

STEINHOFF INTERNATIONAL HOLDINGS N.V.

SUPERVISORY BOARD ROTATION SCHEDULE

Adopted by the Supervisory Board on 1 December 2015

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Steinhoff International Holdings N.V.

Supervisory Board Rotation Schedule

1 Introduction

- 1.1** This Supervisory Board rotation schedule (the “**Supervisory Board Rotation Schedule**”) has been adopted by the Supervisory Board pursuant to clause 3.9 of the Regulations of the Supervisory Board.
- 1.2** The terms used in this Supervisory Board Rotation Schedule shall have the same meaning as ascribed thereto in the Regulations of the Supervisory Board, except where expressly indicated otherwise.

2 Supervisory Board Rotation schedule

Name	Date of birth	Date and term of first appointment	Date of possible reappointment
Deenadayalen Konar	19 February 1954	1 December 2015 (one year term)	1 December 2016 *
Stefanes Francois Booyesen	17 June 1962	1 December 2015 (one year term)	1 December 2016 *
David Charles Brink	9 Augustus 1939	1 December 2015 (one year term)	1 December 2016 *
Claas Edmund Daun	26 January 1943	1 December 2015 (one year term)	1 December 2016 *
Thierry Louis Joseph Guibert	26 November 1970	1 December 2015 (one year term)	1 December 2016 *
Marthinus Theunis Lategan	26 February 1957	1 December 2015 (one year term)	1 December 2016 *
Johannes Fredericus Mouton	2 October 1946	1 December 2015 (one year term)	1 December 2016 *
Heather Joan Sonn	20 October 1971	1 December 2015 (one year term)	1 December 2016 *
Bruno Ewald Steinhoff	26 November 1937	1 December 2015 (one year term)	1 December 2016 *
Paul Denis Julia van den Bosch	20 September 1962	1 December 2015 (one year term)	1 December 2016 *
Christoffel Hendrik	10 September 1941	1 December 2015 (one year term)	1 December 2016 *

* see clause 2.1 of this Supervisory Board Rotation Schedule.

Name	Date of birth	Date and term of first appointment	Date of possible reappointment
Wiese		year term)	
Angela Krüger-Steinhoff	16 July 1971	1 December 2015 (one year term)	1 December 2016 *

- 2.1** In accordance with clause 3.4 of the Regulations and clause 2.3 of the Supervisory Board Profile, all Supervisory Directors have been appointed for an initial term of one (1) year to facilitate the transition period between the listing of the shares of Steinhoff International Holdings Ltd on the Stock Exchange of Johannesburg, the Republic of South Africa, and the first (1st) annual General Meeting after listing of the Shares on the Stock Exchange of Frankfurt, the Federal Republic of Germany, and the Stock Exchange of Johannesburg, the Republic of South Africa, it being understood that the aforementioned term will be (i) extended up to and including the date of the first annual General Meeting in case such meeting will be held after the expiry of the term, or (ii) will be shortened to the end of the date of the first annual General Meeting in case such meeting will be held prior to the expiry of the term. After this initial first term, the Supervisory Directors may be reappointed with due observance of the provisions of the Articles, the Regulations, the Supervisory Board Profile and this Supervisory Board Rotation Schedule.
- 2.2** Apart from the initial appointment of the Supervisory Directors for one (1) year, as described and set out above, each Supervisory Director will be appointed for a fixed term of not more than four (4) years.
- 2.3** Reappointment of a Supervisory Director will be carefully considered, taking into account the Supervisory Board Profile.
- 2.4** Each Supervisory Director can be reappointed for a fixed term of not more than four (4) years. A supervisory Director cannot be reappointed after expiry of a maximum of three (3) four (4) year terms, whereby the initial term of one (1) year, as described in clause 2.1, shall not be taken into account to determine the remaining maximum term of appointment, provided, however, that a Supervisory Director:
- 2.4.1** who will reach the age of seventy-one (71) during his term of appointment, shall retire at the end of the first annual General Meeting after he/she turned seventy-one (71); and
- 2.4.2** who has reached the age of seventy-one (71), can only be appointed or re-appointed for a term of one (1) year each time and cannot be re-appointed after expiry of such number of terms that exceeds twelve (12) years in the aggregate.
- 2.5** Supervisory Directors shall retire periodically in accordance with this Supervisory Board Rotation Schedule in order to avoid, as far as possible, a situation in which many Supervisory Directors retire at the same time.
- 2.6** The Supervisory Board may at any time amend this Supervisory Board Rotation Schedule. Amendments to this Supervisory Board Rotation Schedule, however, do not permit a Supervisory Director in office to remain in office for a period that exceeds the term for which that Supervisory Director has been appointed, or require that Supervisory Director to retire before expiry of his term.

2.7 This Supervisory Board Rotation Schedule was adopted by the Supervisory Board on 1 December 2015 and shall be posted on the Company's website.

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