



Steinhoff International Holdings N.V.
(official seat 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 formal general meeting of Steinhoff International Holdings N.V. (the "**Company**") on Friday, 30 August 2019 at 13.00 pm CET, at The Steigenberger Airport Hotel, Stationsplein Zuid-West 951, 1117 CE Schiphol Airport, Municipality of Haarlemmermeer, the Netherlands (the "**AGM**"). 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 AGM 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 capital of 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. This form is governed by the laws of the Netherlands.

VOTING INSTRUCTION	Number of shares		
	In favour	Against	Abstain
Agenda item			
4.4 Proposal to adopt the annual accounts for the financial year ended 30 September 2017			
5.5 Proposal to adopt the annual accounts for the financial year ended 30 September 2018			
7.3 Proposal to appoint Paul Copley as member of the Supervisory Board			
7.4 Proposal to appoint David Pauker as member of the Supervisory Board			
7.5 Proposal to re-appoint Peter Wakkie as member of the Supervisory Board			
8 Proposal to establish the remuneration of the members of the Supervisory Board			
9.1 Proposal to reduce the capital of the Company by reducing the nominal value of the Company's ordinary shares (the " Capital Reduction ")			
9.2 Proposal to amend the Company's articles of association to give effect to the Capital Reduction			
9.3 Proposal to amend the Company's articles of association to implement changes to remuneration provisions			
9.4 Proposal to amend the Company's articles of association to implement governance changes			

Signed at _____

on

2019

Signature(s) _____

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



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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, 23 August 2019.
- II. If you wish to attend the South African venue and intend to exercise your voting rights at the formal AGM by appointing a "named individual" as your voting proxy, please note that your proxy holder should be present at the formal AGM venue in the Netherlands 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 formal 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 formal AGM in the Netherlands.
- IV. See the Notice of AGM (and its General Information section) for full instructions and details in respect of voting and granting a proxy for the formal AGM.