Steinhoff International Holdings N.V.

Minutes of the Extraordinary General Meeting of Shareholders held at The Ballroom, Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol Airport, Municipality of Haarlemmermeer, the Netherlands on 30 May 2016, at 12.00 p.m. CET

Minutes of the proceedings at the general meeting (*algemene vergadering*) of **Steinhoff International Holdings N.V.**, a public company incorporated under the laws of the Netherlands (*naamloze vennootschap*), having its official seat (*statutaire zetel*) in Amsterdam, the Netherlands, and its office at Herengracht 466, 1017 CA Amsterdam, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 63570173 (the "**Company**"),

held at The Ballroom, Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol Airport, Municipality of Haarlemmermeer, the Netherlands, at 12.00 p.m. CET.

1 Opening

1.1 Chairman and secretary

1.1.1 The deputy chairman of the Company's supervisory board (the "**Supervisory Board**"), Mr C.E. Daun, opens the meeting and welcomes all present at the meeting. He apologises on behalf of a number of the Company's management board (the "**Management Board**") members and Supervisory Board members whose arrival has been delayed as a result of inclement weather conditions. The meeting is postponed for 45 minutes.

1.1.2 The deputy chairman hands the chair to the chairman of the Supervisory Board, Dr D. Konar (the "**Chairman**").

1.1.3 The Chairman asks the Company's secretary to act as secretary and keep minutes of the proceedings at the meeting (the "**Secretary**").

1.2 Apologies

Apologies are tendered for the supervisory directors Mr D.C. Brink (retiring), Mr J.F. Mouton (retiring), Ms H.J. Sonn and Mr P.D.J. van den Bosch (retiring).

1.3 Shares present and votes

Shareholders representing 2,911,808,007 ordinary shares in the capital of the Company are present in person or by proxy, representing 74.40% of the issued share capital of the Company on the record date for this general meeting (2 May 2016). According to article 42.1 of the Company's articles of association, each ordinary share confers the right to cast 1 vote at the general meeting unless preference shares in the capital of the Company are issued. No preference shares are issued in the capital of the Company to date.

1.4 Procedure

1.4.1 The Chairman advises shareholders that the Company's managing directors and supervisory directors would like to make the most of the time available for shareholders.

1.4.2 In order to afford shareholders the opportunity to put questions to the Management

Board, the Supervisory Board and the auditors, the Chairman rules that the meeting will be conducted as follows:

(i) In order to dispose of matters as set out in the agenda, questions and discussions should relate only to matters at hand. To the extent that there is sufficient time available, questions may be put at the end of the meeting.

(ii) On raising any questions, shareholders are requested to kindly state their names. To the extent that shareholders have several questions regarding the topics at hand, they are requested to kindly indicate same and complete their questions so as to facilitate efficient responses thereto.

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 Chairman brings the next agenda item up for discussion.

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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 2:

Number of votes against	6 265 469	0.160 % of total shares in issue 0.215% of represented shares
Number of abstentions	999 929	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 904 542 609	74.328% of total shares in issue 99.750% of represented shares

3 Acceptance of resignation of all members of the Supervisory Board

The Chairman brings the next agenda item up for discussion.

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**)

It is proposed to the general meeting of shareholders to accept the resignation of Dr Konar, Dr Booysen, 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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 3:

Number of votes against	90	0.00% of total shares in issue 0.00% of represented shares
Number of abstentions	999 938	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 910 807 979	74.489% of total shares in issue 99.965% of represented shares

4 Discharge

The Chairman brings the next agenda item up for discussion.

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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 4:

Number of votes against	30 664 740	0.784% of total shares in issue 1.053% of represented shares
Number of abstentions	7 309 477	0.187% of total shares in issue 0.251% of represented shares
Number of votes in favour	2 873 833 790	73.542% of total shares in issue 98.695% of represented shares

5 Reappointment and appointment of members to the Supervisory Board

The Chairman brings the next items up for discussion.

(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. Booysen, 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 nominees for reappointment and appointment, as the case may be, as member of the Supervisory Board are: 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. Booysen, 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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(b):

Number of votes against	579 321 053	14.825% of total shares in issue 19.895% of represented shares
Number of abstentions	999 929	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 873 833 790	73.542% of total shares in issue 98.695% of represented shares

(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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(c):

Number of votes against	182 640 853	4.673% of total shares in issue 6.272% of represented shares
Number of abstentions	999 929	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 728 167 225	74.933% of total shares in issue 93.693% of represented shares

(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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(d):

Number of votes against	210 894 339	5.396% of total shares in issue 7.242% of represented shares
Number of abstentions	999 929	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 699 913 739	69.092% of total shares in issue 92.722% of represented shares

(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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(e):

Number of votes against	641 994 340	16.428% of total shares in issue 22.047% of represented shares
Number of abstentions	9 994 185	0.255% of total shares in issue 0.343% of represented shares
Number of votes in favour	2 259 819 482	57.829% of total shares in issue 77.608% of represented shares

(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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(f):

Number of votes against	2 512 060	0.064% of total shares in issue 0.086% of represented shares
Number of abstentions	999 938	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 908 296 009	74.424% of total shares in issue 99.879% of represented shares

(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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(g):

Number of votes against	193 304 222	4.946% of total shares in issue 6.638% of represented shares
Number of abstentions	999 929	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 717 503 856	69.542% of total shares in issue 93.327% of represented shares

(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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(h):

Number of votes against	202 551 923	5.183% of total shares in issue 6.956% of represented shares
Number of abstentions	999 929	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 708 256 155	69.305% of total shares in issue 93.009% of represented shares

(i) Appointment as member of the Supervisory Board of Mr 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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(i):

Number of votes against	223 179 861	5.711% of total shares in issue 7.664% of represented shares
Number of abstentions	999 929	0.025% of total shares in issue 0.034% of represented shares
Number of votes in favour	2 687 628 217	68.777% of total shares in issue 92.301% of represented shares

(j) Reappointment as member of the Supervisory Board of 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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(j):

Number of votes against	10 351 992	0.264% of total shares in issue 0.355% of represented shares
Number of abstentions	6 748 402	0.172% of total shares in issue 0.231% of represented shares
Number of votes in favour	2 894 707 613	99.412% of total shares in issue 74.077% of represented shares

(k) Reappointment 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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(k):

Number of votes against	518 737	0.017% of total shares in issue 0.013% of represented shares
Number of abstentions	6 748 402	0.231% of total shares in issue 0.172% of represented shares
Number of votes in favour	2 904 540 868	99.750% of total shares in issue 74.328% of represented shares

(l) Appointment 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.

The Chairman establishes that the proposal has been adopted. The voting results are as follows:

Voting results for agenda item 5(l):

Number of votes against	90	0.00% of total shares in issue 0.00% of represented shares
Number of abstentions	6 748 402	0.231% of total shares in issue 0.172% of represented shares
Number of votes in favour	2 905 059 515	99.768% of total shares in issue 74.342% of represented shares

6 Any other business

There being no other business before the meeting.

7 Closing

The Chairman thanks the Management Board, the Supervisory Board and all shareholders present for attending the meeting and thanks the staff of Computershare Netherlands for their assistance with the meeting.

The Chairman thanks the retiring Supervisory Board members, Mr D.C. Brink, Mr J.F. Mouton and Mr P.D.J. van den Bosch for their valued commitment and congratulates and welcomes Dr J. van Zyl and Adv J.D. Wiese on their appointment as members of the Supervisory Board.

He also thanks the representatives from Linklaters, Amsterdam and Deloitte Accountants B.V. for attending the meeting.

He also thanks the Company Secretary for the arrangements made in regard to the meeting.

The Chairman closes the meeting.

(Signature page follows)

Signature Page

Chairman	**Secretary**
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