

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

DISCLOSURE OF INSIDE INFORMATION PURSUANT TO ART. 17 OF THE EU MARKET ABUSE REGULATION (EU 596/2014, MAR)

STEINHOFF GLOBAL SETTLEMENT PROPOSAL

Steinhoff International Holdings N.V. (the "**Company**") and with its subsidiaries, the "**Group**") and the former South African holding company for such subsidiaries, Steinhoff International Holdings Proprietary Limited ("**SIHPL**"), are today announcing the terms of a proposed settlement to conclude the ongoing and disputed legal claims and pending litigation proceedings arising from the legacy accounting issues first announced in December 2017. The proposed settlement terms do not constitute an admission of liability by any member of the Group, or its directors, officers or employees in respect of any legal claims or litigation proceedings.

If the settlement proceeds it will result in:

- up to EUR266m being paid in settlement of market purchase claims against the Company and SIHPL;
- approximately EUR104m being paid in settlement of claims of contractual counterparties against the Company and approximately ZAR9.4bn being paid in settlement of such claims against SIHPL;
- a significant majority of claims are within the scope of the settlement however certain claims will not be settled and will be subject to ongoing dispute;
- settlement consideration will be paid in cash and delivery of shares in the South African subsidiary Pepkor Holdings Limited ("**PPH**") at a deemed price of ZAR15 per share. Separate arrangements are being proposed for claimants who are also PPH managers;
- the Company estimates that if the maximum PPH shares are applied in settlement, the remaining shares indirectly held by the Company in PPH will be in excess of 50 per cent of the total share capital of PPH; and

- a majority of the noted material contingent liabilities and related uncertainty being removed from the balance sheets of the Company and SIHPL. If no settlement is concluded the contingent liabilities will continue and if all such claims were ultimately established in the amounts asserted, the current net asset value of the Group would fall short of the amount required to satisfy them in full.

The settlement is subject to financial creditor and regulatory consents, as well as support from eligible claimants, and is subject to final implementation. There is no certainty that such consents or support will be obtained. One option for implementation of the settlement is by way of legal cram down processes in the relevant jurisdictions.

For full details of the proposed settlement terms see the press release in full at: <https://www.steinhoffinternational.com/settlement-litigation-claims.php>.

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, 27 July 2020