

**STEINHOFF SERVICES LIMITED**

**(Incorporated in the Republic of South Africa with limited liability under registration number 1983/006201/06)**

**(the Issuer)**

**NOTICE CONFIRMING WRITTEN CONSENT OF THE NOTEHOLDERS**

1. We refer to the request for consent (**Consent Request**) dated 24 January 2018 delivered by the Issuer to each holder of Notes (the **Noteholders**) issued under the Issuer's ZAR15,000,000,000 Domestic Medium Term Note Programme (the **Programme**) pursuant to the section headed "*Terms and Conditions of the Notes*" (the **Terms and Conditions**) in the programme memorandum dated 15 December 2016 (the **Programme Memorandum**), in accordance with Condition 19 (*Notices*) of the Terms and Conditions for the purposes of obtaining the Noteholders' written consent to amend and restate the Terms and Conditions of the Applicable Pricing Supplements (as defined therein) in order to reduce the maturity date and to make consequential changes to the Applicable Pricing Supplements.
2. We confirm that in relation to the below Applicable Pricing Supplements:
  - 2.1.1. Applicable Pricing Supplement for the Notes issued under stock code SHS22 (the **SHS22 Notes**);
  - 2.1.2. Applicable Pricing Supplement for the Notes issued under stock code SHS23 (the **SHS23 Notes**);
  - 2.1.3. Applicable Pricing Supplement for the Notes issued under stock code SHS24 (the **SHS24 Notes**);
  - 2.1.4. Applicable Pricing Supplement for the Notes issued under stock code SHS25 (the **SHS25 Notes**); and
  - 2.1.5. Applicable Pricing Supplement for the Notes issued under stock code SHS26 (the **SHS26 Notes**);
  - 2.1.6. Applicable Pricing Supplement for the Notes issued under stock code SHS28 (the **SHS28 Notes**);
  - 2.1.7. Applicable Pricing Supplement for the Notes issued under stock code SHS29U (the **SHS29U Notes**);
  - 2.1.8. Applicable Pricing Supplement for Tranches 1, 2 and 3 of the Notes issued under stock code SHS30 (the **SHS30 Notes**);
  - 2.1.9. Applicable Pricing Supplement for Tranches 1, 2 and 3 and 4 of the Notes issued under stock code SHS31 (the **SHS31 Notes**);
  - 2.1.10. Applicable Pricing Supplement for the Notes issued under stock code SHS32 (the **SHS32 Notes**); and
  - 2.1.11. Applicable Pricing Supplement for the Notes issued under stock code SHS33 (the **SHS33 Notes**),

99.65% of all Noteholders that voted consented in favour of the proposed amendments which will be set out in the amended and restated Applicable Pricing Supplements available on the Issuer's website at [www.steinhoffinternational.com](http://www.steinhoffinternational.com).

3. We confirm that in relation Applicable Pricing Supplement for the Notes issued under stock code SHS34 (the **SHS34 Notes**) 45.45% voted in favour of the proposed amendments and 54.55% voted against the proposed amendment and therefore the proposed amendments will not be effected in relation to the SHS34 Notes.

Debt Sponsor

The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division

Date: 21 February 2018