



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 as a public limited liability company under 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 ZAR468,000,000 Senior Unsecured Floating Rate Notes due 5 April 2020 (to be consolidated and form a single series with the existing issue of ZAR1,079,000,000 Senior Unsecured Floating Rate Notes due 5 April 2020)

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

This 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(s) | N/A |
| 4. | Manager | Investec Limited, acting through its Corporate and Institutional Banking division |

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, South Africa
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, South Africa
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, South Africa

PROVISIONS RELATING TO THE NOTES

9.	Status of Notes	Senior Unsecured
10.	Form of Notes	The Listed Notes in this Tranche are issued in uncertificated form and held by the CSD
11.	Series Number	71
12.	Tranche Number	2 (to be consolidated and form a single series with the existing issue of ZAR1,079,000,000 Senior Unsecured Floating Rate Notes due 5 April 2020)
13.	Aggregate Nominal Amount:	
	(a) Series	ZAR1,547,000,000
	(b) Tranche	ZAR468,000,000
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	31 May 2017
18.	Nominal Amount per Note	ZAR1,000,000
19.	Specified Denomination	ZAR1,000,000
20.	Specified Currency	ZAR
21.	Issue Price	101.39437%
22.	Interest Commencement Date	5 April 2017
23.	Maturity Date	5 April 2020
24.	Applicable Business Day Convention	Following Business Day

25.	Final Redemption Amount	100% of the Aggregate Nominal Amount
26.	Last Day to Register	By 17h00 on 25 March, 24 June, 25 September and 24 December of each year until the Maturity Date
27.	Books Closed Period(s)	The Register will be closed from 26 March to 4 April, 25 June to 4 July, 26 September to 4 October and from 27 December to 4 January (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)	5 April, 5 July, 5 October and 5 January of each year until the Maturity Date with the first Floating Interest Payment Date for this Tranche 2 being 5 July 2017
	(b) Interest Period(s)	From and including one Floating Interest Payment Date to but excluding the following Floating Interest Payment Date, with the first Interest Period, for this Tranche 2 of Notes, commencing on 5 April 2017 and ending the day before the next Floating 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	180 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	5 April, 5 July, 5 October and 5 January in each

	Date(s)	year until the Maturity Date, with the exception of the first Interest Rate Determination Date which is 31 March 2017
	(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 Interest/Margin/ Fallback provisions	N/A
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	No
37.	Redemption at the Option of the Senior Noteholders	No
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 and Rating at the election of Noteholders pursuant to Condition 11.6 (<i>Redemption in the event of a failure to maintain JSE Listing and 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	No

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 (*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 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 payable | N/A |

GENERAL

- | | | |
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| 41. | Financial Exchange | Interest Rate Market of the JSE |
| 42. | Additional selling restrictions | N/A |
| 43. | ISIN No. | ZAG000143207 |
| 44. | Stock Code | SHS30 |
| 45. | Stabilising manager | N/A |
| 46. | Provisions relating to stabilisation | N/A |
| 47. | Method of distribution | Private Placement |
| 48. | Rating assigned to Steinhoff International Holdings N.V. (as Guarantor) | Baa3, as at 11 August 2016, 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 ZAR6,342,000,000 Commercial Paper (excluding this issue) (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 (excluding this issue) of Commercial Paper during the current financial year, ending 30 September 2017.

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 listed.

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 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 and the Programme Memorandum. 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 and the Programme Memorandum 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 and the Programme Memorandum contains all information required by law and the debt listings requirements of the JSE.

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

Application was made to list Tranche 1 of these Notes on 5 April 2017. Application is hereby made to list Tranche 2 of these Notes on 31 May 2017.

SIGNED at _____ on this _____ day of _____ 2017

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