

Steinhoff International Holdings N.V.

REGULATIONS OF THE NOMINATION COMMITTEE

Adopted by the Supervisory Board on 1 December 2015

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1 Introduction

- 1.1 These regulations have been adopted by the Supervisory Board pursuant to clause 9.5 of the Regulations of the Supervisory Board.
- 1.2 The Nomination Committee is a standing committee of the Supervisory Board.
- 1.3 These regulations are complementary to the provisions regarding the Supervisory Board and its Committees as contained in applicable laws and regulations and the Articles.
- 1.4 The terms used in these regulations shall have the same meaning as ascribed thereto in the Regulations of the Supervisory Board, except where expressly indicated otherwise.

2 Responsibilities

The Nomination Committee shall be responsible for advising the Supervisory Board as well as preparing the decision-making of the Supervisory Board in relation to any of the responsibilities and proposed resolutions as referred to in clause 4.1 of these regulations.

3 Composition

- 3.1 The Nomination Committee shall consist of at least three (3) members.
- 3.2 All members of the Nomination Committee must be Supervisory Directors.
- 3.3 All members of the Nomination Committee, with the exception of not more than one (1) member, shall be independent within the meaning of clause 4.4 of the Regulations.
- 3.4 The members of the Nomination Committee shall be appointed and may be replaced at any time by the Supervisory Board.
- 3.5 The Supervisory Board shall appoint the Chairman as the chairman of the Nomination Committee.
- 3.6 The term of office of a member of the Nomination Committee will generally not be set beforehand. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and that of other Committees from time to time.
- 3.7 The Company Secretary shall act as secretary to the Nomination Committee.
- 3.8 In absence of the Company Secretary, his duties and powers under applicable laws, as well as these regulations or the Articles, or parts thereof, are exercised by his deputy, to be designated by the Management Board subject to approval of the Supervisory Board.

4 Duties and powers

- 4.1 The Nomination Committee has the following duties:
 - 4.1.1 to draft selection criteria and appointment procedures for Supervisory Directors and Managing Directors;
 - 4.1.2 to assess at least once (1) a year the size and composition of the Supervisory Board and the Management Board, and to make proposals for the Supervisory Board Profile and Supervisory Board Rotation Schedule;

- 4.1.3 to assess at least once (1) a year the functioning of individual Supervisory Directors and individual Managing Directors, and to report its findings to the Supervisory Board;
 - 4.1.4 to assess at least once (1) a year the size and composition of each Committee, and to make any recommendations to the Supervisory Board;
 - 4.1.5 as applicable, to make non-binding nominations for the (re)appointment of Managing Directors or Supervisory Directors or proposals for the suspension or dismissal of Managing Directors or Supervisory Directors, all with due observance of the provisions of the Articles;
 - 4.1.6 undertake an annual assessment of the functioning of the Nomination Committee, report these findings to the Supervisory Board; and
 - 4.1.7 to prepare the decision-making of the Supervisory Board in relation to any of the responsibilities and proposed resolutions as referred to in this clause 4.1.
- 4.2 When exercising its duties regarding the composition of the Management Board and the Supervisory Board, the Nomination Committee shall observe the criteria on the composition of the Management Board and the Supervisory Board as laid down in the Articles as well as in clause 3 of the regulations of the Management Board and clauses 3 and 4 of the Regulations, respectively.
- 4.3 The Nomination Committee shall be provided with the information it needs to perform its duties properly. The Nomination Committee may be assisted by experts, officers or other external advisors. The reasonable costs of such assistance shall be for the account of the Company, provided that the Management Board has granted its approval thereto, which shall unreasonable be withheld.
- 4.4 The Nomination Committee may only exercise such powers as are explicitly attributed or delegated to it by the Supervisory Board and may never exercise powers beyond those exercisable by the Supervisory Board as a whole. The Supervisory Board remains collectively responsible for decisions prepared by the Nomination Committee.

5 Meetings

- 5.1 The Nomination Committee shall meet as often as deemed necessary for the proper functioning of the Nomination Committee. The Nomination Committee shall meet at least once (1) each financial year. Meetings shall, as much as possible, be scheduled annually in advance. The Nomination Committee shall also meet earlier than scheduled if this is deemed necessary by the chairman of the Nomination Committee, the Company Secretary, the Management Board or the Supervisory Board.
- 5.2 Meetings of the Nomination Committee are in principle called by the chairman of the Nomination Committee, or the Company Secretary, in consultation with the chairman of the Nomination Committee. Save in urgent cases to be determined by the chairman of the Nomination Committee the agenda for a meeting shall be sent to all members of the Nomination Committee at least three (3) calendar days before the meeting. For each item on the agenda an explanation in writing shall be provided, where possible, and/or other related documentation will be attached.

- 5.3** The chairman of the Nomination Committee shall set the agenda and preside the meeting of the Nomination Committee and shall also ensure and actively promote the proper functioning of the Nomination Committee.
- 5.4** With due observance of these regulations, each member of the Nomination Committee has the right to request that a Nomination Committee meeting be called and/or that an item be placed on the agenda for a Nomination Committee meeting. The Company Secretary shall assist in relation thereto.
- 5.5** Meetings of the Nomination Committee may be held by means of an assembly of members of the Nomination Committee in a formal meeting or by conference call, video conference or by any other means of communication, provided that all members of the Nomination Committee participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.
- 5.6** The Nomination Committee shall decide if and when a Managing Director should attend its meetings. In addition, the head of the HR department of the Company and/or independent experts may be invited to attend meetings of the Nomination Committee. Each Supervisory Director may attend meetings of the Nomination Committee.
- 5.7** The meetings of the Nomination Committee shall be conducted in the English language.
- 5.8** The Company Secretary or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the proceedings at the meeting of the Nomination Committee. The minutes or report should provide insight into the decision-making process at the meeting. The minutes or report shall be adopted by the Nomination Committee at the same meeting or, if it is not possible to adopt the minutes in the same meeting, at the next meeting.
- 5.9** The Nomination Committee shall exercise utmost discretion when making written records of its deliberations and recommendations.

6 Decision Making

- 6.1** The Nomination Committee members shall endeavour to achieve that resolutions are, as much as possible, adopted unanimously.
- 6.2** Each Nomination Committee member has the right to cast one (1) vote.
- 6.3** The Nomination Committee may only adopt valid resolutions in a meeting if at least two (2) members of the Nomination Committee are present at the relevant meeting in person.
- 6.4** Where unanimity cannot be reached and applicable laws, the Articles or these regulations do not prescribe a larger majority, all resolutions of the Nomination Committee are adopted by a simple majority of the votes cast.
- 6.5** Resolutions of the Nomination Committee can be adopted either in or outside a meeting. In general, resolutions of the Nomination Committee are adopted in a Nomination Committee meeting.
- 6.6** A resolution of the Nomination Committee can be adopted in writing other than at a meeting, provided that the proposal concerned is submitted to all Nomination Committee members and none of them has objected to the relevant manner of adopting resolutions, as evidenced by written statements from all Nomination Committee members then in

office. In the next meeting of the Nomination Committee held after such consultation of Nomination Committee members, the chairman of that meeting shall set out the results of the consultation.

7 Reporting to the Supervisory Board

- 7.1** The Nomination Committee must inform the Supervisory Board in a clear and timely manner about the way it has used delegated powers and of major developments in the area of its responsibilities.
- 7.2** The Supervisory Board shall receive a report from the Nomination Committee of its deliberations and findings. The minutes of the meetings of the Nomination Committee shall be circulated among all Supervisory Directors as soon as possible after the relevant meeting.
- 7.3** If requested, the chairman of the Nomination Committee shall at meetings of the Supervisory Board provide the Supervisory Board with further information on the outcome of the discussions of the Nomination Committee.
- 7.4** All Supervisory Directors have unrestricted access to all records of the Nomination Committee.

8 Miscellaneous

- 8.1** The chairman of the Nomination Committee (or one of the other Nomination Committee members) shall be available to answer questions regarding the Nomination Committee's activities at the annual General Meeting.
- 8.2** The Nomination Committee, in consultation with the Chairman, may occasionally decide not to comply with these regulations, with due observance of applicable laws and regulations.
- 8.3** The Nomination Committee shall review and re-assess the adequacy of these regulations annually, report its assessment to the Supervisory Board and recommend, where appropriate, any proposed changes to the Supervisory Board.
- 8.4** The Supervisory Board can at all times amend these regulations and/or revoke any powers granted by it to the Nomination Committee.
- 8.5** Clauses 22.4 through 22.7 of the Regulations of the Supervisory Board shall apply by analogy to the Nomination Committee.
- 8.6** The Management Report shall state the composition of the Nomination Committee, the number of meetings held by the Nomination Committee and the main issues discussed at these meetings.
- 8.1** These regulations and the composition of the Nomination Committee shall be posted on the Company's website.

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