



STEINHOFF SERVICES LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1983/006201/06)

unconditionally and irrevocably guaranteed by

STEINHOFF INTERNATIONAL HOLDINGS N.V.

(Incorporated in the Netherlands with registration number 63570173)

STEINHOFF INVESTMENT HOLDINGS LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1954/001893/06)

STEINHOFF AFRICA HOLDINGS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1969/015042/07)

AINSLEY HOLDINGS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1964/010191/07)

PEPKOR HOLDINGS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 2003/020009/07)

Issue of ZAR700,000,000 Floating Rate Notes due 3 December 2018

Under its ZAR15,000,000,000 Domestic Medium Term Note Programme

This amended and restated applicable pricing supplement dated 15 December 2016 (the **Applicable Pricing Supplement**) must be read in conjunction with the Programme Memorandum, dated 15 December 2016, prepared by Steinhoff Services Limited in connection with the Steinhoff Services Limited ZAR15,000,000,000 Domestic Medium Term Note Programme, as amended and/or supplemented from time to time (the **Programme Memorandum**).

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed “*Terms and Conditions of the Notes*”.

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

PARTIES

- | | | |
|----|--------------|--|
| 1. | Issuer | Steinhoff Services Limited |
| 2. | Guarantors | Steinhoff International Holdings N.V.
Steinhoff Investment Holdings Limited
Steinhoff Africa Holdings Proprietary Limited
Ainsley Holdings Proprietary Limited
Pepkor Holdings Proprietary Limited |
| 3. | Dealer | N/A |
| 4. | Manager | N/A |
| 5. | Debt Sponsor | The Standard Bank of South Africa Limited,
acting through its Corporate and Investment
Banking division |

6.	Paying Agent	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
	Specified Address	25 Sauer Street, Johannesburg, 2001
7.	Calculation Agent	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
	Specified Address	25 Sauer Street, Johannesburg, 2001
8.	Transfer Agent	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
	Specified Address	25 Sauer Street, Johannesburg, 2001

PROVISIONS RELATING TO THE NOTES

9.	Status of Notes	Senior Unsecured
10.	Form of Notes	The Notes in this Tranche are issued in uncertificated form and held by the CSD
11.	Series Number	70
12.	Tranche Number	1
13.	Aggregate Nominal Amount:	
	(a) Series	ZAR700,000,000
	(b) Tranche	ZAR700,000,000
14.	Interest	Interest-bearing
15.	Interest Payment Basis	Floating Rate
16.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
17.	Issue Date	3 December 2015
18.	Nominal Amount per Note	ZAR1,000,000
19.	Specified Denomination	ZAR1,000,000
20.	Specified Currency	ZAR
21.	Issue Price	100%
22.	Interest Commencement Date	3 December 2015
23.	Maturity Date	3 December 2018
24.	Applicable Business Day Convention	Following Business Day
25.	Final Redemption Amount	100% of Nominal Amount
26.	Last Day to Register	By 17h00 on 21 February, 23 May, 23 August and 22 November in each year until the Maturity Date
27.	Books Closed Period(s)	The Register will be closed from 22 February to 2 March, from 24 May to 2 June, from 24 August to 2 September and from 23 November to 2 December (all dates inclusive) in each year until the Maturity Date

28.	Default Rate	N/A
	FIXED RATE NOTES	N/A
	FLOATING RATE NOTES	
29.	(a) Floating Interest Payment Date(s)	3 March, 3 June, 3 September and 3 December, of each year until the Maturity Date with the first Interest Payment Date being 3 March 2016
	(b) Interest Period(s)	From and including the applicable Interest Payment Date and ending on but excluding the following Interest Payment Date, the first Interest Period commencing on 3 December 2015 and ending the day before the next Interest Payment Date
	(c) Definition of Business Day (if different from that set out in Condition 1) (<i>Interpretation</i>)	N/A
	(d) Minimum Rate of Interest	N/A
	(e) Maximum Rate of Interest	N/A
	(f) Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision)	N/A
30.	Manner in which the Rate of Interest is to be determined	Screen Rate Determination
31.	Margin	165 basis points to be added to the relevant Reference Rate
32.	If ISDA Determination	
	(a) Floating Rate	N/A
	(b) Floating Rate Option	N/A
	(c) Designated Maturity	N/A
	(d) Reset Date(s)	N/A
	(e) ISDA Definitions to apply	N/A
33.	If Screen Rate Determination:	
	(a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 Month JIBAR
	(b) Interest Rate Determination Date(s)	3 March, 3 June, 3 September and 3 December, of each year until the Maturity Date with the first Interest Rate Determination Date being 30 November 2015
	(c) Relevant Screen Page and Reference Code	Reuters page 0#SFXmm: or successor page
34.	If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Rate Determination, insert basis for determining Rate of	N/A

	Interest/Margin/ Fallback provisions	
35.	Calculation Agent responsible for calculating amount of principal and interest	N/A
	ZERO COUPON NOTES	N/A
	PARTLY PAID NOTES	N/A
	INSTALMENT NOTES	N/A
	MIXED RATE NOTES	N/A
	INDEX-LINKED NOTES	N/A
	DUAL CURRENCY NOTES	N/A
	EXCHANGEABLE NOTES	N/A
	OTHER NOTES	N/A
	PROVISIONS REGARDING REDEMPTION/MATURITY	
36.	Redemption at the Option of the Issuer:	Yes
	If yes:	
	(a) Optional Redemption Date	On any Interest Payment Date prior to the Maturity Date
	(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	100% of Nominal Amount plus accrued interest
	(c) Minimum period of notice (if different from Condition 11.3 (<i>Redemption at the Option of the Issuer</i>))	Notice in terms of Condition 11.3 (<i>Redemption at the Option of the Issuer</i>) applies.
	(d) If redeemable in part:	
	Minimum Redemption Amount(s)	ZAR25,000,000, in integral multiples of ZAR5,000,000
	Higher Redemption Amount(s)	N/A
	(e) Other terms applicable on redemption	N/A
37.	Redemption at the Option of the Senior Noteholders:	N/A

38.	Redemption in the event of a Change of Control at the election of Noteholders pursuant to Condition 11.5 (<i>Redemption in the event of a Change of Control</i>) or any other terms applicable to a Change of Control	Yes
39.	Redemption in the event of a failure to maintain JSE Listing or Rating at the election of Noteholders pursuant to Condition 11.6 (<i>Redemption in the event of a failure to maintain JSE Listing or Rating</i>)	Yes
40.	Early Redemption Amount(s) payable on redemption for taxation reasons pursuant to Condition 11.2 (<i>Redemption for Tax Reasons</i>), on redemption at the option of the Issuer pursuant to Condition 11.3 (<i>Redemption at the Option of the Issuer</i>), on redemption at the option of the Senior Noteholders pursuant to Condition 11.4 (<i>Redemption at the Option of Senior Noteholders</i>), on an Event of Default pursuant to Condition 17 (<i>Event of Default</i>), on a Change of Control pursuant to Condition 11.5 (<i>Redemption in the event of a Change of Control</i>) or in relation to a failure to maintain a JSE listing and/or Rating pursuant to Condition 11.6 (<i>Redemption in the event of a failure to maintain JSE Listing and/or Rating</i>) (if required or if different from that set out in Condition 11.7 (<i>Early Redemption Amounts</i>)).	No
	If yes:	
	(a) Amount payable; or	N/A
	(b) Method of calculation of amount payable	N/A
GENERAL		
41.	Financial Exchange	N/A
42.	Additional selling restrictions	N/A
43.	ISIN No.	ZAG000131988
44.	Stock Code	SHS29U
45.	Stabilising manager	N/A
46.	Provisions relating to stabilisation	N/A
47.	Method of distribution	Private Placement
48.	Credit Rating assigned to Steinhoff International Holdings N.V. (as the Guarantor)	Baa3, as at 7 December 2015, rating reviewed annually

49.	Applicable Rating Agency	Moody's Investors Service, Inc.
50.	Governing law (if the laws of South Africa are not applicable)	N/A
51.	Other provisions	N/A

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS IN RELATION TO THIS ISSUE OF NOTES

52. Paragraph 3(5)(a)
The “*ultimate borrower*” (as defined in the Commercial Paper Regulations) is the Issuer.
53. Paragraph 3(5)(b)
The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.
54. Paragraph 3(5)(c)
The auditor of the Issuer is Deloitte & Touche.
55. Paragraph 3(5)(d)
As at the date of this issue:
- (i) the Issuer has issued ZAR6,150,000,000 (exclusive of this issue) Commercial Paper (as defined in the Commercial Paper Regulations) (which amount includes Notes issued under the Previous Programme Memoranda); and
 - (ii) the Issuer estimates that it may issue ZAR2,000,000,000 of Commercial Paper during the current financial year, ending 30 June 2016.
56. Paragraph 3(5)(e)
All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.
57. Paragraph 3(5)(f)
There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.
58. Paragraph 3(5)(g)
The Notes issued will be unlisted.
59. Paragraph 3(5)(h)
The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.
60. Paragraph 3(5)(i)
The obligations of the Issuer in respect of the Notes are guaranteed in terms of the Guarantee provided by the Guarantors but are otherwise unsecured.
61. Paragraph 3(5)(j)
Deloitte & Touche, the statutory Auditor of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes issued under the Programme will not comply in all material respects with the relevant provisions of the Commercial Paper Regulations.

Responsibility:

The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case) the information contained in this Applicable Pricing Supplement is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made.

This Applicable Pricing Supplement contains all information required by law.
The authorised Programme Amount of ZAR15,000,000,000 has not been exceeded.
Application will not be made to list this issue of Notes.

SIGNED at _____ on this _____ day of _____ 2016.

For and on behalf of

STEINHOFF SERVICES LIMITED

Name:
Capacity: Director
Who warrants his/her authority hereto

Name:
Capacity: Director
Who warrants his/her authority hereto