

## **Annual General Meeting of Shareholders of Steinhoff International Holdings N.V.**

**Friday, 20 April 2018**

The AGM will be held at:

The Sheraton Amsterdam Airport Hotel and Conference Center

Schiphol Boulevard 101, 1118 BG Schiphol

Municipality of Haarlemmermeer

The Netherlands

Registration from 11.30 CET, commencement at 13.00 CET

This year, a facility is being made available for shareholders to view a live stream of the AGM in South Africa at:

Cape Town International Convention Centre

Convention Square, 1 Lower Long Street

Cape Town, 8001

South Africa

Registration from 11.30 SAST, commencement at 13.00 SAST

### **NOTICE**

**Please note that whilst shareholders attending the South African venue will be able to directly observe the proceedings, speak and raise questions at the AGM, such attendance will not constitute participation in the AGM from a Dutch law perspective and such shareholders will not be able to vote at the South African venue. If shareholders attending the South African venue intend to exercise their voting rights in the AGM, they should therefore ensure that their votes are submitted by voting proxy in advance (see the General Information section of this notice for further details).**

**Shareholders who wish to attend the formal meeting venue of the AGM in the Netherlands or view a live stream of the AGM at the South African venue are required to register their intention to attend the relevant meeting venue in advance of the AGM and present the requisite documentation on arrival. Shareholders are directed to the General Information section of this notice for further detail on how to register their attendance.**

## CONVOCAATION

Dear Shareholder,

We have the pleasure of inviting you to the annual general meeting of shareholders of Steinhoff International Holdings N.V. (the “**Company**” or “**Steinhoff**”), to be held at 13.00 CET on Friday, 20 April 2018 at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol, Municipality of Haarlemmermeer, the Netherlands (the “**AGM**”).

This year, the Company is providing a facility for shareholders to view a live stream of the AGM in South Africa by attending the Cape Town International Convention Centre, Convention Square, 1 Lower Long Street, Cape Town, 8001, South Africa at 13.00 SAST on Friday, 20 April 2018. Please note that whilst shareholders attending the South African venue will be able to directly observe the proceedings, speak and raise questions at the AGM, such attendance will not constitute participation in the AGM from a Dutch law perspective and such shareholders will not be able to vote at the South African venue. If shareholders attending the South African venue intend to exercise their voting rights in the AGM, they should therefore ensure that their votes are submitted by voting proxy in advance (see the General Information section of this notice for further instructions). The venue at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol, Municipality of Haarlemmermeer, the Netherlands, shall be the formal meeting venue for the AGM from a Dutch law perspective.

This invitation should be read in conjunction with the following documents, which are contained herewith:

- 1 Agenda
- 2 Explanatory Notes to the Agenda
- 3 General Information (instructions and documents for registration, participation and voting at the AGM)
- 4 Appendix 1: Abridged CV of each of the proposed members of the Management Board and information on the key terms of their service agreements
- 5 Appendix 2: Abridged CV of each of the proposed members of the Supervisory Board

We confirm the appointment by the Supervisory Board of Ms. Heather Sonn to act as Chair of the AGM.

**Steinhoff International Holdings N.V.**  
**The Supervisory Board**

## **AGENDA**

### **Friday, 20 April 2018**

The AGM is to be held at 13.00 CET at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol, Municipality of Haarlemmermeer, the Netherlands.

This year, the Company is providing a facility for shareholders to view a live stream of the AGM in South Africa by attending the Cape Town International Convention Centre, Convention Square, 1 Lower Long Street, Cape Town, 8001, South Africa at 13.00 SAST on Friday, 20 April 2018. Please note that whilst shareholders attending the South African venue will be able to directly observe the proceedings, speak and raise questions at the AGM, such attendance will not constitute participation in the AGM from a Dutch law perspective and such shareholders will not be able to vote at the South African venue. If shareholders attending the South African venue intend to exercise their voting rights in the AGM, they should therefore ensure that their votes are submitted by voting proxy in advance (see the General Information section of this notice for further instructions).

Each of the resolutions requires a simple majority of over 50 per cent. of votes cast to be passed, without a quorum being required. Agenda items 1, 2, 3, 4.1, 5.1, 8 and 9 are solely for discussion and will not be put to a vote.

#### **1 Opening (No Vote)**

#### **2 Presentation to shareholders (No Vote)**

#### **3 Shareholder Q&A (No Vote)**

#### **4 Composition of the Management Board**

**4.1** Notification of the non-binding nominations by the Supervisory Board of Mr. Philip Dieperink, Mr. Theodore de Klerk, Mr. Alexandre Nodale and Mr. Louis du Preez for appointment to the Management Board **(No Vote)**

**4.2** Proposal for appointment of Mr. Philip Dieperink as a member of the Management Board **(Resolution)**

**4.3** Proposal for appointment of Mr. Theodore de Klerk as a member of the Management Board **(Resolution)**

**4.4** Proposal for appointment of Mr. Alexandre Nodale as a member of the Management Board **(Resolution)**

**4.5** Proposal for appointment of Mr. Louis du Preez as a member of the Management Board **(Resolution)**

#### **5 Composition of the Supervisory Board**

**5.1** Notification of the non-binding nominations by the Supervisory Board of Ms. Khanyisile Kweyama, Ms. Moira Moses, Dr. Hugo Nelson, Mr. Peter Wakkie and Prof. Alexandra Watson for appointment to the Supervisory Board and of Dr. Stefanus Booysen, Ms. Angela Krüger-Steinhoff, Ms. Heather Sonn and Dr. Johan van Zyl for reappointment to the Supervisory Board **(No Vote)**

**5.2** Proposal for appointment of Ms. Khanyisile Kweyama as a member of the Supervisory Board **(Resolution)**

- 5.3** Proposal for appointment of Ms. Moira Moses as a member of the Supervisory Board  
**(Resolution)**
- 5.4** Proposal for appointment of Dr. Hugo Nelson as a member of the Supervisory Board  
**(Resolution)**
- 5.5** Proposal for appointment of Mr. Peter Wakkie as a member of the Supervisory Board  
**(Resolution)**
- 5.6** Proposal for appointment of Prof. Alexandra Watson as a member of the Supervisory Board  
**(Resolution)**
- 5.7** Proposal for reappointment of Dr. Stefanus Booysen as a member of the Supervisory Board  
**(Resolution)**
- 5.8** Proposal for reappointment of Ms. Angela Krüger-Steinhoff as a member of the Supervisory Board  
**(Resolution)**
- 5.9** Proposal for reappointment of Ms. Heather Sonn as a member of the Supervisory Board  
**(Resolution)**
- 5.10** Proposal for reappointment of Dr. Johan van Zyl as a member of the Supervisory Board  
**(Resolution)**
- 6 Remuneration**
- Proposal to establish the remuneration of the members of the Supervisory Board for the period to the end of the annual general meeting to be held in 2019 **(Resolution)**
- 7 Other Corporate Affairs**
- Proposal to appoint Deloitte Accountants B.V. as external auditor for the financial year 2018  
**(Resolution)**
- 8 Any other business (No Vote)**
- 9 Closing (No Vote)**

## EXPLANATORY NOTES TO THE AGENDA

### 1 Opening (No Vote)

### 2 Presentation to shareholders (No Vote)

An update will be provided to shareholders in respect of the actions taken and being taken by the Company following the discovery of certain accounting irregularities as announced in early December 2017, including the steps taken to stabilise the group's liquidity position and strengthen its corporate governance as well as a review of the group's business and strategy.

### 3 Shareholder Q&A (No Vote)

The Chair will open the floor, providing shareholders with the opportunity to raise questions to the Management Board and the Supervisory Board in the context of the AGM.

### 4 Composition of the Management Board

#### 4.1 *Notification of the non-binding nominations by the Supervisory Board of Mr. Philip Dieperink, Mr. Theodore de Klerk, Mr. Alexandre Nodale and Mr. Louis du Preez for appointment to the Management Board (No Vote)*

In accordance with the Company's articles of association and the regulations of the Management Board, the Supervisory Board has made non-binding nominations to formally appoint Mr. Philip Dieperink, Mr. Theodore de Klerk, Mr. Alexandre Nodale and Mr. Louis du Preez as members of the Management Board. It is noted that Mr. Philip Dieperink has undertaken the role of acting Chief Financial Officer of the Company since 4 January 2018, and both Mr. Alexandre Nodale and Mr. Louis du Preez have been acting members of the Management Board since 19 December 2017, in the role of Deputy Chief Executive Officer and Commercial Director, respectively, in each case pending formal appointment to the Management Board by the general meeting of the Company. Mr. Theodore de Klerk has undertaken the role of Group Services Director since January 2015.

#### 4.2 *Proposal for appointment of Mr. Philip Dieperink as a member of the Management Board (Resolution)*

It is proposed to the general meeting of shareholders to appoint Mr. Philip Dieperink as a member of the Management Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has discussed Mr. Philip Dieperink's qualifications and concluded that he will be an excellent addition to the Management Board and will fit the role of Chief Financial Officer very well, as demonstrated during his time as acting Chief Financial Officer of the Company since 4 January 2018 and his extensive experience in accounting and corporate finance positions throughout his career. The Nomination Committee has advised the Supervisory Board to nominate him for appointment with the intention to appoint him as Chief Financial Officer. Further information regarding Mr. Philip Dieperink is available in Appendix 1A to this Agenda.

#### 4.3 *Proposal for appointment of Mr. Theodore de Klerk as a member of the Management Board (Resolution)*

It is proposed to the general meeting of shareholders to appoint Mr. Theodore de Klerk as a member of the Management Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until

the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has discussed Mr. Theodore de Klerk's qualifications and concluded that he will be an excellent addition to the Management Board, as demonstrated from his performance as a member of the Company's executive committee since his appointment in January 2018 and his long tenure as Chief Executive Officer of Steinbuild, one of the group's material subsidiaries. The Nomination Committee has advised the Supervisory Board to nominate him for appointment with the intention to appoint him as Operational Director. Further information regarding Mr. Theodore de Klerk is available in Appendix 1B to this Agenda.

#### **4.4 *Proposal for appointment of Mr. Alexandre Nodale as a member of the Management Board (Resolution)***

It is proposed to the general meeting of shareholders to appoint Mr. Alexandre Nodale as a member of the Management Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has discussed Mr. Alexandre Nodale's qualifications and concluded that he will be an excellent addition to the Management Board, as demonstrated during his time as Deputy Chief Executive Officer of the Company since 19 December 2017 and his record in various positions in Conforama. The Nomination Committee has advised the Supervisory Board to nominate him for appointment with the intention to appoint him as Deputy Chief Executive Officer. Further information regarding Mr. Alexandre Nodale is available in Appendix 1C to this Agenda.

#### **4.5 *Proposal for appointment of Mr. Louis du Preez as a member of the Management Board (Resolution)***

It is proposed to the general meeting of shareholders to appoint Mr. Louis du Preez as a member of the Management Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has discussed Mr. Louis du Preez's qualifications and concluded that he will be an excellent addition to the Management Board, as demonstrated during his time as Commercial Director of the Company since 19 December 2017 and his extensive experience in private practice advising clients on a variety of corporate and commercial matters. The Nomination Committee has advised the Supervisory Board to nominate him for appointment with the intention to appoint him as Commercial Director. Further information regarding Mr. Louis du Preez is available in Appendix 1D to this Agenda.

### **5 Composition of the Supervisory Board**

#### **5.1 *Notification of the non-binding nominations by the Supervisory Board of Ms. Khanyisile Kweyama, Ms. Moira Moses, Dr. Hugo Nelson, Mr. Peter Wakkie and Prof. Alexandra Watson, for appointment to the Supervisory Board and of Dr. Stefanus Booysen, Ms. Angela Krüger-Steinhoff, Ms. Heather Sonn and Dr. Johan van Zyl for reappointment to the Supervisory Board (No Vote)***

In accordance with the Company's articles of association and the regulations of the Supervisory Board, the Supervisory Board has made non-binding nominations to appoint Ms. Khanyisile Kweyama, Ms. Moira Moses, Dr. Hugo Nelson, Mr. Peter Wakkie and Prof. Alexandra Watson as members of the Supervisory Board and to reappoint Dr. Stefanus Booysen, Ms. Angela Krüger-Steinhoff, Ms. Heather Sonn and Dr. Johan van Zyl as members of the Supervisory Board.

**5.2 *Proposal for appointment of Ms. Khanyisile Kweyama as a member of the Supervisory Board (Resolution)***

It is proposed to the general meeting of shareholders to appoint Ms. Khanyisile Kweyama as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has interviewed Ms. Khanyisile Kweyama, discussed her qualifications and established that she fits the profile of the Supervisory Board well. The Nomination Committee has advised the Supervisory Board to nominate her for appointment. Further information regarding Ms. Khanyisile Kweyama and how she fits the profile of the Supervisory Board is available in Appendix 2A to this Agenda.

**5.3 *Proposal for appointment of Ms. Moira Moses as a member of the Supervisory Board (Resolution)***

It is proposed to the general meeting of shareholders to appoint Ms. Moira Moses as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has interviewed Ms. Moira Moses, discussed her qualifications and established that she fits the profile of the Supervisory Board well. The Nomination Committee has advised the Supervisory Board to nominate her for appointment. Further information regarding Ms. Moira Moses and how she fits the profile of the Supervisory Board is available in Appendix 2B to this Agenda.

**5.4 *Proposal for appointment of Dr. Hugo Nelson as a member of the Supervisory Board (Resolution)***

It is proposed to the general meeting of shareholders to appoint Dr. Hugo Nelson as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has interviewed Dr. Hugo Nelson, discussed his qualifications and established that he fits the profile of the Supervisory Board well. The Nomination Committee has advised the Supervisory Board to nominate him for appointment. Further information regarding Dr. Hugo Nelson and how he fits the profile of the Supervisory Board is available in Appendix 2C to this Agenda.

**5.5 *Proposal for appointment of Mr. Peter Wakkie as a member of the Supervisory Board (Resolution)***

It is proposed to the general meeting of shareholders to appoint Mr. Peter Wakkie as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2019. The Nomination Committee has interviewed Mr. Peter Wakkie, discussed his qualifications and established that he fits the profile of the Supervisory Board well. The Nomination Committee has advised the Supervisory Board to nominate him for appointment. Further information regarding Mr. Peter Wakkie and how he fits the profile of the Supervisory Board is available in Appendix 2D to this Agenda.

**5.6 Proposal for appointment of Prof. Alexandra Watson as a member of the Supervisory Board (Resolution)**

It is proposed to the general meeting of shareholders to appoint Prof. Alexandra Watson as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has interviewed Prof. Alexandra Watson, discussed her qualifications and established that she fits the profile of the Supervisory Board well. The Nomination Committee has advised the Supervisory Board to nominate her for appointment. Further information regarding Prof. Alexandra Watson and how she fits the profile of the Supervisory Board is available in Appendix 2E to this Agenda.

**5.7 Proposal for reappointment of Dr. Stefan Booyen as a member of the Supervisory Board (Resolution)**

It is proposed to the general meeting of shareholders to reappoint Dr. Stefan Booyen as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has discussed Dr. Stefan Booyen's qualifications and established that he fits the profile of the Supervisory Board well and has advised the Supervisory Board to nominate him for reappointment. Further information regarding Dr. Stefan Booyen and how he fits the profile of the Supervisory Board is available in Appendix 2F to this Agenda.

Notwithstanding the date of his current term of appointment expiring on 5 March 2020, Dr. Stefan Booyen has been nominated for reappointment at this general meeting of shareholders. If the proposal is not approved, Dr. Stefan Booyen shall resign as a member of the Supervisory Board unless it appears at such time that there shall no longer be any member of the Supervisory Board in office. At such time, Dr. Stefan Booyen shall remain in office for as long as reasonably required and shall take all reasonable measures to increase the number of members of the Supervisory Board.

**5.8 Proposal for reappointment of Ms. Angela Krüger-Steinhoff as a member of the Supervisory Board (Resolution)**

It is proposed to the general meeting of shareholders to reappoint Ms. Angela Krüger-Steinhoff as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has discussed Ms. Angela Krüger-Steinhoff's qualifications and established that she fits the profile of the Supervisory Board well and has advised the Supervisory Board to nominate her for reappointment. Further information regarding Ms. Angela Krüger-Steinhoff and how she fits the profile of the Supervisory Board is available in Appendix 2G to this Agenda.

Notwithstanding the date of her current term of appointment expiring on 28 February 2019, Ms. Angela Krüger-Steinhoff has been nominated for reappointment at this general meeting of shareholders. If the proposal is not approved, Ms. Angela Krüger-Steinhoff shall resign as a member of the Supervisory Board unless it appears at such time that there shall no longer be any member of the Supervisory Board in office. At such time, Ms. Angela Krüger-Steinhoff shall remain in office for as long as reasonably required and shall take all reasonable measures to increase the number of members of the Supervisory Board.



**5.9 Proposal for reappointment of Ms. Heather Sonn as a member of the Supervisory Board (Resolution)**

It is proposed to the general meeting of shareholders to reappoint Ms. Heather Sonn as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. The Nomination Committee has discussed Ms. Heather Sonn's qualifications and established that she fits the profile of the Supervisory Board well and has advised the Supervisory Board to nominate her for reappointment. The Nomination Committee has further advised the Supervisory Board to nominate her for appointment with the intention to appoint her as Chairperson. Further information regarding Ms. Heather Sonn and how she fits the profile of the Supervisory Board is available in Appendix 2H to this Agenda.

**5.10 Proposal for reappointment of Dr. Johan van Zyl as a member of the Supervisory Board (Resolution)**

It is proposed to the general meeting of shareholders to reappoint Dr. Johan van Zyl as a member of the Supervisory Board in accordance with the non-binding nomination made by the Supervisory Board, for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2019. The Nomination Committee has discussed Dr. Johan van Zyl's qualifications and established that he fits the profile of the Supervisory Board well and has advised the Supervisory Board to nominate him for reappointment. Further information regarding Dr. Johan van Zyl and how he fits the profile of the Supervisory Board is available in Appendix 2I to this Agenda.

Notwithstanding the date of his current term of appointment expiring on 5 March 2020, Dr. Johan van Zyl has been nominated for reappointment at this general meeting of shareholders. If the proposal is not approved, Dr. Johan van Zyl shall resign as a member of the Supervisory Board unless it appears at such time that there shall no longer be any member of the Supervisory Board in office. At such time, Dr. Johan van Zyl shall remain in office for as long as reasonably required and shall take all reasonable measures to increase the number of members of the Supervisory Board.

**6 Remuneration**

***Proposal to establish the remuneration of the members of the Supervisory Board for the period to the end of the annual general meeting to be held in 2019 (Resolution)***

It is proposed that the general meeting of shareholders establishes the proposed remuneration of the members of the Supervisory Board for a term that runs until the close of the Company's annual general meeting to be held in 2019:

<b>Proposed remuneration for the members of the Supervisory Board for the period to the end of the annual general meeting to be held in 2019</b>	<b>EURO</b>
<b>Supervisory Board membership fees</b>	
Chairman of the Supervisory Board	300,000
Deputy-Chairman of the Supervisory Board	130,000

Any other member of the Supervisory Board	100,000
<b>Additional committee fees</b>	
Chairman of the Audit and Risk Committee	50,000
Member of the Audit and Risk Committee	25,000
Chairman of the Nomination Committee	20,000
Member of the Nomination Committee	10,000
Chairman of the Human Resources and Remuneration Committee	30,000
Member of the Human Resources and Remuneration Committee	20,000
Chairman of the Governance and Ethics Committee	20,000
Member of the Governance and Ethics Committee	10,000

The proposed remuneration for the members of the Supervisory Board has been determined with reference to competitors and peer companies as well as considering the need to retain and attract supervisory directors in light of the Company's situation. The proposed remuneration is not linked to Steinhoff's share price or performance. The levels of fees are set by reference to the responsibilities assumed by the supervisory directors, including in chairing or being a member of the Supervisory Board's committees. Supervisory Board members do not qualify for shares under the terms of the group's share incentive schemes.

In addition to the fees set out in the proposed remuneration table above, it is proposed that those members of the Independent Committee of the Supervisory Board being put forward for re-appointment to the Supervisory Board receive a further one-off payment to cover the additional work undertaken during the period since the accounting irregularities were identified in December 2017. It is proposed that Dr. Stefanus Booysen receives a payment of €200,000, Ms. Heather Sonn receives a payment of €200,000 and Dr. Johan van Zyl receives a payment of €100,000.

Furthermore, in acknowledgement of the exceptional demands being placed on the Supervisory Board members' time, it is proposed that additional payments be made in respect of Supervisory Board and committee meetings which take place in excess of those scheduled in the corporate calendar in accordance with the regulations of the Supervisory Board and its relevant committees.

It is proposed that the members of the Supervisory Board receive a further payment per Supervisory Board meeting and committee meeting, where such meeting is in excess of those scheduled in the corporate calendar in accordance with the regulations of the Supervisory Board and its relevant committees, with the chairperson to receive €4,000 per meeting and the members each to receive €3,000 per meeting.

Each Supervisory Board member will enter into a customary contractual indemnity with the Company in respect of losses and associated costs suffered by the Supervisory Board member as a result of acts or omissions in the exercise of their duties as a member of the Supervisory Board and any other duties performed at the request of the Company. The indemnity will not cover claims brought by the Company itself and will be subject to

customary carveouts. Each Supervisory Board member will be entitled to cover under the Company's D&O policy.

In acknowledgement of the exceptional demands placed on their time during the period since the accounting irregularities were identified in December 2017, it is proposed that Mr. Theunie Lategan and Dr. Deenadayalen Konar, who both retired from the Supervisory Board on 28 February 2018, each receive a further payment of €40,000.

**7 Other Corporate Affairs**

***Proposal to appoint Deloitte Accountants B.V. as external auditor for the financial year 2018 (Resolution)***

Following the external auditor review and selection process and the conclusions and recommendation of the Audit Committee and the Supervisory Board as communicated to the general meeting, it is proposed to the general meeting of shareholders to reappoint Deloitte Accountants B.V. as the Company's external auditor for the financial year 2018 (ending on 30 September 2018).

**8 Any other business (No Vote)**

**9 Closing (No Vote)**

## GENERAL INFORMATION

### Meeting documents

The Agenda and explanatory notes thereto, as well as the *curriculum vitae* of the proposed members of the Management Board (and information on the key terms of their service agreements) and Supervisory Board, are available on the Company's website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)) as from today. These documents are also available for inspection at the office of the Company in the Netherlands (Herengracht 466, 1017 CA Amsterdam) as well as at the Company's main place of business in South Africa (Block D, De Wagenweg Office Park, Stellantia Road, Stellenbosch), where copies may be obtained free of charge. If you wish to receive copies of the documents, please do not hesitate to contact the Company Secretary, care of Ewoud van Gellicum, Tel: +31 20 4200 600 / e-mail: [compsec@steinhoffinternational.com](mailto:compsec@steinhoffinternational.com).

### Record Date

Under Dutch law and the Company's articles of association, persons entitled to attend, speak and, if applicable, vote at the AGM are shareholders registered as such on Friday, 23 March 2018 (the "**Record Date**") in the register of shareholders kept by the Management Board after all debit and credit entries have been made on the Record Date, regardless of whether the shares in the Company (the "**Shares**") are still held by them at the date of the AGM, provided that such persons have registered themselves for the meeting in the manner specified below.

### Registration to attend the AGM

All shareholders, persons with meeting rights or their proxies who wish to attend the AGM's formal venue in the Netherlands or attend the South African venue to directly observe the proceedings, speak and raise questions at the AGM from South Africa are required to register their intention to attend the relevant venue in accordance with the instructions set out below and to have received an attendance card issued in their name (the "**Attendance Card**"). The Attendance Card will specify which venue the attendee has registered to attend (the formal venue of the AGM in the Netherlands or the South African venue) and is only capable of being used to attend the venue for which that attendee has registered.

Please note that whilst shareholders attending the South African venue will be able to directly observe the proceedings, speak and raise questions at the AGM, such attendance will not constitute participation in the AGM from a Dutch law perspective and such shareholders will not be able to vote at the South African venue. If shareholders attending the South African venue intend to exercise their voting rights in the AGM, they should therefore ensure that their votes are submitted by voting proxy in advance (see below for further instructions).

### Attendance instructions

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

Any person holding securities with a beneficial entitlement to Shares on the Frankfurt Stock Exchange ("**Securities**") that are held for his/her benefit by PLC Nominees (Pty) Limited (the "**Nominee**"), who wishes to attend the AGM at the AGM's formal venue in the Netherlands or who wishes to attend the South African venue to directly observe the proceedings, speak and raise questions at the AGM from South Africa, either in person or by proxy (please note the proxy instructions below), should instruct his/her 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, together with confirmation as to which venue the holder of Securities intends to attend, must be submitted to Computershare Germany by **no later than 11.00 a.m. CET**

**(11:00 SAST) on Friday, 13 April 2018** by emailing [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) or by submitting a written notification to the following address:

Steinhoff International Holdings N.V.  
AGM 2018  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 München  
Fax: + 49 89 30903-74675

A holder of Securities who has submitted a statement to Computershare Germany in accordance with the foregoing will receive an Attendance Card and the relevant Proxy and Voting Instruction Form. Such holder of 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 (or, if exercising their right to observe proceedings, speak and raise questions from South Africa, at the registration desk at the South Africa venue) in order to gain access. If he/she does not wish to or is unable to attend the AGM or the meeting venue in South Africa but wishes to be represented thereat, he/she must complete a Proxy and Voting Instruction Form and submit the same in accordance with the instructions below.

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 Shares held on the Johannesburg Stock Exchange in “own name” or holders of previously certificated Shares on the Johannesburg Stock Exchange may attend the AGM at the AGM’s formal venue in the Netherlands or may attend the South African venue to directly observe the proceedings, speak and raise questions at the AGM from South Africa, either in person or by proxy (please note the voting and proxy instructions below) provided they notify Computershare South Africa of their intention to attend the relevant venue **by no later than 11.00 a.m. CET (11:00 SAST) on Friday, 13 April 2018** by emailing: [proxy@computershare.co.za](mailto:proxy@computershare.co.za) or by submitting a written notification, including a copy of a valid ID (such as a passport or driving licence) and any power of attorney, where applicable, to:

Computershare Investor Services Pty Ltd  
Rosebank Towers, 15 Biermann Avenue  
Rosebank 2196  
South Africa  
(PO Box 61051 Marshalltown 2107)  
Telefax: +27 11 688 5248  
Attention: Peter du Plooy

A holder of Shares who has submitted a written notification to Computershare South Africa in accordance with the foregoing will receive an Attendance Card and the relevant Proxy and Voting Instruction Form. Such holder of Shares (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 (or, if exercising their right to observe proceedings, speak and raise questions from South Africa, at the registration desk at the South Africa venue) in order to gain access. If he/she does not wish to or is unable to attend the AGM or the meeting venue in South Africa but wishes to be represented thereat, he/she must complete a Proxy and Voting Instruction Form and submit the same in accordance with the instructions below.

A holder of Shares held on the Johannesburg Stock Exchange other than in “own name”, who wishes to attend the AGM at the AGM’s formal venue in the Netherlands or who wishes to attend the South African venue to directly observe the proceedings, speak and raise questions at the AGM from South Africa, either in person or by proxy (please note the proxy instructions below), 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) to attend the AGM or the venue in South Africa in person, in the manner stipulated in terms of the agreement governing his/her relationship with the CSDP, broker or nominee. Such letter of representation or power of attorney must be submitted by the CSDP, broker or nominee to Computershare South Africa **by no later than 11.00 a.m. CET (11:00 SAST) on Friday, 13 April 2018** by emailing: [proxy@computershare.co.za](mailto:proxy@computershare.co.za) or by submitting a written notification to:

Computershare Investor Services Pty Ltd  
Rosebank Towers, 15 Biermann Avenue  
Rosebank 2196  
South Africa  
(PO Box 61051 Marshalltown 2107)  
Telefax: +27 11 688 5248  
Attention: Peter du Plooy

Computershare South Africa will then issue an Attendance Card and the relevant proxy forms which will be submitted by the CSDP, broker or nominee to the relevant shareholder. The relevant authority to attend the meeting must be used to qualify for attendance to the AGM (or the venue in South Africa) and must be produced, with a valid ID (such as a passport or driving licence) and an Attendance Card, at the registration desk upon arrival at the AGM (or, if exercising their right to observe proceedings, speak and raise questions from South Africa, at the registration desk at the South Africa venue) in order to gain access.

A holder of Shares held on the Johannesburg Stock Exchange other than in “own name”, who does not wish to, or is unable to, attend the AGM at the AGM’s formal venue in the Netherlands but who wishes 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.

#### **Identification and registration**

**AGM – The Netherlands:** Registration will take place at the registration desk at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol, Municipality of Haarlemmermeer, the Netherlands, between 11.30 CET, and the commencement of the meeting **at 13.00 CET on Friday, 20 April 2018. It is not possible to register after this time.** Attendees may be asked to produce proof of identity (together with any relevant letter of representation or power of attorney) and may be declined access in case such proof of identity (together with any relevant letter of representation or power of attorney) is not produced. All

attendees of the meeting are therefore requested to bring valid ID (such as a passport or driving licence) to the venue. Attendees will need to present their Attendance Card, issued for the formal AGM venue, upon registration or may be declined access.

***If participating from South Africa:*** Registration will take place at the registration desk at the Cape Town International Convention Centre, Convention Square, 1 Lower Long Street, Cape Town, 8001, South Africa, between 11.30 SAST, and the commencement of the meeting **at 13.00 SAST on Friday, 20 April 2018. It is not possible to register after this time.** Attendees may be asked to produce proof of identity (together with any relevant letter of representation or power of attorney) and may be declined access in case such proof of identity (together with any relevant letter of representation or power of attorney) is not produced. All attendees of the meeting are therefore requested to bring a valid ID (such as a passport or driving licence) to the venue. Attendees will need to present their Attendance Card, issued for the South African venue, upon registration or may be declined access. **Please note that you will not be able to vote at the South African venue so if you intend to exercise your voting rights at the AGM and attend the South African venue, please ensure that all your votes are submitted by voting proxy in advance (see below for further instructions).**

### **Instructions for voting by proxy**

#### ***Appointing a named individual as proxy***

Under Dutch law and the Company's articles of association, a shareholder or person with meeting rights shall be entitled to attend, speak and, to the extent applicable, exercise his/her voting rights in the AGM by a proxy authorised in writing. Before the AGM, the proxy must present his/her Proxy and Voting Instruction Form (together with any relevant/underlying letter of representation or power of attorney), their Attendance Card (issued for the appropriate venue) and, if requested, a valid ID (such as a passport or driving licence) at the registration desk at the formal venue of the AGM in the Netherlands.

If shareholders wish to appoint a named individual as proxy to attend, speak and, to the extent applicable, exercise his/her voting rights in the AGM, Proxy and Voting Instruction Forms are available on the Company's website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)) as from today. Proxy and Voting Instruction Forms are also available at the office of the Company in the Netherlands (Herengracht 466, 1017 CA Amsterdam) as well as at the Company's main place of business in South Africa (Block D, De Wagenweg Office Park, Stentia Road, Stellenbosch), where copies may be obtained free of charge. If you wish to receive a Proxy and Voting Instruction Form, please do not hesitate to contact the Company Secretary, care of Ewoud van Gellicum, Tel: +31 20 4200 600 / e-mail: [compsec@steinhoffinternational.com](mailto:compsec@steinhoffinternational.com).

Please note that if you wish to attend the South African venue and intend to exercise your voting rights at the AGM by appointing a named individual as your voting proxy, that your proxy holder should be present in the Netherlands at the formal AGM venue in order to be able to cast his/her votes on your behalf. Alternatively, you may grant your voting proxy to the independent third party (see below for further instructions) who can vote on your behalf at the formal AGM venue in the Netherlands in accordance with your instructions.

#### ***Appointing the independent third party as proxy***

A shareholder may also elect to authorise in writing Mr. W. ten Hove, (associated) civil-law notary, in Amsterdam, the Netherlands, his replacement and/or any (deputy) civil-law notary of Simmons & Simmons LLP, Amsterdam office to vote as his/her proxy at the AGM (in accordance with his/her instructions). The Proxy and Voting Instruction Form should always be granted with clear voting

instructions. In the absence of voting instructions or in the event that the proxy is granted to the aforementioned person without clear voting instructions, it shall be deemed to include a voting instruction to such person to vote in favour of all agenda items that have been proposed to be put to a vote at the AGM.

If shareholders wish to appoint the independent third party as proxy to attend, speak and, to the extent applicable, exercise his/her voting rights in the AGM, Proxy and Voting Instruction Forms are available on the Company's website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)) as from today. Proxy and Voting Instruction Forms are also available at the office of the Company in the Netherlands (Herengracht 466, 1017 CA Amsterdam) as well as at the Company's main place of business in South Africa (Block D, De Wagenweg Office Park, Stellantia Road, Stellenbosch), where copies may be obtained free of charge. If you wish to receive a Proxy and Voting Instruction Form, please do not hesitate to contact the Company Secretary, care of Ewoud van Gellicum, Tel: +31 20 4200 600 / e-mail: [compsec@steinhoffinternational.com](mailto:compsec@steinhoffinternational.com).

**Shareholders appointing a named individual or the independent third party as their proxy must submit the duly signed Proxy and Voting Instruction Forms to be received by Computershare by not later than 11.00 a.m. CET (11:00 SAST) on Friday, 13 April 2018.**

Duly signed Proxy and Voting Instruction Forms in respect of shares listed on the Frankfurt Stock Exchange should be submitted, together with a copy of a valid ID (such as a passport or driving licence) and any relevant/underlying letter of representation or power of attorney, where applicable, to Computershare Germany by emailing: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) or by submitting a hard copy to the following address:

Steinhoff International Holdings N.V.  
AGM 2018  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 München  
Fax: + 49 89 30903-74675

Duly signed Proxy and Voting Instruction Forms in respect of shares listed on the Johannesburg Stock Exchange should be submitted, together with a copy of a valid ID (such as a passport or driving licence) and any relevant/underlying letter of representation or power of attorney, where applicable, to Computershare South Africa by emailing: [proxy@computershare.co.za](mailto:proxy@computershare.co.za) or by submitting a hard copy to:

Computershare Investor Services Pty Ltd  
Rosebank Towers, 15 Biermann Avenue  
Rosebank 2196  
South Africa  
(PO Box 61051 Marshalltown 2107)  
Telefax: +27 11 688 5248  
Attention: Peter du Plooy



## **Contact Details**

### **Company Secretary:**

Block D – DeWagenweg Office Park  
Stellentia Road, Stellenbosch 7600  
(PO Box 122, Stellenbosch, 7599)  
Telephone: +31 20 4200 600  
Attention: Ewoud van Gellicum

### **Computershare South Africa:**

Computershare Investor Services Pty Ltd  
Rosebank Towers, 15 Biermann Avenue  
Rosebank 2196  
South Africa  
(PO Box 61051 Marshalltown 2107)  
Telefax: +27 11 688 5248

### **Computershare Germany:**

Computershare Deutschland GmbH & Co. KG,  
Computershare Operations Center,  
80249 München,  
Fax: + 49 89 30903-74675,  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

## **Appendix 1A: Biography of Mr. Philip Dieperink and information on the key terms of his service agreement**

### ***Agenda item 4.2: Proposal for appointment of Mr. Philip Dieperink as a member of the Management Board***

The biography of Mr. Philip Dieperink as required by Dutch law with regard to the nomination for his appointment to the Management Board is as follows:

Name	Mr. Philip Dieperink
Age	61
Gender	Male
Nationality	South African and Dutch
Profession	Accountancy and Finance
Shares in the Company	526,562
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Mr. Philip Dieperink (BCom (Hons), CTA, CA(SA), H. Dip Tax) earned his Honours degree in Accountancy at the University of Pretoria. Mr. Dieperink joined Deloitte & Touche in 1980, where he qualified as a chartered accountant in 1981. Mr. Dieperink transferred to the tax division specialising in corporate and international tax planning and became a tax partner in 1987.

After leaving Deloitte, Mr. Dieperink joined Unitrans Limited as chief financial officer and helped develop the strategic direction and growth of this group over 10 years, until 2007 when Unitrans was purchased by Steinhoff.

Mr. Dieperink holds several other appointments within the Steinhoff group of companies and currently serves on the boards of Steinhoff Asia Pacific Limited and Cofel. In September 2007, Mr. Dieperink relocated to the United Kingdom to assume the position of chief financial officer of Steinhoff UK Holdings. Mr. Dieperink was appointed to the role of acting Chief Financial Officer of Steinhoff on 4 January 2018.

The Nomination Committee has discussed Mr. Dieperink's qualifications and concluded that he will be an excellent addition to the Management Board and will fit the role of Chief Financial Officer well, as demonstrated during his time as acting Chief Financial Officer of the Company since 4 January 2018 and his extensive experience in accounting and corporate finance positions throughout his career. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise, and that his appointment safeguards the continuity and knowledge of the organisation within the Management Board. The Nomination Committee therefore advised the Supervisory Board to nominate Mr. Dieperink for appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Mr. Dieperink be appointed as a member of the Management Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. Mr. Dieperink has no conflicts of interest with Steinhoff and is eligible for appointment.

## ***Information on key terms of Philip Dieperink's service agreement with the Company***

### ***Contractual status***

An agreement will be entered into that contains the rights and obligations of Mr. Dieperink as a Management Board member when appointed by the AGM. Mr. Dieperink is currently employed within the Steinhoff group of companies on the basis of a local employment agreement. Mr. Dieperink will continue to be employed locally following his appointment to the Management Board.

### ***Fixed compensation***

Mr. Dieperink's total annual fixed compensation will amount to €1,500,000 gross per year, which includes any fixed compensation due under the local employment agreement.

### ***Variable compensation***

In accordance with Steinhoff's remuneration policy, Mr. Dieperink will be entitled to an annual cash bonus, subject to the achievement of milestones to be agreed. He will also be eligible to participate in a long-term incentive plan, when established.

### ***Severance payment***

Upon termination for reasons other than cause or retirement, and in line with Steinhoff's remuneration policy, Mr. Dieperink is contractually entitled to receive a severance payment at a maximum equal to €1,500,000 gross (total annual fixed compensation). This severance payment includes any severance payments flowing from Mr. Dieperink's local employment agreement, insofar as permissible under local law.

### ***Benefits***

Benefits provided to Management Board members and their families include membership of retirement funds (pensions) and medical aid schemes, to which contributions are made by both employees and Steinhoff.

### ***Indemnity and D&O***

Each Management Board member will enter into a customary contractual indemnity with the Company in respect of losses and associated costs suffered by the Management Board member as a result of acts or omissions in the exercise of their duties as a member of the Management Board and any other duties performed at the request of the Company. The indemnity will not cover claims brought by the Company itself and will be subject to customary carve outs. Mr. Dieperink will be entitled to cover under the Company's D&O policy.

## **Appendix 1B: Biography of Mr. Theodore de Klerk and information on the key terms of his service agreement**

### ***Agenda item 4.3: Proposal for appointment of Mr. Theodore de Klerk as a member of the Management Board***

The biography of Mr. Theodore de Klerk as required by Dutch law with regard to the nomination for his appointment to the Management Board is as follows:

Name	Mr. Theodore Le Roux de Klerk
Age	48
Gender	Male
Nationality	South African
Profession	Operational business executive
Shares in the Company	194,270
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Mr. Theodore de Klerk (B.Com (Hons), CTA, HDip(Tax), CFM) completed his articles with Ernst & Young and worked for four years as a corporate tax consultant. Mr. de Klerk joined Murray & Roberts as financial director of its marine construction operation and spent five years with Gensec Investment Bank as part of its corporate finance advisory unit, focusing on mergers & acquisitions, capital raisings and related structuring functions. Mr. de Klerk joined Steinhoff in 2003 as a senior executive with responsibility for corporate advisory services and investor relations. Mr. de Klerk was in 2008 appointed Chief Executive Officer of SteinBuild, the group's Southern African building materials division, a position he held until 2015. He currently serves as a Director of several Steinhoff operating companies and manages a number of strategic projects on behalf of Steinhoff.

Mr. de Klerk has been a Non-Executive Director of KAP Industrial Holdings Limited since October 2017.

The Nomination Committee has discussed Mr. Theodore de Klerk's qualifications and concluded that he will be an excellent addition to the Management Board, as demonstrated by his performance as a member of the Company's executive committee since his appointment in January 2018 and his long tenure as Chief Executive Officer of Steinbuild, one of the group's material subsidiaries. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise required of the Management Board. The Nomination Committee therefore advised the Supervisory Board to nominate Mr. de Klerk for appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Mr. de Klerk be appointed as a member of the Management Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. Mr. de Klerk has no conflicts of interest with Steinhoff and is eligible for appointment.

## ***Information on key terms of Mr. Theodore de Klerk's service agreement with the Company***

### ***Contractual status***

An agreement will be entered into that contains the rights and obligations of Mr. de Klerk as a Management Board member when appointed by the AGM. Mr. de Klerk is currently employed within the Steinhoff group of companies on the basis of a local employment agreement. Mr. de Klerk will continue to be employed locally following his appointment to the Management Board.

### ***Fixed compensation***

Mr. de Klerk's total annual fixed compensation will amount to €700,000 gross per year, which includes any fixed compensation due under the local employment agreement.

### ***Variable compensation***

In accordance with Steinhoff's remuneration policy, Mr. de Klerk will be entitled to an annual cash bonus, subject to the achievement of milestones to be agreed. He will also be eligible to participate in a long-term incentive plan, when established.

### ***Severance payment***

Upon termination for reasons other than cause or retirement and in line with Steinhoff's remuneration policy, Mr. de Klerk is contractually entitled to receive a severance payment at a maximum equal to €700,000 gross (total annual fixed compensation). This severance payment includes any severance payments flowing from Mr. de Klerk's local employment agreement, insofar as permissible under local law.

### ***Benefits***

Benefits provided to Management Board members and their families include membership of retirement funds (pensions) and medical aid schemes, to which contributions are made by both employees and Steinhoff.

### ***Indemnity and D&O***

Each Management Board member will enter into a customary contractual indemnity with the Company in respect of losses and associated costs suffered by the Management Board member as a result of acts or omissions in the exercise of their duties as a member of the Management Board and any other duties performed at the request of the Company. The indemnity will not cover claims brought by the Company itself and will be subject to customary carve outs. Mr. de Klerk will be entitled to cover under the Company's D&O policy.

## **Appendix 1C: Biography of Mr. Alexandre Nodale and information on the key terms of his service agreement**

### ***Agenda item 4.4: Proposal for appointment of Mr. Alexandre Nodale as a member of the Management Board***

The biography of Mr. Alexandre Nodale as required by Dutch law with regard to the nomination for his appointment to the Management Board is as follows:

Name	Mr. Alexandre Nodale
Age	40
Gender	Male
Nationality	French
Profession	Finance and Management
Shares in the Company	507,941
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Mr. Alexandre Nodale attended the Management school of Business of Rouen NEOMA from 1997 to 2000.

Mr. Nodale started his career at the headquarters of the listed company PPR (now Kering Group) in 2000 as a financial controller before taking the position of Head of Information and Financial Planning in October 2005. In that position, Mr. Nodale was in charge of the medium and long term financial forecasting for the group as well as the relationship with the rating agencies. Mr. Nodale became PPR's Financial Control Director in October 2007.

Mr. Nodale joined Conforama Group as Deputy Director in charge of finance in 2009 and became Deputy Chief Executive Officer in 2012 before being appointed Chief Executive Officer in January 2015. In the same month, Mr. Nodale joined the board of Eco-mobilier and Eco-Systèmes (now ESR), two French organisations that specialise in the recycling of furniture and electronics. He is also a member of the board of ESR. Mr. Nodale was appointed as Deputy Chief Executive Officer of Steinhoff on 19 December 2017.

The Nomination Committee has discussed Mr. Alexandre Nodale's qualifications and concluded that he will be an excellent addition to the Management Board, as demonstrated during his time as Deputy Chief Executive Officer of the Company since 19 December 2017 and his record in various positions in Conforama and PPR. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise, and that his appointment safeguards the continuity and knowledge of the organisation within the Management Board. The Nomination Committee therefore advised the Supervisory Board to nominate Mr. Nodale for appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Mr. Nodale be appointed as a member of the Management Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. Mr. Nodale has no conflicts of interest with Steinhoff and is eligible for appointment.

## ***Information on key terms of Alexandre Nodale's service agreement***

### ***Contractual status***

An agreement will be entered into that contains the rights and obligations of Mr. Nodale as a Management Board member when appointed by the AGM. Mr. Nodale will continue to perform his global duties within the group and in particular as CEO of Conforama. Mr. Nodale will continue to be employed locally following his appointment to the Management Board.

### ***Fixed compensation***

Mr. Nodale's total annual fixed compensation will amount to €1,000,000 gross per year, which includes any fixed compensation due under the local employment agreements / mandates within the group.

### ***Variable compensation***

In accordance with Steinhoff's remuneration policy, Mr. Nodale will be entitled to an annual cash bonus, subject to the achievement of milestones to be agreed. He will also be eligible to participate in a long-term incentive plan, when established.

### ***Severance payment***

Upon termination for reasons other than cause or retirement and in line with Steinhoff's remuneration policy, Mr. Nodale is contractually entitled to receive a severance payment at a maximum equal to €1,000,000 gross (total annual fixed compensation). This severance payment includes any severance payments flowing from Mr. Nodale's local employment agreements / mandates within the group, insofar as permissible under local law.

### ***Benefits***

Benefits provided to Management Board members and their families include membership of retirement funds (pensions) and medical aid schemes, to which contributions are made by both employees and Steinhoff.

### ***Indemnity and D&O***

Each Management Board member will enter into a customary contractual indemnity with the Company in respect of losses and associated costs suffered by the Management Board member as a result of acts or omissions in the exercise of their duties as a member of the Management Board and any other duties performed at the request of the Company. The indemnity will not cover claims brought by the Company itself and will be subject to customary carve outs. Mr. Nodale will be entitled to cover under the Company's D&O policy.

## **Appendix 1D: Biography of Mr. Louis du Preez and information on the key terms of his service agreement**

### ***Agenda item 4.5: Proposal for appointment of Mr. Louis du Preez as a member of the Management Board***

The biography of Mr. Louis du Preez as required by Dutch law with regard to the nomination for his appointment to the Management Board is as follows:

Name	Mr. Louis du Preez
Age	48
Gender	Male
Nationality	South African
Profession	Law
Shares in the Company	5,165
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Mr. Louis du Preez (BCom, LLB) obtained his bachelor's degree from the University of Stellenbosch and went on to qualify as an attorney of the High Court of South Africa in 1997 after completing his articles. He joined Jan S de Villiers and was appointed a partner of the firm in 1998. With the merger of Werksmans Attorneys in 2009, he became a member of the national executive committee of the combined firm and served as such until early 2017. While practising as an attorney, he advised clients on a variety of corporate and commercial matters.

Mr. du Preez has served as non-executive director of KAP Industrial Holdings Limited since 1 October 2017. He joined the Steinhoff group as General Counsel in mid-2017 and was appointed as Commercial Director and member of the Management Board on 19 December 2017. Mr. du Preez has also served as a non-executive director of Steinhoff Africa Retail Limited since January 2018.

The Nomination Committee has discussed Mr. du Preez's qualifications and concluded that he will be an excellent addition to the Management Board, as demonstrated during his time as Commercial Director of the Company since 19 December 2017 and his extensive experience in private practice advising clients on a variety of corporate and commercial matters. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise, and that his appointment safeguards the continuity and knowledge of the organisation within the Management Board. The Nomination Committee therefore advised the Supervisory Board to nominate Mr. du Preez for appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Mr. du Preez be appointed as a member of the Management Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. Mr. du Preez has no conflicts of interest with Steinhoff and is eligible for appointment.



## ***Information on key terms of Louis du Preez's service agreement with the Company***

### ***Contractual status***

An agreement will be entered into that contains the rights and obligations of Mr. du Preez as a Management Board member when appointed by the AGM. Mr. du Preez is currently employed within the Steinhoff group of companies on the basis of a local employment agreement. Mr. du Preez will continue to be employed locally following his appointment to the Management Board.

### ***Fixed compensation***

Mr. du Preez's total annual fixed compensation will amount to €1,000,000 gross per year, which includes any fixed compensation due under the local employment agreement.

### ***Variable compensation***

In accordance with Steinhoff's remuneration policy, Mr. du Preez will be entitled to an annual cash bonus, subject to the achievement of milestones to be agreed. He will also be eligible to participate in a long-term incentive plan, when established.

### ***Severance payment***

Upon termination for reasons other than cause or retirement and in line with Steinhoff's remuneration policy, Mr. du Preez is contractually entitled to receive a severance payment at a maximum equal to €1,000,000 (total annual fixed compensation). This severance payment includes any severance payments flowing from Mr. du Preez's local employment agreement, insofar as permissible under local law.

### ***Benefits***

Benefits provided to Management Board members and their families include membership of retirement funds (pensions) and medical aid schemes, to which contributions are made by both employees and Steinhoff.

### ***Indemnity and D&O***

Each Management Board member will enter into a customary contractual indemnity with the Company in respect of losses and associated costs suffered by the Management Board member as a result of acts or omissions in the exercise of their duties as a member of the Management Board and any other duties performed at the request of the Company. The indemnity will not cover claims brought by the Company itself and will be subject to customary carve outs. Mr. du Preez will be entitled to cover under the Company's D&O policy.

## **Appendix 2A: Biography of Ms. Khanyisile Kweyama**

### ***Agenda item 5.2: Proposal for appointment of Ms. Khanyisile Kweyama as a member of the Supervisory Board***

The biography of Ms. Khanyisile Kweyama as required by Dutch law with regard to the nomination for her appointment to the Supervisory Board is as follows:

Name	Ms. Khanyisile Kweyama
Age	52
Gender	Female
Nationality	South African
Profession	Management, Mining, Broadcasting
Shares in the Company	None
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Ms. Khanyisile Kweyama, (MM (Management)), obtained a Postgraduate Diploma in Management and a Master's degree in Management from the University of Witwatersrand in 1999.

Ms. Kweyama has extensive commercial experience working in a number of international companies. She served as Group Executive of Human Resources & Industrial Relations at Allied Technologies from 2003 to 2008. She served as Group Executive of Global HR, Transformation and Sustainability at Barloworld Ltd from 2008 to 2011. She also served as Executive Head of Human Resources at Anglo American Platinum Limited from 2011 to 2012 and Executive Director of Anglo American Southern Africa Limited from 2012 to 2015. More recently, she served as Chief Executive Officer of Business Unity SA from 2015 to 2017.

Ms. Kweyama has won a number of awards throughout her career. For example, she was selected as the "Most Influential Woman in the Mining, Resources and Extractive Sector" from 2012 to 2015 and was recognised as one of the "100 Most Inspiring Women in Mining" in 2014 and 2015.

Ms. Kweyama has also been appointed to various offices at national and statutory bodies. For example, she was appointed to the Employment Equity Commission in South Africa from 2008 to 2012 and elected Vice President of the Chamber of Mines in South Africa in 2013 and 2014. She has also been the Chief Executive Officer of business unity in South Africa at the South African Chamber of Commerce and Industry since December 2014 and is a member of both the National Planning Commission and Gauteng Eminent Persons Group.

Ms. Kweyama currently serves as the Chairperson of Brand South Africa and is a board member of South African Broadcasting Corporation. She previously served as the Chairperson of the Interim Board of the SABS. She is also Chairman of the Social & Ethics Committee at Telkom SA SOC Limited.

The Nomination Committee has discussed Ms. Kweyama's qualifications and concluded that she fits the profile of the Supervisory Board well. The Nomination Committee is of the unanimous opinion that her knowledge and experience match the desired expertise for the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Ms. Kweyama for

appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Ms. Kweyama be appointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022.

Ms. Kweyama has no conflicts of interest with Steinhoff, qualifies as an independent supervisory board member within the meaning of the 2016 Dutch Corporate Governance Code and is eligible for appointment.

## **Appendix 2B: Biography of Ms. Moira Moses**

### ***Agenda item 5.3: Proposal for appointment of Ms. Moira Moses as a member of the Supervisory Board***

The biography of Ms. Moira Moses as required by Dutch law with regard to the nomination for her appointment to the Supervisory Board is as follows:

Name	Ms. Moira Moses
Age	53
Gender	Female
Nationality	South African
Profession	Management, Non-Executive Director
Shares in the Company	None
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Ms. Moira Moses (BA) graduated from the University of the Witwatersrand in 1987 and completed a Management Advancement Programme at the Business School of the University of the Witwatersrand in 1995.

Ms. Moira Moses served as Managing Director of Land Rover, Volvo and Jaguar in Southern Africa from 2000 to 2004. She was the Managing Director of Control Instruments, Automotive from 2004 to 2005. She was General Manager of Re-Engineering at Transnet Limited from 2005 to 2007 and Group Executive of Capital Projects from 2007 to 2012. Ms. Moses was also a Non-Executive Director on the Board of the Public Investment Corporation from 2007 to 2015, serving on the Audit and Risk Committee, the Remuneration Committee, the Directors' Affairs Committee, the Investment Committee and she also served as Chairperson of the Property Committee. She has also served as a Non-Executive Director of Transnet Limited, Viamax (Pty) Ltd and MTN Group Limited.

Ms. Moses is currently a member of the Board of the Government Employees Pension Fund and a Non-Executive Director of Afrisam Group and Kansai Plascon Africa Limited. She is also currently a member of Thusanang Trust, a non-profit organisation focused on child education.

The Nomination Committee has discussed Ms. Moses' qualifications and concluded that she fits the profile of the Supervisory Board well. The Nomination Committee is of the unanimous opinion that her knowledge and experience match the desired expertise for the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Ms. Moses for appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Ms. Moses be appointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022.

Ms. Moses has no conflicts of interest with Steinhoff, qualifies as an independent supervisory board member within the meaning of the 2016 Dutch Corporate Governance Code and is eligible for appointment.

## **Appendix 2C: Biography of Dr. Hugo Nelson**

### ***Agenda item 5.4: Proposal for appointment of Dr. Hugo Nelson as a member of the Supervisory Board***

The biography of Dr. Hugo Nelson as required by Dutch law with regard to the nomination for his appointment to the Supervisory Board is as follows:

Name	Dr. Hugo Nelson
Age	47
Gender	Male
Nationality	South African and Maltese
Profession	Asset Management
Shares in the Company	SHFSJ EUR 1.25 2023: 1,100,000 held by the FVC Endurance Fund (to which Dr. Nelson is an adviser)
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Dr. Hugo Nelson (MBChB, MBA (Oxon), CFA) was a medical doctor before earning an MBA from the University of Oxford. He is also a chartered financial analyst.

Dr. Nelson has a wealth of experience in the South African asset management industry. He joined Coronation Fund Managers Limited in 1999 as part of the investment team, initially as an Equity Analyst, then as Portfolio Manager, responsible for both institutional and retail assets. Dr. Nelson served as the Chief Executive Officer at Coronation Fund Managers Limited from November 2007 to January 2013. He has also served as the Chief Executive Officer of Coronation Asset Management Proprietary Ltd, as a Non-Executive Director of Namibia Asset Management Ltd. (from May 2008 to January 2013) and as a Director of Coronation Global Fund Managers (Ireland) Limited.

Dr. Nelson currently serves as an Independent Non-Executive Director of Coronation Fund Managers Limited, is the founding partner of Fortitudine Vincimus Capital Advisors (Pty) Ltd and is an advisor to the FVC Endurance Fund. He is also a trustee of the DG Murray Trust and a patron of the George Whitefield College.

The Nomination Committee has discussed Dr. Nelson's qualifications and concluded that he fits the profile of the Supervisory Board well. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise for the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Dr. Nelson for appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Dr. Nelson be appointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022.

Dr. Nelson has no conflicts of interest with Steinhoff, qualifies as an independent supervisory board member within the meaning of the 2016 Dutch Corporate Governance Code and is eligible for appointment.

## **Appendix 2D: Biography of Mr. Peter Wakkie**

### ***Agenda item 5.5: Proposal for appointment of Mr. Peter Wakkie as a member of the Supervisory Board***

The biography of Mr. Peter Wakkie as required by Dutch law with regard to the nomination for his appointment to the Supervisory Board is as follows:

Name	Mr. Peter Wakkie
Age	69
Gender	Male
Nationality	Dutch
Profession	Law, Non-Executive Director
Shares in the Company	None
External board memberships that qualify under Act Management and Supervision	TomTom N.V

### ***Biography***

Mr. Peter Wakkie earned a bachelor's degree in law from the University of Utrecht in 1972. He then joined the Dutch law firm De Brauw Blackstone Westbroek specialising in mergers and acquisitions and corporate litigation and served as the firm's Managing Partner from 1997 to 2001. He then became a founding partner of the firm Spinath & Wakkie B.V. in 2010.

Mr. Wakkie served as a Member of the Executive Board of Royal Ahold N.V. from 2003 to 2009 where he also held the position of Chief Corporate Governance Counsel. He was heavily involved in Royal Ahold's restructuring and divestment program and became chief architect of its corporate responsibility strategy.

Mr. Wakkie has held numerous roles on supervisory boards throughout his career. He is currently Chairman of the supervisory board of TomTom N.V. and a member of the supervisory board of BCD Holdings N.V. He was Vice-Chairman of the supervisory board of ABN AMRO Bank N.V. from 2009 to 2015 and Chairman of the supervisory board of Wolters Kluwer N.V. until 2017.

The Nomination Committee has discussed Mr. Wakkie's qualifications and concluded that he fits the profile of the Supervisory Board well. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise for the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Mr. Wakkie for appointment to serve a term of one year. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Mr. Wakkie be appointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2019.

Mr. Wakkie has no conflicts of interest with Steinhoff, qualifies as an independent supervisory board member within the meaning of the 2016 Dutch Corporate Governance Code and is eligible for appointment.

## **Appendix 2E: Biography of Prof. Alexandra Watson**

### **Agenda item 5.6: Proposal for appointment of Prof. Alexandra Watson as a member of the Supervisory Board**

The biography of Prof. Alexandra Watson as required by Dutch law with regard to the nomination for her appointment to the Supervisory Board is as follows:

Name	Prof. Alexandra Watson
Age	61
Gender	Female
Nationality	South African
Profession	Accountancy, Non-Executive Director
Shares in the Company	None
External board memberships that qualify under Act Management and Supervision	None

### **Biography**

Prof. Alexandra Watson (B.Com (Hons), UCT., CA(SA)) is a South African chartered accountant. She served as a Professor in the College of Accounting at the University of Cape Town until March 2018, where her area of expertise was financial reporting and other forms of corporate reporting. She is also a former Chairman of the Accounting Practices Committee (Technical Accounting Committee of the South African Institute of Chartered Accountants) and is a member of the South African Financial Reporting Investigations Panel.

Prof. Watson has been a Non-Executive Director of Coronation Fund Managers Limited since May 2008 and chair of its audit and risk committee, as well as Lead Independent Non-Executive Director since October 2017. She is also a Board Member and vice-chairman of the Global Reporting Initiative, an Amsterdam-based organisation promoting understanding and communication of sustainability issues.

The Nomination Committee has discussed Prof. Watson's qualifications and concluded that she fits the profile of the Supervisory Board well. The Nomination Committee is of the unanimous opinion that her knowledge and experience match the desired expertise for the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Prof. Watson for appointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Prof. Watson be appointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022.

Prof. Watson has no conflicts of interest with Steinhoff, qualifies as an independent supervisory board member within the meaning of the 2016 Dutch Corporate Governance Code and is eligible for appointment.

## **Appendix 2F: Biography of Dr. Stefanés Booyesen**

### **Agenda item 5.7: Proposal for reappointment of Dr. Stefanés Booyesen as a member of the Supervisory Board**

The biography of Dr. Stefanés Francois Booyesen as required by Dutch law with regard to the nomination for his appointment to the Supervisory Board is as follows:

Name	Dr. Stefanés Francois Booyesen
Age	55
Gender	Male
Nationality	South African
Profession	Chartered Accountant
Shares in the Company	218,148
External board memberships that qualify under Act Management and Supervision	None

### **Biography**

Dr. Stefanés Francois Booyesen (B.Compt (Hons)) earned a bachelor's degree at the University of South Africa and a PhD(Accountancy) from the University of Pretoria. He went on to complete his articles with Ernst & Young and acted as lecturer at the University of South Africa. In 2006, he was appointed as council member of the University of Pretoria.

Dr. Booyesen is the former group chief executive officer of Absa Group Limited.

He currently serves on the boards of the listed companies Clover Limited, Efficient Group Limited, Enx Group Limited and Vukile Property Fund Limited.

The Nomination Committee has discussed Dr. Booyesen's qualifications and concluded that he fits the profile of the Supervisory Board well, as demonstrated during his time as a Supervisory Board member since November 2015. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise, and that his reappointment safeguards the continuity and knowledge of the organisation within the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Dr. Booyesen for reappointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Dr. Stefanés Francois Booyesen be reappointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022.

Dr. Booyesen qualifies as a financial reporting and audit expert as referred to in the Dutch Decree on the establishment of an audit committee (*Besluit instelling auditcommissie*). Dr. Booyesen has no conflicts of interest with Steinhoff.



## **Appendix 2G: Biography of Ms. Angela Krüger-Steinhoff**

### ***Agenda item 5.8: Proposal for reappointment of Ms. Angela Krüger-Steinhoff as a member of the Supervisory Board***

The biography of Ms. Angela Krüger-Steinhoff as required by Dutch law with regard to the nomination for her appointment to the Supervisory Board is as follows:

Name	Ms. Angela Krüger-Steinhoff
Age	46
Gender	Female
Nationality	German
Profession	Management, Renewable Energies
Shares in the Company	825,664
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Ms. Angela Krüger-Steinhoff (BCom (Economic Science)) obtained a bachelor's degree in 1997 at the EBS European Business School. She joined the Steinhoff group in 1997 as a financial manager. In 1999, she was seconded to act as managing director of the Australian operations. She resigned from the group at the end of 2005 and now attends to the Steinhoff family investments. She has more than 10 years' experience in the industry, with specific knowledge of and extensive experience in management and investments globally.

Ms. Krüger-Steinhoff also serves on the advisory board of Oldenburgische Landesbank AG.

The Nomination Committee has discussed Ms. Krüger-Steinhoff's qualifications and concluded that she fits the profile of the Supervisory Board well, as demonstrated during her time as a Supervisory Board member since November 2015. The Nomination Committee is of the unanimous opinion that her knowledge and experience match the desired expertise, and that her reappointment safeguards the continuity and knowledge of the organisation within the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Ms. Krüger-Steinhoff for reappointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Ms. Angela Krüger-Steinhoff be reappointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. Ms. Krüger-Steinhoff has no conflicts of interest with Steinhoff.

## **Appendix 2H: Biography of Ms. Heather Sonn**

### ***Agenda item 5.9: Proposal for reappointment of Ms. Heather Sonn as a member of the Supervisory Board***

The biography of Ms. Heather Sonn as required by Dutch law with regard to the nomination for her appointment to the Supervisory Board is as follows:

Name	Ms. Heather Sonn
Age	46
Gender	Female
Nationality	South African
Profession	Management
Shares in the Company	None
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Ms. Heather Sonn (BA (Political Science), M.Sc (International Affairs)) attained her Masters of Science from Georgetown University, and a B.A from Smith College, Massachusetts. On completion of her studies in 1997, Ms. Sonn joined Merrill Lynch New York as an investment banking analyst.

She returned to South Africa in 1999 and took up a position with Sanlam Investment Management in Cape Town. Ms. Sonn has served as chief executive for Legae Securities, deputy chief executive for Wipcapital, chief executive for The Citizens Movement, is a former director of Strate and was instrumental in building the basis for Barclays' global integrated bank initiative while at Barclays Bank plc.

Ms. Sonn also served as President of the South African Association of Investors, an NGO focused on investment and financial market education.

Ms. Sonn currently serves on the board of Gamiro Investment Group and Reinsurance Group of America. She is also a fellow and moderator of the Aspen Institute's Global Leadership Network. Ms. Sonn has served as an Independent Non-Executive Director of Steinhoff since 30 November 2015.

The Nomination Committee has discussed Ms. Sonn's qualifications and concluded that she fits the profile of the Supervisory Board well, as demonstrated during her time as Chairperson of the Supervisory Board since 14 December 2017 and as a Non-Executive Director of the Supervisory Board since November 2015. The Nomination Committee is of the unanimous opinion that her knowledge and experience match the desired expertise, and that her reappointment safeguards the continuity and knowledge of the organisation within the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Ms. Sonn for reappointment to serve a term of four years. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Ms. Heather Sonn be reappointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2022. Ms. Sonn has no conflicts of interest with Steinhoff.

## **Appendix 2I: Biography of Dr. Johan van Zyl**

### ***Agenda item 5.10: Proposal for reappointment of Dr. Johan van Zyl as a member of the Supervisory Board***

The biography of Dr. Johan van Zyl as required by Dutch law with regard to the nomination for his appointment to the Supervisory Board is as follows:

Name	Dr. Johan van Zyl
Age	61
Gender	Male
Nationality	South African
Profession	Management
Shares in the Company	242,832
External board memberships that qualify under Act Management and Supervision	None

### ***Biography***

Dr. Johan van Zyl (PhD(Economics), DSc (Agriculture)) lectured at the University of Pretoria (Department of Agricultural Economics) where he held several positions, ultimately as vice-chancellor and principal from 1997 to July 2001. Subsequently, Dr. van Zyl joined Santam Limited as chief executive officer. Dr. van Zyl was group chief executive officer of Sanlam Limited from 2003 until 2015 and remains a non-executive director and chairman. In addition, Dr. van Zyl is chairman of the Vumelana Advisory Fund and serves as a Council Member of the University of Pretoria. Dr. van Zyl is presently the CEO of African Rainbow Capital.

Dr. van Zyl has also consulted and served as part-time lecturer to several universities and organisations, including Michigan State University, USAID and the World Bank (Washington DC) and as member to a number of governmental committees and other associations in South Africa. He is the recipient of numerous awards, including the Sunday Times Business Leader of the Year award in 2014 and the South African AABLA award as Business Leader of the Year in 2015.

The Nomination Committee has discussed Dr. van Zyl's qualifications and concluded that he fits the profile of the Supervisory Board well, as demonstrated during his time as a Supervisory Board member since 30 May 2016. The Nomination Committee is of the unanimous opinion that his knowledge and experience match the desired expertise, and that his reappointment safeguards the continuity and knowledge of the organisation within the Supervisory Board. The Nomination Committee therefore advised the Supervisory Board to nominate Dr. van Zyl for reappointment to serve a term of one year. The Supervisory Board followed that advice and recommends to the Annual General Meeting of Shareholders that Dr. van Zyl be reappointed as a member of the Supervisory Board for a term that runs with effect from the conclusion of the AGM until the close of the Company's annual general meeting to be held in 2019. Dr. van Zyl has no conflicts of interest with Steinhoff.