Extraordinary General Meeting of Steinhoff International Holdings N.V.

Tuesday, 12 November 2019

The extraordinary general meeting will be held at:

World Trade Centre

Tower H

22nd Floor

Zuidplein 180

1077 XV Amsterdam

The Netherlands

Registration from 12.30 CET, commencement at 13.00 CET

NOTICE

Please note that the extraordinary general meeting will be held in the Netherlands. Shareholders who wish to attend the extraordinary general meeting are required to register their intention to attend the meeting venue in the Netherlands in advance of the extraordinary general meeting and present the requisite documentation on arrival. Shareholders are directed to the ‘General Information’ section of this notice for further detail on how to register their attendance.
CONVOCATION

Dear Shareholder,

We have the pleasure of inviting you to the extraordinary general meeting of Steinhoff International Holdings N.V. (the "Company" or "Steinhoff"), to be held at 13.00 CET on Tuesday, 12 November 2019 at World Trade Centre, Tower H, 22nd Floor, Zuidplein 180, 1077 XV Amsterdam, the Netherlands (the "EGM").

This invitation should be read in conjunction with the following documents, which are contained herewith:

1. Agenda
2. Explanatory Notes to the Agenda
3. General Information (instructions and documents for registration, participation and voting at the EGM)

Steinhoff International Holdings N.V.

The Supervisory Board
AGENDA

Tuesday, 12 November 2019

The EGM is to be held at 13.00 CET on Tuesday, 12 November 2019 at World Trade Centre, Tower H, 22nd Floor, Zuidplein 180, 1077 XV Amsterdam, the Netherlands.

The resolution proposed to the general meeting requires a simple majority of over 50 per cent. of votes cast to be passed.

1  Opening

2  Appointment of the statutory audit firm for financial year ending 30 September 2019

Proposal to appoint Mazars Accountants N.V. as statutory audit firm for the financial year ending on 30 September 2019 (voting item)

3  Closing
EXPLANATORY NOTES TO THE AGENDA

1 Opening

2 Appointment of the statutory audit firm for financial year ending 30 September 2019 (voting item)

In its statutory audit firm tender and selection process, the audit and risk committee of the supervisory board of the Company invited representatives of the Dutch audit firms that (i) are allowed to perform statutory audits of the annual accounts of Dutch companies whose securities are admitted to trading on a regulated market and (ii) were eligible and willing to participate in the tender and selection process. As part of the tender and selection process, the audit and risk committee evaluated the responses submitted and interviewed the respondents.

The audit and risk committee subsequently concluded that the Company has, or recently has had, as the case may be, formal engagements with all of the audit firms who were willing to participate in the tender and selection process except one, being Mazars Accountants N.V. The audit and risk committee has recommended to the supervisory board of the Company to nominate Mazars Accountants N.V. as the Company’s statutory audit firm as they have no material formal relationship with the Company and can act independently. In addition, the audit and risk committee considers Mazars Accountants N.V. to have the appropriate expertise and resources available to enable them to provide the audit services required.

Following the statutory audit firm review and selection process and the conclusions and recommendation of the audit and risk committee, taking into consideration the relevant provisions of the Regulation (EU) No 537/2014 (Audit Regulation), as well as the observations of the management board of the Company, it is proposed by the supervisory board of the Company to the general meeting to appoint Mazars Accountants N.V. as the Company’s statutory audit firm for the financial year ending on 30 September 2019.

Mazars Accountants N.V. as the prospective audit firm will be represented by Mr Onno Opzitter as statutory auditor.

3 Closing
GENERAL INFORMATION

Meeting documents

The Agenda and explanatory notes thereto are available on the Company's website (www.steinhoffinternational.com) as from today. These documents are also available for inspection at the office of the Company in South Africa (Building B2, Vineyard Office Park, Cnr Adam Tas & Devon Valley Road, Stellenbosch, 7600 South Africa), where copies may be obtained free of charge. If you wish to receive copies of the documents, please do not hesitate to contact the Company Secretary, Ewoud van Gellicum, Tel: +27 (021) 808 0725 / e-mail: compsec@steinhoffinternational.com.

Record Date

Under Dutch law and the Company’s articles of association, persons entitled to attend, speak and, if applicable, vote at the EGM are shareholders registered as such on Tuesday 15 October 2019 (the “Record Date”) in the register of shareholders kept by the Management Board after all debit and credit entries have been made on the Record Date, regardless of whether the shares in the Company (the “Shares”) are still held by them at the date of the EGM, provided that such persons have registered themselves for the meeting in the manner specified below.

The date on which holders of Shares listed on the JSE must be recorded as such in the register of shareholders as shareholders to be eligible to attend and vote at the EGM is the Record Date, with the last day of trade on JSE being Thursday, 10 October 2019.

Registration to attend the EGM

All shareholders, persons with meeting rights or their proxies who wish to attend, speak and raise questions at the EGM are required to register their intention to attend the EGM in accordance with the instructions set out below and to have received an attendance card issued in their name from Computershare Germany or Computershare South Africa (the “Attendance Card”).

Attendance instructions

Attendance and voting in respect of securities held on Frankfurt Stock Exchange

Any person holding securities with a beneficial entitlement to Shares listed on the Frankfurt Stock Exchange (“Securities”) that are held for his/her benefit by PLC Nominees (Pty) Limited (the “Nominee”), who wishes to attend the EGM to directly observe the proceedings, speak and raise questions, either in person or by proxy (please note the voting and proxy instructions below), should instruct his/her intermediary to issue a statement confirming his/her holding of Securities (including name, address and the number of Securities held on the Record Date). Such statement must be submitted to Computershare Germany by no later than 11.00 a.m. CET (12:00 p.m. SAST) Tuesday 5 November 2019 by emailing anmeldestelle@computershare.de or by submitting a written notification to the following address:

Steinhoff International Holdings N.V.
EGM 2019
c/o Computershare Deutschland GmbH & Co. KG
Computershare Operations Center
80249 München
Fax: + 49 89 30903-74675

A holder of Securities who has submitted a statement to Computershare Germany in accordance with the foregoing will receive an Attendance Card and the relevant Proxy and Voting Instruction
Form. Such holder of Securities (or his/her proxy) must hand over the Attendance Card (together with any relevant letter of representation or power of attorney) at the registration desk upon arrival at the EGM venue in order to gain access. If he/she does not wish to or is unable to attend the EGM but wishes to be represented thereat, he/she must complete a Proxy and Voting Instruction Form and submit the same in accordance with the instructions below.

The Nominee is reflected as the holder of the Shares in the register of shareholders of Steinhoff. The Nominee is required to vote the relevant Shares in accordance with the instructions of a holder of Securities who wishes to exercise voting rights in respect of the Shares to which his/her Securities relate or must grant the relevant holder of Securities a proxy to vote on its behalf in respect of the relevant Shares. In order to communicate these voting instructions to the Nominee, or to obtain a proxy from the Nominee, holders of Securities will need to follow the directions provided by their intermediary.

**Attendance and voting in respect of Shares held on the Johannesburg Stock Exchange**

A holder of Shares listed on the Johannesburg Stock Exchange in “own name” may attend EGM to directly observe the proceedings, speak and raise questions, either in person or by proxy (please note the voting and proxy instructions below) provided they notify Computershare South Africa of their intention to attend the venue **by no later than 11.00 a.m. CET (12:00 p.m. SAST) on Tuesday 5 November 2019** by emailing: proxy@computershare.co.za or by submitting a written notification, including a copy of a valid ID (such as a passport or driving licence) and any power of attorney, where applicable, to:

Computershare Investor Services Pty Ltd
Rosebank Towers, 15 Biermann Avenue
Rosebank 2196
South Africa
(PO Box 61051 Marshalltown 2107)
Telefax: +27 11 688 5248
Attention: Wynand Louw

A holder of Shares listed on the Johannesburg Stock Exchange in “own name” who has submitted a written notification to Computershare South Africa in accordance with the foregoing will receive an Attendance Card and the relevant Proxy and Voting Instruction Form. Such holder of Shares (or his or her proxy) must hand over the Attendance Card (together with any relevant letter of representation or power of attorney) at the registration desk upon arrival at the EGM in order to gain access. If he/she does not wish to or is unable to attend the EGM but wishes to be represented thereat, he/she must complete a Proxy and Voting Instruction Form and submit the same in accordance with the instructions below.

A holder of Shares listed on the Johannesburg Stock Exchange other than in “own name”, who wishes to attend the EGM, either in person or by proxy (please note the voting and proxy instructions below), should instruct his/her Central Securities Depository Participant (“CSDP”), broker or nominee to provide him/her with the necessary authority (letter of representation or power of attorney) to attend the EGM in person, in the manner stipulated in terms of the agreement governing his/her relationship with the CSDP, broker or nominee. Such letter of representation or power of attorney must be submitted by the CSDP, broker or nominee to Computershare South Africa **by no later than 11.00 a.m. CET (12:00 p.m. SAST) on Tuesday 5 November 2019** by emailing: proxy@computershare.co.za or by submitting a written notification to:

Computershare Investor Services Pty Ltd
Rosebank Towers, 15 Biermann Avenue
Computershare South Africa will then issue an Attendance Card and the relevant proxy forms which will be submitted by the CSDP, broker or nominee to the relevant shareholder. The relevant authority to attend the meeting must be used to qualify for attendance to the EGM and must be produced, with a valid ID (such as a passport or driving licence) and an Attendance Card, at the registration desk upon arrival at the EGM in order to gain access.

A holder of Shares held on the Johannesburg Stock Exchange other than in “own name”, who does not wish to, or is unable to, attend the EGM should provide his/her CSDP, broker or nominee with his/her voting instructions in the manner stipulated in the agreement governing his/her relationship with the CSDP, broker or nominee. These instructions must be provided to the CSDP, broker or nominee by the cut-off time and date advised by the CSDP, broker or nominee for instructions of this nature.

Registration and identification

Registration will take place at the registration desk at World Trade Centre, Tower H, 22nd Floor, Zuidplein 180, 1077 XV Amsterdam, the Netherlands, between 12.30 CET, and the commencement of the meeting at 13.00 CET on Tuesday, 12 November 2019. It is not possible to register after this time. Attendees may be asked to produce proof of identity (together with any relevant letter of representation or power of attorney) and may be declined access in case such proof of identity (together with any relevant letter of representation or power of attorney) is not produced. All attendees of the meeting are therefore requested to bring valid ID (such as a passport or driving licence) to the EGM. Attendees will need to present their Attendance Card upon registration or may be declined access.

Instructions for voting by proxy

**Appointing a named individual as proxy**

Under Dutch law and the Company’s articles of association, a shareholder or other person with meeting rights shall be entitled to attend, speak and, to the extent applicable, exercise his/her voting rights in the EGM by a proxy authorised in writing. Before the EGM, the proxy must present his/her Proxy and Voting Instruction Form (together with any relevant/underlying letter of representation or power of attorney), their Attendance Card and, if requested, a valid ID (such as a passport or driving licence) at the registration desk at the EGM.

If shareholders or other persons with meeting rights wish to appoint a named individual as proxy to attend, speak and, to the extent applicable, exercise his/her voting rights in the EGM, Proxy and Voting Instruction Forms are available on the Company’s website (www.steinhoffinternational.com) as from today. Proxy and Voting Instruction Forms are also available at the office of the Company in South Africa (Building B2, Vineyard Office Park, Cnr Adam Tas & Devon Valley Road, Stellenbosch, 7600 South Africa), where copies may be obtained free of charge. If you wish to receive a Proxy and Voting Instruction Form, please do not hesitate to contact the Company Secretary, Ewoud van Gellicum, Tel: +27 (021) 808 0725 / e-mail: compsec@steinhoffinternational.com.

**Appointing the independent third party as proxy**
A shareholder and other persons with voting rights may also elect to authorise in writing Mr. W. ten Hove, (associated) civil-law notary, in Amsterdam, the Netherlands, his replacement and/or any (deputy) civil-law notary of Simmons & Simmons LLP, Amsterdam office, to vote as his/her proxy at the EGM (in accordance with his/her instructions). The Proxy and Voting Instruction Form should always be granted with clear voting instructions. In the absence of voting instructions or in the event that the proxy is granted to the aforementioned person without clear voting instructions, it shall be deemed to include a voting instruction to such person to vote in favour of all agenda items that have been proposed to be put to a vote at the EGM.

If shareholders or other persons with voting rights wish to appoint the independent third party as proxy to exercise his/her voting rights at the EGM, Proxy and Voting Instruction Forms are available on the Company’s website (www. steinhoffinternational.com) as from today. Proxy and Voting Instruction Forms are also available at the office of the Company in South Africa (Building B2, Vineyard Office Park, Cnr Adam Tas & Devon Valley Road, Stellenbosch, 7600 South Africa), where copies may be obtained free of charge. If you wish to receive a Proxy and Voting Instruction Form, please do not hesitate to contact the Company Secretary, Ewoud van Gellicum, Tel: +27 (021) 808 0725 / e-mail: compsec@steinhoffinternational.com.

Shareholders appointing a named individual or the independent third party as their proxy must submit the duly signed Proxy and Voting Instruction Forms to be received by Computershare by no later than 11.00 a.m. CET (12:00 p.m. SAST) on Tuesday 5 November 2019.

Duly signed Proxy and Voting Instruction Forms in respect of Shares listed on the Frankfurt Stock Exchange should be submitted, together with a copy of a valid ID (such as a passport or driving licence) and any relevant/underlying letter of representation or power of attorney, where applicable, to Computershare Germany by emailing: anmeldestelle@computershare.de or by submitting a hard copy to the following address:

Steinhoff International Holdings N.V.
EGM 2019
c/o Computershare Deutschland GmbH & Co. KG
Computershare Operations Center
80249 München
Fax: + 49 89 30903-74675

Duly signed Proxy and Voting Instruction Forms in respect of Shares listed on the Johannesburg Stock Exchange should be submitted, together with a copy of a valid ID (such as a passport or driving licence) and any relevant/underlying letter of representation or power of attorney, where applicable, to Computershare South Africa by emailing: proxy@computershare.co.za or by submitting a hard copy to:

Computershare Investor Services Pty Ltd
Rosebank Towers, 15 Biermann Avenue
Rosebank 2196
South Africa
(PO Box 61051 Marshalltown 2107)
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Attention: Wynand Louw
Contact Details

Company Secretary:
Building B2
Vineyard Office Park
Cnr Adam Tas & Devon Valley Road
Stellenbosch, 7600 South Africa
(PO Box 122, Stellenbosch, 7599)
Telephone: +27 (021) 808 0725
Attention: Ewoud van Gellicum

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