



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

PROXY AND VOTING INSTRUCTION FORM

Proxy and voting instruction form for the annual general meeting of shareholders of Steinhoff International Holdings N.V. (the "Company") on Friday, 20 April 2018 at 13.00 pm CET, at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol, Municipality of Haarlemmermeer, the Netherlands. Please carefully review the notes at the end of this proxy and voting instruction form.

The undersigned (*print full name in capitals*): _____

Acting in its capacity as holder of _____ (number) of shares in the capital of the Company, herewith grants a proxy to:

Option 1 – Named Individual

OR (*please indicate your choice*)

Option 2 – Independent Third Party

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 be present at the abovementioned general meeting of shareholders on behalf of the undersigned, to sign the attendance registration forms, participate in deliberations, speak, exercise voting rights in respect of the shares in the Company to which the undersigned's securities relate in accordance with the instructions below, and do whatever the proxy holder may deem necessary regarding the resolutions and, unless instructed otherwise, on any other business which may come before the general meeting of shareholders. This form is governed by Dutch law.

VOTING INSTRUCTION	Number of shares		
	In favour	Against	Abstain
Agenda item			
4.2 Proposal for appointment of Mr. Philip Dieperink as a member of the Management Board			
4.3 Proposal for appointment of Mr. Theodore de Klerk as a member of the Management Board			
4.4 Proposal for appointment of Mr. Alexandre Nodale as a member of the Management Board			
4.5 Proposal for appointment of Mr. Louis du Preez as a member of the Management Board			
5.2 Proposal for appointment of Ms. Khanyisile Kweyama as a member of the Supervisory Board			
5.3 Proposal for appointment of Ms. Moira Moses as a member of the Supervisory Board			
5.4 Proposal for appointment of Dr. Hugo Nelson as a member of the Supervisory Board			
5.5 Proposal for appointment of Mr. Peter Wakkie as a member of the Supervisory Board			
5.6 Proposal for appointment of Prof. Alexandra Watson as a member of the Supervisory Board			
5.7 Proposal for reappointment of Dr. Stefanus Booysen as a member of the Supervisory Board			
5.8 Proposal for reappointment of Ms. Angela Krüger-Steinhoff as a member of the Supervisory Board			
5.9 Proposal for reappointment of Ms. Heather Sonn as a member of the Supervisory Board			
5.10 Proposal for reappointment of Dr. Johan van Zyl as a member of the Supervisory Board			
6 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			
7 Proposal to appoint Deloitte Accountants B.V. as external auditor for the financial year 2018			

Signed at _____ on _____ 2018

Signature(s) _____ Date _____

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

NOTES

- (i) You are requested to submit this proxy and voting instruction form (together with any other required documentation specified in the notice of meeting) to Computershare by not later than 11.00 a.m. CET (11:00 SAST) on Friday 13 April 2018.
- (ii) 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, please note 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” instead, who can vote on your behalf at the formal AGM venue in the Netherlands in accordance with your instructions.
- (iii) In the event that you 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 your proxy at the AGM (in accordance with your instructions), the voting proxy should 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.
- (iv) See the Notice of AGM (and its General Information section) for full instructions in respect of voting.