

Steinhoff International Holdings N.V.

REGULATIONS OF THE SUPERVISORY BOARD

Adopted by the Supervisory Board on 1 December 2015

Linklaters

Linklaters LLP
World Trade Centre Amsterdam
Zuidplein 180
1077 XV Amsterdam

Telephone (+31) 20 799 6200
Facsimile (+31) 20 799 6340

Ref L-221356

Table of Contents

| Contents | Page |
|--|-------------|
| 1 Introduction | 2 |
| 2 Duties and powers of the Supervisory Board | 2 |
| 3 Composition; (re)appointment; Supervisory Board Rotation Schedule..... | 3 |
| 4 Supervisory Board Profile..... | 4 |
| 5 Induction program, education and training..... | 6 |
| 6 Remuneration..... | 7 |
| 7 Chairman and Deputy-Chairman..... | 7 |
| 8 Company Secretary..... | 8 |
| 9 Committees | 8 |
| 10 Frequency, notice, agenda and venue of meeting..... | 9 |
| 11 Attendance of and admittance to meetings | 10 |
| 12 Chairman of the meeting; minutes or reports | 10 |
| 13 Decision-making | 10 |
| 14 Conflicts of interests | 11 |
| 15 Vacancy or inability to act..... | 12 |
| 16 Relation with the Management Board | 12 |
| 17 Relation with the External Auditor..... | 12 |
| 18 Relation with the Shareholders..... | 13 |
| 19 Relation with the works council | 13 |
| 20 Other positions | 13 |
| 21 Confidentiality..... | 14 |
| 22 Miscellaneous..... | 14 |
| Schedule List of definitions..... | 16 |

1 Introduction

- 1.1** These Regulations have been adopted by the Supervisory Board pursuant to article 25.5 of the Articles.
- 1.2** These Regulations are complementary to the provisions regarding the Supervisory Board and the Supervisory Directors as contained in applicable laws and regulations and the Articles.
- 1.3** The meaning of certain capitalised or uncapitalised terms used in these Regulations is set forth in the list of definitions attached as **Schedule**.

2 Duties and powers of the Supervisory Board

- 2.1** The Supervisory Board is charged with the supervision of the performance of duties by the Management Board as well as the general course of affairs of the Company and the business connected with it. The Supervisory Board is responsible for the corporate governance structure of the Company. The Supervisory Board is accountable for these matters to the General Meeting.
- 2.2** The Supervisory Board is itself responsible for the quality of its performance.
- 2.3** The Management Board shall provide the Supervisory Board in due time with the information required for the performance of its duties. The Supervisory Board shall assist the Management Board by giving advice.
- 2.4** In performing their duties, the Supervisory Directors shall act in accordance with the interests of the Company and the business connected with it, taking into consideration the interests of the Company's stakeholders.
- 2.5** The supervision of the Management Board by the Supervisory Board shall include, but is not limited to:
 - 2.5.1** achievement of the Company's objectives;
 - 2.5.2** the corporate strategy and risks inherent in the business activities;
 - 2.5.3** the structure and operation of the internal risk management and control systems;
 - 2.5.4** the financial reporting process;
 - 2.5.5** compliance with applicable laws and regulations;
 - 2.5.6** the relations with the Shareholders;
 - 2.5.7** the corporate social responsibility issues that are relevant to the Company; and
 - 2.5.8** handling and deciding on reported (potential) conflicts of interests.
- 2.6** The Supervisory Board shall discuss the corporate strategy and the main risks of the business, the result of the assessment by the Management Board of the structure and operation of the internal risk management and control systems, as well as any significant changes thereto at least once a year. The Supervisory Board report, as included in the Annual Accounts, shall make references to these discussions.

- 2.7** At least once a year the Supervisory Board shall, without the Management Board being present, discuss the functioning of the Supervisory Board, the Committees and that of individual Supervisory Directors, and the conclusions that must be drawn on the basis thereof. The desired profile, composition and competence of the Supervisory Board shall also be discussed. At least once a year the Supervisory Board shall also, without the Management Board being present, discuss the functioning of the Management Board as such and the functioning of its individual Managing Directors, and the conclusions that must be drawn on the basis thereof. The Supervisory Board report, as included in the Annual Accounts, shall state how the aforementioned evaluations have been carried out.
- 2.8** Upon reasonable prior notice to the Management Board, the Supervisory Board shall have access to the buildings and premises of the Company and shall be authorised to inspect the books, records and other data carriers of the Company. The Supervisory Board may be assisted by experts. Reasonable costs of such assistance shall be for the account of the Company provided that the Management Board has granted its prior approval thereto.

3 Composition; (re)appointment; Supervisory Board Rotation Schedule

- 3.1** The Supervisory Board shall consist of at least five (5) Supervisory Directors. If the number of Supervisory Directors in office is less than five (5), the authorities of the Supervisory Board and of the remaining Supervisory Directors or Supervisory Director shall continue to apply in full. If the number of Supervisory Directors in office is less than five (5), the Supervisory Board will take measures forthwith to increase the number of members. The Supervisory Board shall determine the exact number of Supervisory Directors.
- 3.2** Only individuals can be Supervisory Directors.
- 3.3** With due observance of the Supervisory Board Rotation Schedule and the Supervisory Board Profile, a Supervisory Director may be appointed for a maximum of three (3) four (4) year terms.
- 3.4** In deviation of clause 3.3 of these Regulations, Supervisory Directors of the Company may be appointed for an initial term of one (1) year, it being understood that the aforementioned term will be (i) extended up to and including the date of the first annual General Meeting in case such meeting will be held after the expiry of the term, or (ii) will be shortened to the end of the date of the first annual General Meeting in case such meeting will be held prior to the expiry of the term. Such Supervisory Director may subsequently be reappointed with due observance of the provisions of these Regulations and taking into account the Articles, the Supervisory Board Rotation Schedule and the Supervisory Board Profile in which case the initial term shall not be taken into account to determine the remaining maximum term of appointment. This clause 3.4 automatically expires after the first annual General Meeting after listing of the Shares on the Stock Exchange of Frankfurt, the Federal Republic of Germany, and the Stock Exchange of Johannesburg, the Republic of South Africa, has taken place, and clauses 3.5 through 3.14 will be automatically renumbered.
- 3.5** In deviation of clause 3.3 of these Regulations, a Supervisory Director who has reached the age of seventy-one (71), can only be appointed or reappointed for a term of one (1) year each time and cannot be re-appointed after expiry of such number of terms that exceeds twelve (12) years in the aggregate.

- 3.6** Supervisory Directors are appointed by the General Meeting. Appointment shall be made upon a non-binding nomination made by the Supervisory Board with due observance of the provisions of the Articles.
- 3.7** A Supervisory Director may be suspended or removed by the General Meeting at any time. Suspension or removal shall be made upon a proposal made by the Supervisory Board with due observance of the provisions of the Articles.
- 3.8** Any suspension may be extended one (1) or more times, but may not last longer than three (3) months in aggregate.
- 3.9** Supervisory Directors shall retire periodically in accordance with a rotation schedule to be adopted by the Supervisory Board in order to avoid, as far as possible, a situation in which many Supervisory Directors retire at the same time (the “**Supervisory Board Rotation Schedule**”). In addition, a Supervisory Director who reaches the age of seventy-one (71) during his term of appointment, shall retire at the end of the first annual General Meeting after he turned seventy-one (71).
- 3.10** The Supervisory Board may at any time amend the Supervisory Board Rotation Schedule. Amendments to the Supervisory Board Rotation Schedule, however, do not permit a Supervisory Director in office to remain in office for a period that exceeds the term for which that Supervisory Director has been appointed, or require that Supervisory Director to retire before expiry of his term.
- 3.11** A Supervisory Director shall be appointed only after careful consideration. On re-appointment of a Supervisory Director the provisions of this clause 3 and related provisions of the Articles regarding appointment of a Supervisory Director shall apply accordingly. In addition, the Supervisory Board Profile will be applied in case of re-appointment of a Supervisory Director.
- 3.12** A Supervisory Director shall retire earlier in the event of inadequate performance, in the event of structural incompatibility of interests and in other instances in which retirement is deemed necessary by the Supervisory Board.
- 3.13** A Supervisory Director who is temporarily entrusted with the management of the Company shall resign as a Supervisory Director.
- 3.14** The Supervisory Board may appoint one or more Supervisory Directors as “delegated” Supervisory Director. A delegate Supervisory Director is a Supervisory Director who has a special duty. The delegation may not extend beyond the duties of the Supervisory Board and may not include the management of the Company. It may entail more intensive supervision and advice and more regular consultation with the Management Board. The delegation shall be of a temporary nature only. The delegation shall not detract the Supervisory Director from the role and power of the Supervisory Board. The delegate Supervisory Director remains a member of the Supervisory Board.

4 Supervisory Board Profile

- 4.1** The Supervisory Board shall prepare and adopt a profile of its size and composition, taking account of the nature of the business and activities of the Company and its Subsidiaries and the desired expertise, background and gender of the Supervisory Directors (the “**Supervisory Board Profile**”). The Supervisory Board Profile shall deal with the aspects of diversity in the composition of the Supervisory Board that are relevant to the Company and

shall state what specific objectives are pursued by the Supervisory Board in relation to diversity. Insofar the existing composition differs from the intended composition, the Supervisory Board shall account for this in the Supervisory Board report, as included in the Annual Accounts, and shall indicate how and within what period it is expected to achieve its aim.

4.2 The Supervisory Board shall endeavour to ensure, within the limits of its powers, that it is at all times composed so that:

4.2.1 the Supervisory Directors are able to act independent from and critically towards each other, the Management Board and any other particular interest;

4.2.2 each Supervisory Director is capable of assessing the broad outline of the overall policy of the Company;

4.2.3 each Supervisory Director has the specific skills and expertise required to perform his duties as a Supervisory Director within the Supervisory Board Profile and in accordance with the law, Articles and Regulations of the Supervisory Board;

4.2.4 the Supervisory Directors jointly match the Supervisory Board Profile and the composition of the Supervisory Board is such that it is able to carry out its duties properly. The Supervisory Board will strive for a mixed composition including in respect of gender and age as referred to in Section 2:166 of the Dutch Civil Code; and

4.2.5 the Supervisory Directors observe the restrictions set forth in clause 20 of these Regulations and Section 2:142a of the Dutch Civil Code regarding the nature and number of their other positions.

4.3 In addition, the Supervisory Board shall endeavour to ensure, within the limits of its powers, that:

4.3.1 at least one (1) Supervisory Director shall be a financial expert with relevant knowledge and experience in the area of financial administration or accounting for listed companies or other large companies; and

4.3.2 the majority of the Supervisory Directors shall be independent within the meaning of clause 4.4 of these Regulations.

4.4 A Supervisory Director is deemed independent if the following criteria of dependence do not apply to him. These criteria are that the Supervisory Director concerned, his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

4.4.1 has been an employee of the Company or a Managing Director, or an employee, a member of the management board or an executive director of an Affiliated Company in the five (5) years prior to his/her appointment as Supervisory Director;

4.4.2 receives personal financial compensation from the Company or an Affiliated Company, other than the compensation received for the work performed as a Supervisory Director;

4.4.3 has had an important business relationship with the Company or an Affiliated Company in the year prior to the appointment;

- 4.4.4 is a member of the management board or an executive director of a company in which a Managing Director is a supervisory board member or a non-executive director;
- 4.4.5 holds at least ten per cent. (10%) of the Shares (including Shares held by individuals or companies that cooperate with the individual concerned under an express, tacit, oral or written agreement);
- 4.4.6 is a member of the management board or supervisory board, or executive director or non-executive director, or a representative in some other way, of a company which holds at least ten per cent. (10%) of the Shares, unless such company is a member of the same group as the Company; or
- 4.4.7 has temporarily held office as Managing Director during the previous twelve (12) months due to vacant seats on the Management Board, or because Managing Directors were unable to perform their duties.

In the Supervisory Board report, as included in the Annual Accounts, the Supervisory Board shall state that that in his view the above has been fulfilled. The Supervisory Board shall also state in its report, as included in the Annual Accounts, which Supervisory Director is considered not independent (if any).

4.5 Each Supervisory Director shall provide the Chairman or the Company Secretary with the following information and will inform him of any update (if any):

- 4.5.1 gender;
- 4.5.2 age;
- 4.5.3 profession;
- 4.5.4 principal position;
- 4.5.5 nationality;
- 4.5.6 other positions, insofar as they are relevant to the performance of his duties as Supervisory Director;
- 4.5.7 date of initial appointment;
- 4.5.8 current term of office; and
- 4.5.9 the number of Shares held, directly or indirectly, by a Supervisory Director in the Company and the number of shares held, directly or indirectly, by a Supervisory Director in any legal entity in which the Company has a direct or indirect equity interest of more than ten per cent. (10%).

The Chairman and the Company Secretary shall procure that this information is provided in the Supervisory Board report, as included in the Annual Accounts.

5 Induction program, education and training

5.1 When appointed, each Supervisory Director shall follow an induction program, which, in any event, covers:

- 5.1.1 general financial, social and legal affairs;
- 5.1.2 financial reporting by the Company;

5.1.3 any specific aspects that are unique to the Company and its business activities;
and

5.1.4 the responsibilities of a Supervisory Director.

5.2 The Supervisory Board shall conduct an annual review to identify any aspects with regard to which the Supervisory Directors require further education or training during the period of their appointment.

5.3 The costs of any induction, education and training program shall be for the account of the Company.

6 Remuneration

6.1 The authority to establish remuneration for Supervisory Directors is vested in the General Meeting.

6.2 The remuneration of a Supervisory Director may not depend on the results of the Company. A Supervisory Director shall not be granted any Shares and/or rights to Shares by way of remuneration. Any shareholding by a Supervisory Director in the Company on whose board he sits are long-term investments and in accordance with the insider trading policy of the Company regarding securities of the Company and other securities referred to in this policy.

6.3 The Company and its Subsidiaries shall not grant personal loans, guarantees or the like to Supervisory Directors except within the framework of its usual business operations, on conditions which apply to all employees and with the approval of the Supervisory Board. Loans are not remitted.

6.4 Apart from their remuneration, Supervisory Directors shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings, the reasonableness of such costs being assessed by the Chairman or, with respect to the Chairman, by the Deputy-Chairman.

7 Chairman and Deputy-Chairman

7.1 The Supervisory Board shall designate one (1) of the Supervisory Directors as Chairman, for a term to be determined by the Supervisory Board, and shall designate one (1) of the other Supervisory Directors as a Deputy-Chairman, for a term to be determined by the Supervisory Board. The Chairman shall not be a former Managing Director.

7.2 The Deputy-Chairman replaces and assumes the powers and duties of the Chairman in the latter's absence or in other situations in which the Chairman is unable to perform his duties, such at the discretion of the Supervisory Board. In addition, the Deputy-Chairman shall act as contact for individual Supervisory Directors and Managing Directors concerning the functioning of the Chairman.

7.3 The Chairman is primarily responsible for:

7.3.1 preparing an agenda and chairing meetings of the Supervisory Board;

7.3.2 Supervisory Directors, when appointed, follow the induction programme and, as needed, additional education or training programmes;

7.3.3 ensuring that the Supervisory Directors are provided in good time with all information necessary for the proper performance of their duties;

- 7.3.4 there is sufficient time for consultation and decision-making by the Supervisory Board;
 - 7.3.5 the properly functioning of the Supervisory Board and the Committees;
 - 7.3.6 the performance of the Managing Directors and Supervisory Directors is assessed at least once (1) a year;
 - 7.3.7 ensuring that the Supervisory Board elects a Deputy-Chairman;
 - 7.3.8 overseeing and ensuring communications between the Managing Directors, the Supervisory Directors and (where applicable) the works council (or central works council); and
 - 7.3.9 to the extent he presides the General Meetings, ensuring the proper conduct of business, to promote a worthwhile discussion at the General Meeting.
- 7.4 The Chairman shall act as the contact for Shareholders and other stakeholders of the Company and will ensure a balanced understanding of the major Shareholders' or stakeholders' issues and concerns.
- 7.5 The Company Secretary actively supports the Chairman in the matters relating to clause 7.3 of these Regulations.

8 Company Secretary

- 8.1 The Supervisory Board shall be assisted by the Company Secretary, who shall be appointed by the Management Board subject to approval of the Supervisory Board. The Management Board shall be authorised to suspend and replace the Company Secretary at all times subject to approval of the Supervisory Board.
- 8.2 All Supervisory Directors and Committees have access to the advice and services of the Company Secretary.
- 8.3 The Company Secretary sees to it that correct Supervisory Board procedures are followed and that the obligations of the Supervisory Board under applicable laws, as well as these Regulations, and/or the Articles are complied with. The Company Secretary shall assist the Chairman in the organisation of the affairs of the Supervisory Board (the preparing and reporting of meetings, information etc.).
- 8.4 In absence of the Company Secretary, his duties and powers under applicable laws, as well as these Regulations and/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.

9 Committees

- 9.1 The Supervisory Board shall have an Audit and Risk Committee, a Human Resources and Remuneration Committee and a Nomination Committee. The Supervisory Board may establish such other Committees, standing or ad hoc, pertaining to the Supervisory Board and the performance of its duties, as it may deem necessary.
- 9.2 The Supervisory Board appoints the members of each Committee and determines the tasks of each Committee and may establish rules regarding its working methods and decision-making process. The Supervisory Board may, at any time, change the duties and the composition of each Committee. Only Supervisory Directors can be a member of the Audit

and Risk Committee, the Human Resources and Remuneration Committee and the Nomination Committee.

- 9.3** The Supervisory Board remains collectively responsible for decisions prepared by its Committees. A 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.
- 9.4** Each 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. All Supervisory Directors have unrestricted access to all Committee meetings and records. The Supervisory Board shall ensure that it receives, within the term specified in the rules for the Committee concerned, a report from each Committee of its deliberations and findings.
- 9.5** The Supervisory Board shall adopt regulations for each Committee and may amend these at any time. These regulations shall indicate the role and responsibility of the Committee concerned, its composition and the manner in which it performs its duties. The regulations for a Committee may permit that one member concerned may not be independent within the meaning of clause 4.4 of these Regulations. The regulations for a Committee may contain more detailed rules on the composition of the Committee concerned.

10 Frequency, notice, agenda and venue of meeting

- 10.1** The Supervisory Board shall meet as often as deemed necessary for the proper functioning of the Supervisory Board. The Supervisory Board shall meet at least four (4) times each financial year. Meetings shall, as much as possible, be scheduled annually as much as possible in advance. The Supervisory Board shall also meet earlier than scheduled if this is deemed necessary by the Chairman or, in his absence, the Deputy-Chairman, the Company's Secretary or the Management Board.
- 10.2** Meetings of the Supervisory Board are in principle called by the Chairman or, in his absence, the Deputy-Chairman, or the Company Secretary, in consultation with the Chairman or Deputy-Chairman. Save in urgent cases to be determined by the Chairman or, in his absence, the Deputy-Chairman, the agenda for a meeting shall be sent to all Supervisory Directors at least fourteen (14) 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.
- 10.3** With due observance of these Regulations, each Supervisory Director has the right to request that a Supervisory Board meeting be called and/or that an item be placed on the agenda for a Supervisory Board meeting. The Company Secretary shall assist in relation thereto.
- 10.4** The meetings of the Supervisory Board shall be conducted in the English language.
- 10.5** Meetings of the Supervisory Board may be held by means of an assembly of Supervisory Directors in a formal meeting or by conference call, video conference or by any other means of communication, provided that all Supervisory Directors 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.

11 Attendance of and admittance to meetings

- 11.1** A Supervisory Director may be represented at Supervisory Board meetings by another Supervisory Director holding a proxy in writing. The existence of such authorisation must be proved satisfactorily to the chairman of the meeting and the Company Secretary.
- 11.2** If a Supervisory Director is frequently absent from Supervisory Board meetings he shall be called to account for this by the Chairman.
- 11.3** The admittance to the meeting of persons other than Supervisory Directors and the Company Secretary shall be decided by majority vote of the Supervisory Directors present at the meeting.

12 Chairman of the meeting; minutes or reports

- 12.1** Supervisory Board meetings shall be presided over by the Chairman or, in his absence, the Deputy-Chairman. In their absence, the chairman of the meeting shall be appointed by the Supervisory Directors present at the meeting, by a simple majority of the votes cast.
- 12.2** The Company Secretary or any other person designated for such purpose by the chairman of the meeting shall draw up minutes or a report of the proceedings at the meeting. The minutes or report should provide insight into the decision-making process at the meeting. The minutes or report shall be adopted by the Supervisory Board at the same meeting, or the next meeting.

13 Decision-making

- 13.1** The Supervisory Directors shall endeavour to achieve that resolutions are, as much as possible, adopted unanimously.
- 13.2** Each Supervisory Director has the right to cast one (1) vote.
- 13.3** Where unanimity cannot be reached and the law, the Articles or these Regulations do not prescribe a larger majority, all resolutions of the Supervisory Board are adopted by a simple majority of the votes cast. If there is a tie in voting, the proposal shall be deemed to have been rejected.
- 13.4** The Supervisory Board can only adopt valid resolutions in a meeting where the majority of the Supervisory Directors then in office is present or represented.
- 13.5** When determining how many votes are cast by Supervisory Directors or how many Supervisory Directors are present or represented, no account shall be taken of Supervisory Directors that are not allowed to take part in the discussions and decision-making by the Supervisory Board pursuant to the laws of the Netherlands, the Articles or these Regulations.
- 13.6** Resolutions of the Supervisory Board can be adopted either in or outside a meeting. In general, resolutions of the Supervisory Board are adopted in a Supervisory Board meeting.
- 13.7** A resolution of the Supervisory Board can be adopted in writing other than at a meeting, provided that the proposal concerned is submitted to all Supervisory Directors then in office in respect of whom no (potential) conflict of interests exist and none of them has objected to the relevant manner of adopting resolutions, as evidenced by written statements from all Supervisory Directors then in office. In the next meeting of the Supervisory Board held after

such consultation of Supervisory Directors, the chairman of that meeting shall set out the results of the consultation.

14 Conflicts of interests

- 14.1** A Supervisory Director having a conflict of interests as referred to in clause 14.3 or an interest which may have the appearance of such a conflict of interests (both a “**(potential) conflict of interests**”) shall immediately report any (potential) conflict of interest that is of material significance to the Company and/or to him to the Chairman and the other Supervisory Directors and shall declare the nature and extent of that interest and shall provide all relevant information, including information concerning his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Chairman shall immediately report any conflict of interests or potential conflict of interests that is of material significance to the Company and/or to him to the Deputy-Chairman and the other Supervisory Directors.
- 14.2** The Supervisory Director concerned shall not take part in the assessment by the Supervisory Board whether a (potential) conflict of interests exists.
- 14.3** A (potential) conflict of interests exists, in any event, if in the situation at hand the Supervisory Director must be deemed to be unable to serve the interests of the Company and the business connected with it with the required level of integrity and objectivity, and if the Company intends to enter into a transaction with a company:
- 14.3.1** in which a Supervisory Director personally has a material financial interest;
 - 14.3.2** which has a management board member or executive director who has a relationship under family law with a Supervisory Director; or
 - 14.3.3** in which a Supervisory Director has a management or supervisory position.
- 14.4** All transactions in which there are conflicts of interests with Supervisory Directors shall be agreed on terms that are customary for arm’s-length transactions in the branch of business in which the Company and its Subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interests with Supervisory Directors that are of material significance to the Company and/or the relevant Supervisory Directors require the approval of the Supervisory Board.
- 14.5** All transactions between the Company and individuals or companies who hold at least ten per cent. (10%) of the Shares must be agreed on terms that are customary for arm’s-length transactions in the branch of business in which the Company and its Subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interests with such individuals or companies that are of material significance to the Company and/or to such individuals or companies require the approval of the Supervisory Board.
- 14.6** A Supervisory Director shall not take part in the discussions and decision-making by the Supervisory Board, if he has a direct or indirect personal interest therein that conflicts with the interests of the Company and the business connected with it. If as a result no resolution can be adopted, the resolution shall be adopted by the General Meeting.

15 Vacancy or inability to act

- 15.1** If a seat on the Supervisory Board is vacant or a Supervisory Director is unable to perform his duties, the remaining Supervisory Directors or Supervisory Director shall be temporarily entrusted with the exercise of the duties and authorities of the Supervisory Board.
- 15.2** If all seats on the Supervisory Board are vacant or all Supervisory Directors or the sole Supervisory Director, as the case may be, are unable to perform their duties, one or more persons to be designated for that purpose by the General Meeting shall be temporarily entrusted with the exercise of the duties and authorities of the Supervisory Board.
- 15.3** The Supervisory Director who in connection with a (potential) conflict of interests renounces to exercise certain duties and powers will insofar be regarded as a Supervisory Director who is unable to perform his duties as referred to in article 30 of the Articles.

16 Relation with the Management Board

- 16.1** Notwithstanding the provisions in the Articles and these Regulations, the Supervisory Board and its individual Supervisory Directors have their own responsibility for obtaining all information from the Management Board that the Supervisory Board needs in order to be able to carry out its duties properly.
- 16.2** The Supervisory Board may obtain, if it considers it necessary, information from officers and external advisors of the Company. The Management Board shall provide the necessary means for this purpose. The Supervisory Board may require certain officers and external advisors of the Company to attend its meetings.

17 Relation with the External Auditor

- 17.1** The External Auditor is appointed by the General Meeting. The Supervisory Board shall nominate a candidate for this appointment, while both the Audit and Risk Committee and the Management Board advise the Supervisory Board. The remuneration of the External Auditor, and instructions to the External auditor to provide non-audit services, shall be approved by the Supervisory Board on the recommendation of the Audit and Risk Committee and after consultation with the Management Board.
- 17.2** Notwithstanding the provisions in the Articles and these Regulations, the Supervisory Board and its individual Supervisory Directors have their own responsibility for obtaining all information from the External Auditor that the Supervisory Board needs in order to be able to carry out its duties properly. The Supervisory Board may obtain, if it considers it necessary, information from officers and external advisors of the Company. The Supervisory Board may require certain officers and external advisors of the Company to attend its meetings.
- 17.3** The Supervisory Board shall ensure that the External Auditor can properly perform his audit work, and it shall encourage both the External Auditor and the Company to properly perform and pursue the role and the policy of the Company regarding the External Auditor, as provided for by agreement with the External Auditor, these Regulations and the regulations of the Audit and Risk Committee.
- 17.4** The Management Board and the Audit and Risk Committee shall annually, and on an interim basis if necessary, report to the Supervisory Board on their dealings with the External Auditor, particularly on the Audit and Risk Committee's views of the External

Auditor's independence (including the desirability of rotation of the responsible partners of the External Auditor).

- 17.5** At least once every four (4) years, the Management Board and the Audit and Risk Committee shall conduct a thorough assessment of the functioning of the External Auditor within the various entities and in the different capacities in which the External Auditor acts. The main conclusions of this assessment shall be communicated to the General Meeting for the purpose of assessing the nomination for the appointment of the External Auditor.
- 17.6** The Supervisory Board shall procure that the External Auditor shall in any event attend the meeting of the Supervisory Board, at which the report of the External Auditor with respect to the audit of the Annual Accounts is discussed, and at which Annual Accounts are to be approved. The External Auditor shall receive the financial information underlying the adoption of the half-yearly figures and other interim financial reports and shall be given the opportunity to respond to all information.

18 Relation with the Shareholders

- 18.1** The Supervisory Board shall provide the General Meeting timely with all information required to exercise its powers.
- 18.2** The Supervisory Board shall provide the General Meeting timely with all requested information, unless this would be contrary to an overriding interest of the Company. If the Supervisory Board invokes an overriding interest, it shall state the reasons.
- 18.3** The Supervisory Directors shall be present at the General Meeting, unless they are unable to attend for important reasons.
- 18.4** The General Meetings shall be presided over by the Chairman or, in his absence, the Deputy-Chairman. In accordance with the Articles, the chairman of the General Meeting may also designate in another way.
- 18.5** The Supervisory Board sees to it that the responsible partner (certifying auditor) of the External Auditor is present at the General Meeting and that he can address the meeting. The External Auditor may be questioned by the General Meeting in relation to his statement on the fairness of the Annual Accounts.

19 Relation with the works council

As and when applicable, proposals of the Management Board requiring prior approval by the Supervisory Board and in respect of which the works council of a Group Company in the Netherlands has an advisory right or approval right must first be approved by the Supervisory Board. If granted, this approval will be deemed to have been given subject to a positive or neutral advice or approval, as the case may be, by the relevant works council.

20 Other positions

- 20.1** Supervisory Directors shall limit the number and nature of their other positions so as to ensure due performance of their duties. They will hold no more than five memberships of supervisory boards in Dutch listed companies, with a chairmanship counted twice. The previous sentence is *mutatis mutandis* applicable with regard to positions of non-executive director or chairman of a one-tier board.

20.2 As soon as the Company qualifies as a large company as referred to in Section 2:142a of the Dutch Civil Code, the reference to “listed companies” in clause 20.1 of these Regulations shall include such qualifying large Dutch companies.

21 Confidentiality

21.1 No Supervisory Director shall, during his membership of the Supervisory Board or afterwards, disclose in any way whatsoever to anyone whomsoever any information of a confidential nature regarding the business of the Company and/or companies in which it holds a stake, that came to his knowledge in the capacity of his work for the Company and which he knows or should know to be of a confidential nature, unless required by law.

21.2 A Supervisory Director is allowed to disclose the above information to Supervisory Directors as well as to staff members of the Company and of companies in which the Company holds a stake, who, in view of their activities for the Company and/or companies in which the Company holds a stake, should be informed of the information concerned. A Supervisory Director shall not in any way whatsoever utilise the information referred to above for his personal benefit.

22 Miscellaneous

22.1 Acceptance by Supervisory Directors. Anyone who is appointed as a Supervisory Director must, upon assuming office, declare in writing to the Company that he accepts and agrees to the contents of these Regulations and pledge to the Company that he will comply with the provisions of these Regulations. The Supervisory Board shall endeavour to ensure that each Supervisory Director currently in office and any future Supervisory Director shall comply or undertake to comply (as the case may be) with these Regulations.

22.2 Occasional non-compliance. The Supervisory Board may occasionally decide not to comply with these Regulations, with due observance of applicable laws and regulations and with the prior approval of the Chairman.

22.3 Amendment. These Regulations may be amended by the Supervisory Board at any time.

22.4 Interpretation. In the event of lack of clarity or difference of opinion on the interpretation of any provision of these Regulations, the opinion of the Chairman shall be decisive.

22.5 Governing law and jurisdiction. These Regulations are governed by the laws of the European part of the Netherlands. The competent court in Amsterdam, the Netherlands, has exclusive jurisdiction to settle any dispute arising from or in connection with these Regulations (including any dispute regarding the existence, validity or termination of these Regulations).

22.6 Complementarity to Dutch law and Articles. These Regulations are complementary to the provisions governing the Supervisory Board as contained in Dutch law, other applicable Dutch or EU regulations and the Articles. Where these Regulations are inconsistent with Dutch law, other applicable Dutch or EU regulations or the Articles, the latter shall prevail. Where these Regulations are consistent with the Articles but inconsistent with Dutch law or other applicable Dutch or EU regulations, the latter shall prevail.

22.7 Partial invalidity. If one or more provisions of these Regulations are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board may replace the invalid provisions by provisions which are valid and the effect of which, given the

contents and purpose of these Regulations is, to the greatest extent possible, similar to that of the invalid provisions.

22.8 Website. These Regulations and the composition of the Supervisory Board shall be posted on the Company's website.

Schedule List of definitions

1 In the Regulations of the Supervisory Board, the following terms have the following meanings:

“**Affiliated Company**” has the meaning attributed to it in Section 5:48 of the Financial Supervision Act (*Wet op het financieel toezicht*).

“**Annual Accounts**” means the annual accounts of the Company as referred to in Section 2:101 of the Dutch Civil Code.

“**Articles**” means the articles of association of the Company, as amended and restated from time to time.

“**Audit and Risk Committee**” means the audit and risk committee designated as such in clause 9 of the Regulations.

“**Chairman**” means the chairman of the Supervisory Board.

“**Committee**” means each committee of the Supervisory Board as referred to in clause 9 of the Regulations.

“**Company**” means Steinhoff International Holdings N.V., and, where appropriate, the Subsidiaries and possible other Group Companies, whose financial information is incorporated in the consolidated annual accounts of the Company.

“**Company Secretary**” means the company secretary of the Company or, in absence of the Company Secretary, his or her deputy designated by the Management Board in the manner provided for in the Articles.

“**Deputy-Chairman**” means the deputy-chairman of the Supervisory Board.

“**External Auditor**” means the organisation in which certified public accountants cooperate, as referred to in Section 2:393, subsection 1, of the Dutch Civil Code, that is charged with the audit of the Annual Accounts.

“**General Meeting**” means the body of the Company consisting of the person or persons to whom, as a Shareholder or otherwise, voting rights attached to Shares accrue, or (as the case may be) a meeting of such persons (or their representatives) and other persons with Meeting Rights.

“**Group Company**” means a group company of the Company as referred to in Section 2:24b of the Dutch Civil Code.

“**Human Resources and Remuneration Committee**” means the human resources and remuneration committee designated as such in clause 9 of the Regulations.

“**in writing**” means transmitted by letter, telecopier, telefax or e-mail, or any other electronic means of communication, provided the relevant message is legible and reproducible.

“**Management Board**” means the management board of the Company.

“**Management Report**” means the management report of the Company drawn up by the Management Board, as referred to in Section 2:101 of the Dutch Civil Code.

“**Managing Director**” means a member of the Management Board.

“Meeting Rights” means the right to be invited to General Meetings and to speak at such meetings, as a Shareholder or as a person to whom these rights have been attributed in accordance with the Articles.

“Nomination Committee” means the nomination committee designated as such in clause 9 of the Regulations.

“Ordinary Share” means an ordinary share in the capital of the Company.

“(potential) conflict of interest” has the meaning attributed thereto in clause 14.3.

“Preference Share” means a non cumulative financing preference share in the capital of the Company.

“Regulations” means the regulations of the Supervisory Board, including the schedules belonging thereto, each as amended and restated from time to time.

“Shareholder” means a holder of one or more Shares.

“Shareholder” means a holder of one or more Shares.

“Shares” means a share in the capital of the Company. Unless the contrary is apparent this shall include each Ordinary Share and each Preference Shares.

“Subsidiary” means a subsidiary of the Company as referred to in Section 2:24a of the Dutch Civil Code.

“Supervisory Board” means the supervisory board of the Company.

“Supervisory Board Rotation Schedule” means the rotation schedule for the Supervisory Board as referred to in clause 3.9 of the Regulations.

“Supervisory Director” means a member of the Supervisory Board.

“Supervisory Board Profile” means the profile of the Supervisory Board as referred to in clause 4.1 of the Regulations.

2 Save where the context dictates otherwise, in these Regulations:

- (a) words and expressions expressed in the singular form also include the plural form, and vice versa;
- (b) words and expressions expressed in the masculine form also include the feminine form; and
- (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing statutory provisions that may apply from time to time.

3 Headings of clauses and other headings in the Regulations are inserted for ease of reference and do not form part of the Regulations concerned for the purpose of interpretation.