best five consecutive years.

At February 3, 1990, the estimated market value of the pension plans' assets was $19,205,000 and the estimated cost of accrued benefits was $12,393,000.

3. LONG TERM DEBT

Long term debt consists of an Industrial Development Revenue Bond of $5,231,000 (U.S. $4,400,000), due February 5, 1996, with interest at a floating rate of 88% of U.S. bank prime rate. The bond is secured by land and the distribution centre in the U.S.

The annual repayment of long term debt for each of the next five years is $654,000 (U.S. $550,000).

4. CAPITAL STOCK

a) The holders of Class A Non-Voting shares are entitled to receive a fixed, cumulative preferential dividend at the rate of five cents per share per annum, payable as and when declared. After the Common shares have received an equal dividend, the Class A Non-Voting and Common shares rank equally with respect to all further dividends. Both classes of shares rank equally upon any distribution of the assets of the Corporation. The holders of Class A Non-Voting shares are not entitled to vote except in certain circumstances.

b) At February 3, 1990, 763,448 Class A Non-Voting shares are reserved for options; 610,500 shares to be issued at $21.38 and $19.13 per share expiring in 1991 and 1994 and 152,948 shares for options which have not yet been granted. The exercise of outstanding options would not have a dilutive effect on earnings per share.

5. LEASE COMMITMENTS

Minimum lease payments under operating leases for retail stores, distribution centre, automobiles and equipment, exclusive of additional amounts based on sales, taxes and other costs are payable as follows:

Years ending	*(in thousands)*
1991	$ 28,106
1992	26,643
1993	24,375
1994	22,779
1995	20,606
Subsequent periods	41,184
	$163,693

6. INCOME TAXES

The Corporation's effective income tax rate is made up as follows:

	1990	**1989**
Basic Federal rate	**38.00%**	40.89%
Provincial income tax rates in excess of Federal 10% abatement	**(1.12)**	(0.19)
Dividends free of tax	**(37.26)**	(28.71)
Tax rate differentials	**(1.87)**	(3.53)
Miscellaneous	**(0.41)**	(1.77)
Effective income tax rate	**(2.66)%**	6.69%

7. INFORMATION ABOUT OPERATIONS BY GEOGRAPHIC AREAS

(in thousands)

	Canada		United States		Total	
	1990	**1989**	**1990**	**1989**	**1990**	**1989**
Sales	**$285,911**	$269,365	**$ 82,350**	$ 84,212	**$368,261**	$353,577
Segment earnings (loss) before items hereunder	**24,505**	20,539	**(14,410)**	(7,736)	**10,095**	12,803
Less:						
Depreciation	**4,549**	4,332	**3,733**	3,460	**8,282**	7,792
Amortization of goodwill and leasehold interests	**20**	20	**613**	606	**633**	626
	4,569	4,352	**4,346**	4,066	**8,915**	8,418
Net segment earnings (loss)	**$ 19,936**	$ 16,187	**$(18,756)**	$(11,802)	**$ 1,180**	$ 4,385
Income from marketable securities and short term deposits					**7,824**	7,125
					9,004	11,510
General corporate expenses					**1,475**	1,380
Interest					**734**	1,446
Income taxes (recovery)					**(181)**	581
Net earnings					**$ 6,976**	$ 8,103
Identifiable assets	**$ 55,299**	$ 46,229	**$ 36,544**	$ 39,086	**$ 91,843**	$ 85,315
Corporate assets					**91,702**	89,372
Total assets					**$183,545**	$174,687

AUDITORS' REPORT

To the Shareholders of Reitmans (Canada) Limited

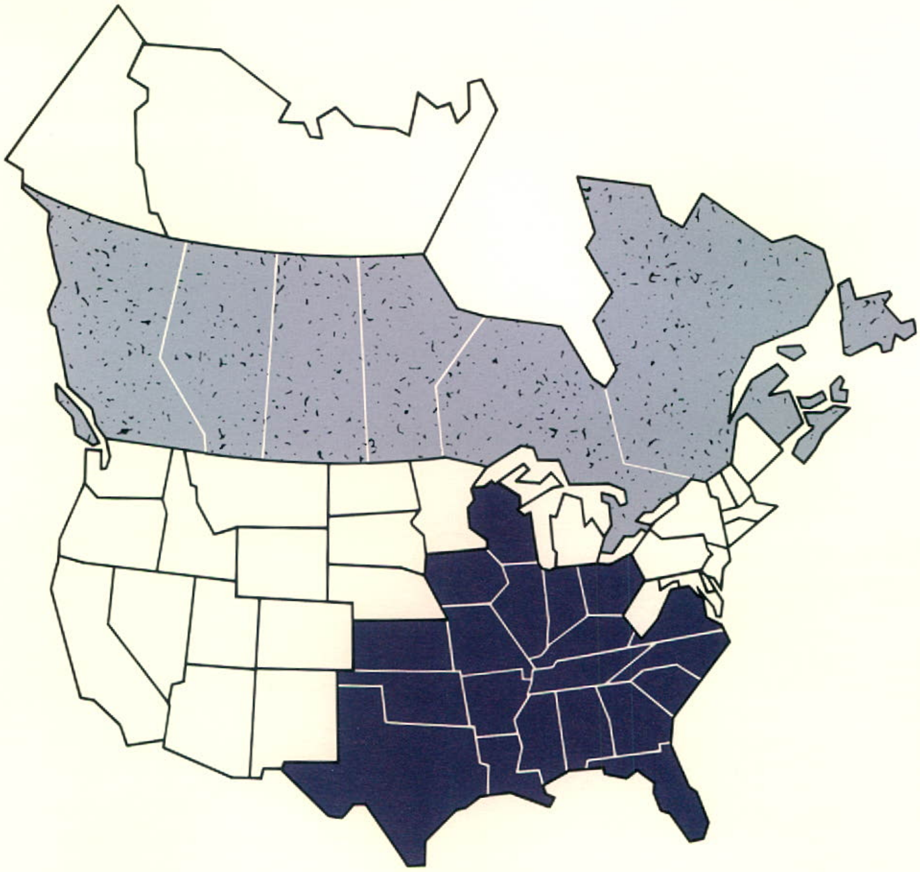
We have examined the Consolidated Balance Sheets of Reitmans (Canada) Limited and Subsidiary Companies as at February 3, 1990 and January 31, 1989 and the Consolidated Statements of Earnings, Retained Earnings and Changes in Financial Position for the years then ended. Our examinations were made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the Companies as at February 3, 1990 and January 31, 1989, and the results of their operations and the changes in their financial position for the years then ended in accordance with generally accepted accounting principles applied on a consistent basis.

Peat Marwick Thorne

Montreal, Canada
April 5, 1990

Peat Marwick Thorne
Chartered Accountants

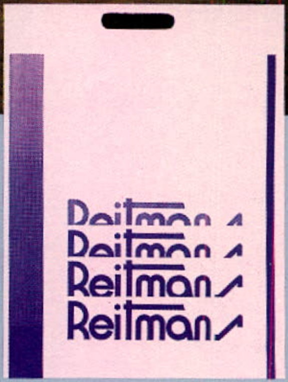


Canada: 579 Stores

	Total	Reitmans	Smart Set	Un-Deux-Trois	Kookaï
British Columbia	70	38	31	1	—
Alberta	59	34	24	1	—
Saskatchewan	27	19	8	—	—
Manitoba	20	12	7	1	—
Ontario	194	123	67	3	1
Québec	117	90	21	3	3
New Brunswick	31	17	13	1	—
Nova Scotia	33	19	14	—	—
Prince Edward Island	5	3	2	—	—
Newfoundland	23	16	7	—	—
	579	**371**	**194**	**10**	**4**

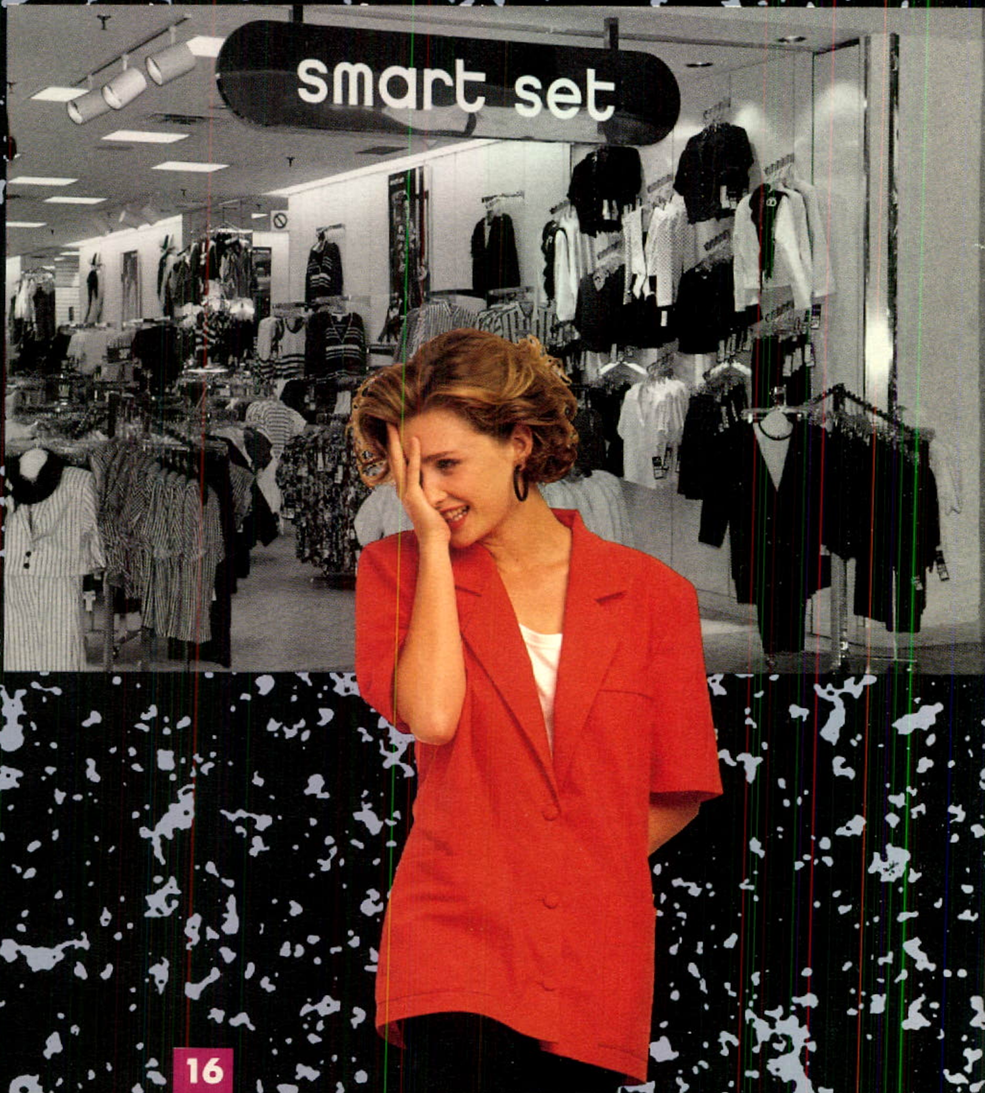
United States: 177 Stores

Alabama	8	Indiana	13	Mississippi	8	South Carolina	3
Arkansas	6	Iowa	3	Missouri	21	Tennessee	8
Florida	2	Kansas	8	North Carolina	5	Texas	37
Georgia	10	Kentucky	5	Ohio	2	Virginia	2
Illinois	15	Louisiana	7	Oklahoma	8	Wisconsin	6



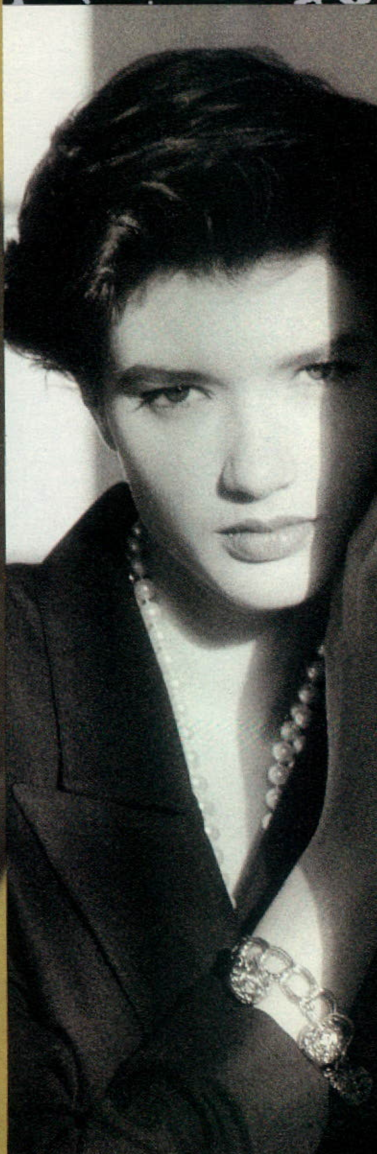
For over 60 years, Reitmans has played an important role in the Canadian fashion industry, bringing Canadian women the best in fashion and value. The discriminating consumer's demands are being met by continued updating of store designs, broader merchandise assortments, and a specially-designed customer service training program. With buying offices in the United States, Europe and the Orient, our merchandisers have a broad range of resources from which to draw in satisfying our young and contemporary customers.

The Smart Set target market is today's young fashion-conscious shopper being attracted by a broad assortment of lifestyle dressing selections. National brands and private labels offer customers a special assortment suited both to career and leisure. Store decor is modern in design, bright with wide open fronts and imaginative eye-catching merchandising techniques.



Un-Deux-Trois is designed for the young woman of today, seeking innovation and individuality in her fashion statement. Creative display and merchandising, coupled with innovative store design, provide a perfect showcase for clothing directly linked to an attitude and a lifestyle, rather than an age.

Kookaï, a boutique of approximately 500 to 700 square feet, offers high fashion junior European styled and manufactured knitwear at moderate prices. Originating in Paris, Kookaï is young, sophisticated and at the leading edge of fashion sportswear.




N·E·T
WORKS™
Anything less and you might as well be invisible.™

N·E·T WORKS

N·E·T WORKS is the leader in providing the latest trend driven fashions and the hottest labels to the contemporary young woman aged 18 to 30. It is critical for the N·E·T WORKS customer to stand out in the crowd and to look great in her casual and special occasion life styles.
At N·E·T WORKS style is an attitude. Everything in our stores is a hot look in the making, meant to turn heads.

N·E·T WORKS: NEW, EXCITING AND TREND-SETTING FASHIONS THAT WORK.

Directors

Jack Reitman
Cyril Reitman
Philip Sacks
Jeremy H. Reitman
Stephen F. Reitman
Robert S. Vineberg
H. Jonathan Birks

Officers

Jack Reitman
Chairman of the Board

Jeremy H. Reitman
President

Stephen F. Reitman
Executive Vice-President

Nadia Cerantola
Vice-President, Merchandising

Bruno Eller
Vice-President, Store Planning

Diane Fichaud
Vice-President, Human Resources

Gary Hayes
Vice-President, Merchandising

Cyril Reitman
Vice-President

Jacques Rheault
Vice-President, Store Operations

Jacques Rousseau, C.A.
Vice-President and Treasurer

Allen F. Rubin
Vice-President, Purchasing and Distribution

Philip Sacks
Vice-President, Merchandising

Allan Salomon
Vice-President, Real Estate and Secretary

Louis Waxman
Vice-President, Ontario Operations

Jay Weiss
Vice-President, Information Systems

Eric Williams, C.A.
Vice-President and Comptroller

Robert S. Vineberg
Assistant Secretary

Transfer agent and registrar

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Halifax, Montreal, Toronto,
Calgary, Vancouver

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