

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

## **STEINHOFF INTERNATIONAL HOLDINGS PROPRIETARY LIMITED ("THE COMPANY") NOTICE OF THE AVAILABILITY OF A s155 PROPOSAL**

Notice is hereby given to *inter alia* certain creditors ("**Scheme Creditors**") of Steinhoff International Holdings Proprietary Limited ("**the Company**"), of a proposed scheme of arrangement and compromise (the "**Scheme**"), and of the availability of the proposal / Scheme document (the "**Proposal**").

### **1 ACCESSING THE PROPOSAL AND ITS ANNEXURES**

The Proposal and its annexures are available at [www.SteinhoffSettlement.com](http://www.SteinhoffSettlement.com), and by completing a request form from the Registrar of the High Court of South Africa, Western Cape Division, Cape Town.

### **2 FURTHER COMMUNICATIONS**

If the Company communicates further with Scheme Creditors, it shall do so:

- 2.1 on Steinhoff International Holdings N.V.'s website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com));
- 2.2 at [www.SteinhoffSettlement.com](http://www.SteinhoffSettlement.com);
- 2.3 on the Stock Exchange News Service and the equivalent service of the Frankfurt Stock Exchange;

- 2.4 by email to the legal representatives of the active claimant groups, alternatively by email directly to the active claimant groups;
- 2.5 by email to the known legal representatives of Scheme Creditors, alternatively by email directly to the known e-mail addresses of known Scheme Creditors; and
- 2.6 otherwise in accordance with any publication requirements as may be directed by the Western Cape High Court.

### **3 ACTION REQUIRED**

- 3.1 A Scheme Meeting will in due course be convened by notice to Scheme Creditors eligible to attend and vote at the Scheme Meeting.
- 3.2 If eligible Scheme Creditors wish to attend and vote at the Scheme Meeting, they should take note of the Important Dates and Times posted on [www.SteinhoffSettlement.com](http://www.SteinhoffSettlement.com), provide the Claims Administrator with the necessary supporting documentation evidencing their status as a Scheme Creditor and, subject to the dispute resolution process contained in the Proposal, provide substantiation of the value of the claim they assert, and follow the process set out in the Proposal.

### **4 SUMMARY OF THE PROPOSAL**

The Proposal contemplates a compromise between the Company and Scheme Creditors, defined in the Proposal, and who are envisaged to be settled in accordance with the terms of the Proposal.

- 4.1 The Proposal shall become effective if (i) it is adopted by the statutory required majorities of the Scheme Creditors; (ii) it is thereafter approved and sanctioned on a final and non-appealable basis by the High Court and (iii) all of the Suspensive Conditions are satisfied. Following the Proposal becoming effective, compromises will become effective and distributions will be made to the Scheme Creditors who are entitled thereto.
- 4.2 Scheme Creditors comprise what are defined in Annexure A to the Proposal as –
  - 4.2.1 the Contractual Claimants;

4.2.2 the Financial Creditors; and

4.2.3 the SIHPL Market Purchase Claimants,

who are envisaged to be settled in accordance with the terms of the Proposal.

4.3 The Proposal shall become effective if (i) it is adopted by the statutory required majorities of the Scheme Creditors of the Company that participate in the filing and voting procedures; (ii) it is thereafter approved and sanctioned on a final and non-appealable basis by the High Court of South Africa as contemplated in section 155(7) of the Companies Act; and (iii) all of the Suspensive Conditions (as defined in Annexure A to the Proposal) applicable to the Proposal are satisfied. Following the Proposal becoming effective, compromises will become effective and distributions will be made to the Scheme Creditors who are entitled thereto in accordance with the provisions of the Proposal. If the Proposal does not become effective, it shall be of no legal force or effect, shall not constitute a compromise of any claims of Scheme Creditors, and shall not constitute an offer of any kind on the part of the Company capable of acceptance by Scheme Creditors.

4.4 If you are a Scheme Creditor of SIHPL, you are invited, in accordance with the terms of the Proposal, to file a claim and participate in the voting procedures set out therein, as you may be eligible to receive a payment based on the Proposal.

4.5 The Proposal shall be put to a vote at a virtual meeting or meetings, convened for such purpose.

4.6 The Proposal does not constitute, on any basis whatsoever, an admission of any liability on the part of SIHPL towards any party that has instituted legal proceedings against SIHPL, or intends to institute such legal proceedings or has threatened to institute such legal proceedings or who may assert a claim of whatsoever nature and howsoever arising, in legal proceedings.

4.7 The Scheme Creditors are encouraged to contact their respective advisers regarding the filing and voting procedures set out in the Proposal and, in addition, to consult [www.SteinhoffSettlement.com](http://www.SteinhoffSettlement.com) for further information.

4.8 As a number of the matters set out in the Proposal are complex and technical in nature, all interested persons are encouraged to consult with an independent legal advisor,

accountant, financial advisor or any other professional advisor who may be of assistance to interested persons in respect to the contents of the Proposal.

## 5 TRANSLATIONS OF THIS NOTICE

In addition to the languages below, a translated version of this notice will be made available in Arabic, Bulgarian, Czech, Greek, Hebrew, Hungarian, Latvian, Lithuanian, Mandarin, Polish, Romanian, Slovak, Slovene and/or Turkish on request (e-mail: [info@SteinhoffSettlement.com](mailto:info@SteinhoffSettlement.com)).

Prevedena verzija ove Obavijesti bit će dostupna na zahtjev na hrvatski (e-mail: [info@SteinhoffSettlement.com](mailto:info@SteinhoffSettlement.com)).

En oversat version af denne meddelelse vil blive gjort tilgængelig efter anmodning på dansk (e-mail: [info@SteinhoffSettlement.com](mailto:info@SteinhoffSettlement.com)).

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Eine übersetzte Version dieses Hinweises wird auf Anfrage auf Deutsch zur Verfügung gestellt (e-mail: [info@SteinhoffSettlement.com](mailto:info@SteinhoffSettlement.com)).

Þýdd útgáfa af þessari tilkynningu verður fáanleg samkvæmt beiðni á Íslensku (e-mail: [info@SteinhoffSettlement.com](mailto:info@SteinhoffSettlement.com)).

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Se pondrá a disposición de los interesados una versión de este Aviso traducida al español (e-mail: [info@SteinhoffSettlement.com](mailto:info@SteinhoffSettlement.com)).

Further notice is hereby given to *inter alia* certain creditors of Steinhoff International Holdings Proprietary Limited, of an addendum to and amendment of the Proposal (the "**Addendum**"), and of the availability of (i) the Addendum and (ii) the Proposal as amended by the Addendum, together with the annexures thereto (the "**Amended Proposal**").

## 1 ACCESSING THE ADDENDUM AND THE AMENDED PROPOSAL

The Proposal and its annexures, as well as the Addendum and the Amended Proposal and its annexures, are available at [www.SteinhoffSettlement.com](http://www.SteinhoffSettlement.com), and by completing a request form from the Registrar of the High Court of South Africa, Western Cape Division, Cape Town.

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Steinhoff International Holdings N.V. has a primary listing on the Frankfurt Stock Exchange and a secondary listing on the JSE Limited.

JSE Sponsor: PSG Capital

Stellenbosch, South Africa

16 February 2021