

ANNUAL GENERAL MEETING OF

Steinhoff International Holdings N.V.

TUESDAY, 14 MARCH 2017

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

Meeting Rooms 24 and 25 on the 2nd Floor

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 the Annual General Meeting of shareholders (the “**AGM**”) of Steinhoff International Holdings N.V. (the “**Company**” or “**Steinhoff**”), to be held at 12.00 pm CET on Tuesday, 14 March 2017 in Meeting Rooms 24 and 25 on the 2nd Floor 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. Abridged CV of each of the proposed members of the Supervisory Board
4. General information
5. Instructions and documents for participation and voting at the AGM

We confirm the appointment by the Supervisory Board of the Company of Dr CH Wiese to act as Chairman of the AGM.

Steinhoff International Holdings N.V.

The Management Board

TUESDAY, 14 MARCH 2017

Meeting Rooms 24 and 25 on the 2nd Floor, Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol Airport, Municipality of Haarlemmermeer, The Netherlands

- **AGENDA**

Agenda items 2, 3, 5 and 9(a) are solely for discussion and will not be put to a vote

- 1 Opening
- **Review 2016**
 - 2 Report of the Management Board for the financial year 2016 (**No Vote**)
 - 3 Explanation of the implementation of the remuneration policy of the Management Board (**No Vote**)
 - 4 Proposal to adopt the 2016 financial statements (**Resolution**)
 - 5 Explanation of policy on additions to reserves and dividends (**No Vote**)
 - 6 Proposal to determine dividend for the financial year 2016 (**Resolution**)
 - **Discharge of Liabilities**
 - 7 Proposal for discharge of liabilities of the members of the Management Board (**Resolution**)
 - 8 Proposal for discharge of liabilities of the members of the Supervisory Board (**Resolution**)
 - **Composition of the Supervisory Board**
 - 9 Proposal for appointment of J Naidoo and reappointment of C.E. Daun, B.E. Steinhoff and C.H. Wiese as members to the Supervisory Board (**Resolution**)
 - 10 Proposal to establish the remuneration of the members of the Supervisory Board for the 2017 financial year (**Resolution**)
 - **Shares**
 - 11 Authorisation of Management Board to issue shares (**Resolution**)
 - 12 Authorisation of Management Board to limit or exclude pre-emption rights (**Resolution**)
 - 13 Authorisation of Management Board to acquire shares (**Resolution**)
 - **Other Corporate Affairs**
 - 14 Proposal to appoint external auditor for the financial year 2017 (**Resolution**)
 - **General**
 - 15 Any other business
 - 16 Closing

EXPLANATORY NOTES TO THE AGENDA

(1) **Opening**

(2) **Report of the Management Board for the financial year 2016 (No Vote)**

This agenda item comprises an account of the financial year 2016 (ending on 30 September 2016), including the report by the Supervisory Board.

At the extraordinary general meeting of shareholders on 30 May 2016, it was decided to amend the financial year of the Company so that the Company's financial year shall 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. As a result, the Company's financial year 2016 was extended and ended on 30 September 2016. Any reference to reporting period at this general meeting of shareholders shall therefore include a 15 month period from 1 July 2015 up to and including 30 September 2016.

(3) **Explanation of the implementation of the remuneration policy of the Management Board (No Vote)**

In accordance with Section 2:135 paragraph 5a of the Dutch Civil Code, the Company's remuneration policy is dealt with and explained as a separate agenda item.

The Company's remuneration policy was adopted at the general meeting of shareholders on 1 December 2015 and a copy is made available in the Company's 2016 Annual Report at pages 64 to 71 thereof.

This agenda item provides for a discussion on the implementation of the remuneration policy for the financial year 2016 (ending on 30 September 2016) as outlined in the Company's 2016 financial statements.

(4) **Proposal to adopt the 2016 financial statements (Resolution)**

It is proposed to the general meeting of shareholders to adopt the 2016 financial statements of the Company.

Under this agenda item the auditor will give a short explanation on the audit of the Company's 2016 financial statements.

Typesetting correction of note 27.4 – Operating lease commitments, on page 134 of the Steinhoff International Holdings N.V. Annual report 2016:

Shareholders are advised that it has come to the attention of the Management Board that a line was inadvertently removed from note 27.4 during typesetting of the report and that the "Total" of note 27.4 was presented alongside the description "Thereafter". Shareholders are hereby notified that the Company has corrected this error on the relevant page (Erata) of the Annual Report, a copy of which is available on the Company's website.

(5) **Explanation of policy on additions to reserves and dividends (No Vote)**

In accordance with the Dutch Corporate Governance Code, the Company's policy on profit and reserves is dealt with and explained as a separate agenda item.

Each financial year, the Management Board, with the approval of the Supervisory Board, determines which part of the profit will be appropriated to increase the Company's reserves. The allocation of profit then remaining shall be at the disposal of the general meeting of shareholders.

The Company intends to target a profit distribution pay-out ratio in line with listed international retailers from time to time, taking into account the composition of the group's investments and business activities, provided that the Company's business remains stable.

This policy has resulted in the proposal under agenda item 6.

(6) Proposal to determine dividend for the financial year 2016 (Resolution)

Each financial year, the Management Board, with the approval of the Supervisory Board, determines the apportionment of profit to reserves.

Taking into account the Company's policy on profit and reserves as set out under agenda item 5 hereto, it is proposed to the general meeting of shareholders to determine the total dividend for the financial year 2016 at EUR 0.15 (fifteen eurocents) per ordinary share.

Taking into account the interim dividend of EUR 0.12 (twelve eurocents) (based on the adjusted diluted earnings per Steinhoff ordinary share of EUR 29.5 for the 12 month period ended on 30 June 2016, as announced by the Company on 7 September 2016) declared on 15 November 2016 and paid to shareholders on 6 December 2016, the final dividend will therefore, following adoption, amount to EUR 0.03 (three eurocents) per ordinary share. This amount shall be payable, on 20 March 2017, in cash through the clearing systems to shareholders registered as such after the close of trading on Friday, 17 March 2017 (the "Dividend Record Date").

The last day to trade in Steinhoff shares in order to ensure that the purchaser is registered as a shareholder on the Record Date will be as follows:

- Tuesday, 14 March 2017 for shares traded on the Frankfurt Stock Exchange (the "FSE"). Shares held on the FSE will commence trading ex-entitlement with the commencement of trade on Wednesday, 15 March 2017; and
- Monday, 13 March 2017 for shares traded on the Johannesburg Stock Exchange operated by the JSE Limited (the "JSE"). Shares held on the JSE will commence trading ex-entitlement with the commencement of trade on Tuesday, 14 March 2017.

The Euro amount will be distributed to shareholders holding their Steinhoff ordinary shares on the FSE and for shareholders who hold their Steinhoff ordinary shares on the JSE will be exchanged and paid in South African Rand. The ZAR equivalent for shares traded on the JSE will be announced on Monday, 6 March 2017.

Note: As a result of different settlement periods applied by the FSE (T+2) and JSE (T+3), the last day to trade in each jurisdiction falls on different dates, but the Record Date is aligned. Between the date of this meeting and the payment date (20 March 2017) there will be an embargo on transfers between the two settlement systems, being Clearstream for the FSE and Strate for the JSE.

Dividends Withholding Tax: The dividend will be payable in Euro. As the Company is a South African Tax Resident, the dividend will be subject to a South African dividends' withholding tax at a dividend tax rate of 15%, unless the relevant shareholder is exempt from South African dividend tax or is entitled to a reduced rate in terms of the applicable double tax agreement. The Company's South African income tax reference number is 9088/208/229. If shareholders are uncertain as to the tax treatment, they should consult their own tax advisors.

(7) **Proposal for discharge of liabilities of the members of the Management Board (Resolution)**

It is proposed to the general meeting of shareholders to discharge the members of the Management Board in office during the financial year that ended 30 September 2016, from all liability in relation to the exercise of their duties for such financial year ended 30 September 2016, to the extent that the exercise of such duties is apparent from the 2016 financial statements or has otherwise been disclosed to the general meeting of shareholders.

(8) **Proposal for discharge of liabilities of the members of the Supervisory Board (Resolution)**

It is proposed to the general meeting of shareholders to discharge the members of the Supervisory Board in office during the financial year that ended 30 September 2016, from all liability in relation to the exercise of their duties for such financial year ended 30 September 2016, to the extent that the exercise of such duties is apparent from the 2016 financial statements or has otherwise been disclosed to the general meeting of shareholders.

(9) **Proposal for appointment of J Naidoo and reappointment of C.E. Daun, B.E. Steinhoff and C.H. Wiese as members to the Supervisory Board (Resolution)**

At the extraordinary general meeting of shareholders of 30 May 2016 and under the terms of the rotation schedule adopted thereat, each of Mr C.E. Daun, Mr B.E. Steinhoff and Dr C.H. Wiese were reappointed as members of the Supervisory Board for a one year term.

The following appointments and reappointments are therefore proposed:

- (a) Notification of non-binding nominations by the Supervisory Board of Mr J. Naidoo, Mr C.E. Daun, Mr B.E. Steinhoff and Dr C.H. Wiese (**No Vote**).

In accordance with the Company's articles of association and the regulations of the Supervisory Board, the Supervisory Board nominated Messrs C.E. Daun, B.E. Steinhoff and Dr C.H. Wiese, being eligible, for reappointment as members of the Supervisory Board and the Supervisory board further nominated Mr J. Naidoo for appointment as a member of the Supervisory Board, subject to rotation and 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 Mr C.E. Daun as member of the Supervisory Board, in accordance with the nomination by the Supervisory Board, for a term that runs with effect from the end of his current term until the close of the AGM to be held in 2018.

- (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 Mr B.E. Steinhoff as member of the Supervisory Board, in accordance with the nomination by the Supervisory Board, for a term that runs with effect from the end of his current term until the close of the AGM to be held in 2018.

- (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 Dr C.H. Wiese as member of the Supervisory Board, in accordance with the nomination by the

Supervisory Board, for a term that runs with effect from the end of his current term until the close of the AGM to be held in 2018.

(e) Appointment as member of the Supervisory Board of Mr. J. Naidoo (**Resolution**)

It is proposed to the general meeting of shareholders to appoint as member of the Supervisory Board Mr J. Naidoo, for a term that runs with effect from the conclusion of this general meeting of shareholders until the close of the AGM to be held in 2021.

A copy of the proposed Supervisory Board rotation schedule, to be adopted pursuant to the passing of the resolutions in 9(b), 9(c), 9(d) and 9(e) above, is available on the Company's website.

(10) **Proposal to establish the remuneration of the members of the Supervisory Board (Resolution)**

It is proposed that the General Meeting of Shareholders establishes the proposed remuneration of the members of the Supervisory Board for the financial year 2017 (ending on 30 September 2017) as follows:

| Proposed remuneration for the members of the Supervisory Board for the financial year 2017 | EURO |
|---|-------------|
| Chairman of the Supervisory Board | 300,000 |
| Deputy-Chairman of the Supervisory Board | 200,000 |
| Member of the Supervisory Board | 100,000 |
| Chairman of the Audit and Risk Committee | 50,000 |
| Member of the Audit and Risk Committee | 25,000 |
| Chairman of the Nomination Committee | 20,000 |
| Member of the Nomination Committee | 10,000 |
| Chairman of the Human Resources and Remuneration Committee | 30,000 |
| Member of the Human Resources and Remuneration Committee | 20,000 |

The proposed remuneration for the members of the Supervisory Board has been determined with reference to competitors and peer companies as well as the retention and attraction of high-calibre individuals as supervisory directors. The proposed remuneration is not linked to Steinhoff's share price or performance. The levels of fees are set by reference to the responsibilities assumed by the supervisory directors in chairing the board and in chairing or participating in its committees. Supervisory directors do not qualify for shares in terms of the group's share incentive schemes.

(11) **Authorisation of Management Board to issue shares (Resolution)**

(a) On 1 December 2015, the general meeting of shareholders authorised the Management Board to issue ordinary shares and grant rights to subscribe for ordinary shares, in summary, subject to the following conditions / limitations:

- (i) up to 10% of the total nominal issued share capital of the Company, which authorisation may be used for all purposes – including, the granting of stock options, financing of mergers and acquisitions and issuing new convertible bonds; plus
- (ii) up to an additional 10% of the total nominal issued share capital of the Company, which authorisation may only be used in connection with or on the occasion of mergers & acquisitions and strategic alliances.

The total numbers of ordinary shares remaining under the authority granted to the Management Board by shareholders in general meeting on 1 December 2015 are:

- (i) 379,107,318 ordinary shares under the authority referred to in 11(a)(i) above;
- (ii) 11,263,864 ordinary shares under the authority referred to in 11(a)(ii) above.

- (b) The proposal to issue ordinary shares and grant rights to subscribe for ordinary shares is intended to enable the Company to comply with current obligations assumed under the various share incentive schemes administered by the group and in relation to the continued implementation of share incentive schemes and further, to enable the management board to allot and issue such ordinary shares to such person(s) and on such terms and conditions as the directors may in their sole discretion determine, in relation to financing of the company or in the event of mergers, acquisitions and/or strategic partnerships.

The Management Board, with the approval of the Supervisory Board, proposes that the general meeting of shareholders authorise the Management Board the authority to issue ordinary shares and to grant rights to subscribe for ordinary shares subject to the following conditions / limitations:

- (i) up to 10% (ten per cent.) of the total nominal issued share capital of the Company at the date of the present general meeting of shareholders, which authorisation may be used for all purposes – including, the granting of stock options, financing of mergers and acquisitions and issuing new convertible bonds; plus
- (ii) up to an additional 10% (ten per cent.) of the total nominal issued share capital of the Company at the date of the present general meeting of shareholders, which authorisation may only be used in connection with or on the occasion of mergers and acquisitions and strategic alliances.

The Management Board will determine the issue price and other conditions upon each issue. Each of the foregoing authorisations will be valid for a period of up to 18 (eighteen) months from the date of this general meeting of shareholders. If these authorisations are used during the aforementioned 18 (eighteen) month period, then the Management Board shall, with the approval of the Supervisory Board, propose to the general meeting of shareholders that the Management Board is designated with additional authorities so that, as of the date of that general meeting of shareholders, the ability to issue or grant is restored back to the (up to) 10% level for each of the purposes set out above.

The proposed authorisation shall be without prejudice to any of the other authorisations granted to the Management Board by the general meeting of shareholders on 1 December 2015 (See Prospectus to shareholders dated 19 November 2015, available on the Company's website).

(12) **Authorisation of Management Board to limit or exclude pre-emption rights (Resolution)**

The Management Board, with the approval of the Supervisory Board, proposes that the general meeting of shareholders authorise the Management Board to limit or exclude any pre-emption rights in relation to the issue of ordinary shares or the granting of rights to subscribe for ordinary shares. The proposal is made in accordance with article 2:96a, paragraph 6 of the Dutch Civil Code. This authorisation is limited to the number of shares that the Management Board is authorised to issue on the basis of the authorisation referred to under agenda item 11. In accordance with the agenda item 11, this proposal is limited to 18 (eighteen) months from the date of this general meeting of shareholders.

Pursuant to our articles of association, if less than one-half of the Company's issued capital is present or represented at the meeting, this proposal can only be adopted with a majority of at least two-thirds of the votes cast. If more than one-half of the issued capital is present or represented, a simple majority is sufficient to adopt this proposal.

The proposed authorisation shall be without prejudice to any of the other authorisations granted to the Management Board by the general meeting of shareholders on 1 December 2015 (See Prospectus to shareholders dated 19 November 2015, available on the Company's website).

(13) **Authorisation of Management Board to acquire shares (Resolution)**

On 1 December 2015, the general meeting of shareholders authorised the Management Board to acquire fully paid-up ordinary shares. This authorisation is limited to 20% of the Company's issued share capital of the company and valid for a period of 18 (eighteen) months.

The Management Board, with the approval of the Supervisory Board, proposes that the general meeting of shareholders authorise the Management Board for a period of 18 (eighteen) months from the date of this general meeting of shareholders to acquire shares in the capital of the Company. The proposal is made in accordance with article 2:98, paragraph 4 of the Dutch Civil Code. Shares may be acquired at the stock exchange or otherwise, at a price for ordinary shares between nominal value and 110% of the opening price on the Frankfurt Stock Exchange at the date of the acquisition. Shares may be acquired up to 20% (twenty per cent.) of the issued share capital at the date of acquisition.

The purpose of this proposal is to give the Management Board the flexibility to repurchase its own shares e.g. to reduce the Company's outstanding share capital in order to return capital to the Company's shareholders as part of a share buy-back program or otherwise, to service share options granted or to cover obligations under share-based compensation plans or for other purposes.

The proposed authorisation shall be without prejudice to any of the other authorisations granted to the Management Board by the general meeting of shareholders on 1 December 2015. (See Prospectus to shareholders dated 19 November 2015, available on the Company's website.)

The proposed authorisation, following adoption, replaces the current authorisation to acquire shares granted to the Management Board on 1 December 2015. The current authorisation shall then no longer be utilised.

(14) **Proposal to appoint external auditor for the financial year 2017 (Resolution)**

Deloitte Accountant's B.V., as appointed by the Supervisory Board, has audited our 2016 financial statements.

It is proposed to the general meeting of shareholders to reappoint Deloitte Accountants B.V. as the Company's external auditor for the financial year 2017 (ending on 30 September 2017), with Patrick Seinstra as Nominated Audit Partner.

(15) **Any other business**

(16) **Closing**

GENERAL INFORMATION

Meeting documents

The Agenda and explanatory notes thereto, as well as the *curriculum vitae* of the proposed members of the Supervisory Board and the proposed Supervisory Board rotation schedule, to be adopted by the Supervisory Board on 14 March 2017, 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, 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 SJ 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 AGM are shareholders registered as such on Tuesday, 14 February 2017 (the "**Record Date**") in the register of shareholders kept by the Management Board after all debit and credit entries have been made on the Record Date, regardless of whether the shares in the Company (the "**Shares**") are still held by them at the date of the AGM, provided that such shareholders have registered themselves in the manner specified below.

Attendance and voting in respect of securities held on Frankfurt Stock Exchange

A persons holding securities with a beneficial entitlement to Shares ("**Securities**") that are held for his/her benefit by PLC Nominees (Pty) Limited (the "**Nominee**"), who wish to attend the AGM, either in person or by proxy (please note proxy instructions below), should instruct his/her intermediary to issue a statement confirming his/her holding of Securities (including name, address and the number of Securities held on the Record Date). Such Statements must be submitted by no later than 11.00 a.m. CET on Wednesday, 8 March 2017 to Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 München, 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 foregoing will receive an attendance card issued in his/her name (the "**Attendance Card**"). Such holder of the Securities (or his or 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 AGM in order to gain access.

The Nominee is reflected as the holder of the Shares in the register of shareholders. The Nominee is required to vote the relevant Shares in accordance with the instructions of a holder of Securities who wishes to exercise voting rights in respect of the Shares to which his/her Securities relate or must grant the relevant holder of Securities a proxy to vote on its behalf in respect of the relevant Shares. In order to communicate these voting instructions to the Nominee, or to obtain a proxy from the Nominee, holders of Securities will need to follow the directions provided by their intermediary.

Attendance and voting in respect of Shares held on the Johannesburg Stock Exchange

A holder of Shares in "own name" may attend the AGM and vote thereat in person. If he/she does not wish to or is unable to attend the AGM, but wishes to be represented thereat, he/she must complete a proxy form and submit same in accordance with the instructions below.

A holder of Shares other than in own name, who wishes to attend the AGM, 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) to attend the AGM 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 meeting must be used to qualify for attendance to the AGM and must be produced, with identification, at the registration desk upon arrival at the AGM.

A holder of Shares other than in “own name”, who does not wish to or is unable to attend the AGM, but wishes 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 AGM, 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 not later than 11.00 a.m. CET on Wednesday, 8 March 2017. 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
(PO Box 122, Stellenbosch, 7599)
Telefax: +27 21 808 0794
Attention: SJ Grobler

Transfer Secretaries:

Rosebank Towers, 15 Biermann Avenue,
Rosebank 2196, 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 Tuesday, 14 March 2017. 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.