



Steinhoff International Holdings N.V.
 (Incorporated in Amsterdam, the Netherlands)
 (Registration number: 63570173)
 Share Code: ISIN: NL0011375019
 WKN: A14XB9
 ("Steinhoff" or "the company")

VOTING INSTRUCTION FORM

Proxy and voting instruction form for the extra-ordinary general meeting of shareholders of Steinhoff International Holdings NV on Monday, 30 May 2016 at 12:00 pm CET at The Ballroom, The Hilton Amsterdam Airport, Schiphol Boulevard 701, 1118 BN Schiphol Airport, Municipality of Haarlemmermeer, the Netherlands

The undersigned: _____

Herewith grants a proxy to:

• _____

- The Chairman, and failing him, any managing board director of Steinhoff

(please indicate your choice)

To be present at the abovementioned general meeting of shareholders on behalf of the undersigned, to sign the attendance registration forms, participate in deliberations, speak, exercise voting rights in respect of the shares in Steinhoff to which the undersigned's securities relate in accordance with the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution. This proxy is governed by the laws of the Netherlands.

VOTING INSTRUCTION	Number of shares		
	In favour	Against	Abstain
Agenda item			
2 Amendment of the articles of association of the Company to change the financial year and to extend the current financial to 30 September 2016			
3 Acceptance of resignation of all members of the Supervisory Board			
4 Granting of discharge from liability Mr D.C. Brink, Mr J.F. Mouton and Mr P.D.J. van den Bosch			
5 (a) Notification of non-binding nominations by the Supervisory Board of Mr C.E. Daun, Mr B.E. Steinhoff, Dr C.H. Wiese, Dr D. Konar, Ms H.J. Sonn, Mr T.L.J. Guibert, Mrs A. Krüger-Steinhoff, Adv J.D. Wiese, Dr S.F. Booysen, Dr M.T. Lategan and Dr J. van Zyl			
(b) Reappointment as member of the Supervisory Board of Mr C.E. Daun			
(c) Reappointment as member of the Supervisory Board of Mr B.E. Steinhoff			
(d) Reappointment as member of the Supervisory Board of Dr C.H. Wiese			
(e) Reappointment as member of the Supervisory Board of Dr D. Konar			
(f) Reappointment as member of the Supervisory Board of Ms H.J. Sonn			
(g) Reappointment as member of the Supervisory Board of Mr T.L.J. Guibert			
(h) Reappointment as member of the Supervisory Board of Mrs A. Krüger-Steinhoff			
(i) Appointment as member of the Supervisory Board of Adv J.D. Wiese			
(j) Reappointment as member of the Supervisory Board of Dr S.F. Booysen			
(k) Reappointment as member of the Supervisory Board of Dr M.T. Lategan			
(l) Appointment as member of the Supervisory Board of Dr J. van Zyl			

Signed at _____ on _____ 2016

Signature(s) _____ Date _____

Assisted by *(where applicable) (state capacity and full name)* _____

NOTES

Record Date

Under Dutch law and the Company's articles of association, persons entitled to attend and, if applicable, to vote at the EGM are persons registered as such on Monday, 2 May 2016 (the "**Record Date**") in the register designated for that purpose by the Management Board (the "**EGM Register**") after all debit and credit entries have been made on the Record Date, regardless of whether the shares in the capital of the Company (the "**Shares**") are still held by them at the date of the EGM and (ii) in addition have registered themselves in the manner mentioned below. The EGM Register designated by the Management Board is the shareholders' register of the Company.

Attendance and voting rights in respect of Securities traded on the Frankfurt Stock Exchange

Persons holding securities reflecting the beneficial entitlement to Shares that are held in their name by PLC Nominees (Pty) Limited (the "**Nominee**") in book-entry form ("**Securities**"), who wish to attend and vote at the EGM, either in person or by proxy, should instruct his/her relevant bank, brokerage or other intermediary (the "**Intermediary**") to issue a statement confirming his/her holding of Securities (including name, address and the number of Securities held by the relevant holder on the Record Date). Such statements must be submitted ultimately by 11.00 p.m. CET on Tuesday, 24 May 2016 to Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 München, Germany, Fax: + 49 89 30903-74675, E-Mail: anmeldestelle@computershare.de.

A holder of Securities who has submitted a statement to Computershare in accordance with the aforementioned will receive an attendance card issued in his/her name (the "**Attendance Card**"). Such holder of the Securities (or his/her proxy) must hand over the Attendance Card (together with any relevant letter of representation or power of attorney) at the registration desk upon arrival at the EGM in order to gain access.

Attendance and voting rights in respect of Securities traded on the Johannesburg Stock Exchange

A holder of Securities in "own name" may attend the EGM and vote thereat in person by providing a registration form to his/her Central Securities Depository Participant ("**CSDP**"), broker or nominee with a copy to the Company's transfer secretaries or the Company secretary, in accordance with the instructions below. Such holder of Securities (or his/her proxy) will receive an Attendance Card that must be handed over at the registration desk upon arrival at the EGM in order to gain access.

If a holder of Securities in "own name" does not wish to or is unable to attend the EGM, but wish to be represented thereat, must complete a proxy form and submit the same in accordance with the instructions below.

Holders of Securities, other than in "own name", who wish to attend and vote at the EGM, (either in person or by proxy) should instruct his/her Central Securities Depository Participant ("**CSDP**"), broker or nominee to provide him/her with the necessary authority (letter of representation or power of attorney and a statement confirming his/her holding of Securities (including name, address and the number of Securities held by the relevant holder on the Record Date)), to attend the EGM in person, in the manner stipulated in terms of the agreement governing his/her relationship with the CSDP, broker or nominee. The relevant authority to attend the EGM should be registered in the manner mentioned below and is to be used to qualify for attendance to the EGM and must be produced, with identification, at the registration desk upon arrival at the EGM.

Holders of Securities, other than in "own name", who do not wish to or are unable to attend the EGM, but wish to vote thereat, should provide his/her CSDP, broker or nominee with his/her voting instructions in the manner stipulated in the agreement governing his/her relationship with the CSDP, broker or nominee. These instructions must be provided to the CSDP, broker or nominee by the cut-off time and date advised by the CSDP, broker or nominee for instructions of this nature.

All authority to attend the EGM, registration, proxy and voting instruction forms, together with any relevant letter of representation or power of attorney, must be lodged at or posted to the Company's transfer secretaries or delivered to the Company secretary, ultimately by 11.00 p.m. CET on Tuesday, 24 May 2016. The address details for the transfer secretaries and Company Secretary are as set out below:

Company Secretary:

Block D – DeWagenweg Office Park, Stellantia Road, Stellenbosch 7600
South Africa
(PO Box 122, Stellenbosch, 7599)
Telefax: +27 21 808 0794
Attention: SJ Grobler

Transfer Secretaries:

70 Marshall Street, Johannesburg 2001
South Africa
(PO Box 61051 Marshalltown 2107)
Telefax: +27 11 688 5248
Attention: Annatjie Visser