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 Annual General Meeting of shareholders of Steinhoff International Holdings NV on Tuesday, 14 March 2017 at 12:00 pm CET in Meeting Rooms 24 and 25 on the 2- Floor at The Hilton Amsterdam Airport Schiphol, 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 that are connected to all the shares held by the undersigned 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 Dutch law.

VOTING INSTRUCTION		Number of shares		
		In favour	Against	Abstain
Agenda item				
4	Proposal to adopt the 2016 financial statements			
6	Proposal to determine dividend for the financial year 2016			
7	Proposal for discharge of liabilities of the members of the Management Board			
8	Proposal for discharge of liabilities of the members of the Supervisory Board			
9	Proposal for appointment of J Naidoo and reappointment of C.E. Daun, B.E. Steinhoff and C.H. Wiese as members to the Supervisory Board			
9(a)	Notification of non-binding nominations by the Supervisory Board of Mr J. Naidoo, Mr C.E. Daun, Mr B.E. Steinhoff and Dr C.H. Wiese			
9(b)	Reappointment as member of the Supervisory Board of Mr C.E. Daun			
9(c)	Reappointment as member of the Supervisory Board of Mr B.E. Steinhoff			
9(d)	Reappointment as member of the Supervisory Board of Dr C.H. Wiese			
9(e)	Appointment as member of the Supervisory Board of Mr. J. Naidoo			
10	Proposal to establish the remuneration of the members of the Supervisory Board for the 2017 financial year			
11	Authorisation of Management Board to issue shares			
12	Authorisation of Management Board to limit or exclude pre-emption rights			
13	Authorisation of Management Board to acquire shares			
14	Proposal to appoint external auditor for the financial year 2017			

Signed at _____ on _____ 2017

Signature(s) _____ Date _____

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

Each Steinhoff shareholder is entitled to appoint one or more proxy/ies (who need not be (a) shareholder/s of the company) to attend, speak and vote in place of the shareholder at the general meeting.

NOTES

Record Date

Under Dutch law and the Company's articles of association, persons entitled to attend and, if applicable, to vote at the AGM are shareholders registered as such on Tuesday, 14 February 2017 (the "**Record Date**") in the register of shareholders designated for that purpose by the Management Board (the "**AGM Register**") after all debit and credit entries have been made on the Record Date, regardless of whether the shares in the Company (the "**Shares**") (i) are still held by them at the date of the AGM, and (ii) in addition, have registered themselves in the manner specified below. .

Attendance and voting in respect of securities held on Frankfurt Stock Exchange

A person holding securities with a beneficial entitlement to Shares ("**Securities**") that are held for his/her benefit by PLC Nominees (Pty) Limited (the "**Nominee**"), who wishes to attend and vote at the AGM, either in person or by proxy (please note proxy instructions below), 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 on the Record Date). Such Statements must be submitted by no later than 11.00 a.m. CET on Wednesday, 8 March 2017 to Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 München, 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 aforegoing will receive an attendance card issued in his/her name (the "**Attendance Card**"). Such holder of the Securities (or his or 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 AGM in order to gain access.

The Nominee is reflected as the holder of the Shares in the register of shareholders. The Nominee is required to vote the relevant Shares in accordance with the instructions of a holder of Securities who wishes to exercise voting rights in respect of the Shares to which his/her Securities relate or must grant the relevant holder of Securities a proxy to vote on its behalf in respect of the relevant Shares. In order to communicate these voting instructions to the Nominee, or to obtain a proxy from the Nominee, holders of Securities will need to follow the directions provided by their intermediary.

Attendance and voting in respect of Shares held on the Johannesburg Stock Exchange

A holder of Securities in "own name" may attend the AGM 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 AGM in order to gain access.

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

A holder of Securities other than in "own name", who wishes to attend and vote at the AGM (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 numbers of Securities held on the Record Date)) to attend the AGM 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 meeting should be registered in the manner mentioned below and must be used to qualify for attendance to the AGM and must be produced, with identification, at the registration desk upon arrival at the AGM.

A holder of Securities other than in "own name", who do not wish to or are unable to attend the AGM, 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 AGM, 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 not later than 11.00 a.m. CET on Wednesday, 8 March 2017. The address details for the transfer secretaries and company secretary are as set out below:

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

Transfer Secretaries:
Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa
(PO Box 61051 Marshalltown 2107)
Telefax: +27 11 688 5248
Attention: Annatjie Visser