

Steinhoff International Holdings N.V.
(Incorporated in the Netherlands)
(Registration number: 63570173)
Share Code: SNH
ISIN: NL0011375019

Steinhoff Investment Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1954/001893/06)
JSE Code: SHFF
ISIN: ZAE000068367

UPDATE ON PROGRESS OF FINANCIAL RESTRUCTURING

Steinhoff International Holdings N.V. (the "Company" and with its subsidiaries, the "Group")

Introduction

In accordance with the Company's reporting obligations under paragraph (e) of clause 20 of the lock-up agreement between, among others, the Company, Steinhoff Europe AG ("SEAG"), Steinhoff Finance Holding GmbH ("SFHG"), Stripes US Holding, Inc. ("SUSHI") and certain creditors, dated 11 July 2018 (the "LUA"), please see below the monthly update on progress in connection with the corporate and capital restructuring of the Group's European business (the "Restructuring").

Defined terms used but not otherwise defined in this report shall have the same meaning as in the company voluntary arrangement in relation to SEAG (the "SEAG CVA") and/or the company voluntary arrangement in relation to SFHG (the "SFHG CVA") (as applicable and as the context dictates).

This report should be read in conjunction with recent market announcements (available at www.steinhoffinternational.com/sens.php), including the most recent monthly update issued on 29 April 2019 (the "April Update").

CVA Consent Request No. 3

On 17 May 2019, following extensive discussions between the Company, advisers to the SEAG Creditors Group and the SFHG Creditors Group, the Company launched CVA Consent Request No. 3 (available at www.lucid-is.com/steinhoff). CVA Consent Request No. 3 was approved by the requisite majorities of SEAG and SFHG creditors on 30 May 2019.

In summary:

- CVA Consent Request No. 3 contained a series of amendments and modifications to the SEAG CVA and the SFHG CVA (as applicable) and the relevant Restructuring Documents

(the "Omnibus Amendments"). The Omnibus Amendments were considered necessary as a consequence of events since the approval of the SEAG CVA and the SFHG CVA in December 2018, in order to conclude the final outstanding matters and proceed to implementation of the SEAG CVA and SFHG CVA.

- The Omnibus Amendments included amending the definition of the CVA Long-Stop Date to 5:00pm (London time) on 30 June 2019. This was considered necessary as, despite the Group's best efforts, and given the mechanical steps and prescribed notice periods required, not all of the relevant conditions precedent to, and/or the steps required in respect of, the implementation of the SEAG CVA and SFHG CVA would have been satisfied prior to the previous CVA Long-Stop Date of 31 May 2019. As a consequence of amending the CVA Long-Stop Date, the Long-Stop Date pursuant to the Lock-Up Agreement has also been amended to be the same as the amended CVA Long-Stop Date (i.e. 5:00pm (London time) on 30 June 2019).
- A waiver was also sought in respect of the requirement to seek CRE Clearance from the Office of State Revenue in Western Australia as an Implementation Condition. Further background to the waiver request is detailed in CVA Consent Request No. 3.

Please refer to the announcements by the Company dated 17 May 2019 and 30 May 2019 for further information.

Implementation Conditions Notice and Entitlement Process

Following receipt of approval of CVA Consent Request No. 3, the remaining outstanding Implementation Conditions (as detailed in the SEAG CVA and SFHG CVA (as applicable)) are being assessed.

Once the Implementation Conditions have been satisfied or waived (or SEAG or SFHG (as applicable) considers that such Implementation Conditions are capable of being satisfied or will be waived prior to the Implementation Commencement Date), SEAG and SFHG will send the Implementation Conditions Notice which will commence the next stage of the Restructuring.

The Implementation Conditions Notice will also commence the entitlement process and will set the deadline (the Participation Deadline) by which relevant CVA Creditors and SFHG Creditors must submit their Entitlement Letters in order to be eligible to receive their entitlements under the New Lux Finco 2 Loans and/or New Lux Finco 1 Loans (as applicable), and the date at which the exchange rate for conversion of non-Euro amounts into Euro amounts for the purpose of calculating Final Entitlements will be set. Further information in relation to the entitlement process will be detailed in the Implementation Conditions Notice (which will be available at www.lucid-is.com/steinhoff).

SEAG and SFHG have been working with the Information Agent (Lucid Issuer Services Limited) and the Group's Financial Advisers (Moelis & Company UK LLP) to prepare for the entitlement and allocation process. This has included liaising with financial creditors to confirm capital and interest amounts outstanding as at 14 December 2018, building the model for the entitlement process and liaising with creditors' advisers as appropriate.

Reconciliation of Lock-Up Fees, Lock-Up Early Bird Fees and Support Letter Consent Fees

As previously reported, the Company has issued a guide which explains to creditors how their eligibility to receive fees under the Lock-Up Agreement and Support Letters will be reconciled and verified. Creditors and brokers are requested to review the guidance provided and to take the steps set out in the "Instructions to Creditors and Brokers – Fee Entitlements" guide which is available for download at www.lucid-is.com/steinhoff. This process is separate to the entitlement process detailed above but the outcomes will form part of the entitlement calculations.

KYC requirements

To also assist with the entitlement process, as previously reported, the agents under the New Lux Finco 1 Loans and New Lux Finco 2 Loans have asked the Company to remind relevant creditors of SEAG and SFHG to provide their KYC Documentation (if applicable) to the relevant agent(s) as soon as possible to prevent any potential delay in receipt of Final Entitlements resulting from incomplete KYC processes. The relevant creditors of SEAG and SFHG should refer to the KYC notices issued by each of the agents under the New Lux Finco 1 Loans and the New Lux Finco 2 Loans which are available at www.lucid-is.com/steinhoff.

SEAG CVA and SFHG CVA – implementation steps following the Participation Deadline

As detailed in the SEAG CVA and the SFHG CVA, following the Participation Deadline, the Information Agent (in consultation with the Group's Financial Adviser) will have a prescribed period to calculate Final Entitlements based on information received from SEAG, SFHG and from creditors, including information received pursuant to the entitlement process.

Once this period has passed and "day 1" participants in the New Lux Finco 1 Loans and New Lux Finco 2 Loans have been confirmed, and any remaining conditions to implementation have been satisfied, the final implementation of the Restructuring will commence. It is expected that closing (i.e. the Restructuring Effective Date) will occur approximately 20 Business Days after the date of the Implementation Conditions Notice.

Lock-Up Agreement Consent No.10

On 29 May 2019, the Company launched a request under the Lock-Up Agreement (Consent Request No. 10). That Consent Request relates to matters which need to be resolved prior to the conclusion of the Restructuring pursuant to the SEAG CVA and the SFHG CVA. This includes matters relating to the disposal of an asset of APAC / Greenlit business and matters

relating to Steinhoff Risk Solutions Limited and a possible financial restructuring in relation to the Blue Group as well as a consequential amendment to the Lock-Up Agreement.

Head office liquidity

The Company continues to actively monitor cash flows and manage other liabilities (including contingent claims, tax and bilateral facilities) as well as funding needs that may arise at the subsidiary level.

Recently SFHG instructed the sale of listed securities owned by it and has realised proceeds of approximately EUR 37 million which will be used to support the liquidity position of the SFHG Group.

Litigation

On 21 February 2019, the Company received a petition by a group of shareholders for inquiry proceedings before the Enterprise Chamber of the Amsterdam Court of Appeal (the "Enterprise Chamber"). The petition included a request to appoint an Investigator as well as an additional member of the Supervisory Board of the Company whose role will include oversight that information is provided to shareholders adequately together with any other measures ordered by the Enterprise Chamber. A hearing was scheduled to take place on 23 May 2019. As announced on 22 May 2019, the Company and the group of shareholders have mutually agreed to postpone the date of this hearing to a date later in the calendar year. The date of the hearing will be communicated once it has been confirmed.

Separately, the Company and the investment group VEB/European Investors agreed to extend the suspension of the collective action between them in The Netherlands.

Financial statements

On 7 May 2019 the Company published its audited consolidated financial statements for the year ended 30 September 2017. The finalisation of the Group's consolidated financial statements for the year ended 30 September 2018 continues to progress well, and the results remain scheduled to be released on Tuesday, 18 June 2019. As previously announced, the Company decided not to hold a press conference or webcast for the 2017 results but will schedule a combined presentation after the release of the 2018 results on a date to be confirmed.

As previously announced, determining the appropriate accounting treatment and the consequential impact of the accounting irregularities has proven to be exceptionally complex and time consuming from both an accounting and audit perspective, and has impacted the timetable for releasing the Company's financial statements for financial years 2017 and 2018. This delay in the publication of the financial statements has consequently impacted the timing of the release of the unaudited 2019 interim results, which were

scheduled for 28 June 2019. The Company will update the market with a new date in due course.

Update on Group Governance

As previously reported, the onboarding process between the Group and the nominees identified for the Newco 3 board and the boards of the key intermediate holding companies (in addition to the two directors nominated by the Company, Louis du Preez and Theodore de Klerk) in the SEAG group is ongoing. The Group expects to announce the candidates publicly prior to the Restructuring Effective Date.

Current management priorities

The key priorities for the management team currently include:

- Determination of the date on which to launch the Implementation Conditions Notice and finalising the remaining outstanding Implementation Conditions and the final implementation steps in order to complete the Restructuring;
- Finalisation of arrangements to appoint the nominees of the new management boards within the SEAG group;
- Maintaining stability across the Group and managing the ongoing operations of the Group, including actively monitoring cash flows, supporting operating performance, managing other liabilities and funding needs that arise at the operating company level;
- Finalising the 2018 Annual Financial Statements;
- Continuing to consider the contents of the PwC report and to progressing various actions as appropriate together with the roll out of the Remediation Plan;
- Monitoring and defending any litigation claims brought against the Group and identifying and pursuing recoveries where available; and
- Engaging with the wider stakeholder group and regulators.

Shareholders and other investors in the Company are advised to exercise caution when dealing in the securities of the Group.

JSE Sponsor: PSG Capital
Stellenbosch, 31 May 2019