

Steinhoff International Holdings N.V.

(Incorporated in the Netherlands)

(Registration number: 63570173)

Share Code: SNH

ISIN: NL0011375019

NOTICE OF ANNUAL GENERAL MEETING

Shareholders are referred to the notice of Annual General Meeting of Steinhoff International Holdings N.V. (the “**Company**”), with corporate seat in Amsterdam, the Netherlands, to be held on Friday, 30 April 2021, at 13:00 CET at Muziekgebouw aan ’t IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands, and which will be accessible via webcast on the Company’s website (www.steinhoffinternational.com) (the “**AGM**”), as posted on the Company’s website today (the “**Notice**”).

The Company accommodates its shareholders (the “**Shareholders**”) in attending the AGM virtually through electronic means, without the need to physically attend the AGM. Participating virtually in the AGM is subject to the Company’s hybrid meeting policy which is published on the Company’s website (www.steinhoffinternational.com) simultaneously with the Notice (the “**Hybrid Meeting Policy**”).

The health and safety of the Company’s employees, Shareholders and other stakeholders is a key priority for the Company. To limit health and safety risks in light of the COVID-19 pandemic, the management board of the Company (the “**Management Board**”) recommends that the Shareholders participate in the AGM by proxy or virtually only, without physically attending the AGM, subject to the Hybrid Meeting Policy.

The Management Board may take further precautionary measures to safeguard the health and safety of its employees and the participants of the AGM. These measures include, subject to an extension of the emergency legislation allowing fully virtual shareholders’ meetings, converting the AGM into a fully virtual AGM. Shareholders and other persons with meeting rights will in such case not be able to physically attend the AGM and can only cast their votes if voting rights accrue by way of electronic means during the virtual AGM or by granting a proxy.

Developments in connection with the COVID-19 pandemic will be closely monitored and the Company will publish updates, and health and safety guidelines for attending the AGM on its website (www.steinhoffinternational.com) when appropriate. Shareholders should therefore check the Company’s website (www.steinhoffinternational.com) on a regular basis for any updates. The Management Board recommends that the Shareholders participate in the AGM by proxy or virtually only, and if a fully virtual AGM is deemed appropriate by the Management Board, its decision thereto and the relevant information and procedures will be published in the same manner as the Notice prior to the AGM in a timely fashion.

Shareholders and other persons with meeting rights are invited to submit any questions relating to any of the agenda items prior to the AGM in the English language by e-mail to compsec@steinhoffinternational.com by Tuesday, 27 April 2021, at 13:00 CET at the latest. These questions will be answered during the AGM and shall be published on the Company’s website (www.steinhoffinternational.com) after the AGM. Further questions can be asked during the AGM in the physical meeting (if physical attendance is possible) and by submitting such questions in the English language through the digital voting platform. In the event of a fully virtual AGM, the chairperson of the AGM may determine that, in the interest of the order of business of the meeting,

it can reasonably not be required to answer one or more specific further questions in the light of the circumstances at the time of the AGM.

AGENDA

The agenda of the AGM contains the following subjects:

1. Opening
2. Presentation to Shareholders (discussion item)
3. Shareholder Q&A (discussion item)
4. Annual Reporting 2020
 - 4.1. Report of the Management Board, including the report of the supervisory board of the Company (the "**Supervisory Board**"), for the financial year ended 30 September 2020 (discussion item)
 - 4.2. Proposal to cast an advisory vote in respect of the remuneration report for the financial year ended 30 September 2020 (voting item)
 - 4.3. Explanation of any substantial change in the corporate governance structure of the Company and compliance with the Dutch Corporate Governance Code (discussion item)
 - 4.4. Explanation of the policy on profits and reserves for the financial year ended 30 September 2020 (discussion item)
 - 4.5. Proposal to adopt the annual accounts for the financial year ended 30 September 2020 (voting item)
5. Composition of the Supervisory Board
Proposal to re-appoint Mr. Peter Wakkie as a member of the Supervisory Board (voting item)
6. Remuneration
Proposal to amend the remuneration policy applicable to Managing Directors (voting item)
7. Authorisation of the Management Board to acquire Shares
Proposal to authorise the Management Board in order for the Company to acquire shares in the capital of the Company ("**Shares**") (voting item)
8. Selection of the statutory audit firm for the financial year ending 30 September 2022 (discussion item)
9. Any other business
10. Closing

GENERAL INFORMATION

All Shareholders and other persons with meeting rights who wish to participate in the AGM are referred to the attendance instructions contained in the 'General Information' section of the Notice.

Meeting documents

The Notice and the agenda with explanatory notes, including Appendices, are available on the Company's website (www.steinhoffinternational.com). These documents are also available for inspection at the office of the Company in South Africa (Building B2, Vineyard Office Park, Cnr Adam

Tas & Devon Valley Road, Stellenbosch, 7600 South Africa), where hard copies may be obtained free of charge.

Record Date

Under Dutch law and the Company's articles of association, persons entitled to attend, speak and, if applicable, vote at the AGM are Shareholders registered as such on Friday, 2 April 2021 (the "**Record Date**").

The date on which beneficiaries of Securities (as defined in the Notice) listed on the Frankfurt Stock Exchange must be recorded as such in the register of PLC Nominees (Pty) Limited to be eligible to attend and vote at the AGM is the Record Date, with the last day of trade on Frankfurt Stock Exchange being Monday, 29 March 2021, as the Record Date falls on a public holiday in Germany.

The date on which holders of Shares listed on the JSE Limited must be recorded as such in the register of shareholders of the Company to be eligible to attend and vote at the AGM is the Record Date, with the last day of trade on JSE Limited being Monday, 29 March 2021, as the Record Date falls on a public holiday in South Africa.

The Company has a primary listing on the Frankfurt Stock Exchange and a secondary listing on the JSE Limited.

JSE Sponsor: PSG Capital

19 March 2021