

Dated 1 December 2015

STEINHOFF INTERNATIONAL HOLDINGS N.V.

## WHISTLE-BLOWER POLICY

Adopted by the Management Board on 1 December 2015

### Linklaters

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# Steinhoff International Holdings N.V.

## Whistle-blower Policy

### 1 Introduction

- 1.1** This whistle-blower policy (the “**Policy**”) has been adopted by the Management Board pursuant to clause 2.7 of the Regulations of the Management Board.
- 1.2** The terms used in this Policy shall have the same meaning as ascribed thereto in the Regulations of the Management Board, except where expressly indicated otherwise.
- 1.3** The Group strives to conduct all business activities responsibly, efficiently, transparently, and with integrity and respect towards all stakeholders. The Group’s values are incorporated into its policies and its code of conduct (the “**Code of Conduct**”). The Company is committed to a culture of zero tolerance regarding unethical behaviour and in particular the Concerns listed in clause 2.1.
- 1.4** This Policy applies to all employees (irrespective of the duration of the employment), officers, Managing Directors and Supervisory Directors (collectively referred to as the “**Employees**”). All Employees are expected to share the commitment of the Company as set out in clause 1.3.
- 1.5** Clause 1.4 notwithstanding, the scope of this Policy extends not only to Concerns involving Employees, but also to Concerns involving shareholders, consultants, vendors, contractors, outside agencies and/or any other parties with a business relationship with the Group.
- 1.6** Internal reporting of suspected criminal or unethical conduct by or within the Group is vital for maintaining the Group’s success.
- 1.7** Managing Directors, Supervisory Directors and managers, at all levels, have a responsibility to:
- 1.7.1** set the tone at the top. An organisation’s culture plays an important role in preventing, detecting, and deterring fraud. Management needs to create a culture through words and actions where it is clear that Concerns are not tolerated, that such behaviour is dealt with swiftly and decisively;
  - 1.7.2** be familiar with the types of improprieties that might occur within his/her area of responsibility and be alert for any indication of irregularity;
  - 1.7.3** ensure that an adequate system of internal controls exists within their areas of responsibility and that controls operate effectively;
  - 1.7.4** perform annual fraud sensitivity tests and to be pro-active in fraud prevention;
  - 1.7.5** ensure that the Code of Conduct and this Policy are well communicated to all staff within their area of responsibility; and
  - 1.7.6** take disciplinary action against Employees where employee negligence has contributed to the commission of the fraud.
- 1.8** Employees have a responsibility to:

- 1.8.1 ensure that they are familiar with, and comply with the Code of Conduct, this Policy and other policies of the Company;
  - 1.8.2 ensure that they are familiar with, and comply with controls and procedures in their area of responsibility. Employees should understand how their job procedures are designed to pro-actively manage fraud risks and when non-compliance may create an opportunity for fraud to occur or go undetected;
  - 1.8.3 report, in good faith, a Concern to their immediate or next higher level manager to maintain an open and positive line of communication in accordance with the Code of Conduct; and
  - 1.8.4 co-operate in any investigation and treat the information relating to any such investigation as confidential.
- 1.9 It is understood that an Employee may in certain instances feel unable or uncomfortable reporting a Concern to his/her immediate or next higher level manager. Accordingly, this Policy provides a mean for every Employee to anonymously report, outside the ordinary reporting channels, a Concern, without jeopardising his/her legal position.

## 2 Reportable Concerns

- 2.1 Any actual, suspected or alleged irregularity, misbehaviour, malpractice, breach or misconduct of a general, operational or financial nature within the Group based on reasonable grounds (each a “**Concern**”), is a reportable incident, including but not limited to:
- 2.1.1 an imminent or current criminal offense, including fraud and theft;
  - 2.1.2 an imminent or current violation of applicable laws and regulations relating to financial matters (such as accounting, internal accounting control, auditing matters and reporting and financial crimes), bribery, corruption, forgery, theft, crimes against the company, insider trading, human rights violations, serious environmental crimes, serious discrimination and/or harassment, major deficiencies with regard to security in the workplace and/or other similarly severe violations which concern the Company's vital interests or the life or health of individuals;
  - 2.1.3 an imminent or current intentional provision of incorrect information to public bodies and/or other stakeholders;
  - 2.1.4 a violation of the Code of Conduct, including internal rules such as those appertaining to sexual harassment and other matters described under clauses 2.1.1 and 2.1.2;
  - 2.1.5 a threat to public or individual health and safety;
  - 2.1.6 instances where the environment has been or is likely to be endangered;
  - 2.1.7 instances where unfair discrimination has been or is being practiced; or
  - 2.1.8 imminent or current intentional concealment, suppression, destruction or manipulation of information regarding clauses 2.1.1 up to and including 2.1.7.
- 2.2 A Concern for which specific procedures have been established within the Group as well as personal grievances of Employees are excluded from the scope of this Policy.

### **3 How to report a Concern**

- 3.1** An Employee may report a Concern to his/her immediate or the next higher level manager promptly upon uncovering a Concern. The following procedure shall apply to such report:
- 3.1.1** the manager receiving a report of a Concern (the “**Recipient Manager**”) from an Employee (the “**Reporting Employee**”) shall record the Concern in writing including the date of the report;
  - 3.1.2** the Reporting Employee shall review and sign the report, and shall be given a copy of the signed report immediately;
  - 3.1.3** the Recipient Manager shall deliver the signed report to its divisional executive (the “**Divisional Executive**”), with a copy to the Chief Risk Officer and Head of Internal Audit, who shall all be responsible for managing whistle-blower cases confidentially; and
  - 3.1.4** the Reporting Employee shall receive acknowledgement of receipt of the report from the Divisional Executive.
- 3.2** All reports are treated with the utmost confidentiality and are promptly investigated without the risk of recourse for the Reporting Employee, so long as his/her report is made in good faith. The Reporting Employee’s name will only be disclosed to Authorised Persons (as defined in clause 5).
- 3.3** If the Reporting Employee is uncomfortable or unable to report a Concern to his or her immediate or the next higher level manager as provided in clause 3.1, the Reporting Employee may either directly report to a Divisional Executive or the compliance officer of the Company or make use of the Steinhoff whistle blowing “Hotline”. The Steinhoff “Hotline” can be dialled at the numbers mentioned in the Annex, attached to this Policy, or contacted via the Chief Risk Officer, as designated by the Management Board.
- 3.4** If the Reporting Employee fears retaliation or fears that senior management at a business unit or senior management level or a Divisional Executive is involved in a Concern, or if there are other reasons for which the Reporting Employee feels unable or uncomfortable to report a Concern to the Divisional Executive, the Employee may contact the Chief Executive Officer, the Company Secretary, the Chief Risk Officer or the Head of Internal Audit.
- 3.5** All Concerns relating to the functioning of Managing Directors shall be reported to the Chief Executive Officer. All Concerns relating to the functioning of the Chief Executive Officer shall be reported to the chairman of the Supervisory Board.
- 3.6** All Concerns must be filtered up to the Divisional Executives and, to the extent legitimate, be recorded in a central register.
- 3.7** Divisional Executives must report all frauds/irregularities to the Company Secretary and the Chief Risk Officer and the Divisional Executives shall report all frauds to the applicable insurers via the servicing brokers.

### **4 Investigation procedure and corrective actions**

- 4.1** If the Divisional Executive, Chief Executive Officer, chairman of the Supervisory Board, Chief Risk Officer, Head of Internal Audit, person receiving the report via the Steinhoff

“Hotline” or Company Secretary deems a Concern to be legitimate and within the scope of this Policy, within six (6) weeks of receipt of the initial report a preliminary investigation will be conducted after which a full investigation may be launched if reasonable cause is found.

#### **Investigation procedure**

- 4.2** If requested, the Reporting Employee may receive general information on the progress and closing of the investigation and its outcome, unless giving such feedback would be detrimental to the investigation. The Reporting Employee will be informed if no reasonable cause is found to pursue a Concern and conduct further investigation.
- 4.3** The Employee in respect of whom a report has been filed (the “**Investigated Employee**”) will have the right, prior to any decision being made, to inspect the report (with the exception of the personal details of the person who submitted it) in order to correct any inaccuracies and to prepare his/her defence.
- 4.4** The Divisional Executive, Chief Executive Officer, chairman of the Supervisory Board, Chief Risk Officer or Company Secretary, as applicable, will inform the Investigated Employee as soon as practicably possible after receipt of the report, unless there is a substantial risk that notifying him/her would jeopardize the ability of the Company to effectively investigate the Concern or gather the necessary evidence. The Investigated Employee shall be informed as to: the actions he/she is accused of, who will receive the report, the fact that the Company is responsible for these governance rules, as well as how to exercise their rights of access and rectification, but excluding the identity of the Reporting Employee.
- 4.5** In the event that the Investigated Employee cannot be informed immediately, he/she will be informed as soon as the risk referred to above ceases to exist. Whether it is possible to inform the Investigated Employee will in all cases be evaluated by the relevant Divisional Executive, Chief Executive Officer, chairman of the Supervisory Board, Chief Risk Officer or Company Secretary, dealing with the report. This evaluation will take into account all other measures that might remove the objections to informing the Investigated Employee immediately, including, but not limited to, technical and organisational measures that can be taken to prevent the destruction of evidence.
- 4.6** The Investigated Employee, once he/she has been informed of a report, will also be notified as soon as is practicable as to whether they will be suspended during any further investigation of the Concern. As soon as the investigation has been concluded, the Investigated Employee will be informed as to whether any action is to be taken as a consequence of the report. If he/she is informed that no action is to be taken, any suspension will automatically terminate from that date.

#### **Corrective actions**

- 4.7** When an Employee has committed an offence, disciplinary action shall be taken in accordance with local law, the Code of Conduct and local policies of the Group.
- 4.8** Any action taken shall be appropriate to the circumstances, applied consistently to all levels of Employees, and should be taken only after consultation with the individuals responsible for such actions. Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with the relevant local legal department, the Management Board and, where applicable, the Supervisory Board. The Company may wish to pursue its own

civil action against the perpetrators to recover funds. Consultation by the Management Board with the relevant local legal department is required before taking civil action.

**4.9** Divisional Executives shall advise the Company's external and internal auditors of any Concerns that could affect the Company's financial statements and all Concerns should be included on the standard quarterly reports of each divisional board.

**4.10** The internal auditors will review the relevant control systems to identify any weaknesses which contributed to the fraud; and if necessary, make recommendations to reduce the risk of similar frauds in the future. The Company's Corporate Affairs Executive will decide, in conjunction with the international legal department, the relevant local legal department, the Company Secretary and appropriate senior managers, whether information relating to corrective actions taken or sanctions imposed, regarding incidents of fraud or corruption should be brought to the direct attention of any person or made public through any other means.

## **5 Guaranteed confidentiality and protection**

All information received from the Reporting Employee, the Investigated Employee and any other information obtained from whatever sources / resources during the investigation will be treated confidentially. The Company will make every effort to protect the Reporting Employee against retaliation and to keep his/her identity confidential, subject to superseding laws and regulations. Only individuals whose involvement is necessary for the handling or investigation of a Concern, the Managing Directors, the Supervisory Directors and the members of the board of directors of any relevant subsidiary ("**Authorised Persons**") will have knowledge of the identity of the Employee and only to the extent strictly required. All investigations will be carried out objectively, and independently of the line management for the area in which the Concern has arisen. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Company from potential civil liability.

## **6 Prohibited action against employees for reporting in good faith, legitimate and verified reports or concerns**

The Group shall not:

- 6.1.1** dismiss, suspend, demote, harass or intimidate the Reporting Employee;
- 6.1.2** subject the Reporting Employee to disciplinary action;
- 6.1.3** transfer the Reporting Employee against his or her will;
- 6.1.4** refuse due transfer or promotion;
- 6.1.5** alter the employment conditions of the Reporting Employee unilaterally;
- 6.1.6** refuse the Reporting Employee a reference or providing him/her with an adverse reference;
- 6.1.7** deny appointment;
- 6.1.8** threaten the Reporting Employee with any of the above; or
- 6.1.9** otherwise affect the Reporting Employee negatively.

## **7 Anonymous reporting and protection of personal data**

- 7.1** The Company encourages each Reporting Employee to provide his/her identity to the Divisional Executive as a means to facilitate the investigation.
- 7.2** If a Reporting Employee chooses to report anonymously, his or her identity will not be required and the Concern will be investigated as appropriately as possible using the information provided. However, maintenance of the anonymity of the Reporting Employee may have a negative impact on the efficiency of the investigation and a Divisional Executive may point this out to the Reporting Employee. For the avoidance of doubt, while the Steinhoff “Hotline” may guarantee anonymity and anonymous reporting, if so requested such will be the case as well for reports submitted to a Divisional Executive or any other applicable person.
- 7.3** The Company is the party responsible for the processing of personal data in the context of this Policy. The Dutch Data Protection Authority (*College bescherming persoonsgegevens*) will be informed of any processing of personal data. The Company will process personal data in accordance with these rules and/or, where it relates other jurisdictions, the rules of any other applicable jurisdiction.
- 7.4** The Company will take the necessary technical and organizational measures to adequately safeguard personal data against loss or unauthorized access. Personal data may be collected by any data processing method, whether electronic or not. These methods shall in all events be solely in accordance with these rules, i.e. the personal data shall in all cases be processed separately from other Employee information systems or Employee files.
- 7.5** Personal data relating to reports of Concerns that have been found to be unsubstantiated will be removed immediately. Data relating to reports of substantiated Concerns will be removed within two months of the verification work being completed, unless disciplinary action is taken or court proceedings are begun against the person in respect of whom a report has been filed. If the Employee is found to have filed a report in bad faith, the data will be removed within two (2) months of the disciplinary action or the court proceedings having been completed. “Remove” means destruction of the personal data or adaptation of it in such a way that the person in respect of whom the report was filed, and the Employee who reported the Concern, are no longer identifiable. After the storage periods mentioned above have lapsed, the personal data may only be kept for archiving and statistical purposes in accordance with the applicable laws.
- 7.6** Any Employee may, at any time, request to know whether a Concern has been reported in reference to them. If so, they will be provided with a complete written overview of the personal data available about them, unless this would seriously hinder the investigation. If the personal data proves to be incorrect or irrelevant, the person in respect of whom a report has been filed can request that it be removed, or amended accordingly.
- 7.7** The person in respect of whom a report has been filed has a right to object to the processing of their personal data in relation to the report on compelling legitimate grounds relating to their particular situation, if the Company is processing the personal data based on the legitimacy as set forth in the Article 7(f) of directive 95/46/EC on the protection of individuals with regard to the processing of and the free movement of data.

**7.8** Replies to requests for access, correction or removal shall be provided as soon as reasonably practicable, but no later than four weeks from the date of the request. Any refusal shall be in writing and shall mention the reasons why the request is being refused.

## **8 False allegations and exceptions**

**8.1** The Company does not tolerate false accusations. A Reporting Employee shall do so in good faith and not for personal gain.

**8.2** Employees found to be deliberately falsifying reports or acting in a manner that is not consistent with our Code of Conduct will be subject to the disciplinary action as deemed appropriate and will not be entitled to the protection referred to in clause 5.

## **9 Miscellaneous**

**9.1** This Policy is reviewed and evaluated by the Management Board annually and any changes are to be adopted by the Management Board.

**9.2** This Policy was adopted by the Management Board on 1 December 2015 and shall be posted on the Company's website.

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**Annex  
Hotline numbers**

	<b>Toll Free Number</b>	<b>International Number</b>
Steinhoff UK	(0808) 234 8139	(+27 12) 543 5430
Steinhoff Botswana (including KAP, Unitrans Automotive, Hertz and Steinbuild)	Dial International Number	(+27 12) 543 5866
Steinhoff Lesotho (including KAP, Unitrans Automotive, Hertz and Steinbuild)	Dial International Number	(+27 12) 543 5867
Steinhoff Namibia (including KAP, Unitrans Automotive, Hertz and Steinbuild)	Dial International Number	(+27 12) 543 5868
Steinhoff Swaziland (including KAP, Unitrans Automotive, Hertz and Steinbuild)	Dial International Number	(+27 12) 543 5869
Steinhoff Africa (including KAP, Unitrans Automotive, Hertz and Steinbuild) - former Unitrans hotline	(0800) 004 963	(+27 12) 543 5334
JD Group (OLD)	(0800) 408 408	(+27 12) 543 5804