

DIRECTORS:

D Konar # (Chairman)
MJ Jooste (Chief Executive Officer)
DC Brink #
SF Booyesen #
YZ Cuba #
CE Daun# (German)
HJK Ferreira
SJ Grobler
TLJ Guibert (French)
MT Lategan #
JF Mouton #
FJ Nel
FA Sonn #
BE Steinhoff # (German)
PDJ van den Bosch # (Belgian)
DM van der Merwe

ALTERNATE DIRECTORS:

JNS du Plessis
KJ Grové
A Krüger-Steinhoff # (German)
AB la Grange
M Nel

Non Executive

COMPANY SECRETARY:

Steinhoff Africa Secretarial Services
(Proprietary) Limited

 **Steinhoff**
International Holdings Limited

Registration No: 1998/003951/06
VAT No: 4060175934

28, 6th Street, Wynberg
SANDTON
2090

P.O. Box 1955
BRAMLEY
2018

Tel: +27 (11) 445 3000
Fax: +27 (11) 445 3094

1 February 2012

Dear shareholder

**STATEMENT TO THE SHAREHOLDERS OF STEINHOFF INTERNATIONAL HOLDINGS LIMITED
("COMPANY" OR "STEINHOFF") IN TERMS OF SECTION 60(4) OF THE COMPANIES ACT, NO
71 OF 2008 ("COMPANIES ACT")**

- 1 Shareholders are referred to the notice to shareholders dated 22 December 2011 in connection with the acquisition by Steinhoff of a 20% shareholding in PSG Group Limited and, specifically, the special resolution submitted for consideration to shareholders to be voted on in writing in terms of section 60(1) of the Companies Act.
- 2 The 20 business day period within which shareholders were required to exercise their voting rights in respect of the special resolution expired on 27 January 2012.
- 3 In terms of section 60(4) of the Companies Act, the Company must, within 10 business days after adopting the special resolution, deliver a statement to shareholders describing the results of the vote.
- 4 Shareholders are advised that the special resolution was adopted by an 81.9% majority, as per the announcement dated 30 January 2012 attached hereto marked Annexure A.

Yours faithfully



For: Steinhoff International Holdings Limited:
Per: The Company Secretary

Steinhoff Africa Secretarial Services (Pty) Ltd
Registration number: 1992/004646/07