

#### **Appendix 4**

Verbatim text of proposed amendment to articles of association of Steinhoff International Holdings N.V. to give effect to capital reduction (English language version).

Relating to agenda item 9.2 of the agenda of the general meeting of Steinhoff International Holdings N.V., to be held on Friday, 30 August 2019.

#### **NOTE ABOUT TRANSLATION:**

**This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.**

**In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.**

**Amendment**

Articles 4.1 and 4.2 are amended and shall forthwith read as follows:

- 4.1** The authorised capital of the Company is two hundred and fifteen million euro (EUR 215,000,000).
- 4.2** The authorised capital of the Company is divided into:
- (a) seventeen billion five hundred million (17,500,000,000) Ordinary Shares, with a nominal value of one euro cent (EUR 0.01) each; and
  - (b) four billion (4,000,000,000) Preference Shares, with a nominal value of one euro cent (EUR 0.01) each.”.