

STEINHOFF INTERNATIONAL HOLDINGS N.V.

SUPERVISORY BOARD ROTATION SCHEDULE

Proposed for adoption by the Supervisory Board on 14 March 2017

Steinhoff International Holdings N.V.

Supervisory Board Rotation Schedule

1 Introduction

- 1.1** This Supervisory Board rotation schedule (the “**Supervisory Board Rotation Schedule**”) has been adopted by the Supervisory Board pursuant to clause 3.9 of the Regulations of the Supervisory Board.
- 1.2** The terms used in this Supervisory Board Rotation Schedule shall have the same meaning as ascribed thereto in the Regulations of the Supervisory Board, except where expressly indicated otherwise.

2 Supervisory Board Rotation schedule

Name	Date of birth	Date and term of appointment	Date of possible reappointment
Claas Edmund Daun	26 January 1943	2 March 2017 (one year term)	The date of the 2018 annual general meeting of the Company
Bruno Ewald Steinhoff	26 November 1937	2 March 2017 (one year term)	The date of the 2018 annual general meeting of the Company
Christoffel Hendrik Wiese	10 September 1941	2 March 2017 (one year term)	The date of the 2018 annual general meeting of the Company
Deenadayalen Konar	19 February 1954	30 May 2016 (two year term)	1 March 2018
Heather Joan Sonn	20 October 1971	30 May 2016 (two year term)	1 March 2018
Thierry Louis Joseph Guibert	26 November 1970	30 May 2016 (three year term)	28 February 2019
Angela Krüger-Steinhoff	16 July 1971	30 May 2016 (three year term)	28 February 2019
Jacob Daniel Wiese	12 January 1981	30 May 2016 (three year term)	28 February 2019
Stefanes Francois Booyesen	17 June 1962	30 May 2016 (four year term)	5 March 2020
Marthinus Theunis Lategan	26 February 1957	30 May 2016 (four year term)	5 March 2020

Name	Date of birth	Date and term of appointment	Date of possible reappointment
Johan van Zyl	1 June 1956	30 May 2016 (four year term)	5 March 2020
Jayendra Naidoo	5 September 1960	14 March 2017	The date of the 2021 annual general meeting of the Company

- 2.1** The Supervisory Directors have been appointed for the terms as specified above, with due observance of the provisions of the Articles, the Regulations, the Supervisory Board Profile and this Supervisory Board Rotation Schedule.
- 2.2** Each Supervisory Director can be reappointed for a fixed term of not more than four (4) years. A supervisory Director cannot be reappointed after expiry of a maximum of three (3) four (4) year terms, whereby the initial term of one (1) year, as described in clause 2.1, shall not be taken into account to determine the remaining maximum term of appointment, provided, however, that a Supervisory Director:
- 2.2.1** who will reach the age of seventy-one (71) during his term of appointment, shall retire at the end of the first annual General Meeting after he/she turned seventy-one (71); and
- 2.2.2** who has reached the age of seventy-one (71), can only be appointed or re-appointed 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.
- 2.3** Reappointment of a Supervisory Director will be carefully considered, taking into account the Supervisory Board Profile.
- 2.4** Supervisory Directors shall retire periodically in accordance with this Supervisory Board Rotation Schedule in order to avoid, as far as possible, a situation in which many Supervisory Directors retire at the same time.
- 2.5** The Supervisory Board may at any time amend this Supervisory Board Rotation Schedule. Amendments to this 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.
- 2.6** This Supervisory Board Rotation Schedule was adopted by the Supervisory Board on 14 March 2017 and shall be posted on the Company's website.

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