

SNH - STEINHOFF INTERNATIONAL HOLDINGS N.V. - NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 MAY 2016

Steinhoff International Holdings N.V.
(Incorporated in the Netherlands) Share Code: SNH; ISIN: NL0011375019

PRESS RELEASE

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shareholders are hereby convened 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. 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.

Notice:

Shareholders who wish to participate in the EGM are referred to the Attendance instructions contained in the notice (the "**Notice**") that will be available on the Company's website as from today (refer to meeting documents below). 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 at close of business on Monday, 2 May 2016 (the "**Record Date**"). Details on the manner in which Shareholders can register themselves for the EGM are contained in the Notice. All voting instructions must reach the relevant intermediary or transfer secretaries [Refer to the details contained in the Notice] by no later than 11:00pm CET on Tuesday 24 May 2016.

Proposed 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;
3. Acceptance of resignation of all members of the Supervisory Board, in order to be able to implement a rotation schedule;
4. Discharge from liability for outgoing Supervisory Board members;
5. Reappointment and appointment of members to the Supervisory Board;
6. Any other business;
7. Closing.

Summary of the explanatory notes to the Agenda:

1. It is proposed that 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 in such way 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, with the approval of the Supervisory 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, South Africa).

In order to assist users of financial information with the transition, the Company intends to publish a set of financial information for the 12 month period ending on 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.

2. The remaining resolutions proposed relate to the acceptance of resignations, discharge, reappointment and appointment of Supervisory Board members (upon the non-binding nomination of the Supervisory Board) and the implementation of a rotation schedule for appointed Supervisory Board members.

The entire Supervisory Board will resign and the following supervisory directors will be reappointed for the terms specified in the Notice: 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, Dr S.F. Booysen and Dr M.T. Lategan

In addition, it is proposed that the following new members be appointed to the Supervisory Board: Adv. J.D. Wiese and Dr. J. van Zyl for the terms specified in the Notice.

The Management Board and the Supervisory Board wish to thank Messrs D.C. Brink, J.F. Mouton and P.D.J. van den Bosch for their valued contributions and long service to the Group.

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. 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, Stellentia 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.

For more information, please contact:
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15 April 2016