AMENDED AND RESTATED APPLICABLE PRICING SUPPLEMENT

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 ZAR250,000,000 Senior Unsecured Fixed Rate Notes due 29 June 2017

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; and Pepkor Holdings Proprietary Limited.
3.	Dealer	Rand Merchant Bank, a division of FristRand Bank Limited
4.	Managers	N/A

5.	Paying Agent	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
	Specified Address	5th Floor, Standard Bank Centre, 3 Simmonds Street, Johannesburg, 2001
6.	Calculation Agent	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
	Specified Address	5th Floor, Standard Bank Centre, 3 Simmonds Street, Johannesburg, 2001
7.	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

8.	Status of Notes	Senior Unsecured
9.	Form of Notes	The listed Notes in this Tranche are issued in uncertificated form and are held by the CSD
10.	Series Number	48
11.	Tranche Number	2
12.	Aggregate Nominal Amount:	
	(a) Series	ZAR421,000,000
	(b) Tranche	ZAR250,000,000
13.	Interest	Interest-bearing
14.	Interest Payment Basis	Fixed Rate
15.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
16.	Issue Date	11 September 2012
17.	Nominal Amount per Note	ZAR1,000,000
18.	Specified Denomination	ZAR1,000,000
19.	Specified Currency	ZAR
20.	Issue Price	104.29695 percent
21.	Interest Commencement Date	29 June 2012
22.	Maturity Date	29 June 2017
23.	Applicable Business Day Convention	Modified Following Business Day
24.	Final Redemption Amount	100 per cent of Nominal Amount
25.	Last Day to Register	by 17h00 on 18 June and 18 December,
26.	Books Closed Period(s)	The Register will be closed from each 19 June and 19 December in each year till the applicable Payment Date
27.	Default Rate	N/A

FIXED RATE NOTES		
28.	(a) Fixed Rate of Interest	8.75 percent. Per annum payable semi-annually in arrear
	(b) Fixed Interest Payment Date(s)	29 June and 29 December in each year up to and including the Maturity Date
	(c) Initial Broken Amount	N/A
	(d) Final Broken Amount	N/A
	(e) Determination Date(s)	29 June and 29 December in each year
	(f) Day Count Fraction	Actual/365
	(g) Any other terms relating to the particular method of calculating interest	N/A
FLOATING RATE NOTES		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		N/A
29.	Redemption at the Option of the Issuer	N/A
30.	Redemption at the Option of the Senior Noteholders	N/A
31.	Redemption in the event of a Change of Control at the election of Noteholders pursuant to Condition 11.5 (*Redemption in the event of a Change of Control*) or any other terms applicable to a Change of Control	Yes
32.	Redemption in the event of a failure to maintain JSE Listing or Rating at the election of Noteholders pursuant to Condition 11.6 (*Redemption in the event of a failure to maintain JSE Listing or Rating*)	Yes
33.	Early Redemption Amount(s) payable on redemption for taxation reasons pursuant to Condition 11.2 (*Redemption for Tax Reasons*), on redemption at the option of the Issuer pursuant to Condition 11.3 (*Redemption at the Option of the Issuer*), on redemption at the option of the Senior Noteholders pursuant to Condition 11.4 (*Redemption at the Option of Senior Noteholders*), on an Event of Default pursuant to Condition 17 (*Event of Default*), on a Change of Control pursuant to Condition 11.5	No

	(*Redemption in the event of a Change of Control*) or in relation to a failure to maintain a JSE listing and/or Rating pursuant to Condition 11.6 (*Redemption in the event of a failure to maintain JSE Listing and/or Rating*) (if required or if different from that set out in Condition 11.7 (*Early Redemption Amount*)).	
	If yes:	
	(a) Amount payable; or	N/A
	(b) Method of calculation of amount pay able	N/A

GENERAL

34.	Financial Exchange	The JSE Limited (Interest Rate Market*)*
35.	Additional selling restrictions	N/A
36.	ISIN No.	ZAG000096868
37.	Stock Code	SHS05
38.	Stabilising manager	N/A
39.	Provisions relating to stabilisation	N/A
40.	Method of distribution	Private Placement
41.	Credit Rating assigned to Steinhoff International Holdings N.V. (as Guarantor)	Baa3, as at 7 December 2015, rating reviewed annually
42.	Applicable Rating Agency	Moody's Investors Service, Inc.
43.	Governing law (if the laws of South Africa are not applicable)	N/A
44.	Other provisions	N/A

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

45. Paragraph 3(5)(a)

The "*ultimate borrower*" (as defined in the Commercial Paper Regulations) is the Issuer.

46. 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.

47. Paragraph 3(5)(c)

The auditor of the Issuer is Deloitte & Touche.

48. Paragraph 3(5)(d)

As at the date of this issue:

(i) the Issuer has issued ZAR2,967,000,000 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 ZAR1,000,000,000 of Commercial Paper during the current financial year, ending 30 June 2013.

49. 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.

50. 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.

51. Paragraph 3(5)(g)

The Notes issued will be listed.

52. 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.

53. 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.

54. Paragraph 3(5)(j)

Deloitte & Touche, the statutory auditors 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 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 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 and the debt listing requirements of the JSE.

The authorised Programme Amount of ZAR15,000,000,000 has not been exceeded.

Application was made to list this issue of Notes on 11 September 2012.

SIGNED at _____ on this _____ day of _____ 2016.

For and on behalf of
STEINHOFF SERVICES LIMITED

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