

EXTRAORDINARY GENERAL MEETING OF

Steinhoff International Holdings N.V.

MONDAY, 30 MAY 2016

Registration from 11:30 am CET, commencement at 12.00 pm CET

The Ballroom

Hilton Amsterdam Airport Schiphol

Schiphol Boulevard 701, 1118 BN Schiphol Airport

Municipality of Haarlemmermeer

The Netherlands

CONVOCATION

Dear Shareholder,

We have the pleasure of inviting you to an extraordinary general meeting of shareholders (the “**EGM**”) of Steinhoff International Holdings N.V. (the “**Company**”), to be held at 12.00 pm CET on Monday, 30 May 2016 in The Ballroom, at the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol Airport, Municipality of Haarlemmermeer, the Netherlands.

This invitation has to be read in conjunction with the following documents, which are attached hereto:

1. Agenda
2. Explanatory notes to Agenda
3. Proposed amendment of articles of association (Dutch and English unofficial translation)
4. Abridged CV of each of the proposed members of the Supervisory Board
5. Supervisory Board rotation schedule
6. General information
7. Instructions and documents for participation and voting at the EGM

Steinhoff International Holdings N.V.

The Management Board

1 AGENDA

1. Opening

2. Amendment of the articles of association of the Company to change the financial year and to extend the current financial year up to and including 30 September 2016 (Resolution)

3. Acceptance of resignation of all members of the Supervisory Board

Acceptance of resignation of Dr D. Konar, Dr S.F. Booysen, Mr D.C. Brink, Mr C.E. Daun, Mr T.L.J. Guibert, Mrs A. Krüger-Steinhoff, Dr M.T. Lategan, Mr J.F. Mouton, Ms H.J. Sonn, Mr B.E. Steinhoff, Mr P.D.J. van den Bosch and Dr C.H. Wiese (Resolution)

4. Discharge

Granting of discharge from liability to Mr D.C. Brink, Mr J.F. Mouton and Mr P.D.J. van den Bosch (Resolution)

5. Reappointment and appointment of members to the Supervisory Board

- (a) Notification of non-binding nominations by the Supervisory Board of Mr C.E. Daun, Dr D. Konar, Ms H.J. Sonn, Mr T.L.J. Guibert, Mrs A. Krüger-Steinhoff, Adv J.D. Wiese, Dr S.F. Booysen, Dr M.T. Lategan, Mr B.E. Steinhoff, Dr C.H. Wiese and Dr J van Zyl
- (b) Reappointment as member of the Supervisory Board of Mr C.E. Daun (Resolution)
- (c) Reappointment as member of the Supervisory Board of Mr B.E. Steinhoff (Resolution)
- (d) Reappointment as member of the Supervisory Board of Dr C.H. Wiese (Resolution)
- (e) Reappointment as member of the Supervisory Board of Dr D. Konar (Resolution)
- (f) Reappointment as member of the Supervisory Board of Ms H.J. Sonn (Resolution)
- (g) Reappointment as member of the Supervisory Board of Mr T.L.J. Guibert (Resolution)
- (h) Reappointment as member of the Supervisory Board of Mrs A. Krüger-Steinhoff (Resolution)
- (i) Appointment as a member of the Supervisory Board of Adv J.D. Wiese (Resolution)
- (j) Reappointment as member of the Supervisory Board of Dr S.F. Booysen (Resolution)
- (k) Reappointment as member of the Supervisory Board of Dr M.T. Lategan (Resolution)
- (l) Appointment as member of the Supervisory Board of Dr J. van Zyl (Resolution)

6. **Any other business**
7. **Closing**

2 EXPLANATORY NOTES TO THE AGENDA

2. Amendment of the articles of association of the Company to change the financial year and to extend the current financial year up to and including 30 September 2016 (Resolution)

The Management Board proposes, with the approval of the Supervisory Board, to partly amend the articles of association of the Company. With the proposed amendment, the financial year of the Company, currently running from the 1st day of July of any calendar year up to and including the 30th day of June of the following calendar year, will be amended so that the Company's financial year will run from the 1st day of October of any calendar year up to and including the 30th day of September of the following calendar year. The Management Board proposes this amendment to the articles of association to align the reporting period with reporting periods of other retail companies in Europe. The quarterly reporting periods of the Company remain unchanged.

The timing of this change in year end is opportune, since the company will report on its first set of euro-dominated financial statements (previously rand denominated) in this year, after obtaining a primary listing in Frankfurt, Germany in December 2015, with a secondary listing in Johannesburg, South Africa (previously only listed in Johannesburg).

In order to assist users of financial information with the transition, the company will publish a set of financial information for the 12 month period ending 30 June 2016, in the same format as the 31 December 2015 interim results published on 29 February 2016.

In addition, the Company intends to provide pro-forma financial information for the 12 month period ending on 30 September 2016 when it publishes the audited consolidated financial statements for the 15-month period as at and ending 30 September 2016.

Provided that the proposal to amend the financial year will be adopted, it is furthermore proposed to extend the current financial year of the Company, which financial year started on the 1st day of July 2015, up to and including the 30th day of September 2016.

The verbatim text of the proposal to amend the articles of association has been made available as a separate document on the website of the Company (www.steinhoffinternational.com), at the office of the Company in the Netherlands (Herengracht 466, 1017 CA Amsterdam), and at the Company's main place of business in South Africa (Block D, DeWagenweg Office Park, Stellentia Road, Stellenbosch).

The aforementioned proposal to amend the articles of association includes the proposal to authorise each managing director of the Company as well as each civil law notary, candidate civil law notary and notarial assistant of Linklaters LLP, Amsterdam office, to sign the deed of amendment of the articles of association and to undertake all other action that the authorised person deems necessary or useful.

3. Acceptance of resignation of all members of the Supervisory Board

Acceptance of resignation of Dr D. Konar, Dr S.F. Booyesen, Mr D.C. Brink, Mr C.E. Daun, Mr T.L.J. Guibert, Mrs A. Krüger-Steinhoff, Dr M.T. Lategan, Mr J.F. Mouton, Ms H.J. Sonn, Mr B.E. Steinhoff, Mr P.D.J. van den Bosch and Dr C.H. Wiese (**Resolution**)

It is proposed to the general meeting of shareholders to accept the resignation of Dr Konar, Dr Booyesen, Mr Brink, Mr Daun, Mr Guibert, Mrs Krüger-Steinhoff, Dr Lategan, Mr Mouton, Ms Sonn, Mr Steinhoff, Mr Van den Bosch and Dr Wiese, as of the conclusion of this general meeting of shareholders.

4. Discharge

Granting of discharge from liability to Mr D.C. Brink, Mr J.F. Mouton and Mr P.D.J. van den Bosch (**Resolution**)

As a consequence of their resignation, it is proposed to grant Mr Brink, Mr Mouton and Mr Van den Bosch discharge from liability for the exercise of their respective duties during the current financial year, to the extent that the exercise of such duties has been disclosed to the general meeting of shareholders.

5. Reappointment and appointment of members to the Supervisory Board

- (a) Notification of non-binding nominations by the Supervisory Board of Mr C.E. Daun, Mr B.E. Steinhoff, Dr C.H. Wiese, Dr D. Konar, Ms H.J. Sonn, Mr T.L.J. Guibert, Mrs A. Krüger-Steinhoff, Adv J.D. Wiese, Dr S.F. Booyesen, Dr M.T. Lategan and Dr J. van Zyl.

At the conclusion of this general meeting of shareholders, vacancies will exist on the Supervisory Board. In accordance with the Company's articles of association and the regulations of the Supervisory Board, the Supervisory Board nominated for reappointment and appointment, as the case may be, as member of the Supervisory Board, Mr C.E. Daun, Mr B.E. Steinhoff, Dr C.H. Wiese, Dr D. Konar, Ms H.J. Sonn, Mr T.L.J. Guibert, Mrs A. Krüger-Steinhoff, Adv J.D. Wiese, Dr S.F. Booyesen, Dr M.T. Lategan and Dr J. van Zyl, which nominations fit the board profile of the Supervisory Board.

- (b) Reappointment as member of the Supervisory Board of Mr C.E. Daun (**Resolution**)

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Mr C.E. Daun, for a term that runs until 2 March 2017, as of the conclusion of this general meeting of shareholders.

- (c) Reappointment as member of the Supervisory Board of Mr B.E. Steinhoff (**Resolution**)

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Mr B.E. Steinhoff, for a term that runs until 2 March 2017, as of the conclusion of this general meeting of shareholders.

- (d) Reappointment as member of the Supervisory Board of Dr C.H. Wiese (**Resolution**)

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Dr C.H. Wiese, for a term that runs until 2 March 2017, as of the conclusion of this general meeting of shareholders.

- (e) Reappointment as member of the Supervisory Board of Dr. D. Konar (**Resolution**)

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Dr D. Konar, for a term that runs until 1 March 2018, as of the conclusion of this general meeting of shareholders.

- (f) Reappointment as member of the Supervisory Board of Ms H.J. Sonn (**Resolution**)

It is proposed to the general meeting of shareholders to reappoint as a member of the Supervisory Board Ms H.J. Sonn, for a term that runs until 1 March 2018, as of the conclusion of this general meeting of shareholders.

- (g) Reappointment as member of the Supervisory Board of Mr T.L.J. Guibert (**Resolution**)

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Mr T.L.J. Guibert, for a term that runs until 28 February 2019, as of the conclusion of this general meeting of shareholders.

- (h) Reappointment as member of the Supervisory Board of Mrs A. Krüger-Steinhoff **(Resolution)**

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Mrs A. Krüger-Steinhoff, for a term that runs until 28 February 2019, as of the conclusion of this general meeting of shareholders.

- (i) Appointment as member of the Supervisory Board of Adv J.D. Wiese **(Resolution)**

It is proposed to the general meeting of shareholders to appoint as member of the Supervisory Board Adv J.D. Wiese, for a term that runs until 28 February 2019, as of the conclusion of this general meeting of shareholders.

- (j) Reappointment as member of the Supervisory Board Dr S.F. Booysen **(Resolution)**

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Dr S.F. Booysen, for a term that runs until 5 March 2020, as of the conclusion of this general meeting of shareholders.

- (k) Reappointment of as member of the Supervisory Board of Dr M.T. Lategan **(Resolution)**

It is proposed to the general meeting of shareholders to reappoint as member of the Supervisory Board Dr M.T. Lategan, for a term that runs until 5 March 2020, as of the conclusion of this general meeting of shareholders.

- (l) Appointment of as member of the Supervisory Board of Dr J. van Zyl **(Resolution)**

It is proposed to the general meeting of shareholders to appoint as member of the Supervisory Board Dr J. van Zyl, for a term that runs until 5 March 2020, as of the conclusion of this general meeting of shareholders.

3 GENERAL INFORMATION

Meeting documents

The Agenda and explanatory notes thereto, as well as the verbatim text of the proposed amendment of the articles of association, the CV's of the proposed members of the Supervisory Board and the proposed Supervisory Board rotation schedule, to be adopted by the Supervisory Board on 30 May 2016, are available on the Company's website (www.steinhoffinternational.com) as from today, being 15 April 2016. These documents are also available for inspection at the office of the Company in the Netherlands (Herengracht 466, 1017 CA Amsterdam) as well as at the Company's main place of business in South Africa (Block D, DeWagenweg Office Park, Stellantia Road, Stellenbosch), 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 care of S.J. Grobler, Tel: +27 21 808 0750 / e-mail: compsec@steinhoffinternational.com.

Attendance instructions

Record Date

Under Dutch law and the Company's articles of association, persons entitled to attend and, if applicable, to vote at the EGM are persons registered as such on Monday, 2 May 2016 (the "**Record Date**") in the register designated for that purpose by the Management Board (the "**EGM Register**") after all debit and credit entries have been made on the Record Date, regardless of whether the shares in the capital of the Company (the "**Shares**") are still held by them at the date of the EGM and (ii) in addition have registered themselves in the manner mentioned below. The EGM Register designated by the Management Board is the shareholders' register of the Company.

Attendance and voting rights in respect of Securities traded on the Frankfurt Stock Exchange

Persons holding securities reflecting the beneficial entitlement to Shares that are held in their name by PLC Nominees (Pty) Limited (the "**Nominee**") in book-entry form ("**Securities**"), who wish to attend and vote at the EGM, either in person or by proxy, should instruct his/her relevant bank, brokerage or other intermediary (the "**Intermediary**") to issue a statement confirming his/her holding of Securities (including name, address and the number of Securities held by the relevant holder on the Record Date). Such statements must be submitted ultimately by 11.00 p.m. CET on Tuesday, 24 May 2016 to Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 München, Germany, Fax: + 49 89 30903-74675, E-Mail: anmeldestelle@computershare.de.

A holder of Securities who has submitted a statement to Computershare in accordance with the aforementioned will receive an attendance card issued in his/her name (the "**Attendance Card**"). Such holder of the 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 in order to gain access.

Attendance and voting rights in respect of Securities traded on the Johannesburg Stock Exchange

A holder of Securities in "own name" may attend the EGM and vote thereat in person by providing a registration form to his/her Central Securities Depository Participant ("**CSDP**"), broker or nominee with a copy to the Company's transfer secretaries or the Company secretary, in accordance with the instructions below. Such holder of Securities (or his/her proxy) will

receive an Attendance Card that must be handed over at the registration desk upon arrival at the EGM in order to gain access.

If a holder of Securities in “own name” does not wish to or is unable to attend the EGM, but wish to be represented thereat, must complete a proxy form and submit the same in accordance with the instructions below.

Holders of Securities, other than in “own name”, who wish to attend and vote at the EGM, (either in person or by proxy) 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 and a statement confirming his/her holding of Securities (including name, address and the number of Securities held by the relevant holder on the Record Date)), 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. The relevant authority to attend the EGM should be registered in the manner mentioned below and is to be used to qualify for attendance to the EGM and must be produced, with identification, at the registration desk upon arrival at the EGM.

Holders of Securities, other than in “own name”, who do not wish to or are unable to attend the EGM, but wish to vote thereat, 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.

All authority to attend the EGM, registration, proxy and voting instruction forms, together with any relevant letter of representation or power of attorney, must be lodged at or posted to the Company’s transfer secretaries or delivered to the Company secretary, ultimately by 11.00 p.m. CET on Tuesday, 24 May 2016. The address details for the transfer secretaries and Company Secretary are as set out below:

Company Secretary:

Block D – DeWagenweg Office Park
Stellentia Road, Stellenbosch 7600
South Africa
(PO Box 122, Stellenbosch, 7599)
Telefax: +27 21 808 0794
Attention: SJ Grobler

Transfer Secretaries:

70 Marshall Street, Johannesburg 2001
South Africa

(PO Box 61051 Marshalltown 2107)
Telefax: +27 11 688 5248
Attention: Annatjie Visser

Registration

Registration will take place at the registration desk at the venue between 11:30 am CET and the commencement of the meeting at 12.00 pm CET on Monday, 30 May 2016. 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.

Directions

To the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol Airport, Municipality of Haarlemmermeer, the Netherlands.

How to get there:*From Schiphol AMS Airport:*

The hotel is a 5-7 minute walk from the main terminal and train station. Follow the Hilton signs in the hallway and continue walking towards the entrance of Hilton Amsterdam Airport Schiphol at the end of the hallway. (Drive time: 2 min).

By car:

From Amsterdam/Utrecht: From the A4 highway, take Exit 2 to Herbergierstraat in Schiphol. Take the exit towards 'Parkeren' from Ceintuurbaan Zuid. Follow the Handelskade and Energiestraat onto Schiphol Boulevard. The hotel will be on your right.

From Rotterdam/ The Hague: From the A4 highway, use the right lane to Exit 2 toward Luchthaven Schiphol. Keep right at the fork and follow signs for U5/Vracht/Cargo. Continue onto Schiphol Boulevard. The hotel will be at your right.