

Steinhoff International Holdings N.V.

(a limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, with its corporate seat (*statutaire zetel*) in Amsterdam, the Netherlands)

Document

for admission without a prospectus pursuant to section 4 para. 2 no. 6 of the

German Securities Prospectus Act (*Wertpapierprospektgesetz – WpPG*)

of

13,175,893

new ordinary shares,

issued as a result of the vesting of employee share rights,

with a nominal value

of €0.50 per ordinary share,

of

Steinhoff International Holdings N.V.

ISIN NL0011375019

to the regulated market and the subsection of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange.

Issuance of new shares in the context of the "Executive Share Rights Scheme"

The management board and supervisory board of Steinhoff International Holdings N.V. (the "**Company**") consider it important and appropriate that a competitive long-term incentive scheme is in place to attract and retain employees and directors of entities within the Company and its subsidiaries. Therefore, a share rights scheme (the "**ESRS**") was established.

On 1 December 2015, the general meeting of the Company granted such number of rights to subscribe for ordinary shares with a nominal value of €0.50 each ("**Shares**"), in the capital of the Company as was required to replace the existing share rights (which gave right ordinary shares ("**SIHL Shares**") in the capital of Steinhoff International Holdings Limited ("**SIHL**")) with rights to subscribe for Shares under the ESRS. Upon the exercise of such rights to subscribe for Shares under the ESRS, the relevant number of Shares will be issued (*geplaatst*), and thereby come into existence, pursuant to the execution of a private deed of issuance.

On 21 February 2017, share rights entitling the holders thereof to an aggregate number of 13,175,893 Shares vested.

Pursuant to the ESRS, share rights may be granted to receive an aggregate of 150,000,000 Shares (which includes any SIHL Shares issued under the ESRS established in 2010 by SIHL). Following the vesting of the share rights for these 13,175,893 Shares, share rights will have been granted for an aggregate number of 47,965,789 Shares and share rights for an aggregate number of 93,324,245 Shares may be granted in the future under the ESRS.

The 13,175,893 Shares carry dividend rights and the first financial year in respect of which a distribution of profit on these Shares may be made, in accordance with and subject to compliance with the Company's articles of association and Dutch law, is the Company's financial year that commenced on 1 July 2015. The Shares are in registered form (*aandelen op naam*).

The admission without a prospectus of the 13,175,893 Shares of the Company to the regulated market and the subsection of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange is expected to take place on 10 March 2017 and stock exchange trading is planned to commence on 13 March 2017.

As of date hereof, the issued share capital of the Company consists of 4,309,727,144 Shares.

Further information on Steinhoff International Holdings N.V. is available on <http://www.steinhoffinternational.com/index.php>.

Amsterdam, 10 March 2017

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