



STEINHOFF INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1998/003951/06)
Share code: SHF ISIN: ZAE000016176

(Steinhoff or the company)

PROXY FORM

To be completed by certificated shareholders and dematerialised shareholders who have selected "own name" registration.

For use at the annual general meeting of the holders of ordinary shares in the company (Steinhoff shareholders) to be held at the head office of the company, 28 Sixth Street, Wynberg, Sandton, on Monday, 4 December 2006 at 08:00 (the general meeting).

I/We

of

(full name and address in block letters)

being the registered holder of

shares in the company, hereby appoint:

1. of _____ or failing him/her,
2. of _____ or failing him/her,
3. the chairman of the general meeting,
as my/our proxy to act for me/us at the general meeting for the purposes of considering and, if deemed fit, passing with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s in accordance with the following instructions (see notes):

Voting instructions in respect of all/.....number of shares held	Number of shares		
	In favour of	Against	Abstain
1. To receive and adopt the annual financial statements			
2. To reappoint Deloitte & Touche as auditors			
3.1 To ratify the directors' remuneration			
3.2 To re-elect to the board:			
– DE Ackerman			
– MJ Jooste			
– BE Steinhoff			
– NW Steinhoff			
– JHN van der Merwe			
3.3 To ratify the appointment of IM Topping as executive director			
4.1 Ordinary resolution number 1 – Placement of shares under the control of the directors			
4.2 Ordinary resolution number 2 – Issue of shares for cash			
5. Ordinary resolution number 3 – Share Incentive Scheme			
6. Special resolution number 1 – General authority to purchase own shares			
7. Ordinary resolution number 4 – General authority to distribute share capital			
8. Ordinary resolution number 5 – Convertible debentures			

Signed at

on

November 2006

Signature(s)

Assisted by (where applicable) (state capacity and full name)

Each Steinhoff shareholder is entitled to appoint one or more proxy/ies (who need not be a shareholder/s of the company) to attend, speak and vote in place of the shareholder at the general meeting.

Notes:

1. A Steinhoff shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space(s) provided, with or without deleting "the chairman of the general meeting", but any such deletion must be initialled by the Steinhoff shareholder concerned. The person whose name appears first on the form of proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Steinhoff shareholder's instructions to the proxy must be shown by indicating, in the appropriate boxes provided, the manner in which that Steinhoff shareholder wishes to vote by inserting an "X" in the relevant box, unless a shareholder wishes to split his/her votes, in which case the relevant numbers of shares to be so voted must be indicated in the proxy to vote or abstain from voting at the general meeting as he/she deems fit in respect of all the Steinhoff shareholder's votes exercisable thereat. A Steinhoff shareholder or his/her proxy is not obliged to use all the votes exercisable by the Steinhoff shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the Steinhoff shareholder or by his/her proxy. Should a shareholder fail to complete the number of shares held, it will be deemed to have exercised the vote in respect of all shares held as recorded in the register.
3. Any shareholder who holds shares through a nominee or in dematerialised form may use this proxy to advise his/her nominee/broker/Central Security Depository Participant (CSDP) of his/her voting instructions. However, should such member wish to attend the meeting, he/she will need to request his/her CSDP, broker or nominee to provide him/her with the necessary authority in terms of the agreement governing their relationship.
4. Forms of proxy and any power of attorney by virtue of which such proxy is signed (or a notarially certified copy of such power of attorney) must be lodged at or posted to the company's transfer secretaries or delivered to the company secretary, to be received by not later than 17:00 on Thursday, 30 November 2006.
5. Any alternation or correction made to this form of proxy must be initialled by the signatory/ies.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's transfer secretaries or waived by the chairman of the general meeting.
7. The completion and lodging of this form of proxy will not preclude the relevant Steinhoff shareholders from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Steinhoff shareholder wish to do so.
8. No facility currently exists for receiving forms of proxy electronically. A copy may be scanned and lodged with the company secretary by e-mail at avonb@steinhoffafrica.co.za