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**STEINHOFF INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)  
(Registration number 1998/003951/06)  
Ordinary share code: SHF  
ISIN code: ZAE00016176  
Preference share code: SHFF  
ISIN code: ZAE00068367  
("Steinhoff")

**STEINHOFF INTERNATIONAL HOLDINGS N.V.**

**(FORMERLY, GENESIS INTERNATIONAL HOLDINGS N.V.)**  
(Incorporated in the Netherlands)  
(Registration number 63570173)  
Share code: SNH  
ISIN code: NL0011375019  
("Steinhoff N.V.")

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**FINALISATION ANNOUNCEMENT IN RESPECT OF THE SCHEME OF ARRANGEMENT IN TERMS OF WHICH STEINHOFF N.V. WILL ACQUIRE ALL OF THE STEINHOFF ORDINARY SHARES IN EXCHANGE FOR STEINHOFF N.V. ORDINARY SHARES, AS AN INTEGRAL PART OF THE PRIMARY LISTING OF STEINHOFF N.V. ON THE FRANKFURT STOCK EXCHANGE AND AN INWARD SECONDARY LISTING ON THE JOHANNESBURG STOCK EXCHANGE**

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Steinhoff shareholders ("Shareholders") are referred to the offer made by Steinhoff N.V., to acquire the entire issued ordinary share capital of Steinhoff by way of a scheme of arrangement ("**Scheme**") in terms of section 114 of the Companies Act, No 71 of 2008 ("**Companies Act**"), for a consideration of one Steinhoff N.V. ordinary share, credited as fully paid, for each Steinhoff ordinary share held ("**Scheme Consideration**"), and the announcement published on the Stock Exchange News Service ("**SENS**") of the JSE Limited ("**JSE**") on 7 September 2015, in terms of which Shareholders were advised that all of the resolutions contained in the notice of the general meeting of Shareholders held on the same date ("**General Meeting**") were passed by the requisite majorities of Shareholders.

Shareholders are now advised that the Takeover Regulation Panel ("**TRP**") has issued a compliance certificate in terms of section 121(b)(i) of the Companies Act. Accordingly, all of the conditions precedent to the Scheme have been fulfilled or waived, where applicable, and the Scheme has become unconditional.

Steinhoff N.V. today published a prospectus ("**FSE Prospectus**"), as approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*), that has been pass-ported into Germany in accordance with applicable laws and regulations, for purposes of the contemplated admission to trading and listing of the Steinhoff N.V. ordinary shares on the Frankfurt Stock Exchange ("**FSE**"), with effect from 7 December 2015 ("**Operative Date**"). The FSE Prospectus should be read in its entirety and *inter alia* contains audited financial information of Steinhoff and Pepkor Holdings Proprietary Limited in respect of the three financial years ended 30 June 2015. In addition, the FSE Prospectus also contains the *pro forma* financial information in respect of the Scheme for the year ended 30 June 2015, together with the required Reporting Accountants' Reports thereon. A copy of the FSE Prospectus and related documents, subject to the regulatory and other restrictions referred to under "Important Information" below, are available on Steinhoff's website at [www.steinhoffinternational.com](http://www.steinhoffinternational.com).

The important dates and times in relation to the Scheme are detailed below:

<b>Action</b>	<b>2015</b>
Application for the delisting of Steinhoff ordinary shares to be lodged with the JSE on	Monday, 23 November
Last day to trade Steinhoff ordinary shares on the JSE in order to be recorded in the register to receive the Scheme Consideration on	Friday, 27 November
Suspension of listing from the main board of the JSE of Steinhoff ordinary shares at commencement of trading on	Monday, 30 November
Listing and trading of Steinhoff N.V. ordinary shares on the JSE in anticipation of receipt of such shares on the Operative Date with ISIN NL0011375019 under share code SNH on	Monday, 30 November
Scheme record date, being the time and date on which Shareholders must be recorded in the register to receive the Scheme Consideration by 17h00 on	Friday, 4 December
Operative Date of the Scheme on	Monday, 7 December

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Dematerialised Shareholders to have their accounts (held at their CSDP or broker) updated on	Monday, 7 December
Commencement of trading of Steinhoff N.V. ordinary shares on the FSE (expected to be 09h00 CET) with ISIN NL0011375019 under share code SNH on	Monday, 7 December
Termination of listing of Steinhoff ordinary shares from the main board of the JSE at the commencement of trading in Johannesburg on	Monday, 7 December

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Notes:

- 1 *Shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate Proprietary Limited, settlement of trades takes place 5 (five) business days after such trade. Therefore persons who acquire Steinhoff ordinary shares on or prior to the Scheme last day to trade (being Friday, 27 November 2015) will participate in the Scheme.*
- 2 *Unless otherwise indicated, all times given in this announcement are local times in South Africa.*
- 3 *Share certificates in Steinhoff may not be dematerialised or re-materialised after 27 November 2015.*

Johannesburg  
20 November 2015

**Joint South African Legal Advisors to Steinhoff**

Cliffe Dekker Hofmeyr Inc.  
Werksmans Inc

**International Legal Advisors to Steinhoff**

Linklaters LLP

**Reporting Accountants to Steinhoff and Steinhoff N.V.**

Deloitte & Touche

**Reporting Accountants to Steinhoff N.V.**

Baker Tilly Greenwoods

**Transaction Sponsor**

Absa Bank Limited

**Independent Sponsor**

PSG Capital Proprietary Limited

**IMPORTANT INFORMATION**

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