



DIRECTORS

D Konar # (Chairman), DC Brink #, SF Booysen #, CE Daun# (German), HJK Ferreira, SJ Grobler, TLJ Guibert (French), MJ Jooste (Chief Executive Officer), AB la Grange (Chief Financial Officer), MT Lategan #, JF Mouton #, FJ Nel, HJ Sonn #, BE Steinhoff # (German), PDJ van den Bosch # (Belgian), DM van der Merwe (Chief Operating Officer), CH Wiese #

ALTERNATE DIRECTORS

JNS du Plessis, KJ Grové, A Krüger-Steinhoff # (German), M Nel

COMPANY SECRETARY

Steinhoff Africa Secretarial Services (Pty) Ltd
Non Executive

Registration No. 1998/003951/06 | VAT No. 4060175934

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STELLENBOSCH

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JOHANNESBURG (Registered office)

28, 6th Street, Wynberg, Sandton 2090

9 September 2014

Dear Shareholder

STEINHOFF INTERNATIONAL HOLDINGS LIMITED (“Steinhoff” or “the Company”) : NOTICE IN COMPLIANCE WITH SECTION 45(5) OF THE COMPANIES ACT NO. 71 OF 2008, AS AMENDED (“the Act”)

Pursuant to the special resolution passed at the annual general meeting of Steinhoff on 3 December 2013, in terms of which the Company’s shareholders approved the granting of financial assistance to related or inter-related group companies, subject to compliance with the provisions of section 45 of the Act, the board of directors of the Company have passed a resolution in terms of which:

- (i) the threshold in regard to the aggregate borrowings by the entire Steinhoff group shall not exceed the shareholders’ equity (the “Threshold”);
- (ii) the aggregate financial assistance that may be granted from time to time by the Company to any of the Steinhoff companies and/or amongst Steinhoff shall not exceed the Threshold;
- (iii) the Threshold is in excess of 1/10th of 1% of the Company’s net worth and as a consequence, has triggered this notice in terms of section 45(5) of the Act.

It should be noted that in order to give effect to the treasury requirements of the Steinhoff group from time to time, loans, cross guarantees, suretyships and the subordination of loans are given amongst the Steinhoff companies, on an ongoing basis.

By giving this notice, the Company is of the view that it has complied with the notice requirements in terms of section 45(5) of the Act.

The Company would like to emphasise that the granting of financial assistance between related and inter-related companies is a standard practice that has been applied consistently over many years by the Steinhoff group, and by most other major groups of companies.

No action is required on your part as a result of this notification of compliance, which is purely for your information. However, should you require any further clarification, please do not hesitate to contact us.

Yours faithfully


SJ GROBLER
For: **STEINHOFF AFRICA SECRETARIAL SERVICES (PTY) LIMITED**
COMPANY SECRETARY