

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 STEINHOFF GLOBAL SETTLEMENT PROGRESS**

Steinhoff International Holdings N.V. ("**SIHNV**" or the "**Company**", together with its subsidiaries, "**Steinhoff**" or the "**Steinhoff Group**") announces the following update on the implementation of its proposal to resolve the various multi-jurisdictional legacy litigations and claims against the Steinhoff Group, including those against former South African holding company Steinhoff International Holdings Proprietary Limited ("**SIHPL**").

### **Agreement with D&O Insurers and certain former D&Os**

On or about 14 February 2021, SIHNV announced that together with SIHPL it had reached a bilateral agreement with Deloitte Accountants B.V. and Deloitte & Touche South Africa (together: "**Deloitte**") pursuant to which Deloitte had agreed to support the proposed Steinhoff global settlement as announced on 27 July 2020 (and as subsequently revised).

SIHNV now also announces that together with SIHPL it has reached an agreement with certain insurance companies underwriting Steinhoff's (primary and excess) Directors and Officers insurance policy (the "**D&O Insurers**") and certain former directors and officers who have worked for or been associated with a Steinhoff Group company (the "**Settling D&Os**"). The Settling D&Os include: S. Booysen, D. Brink, C. Daun, H. Ferreira, T. Guibert, D. Konar, A. Krüger-Steinhoff, (heirs of) M. Lategan, J. Mouton, J. Nel, H. Odendaal, D. Schreiber, F. Sonn, H. Sonn, B. Steinhoff, P. van den Bosch, D. van der Merwe, J. van Zyl, C. Wiese and J. Wiese. For the avoidance of doubt, the Settling D&Os do not include M. Jooste, B. La Grange, S. Grobler and S. Schmidt. As a result, the previously announced bilateral agreement with Deloitte will be replaced by a comprehensive Steinhoff Settlement Support Agreement ("**SSSA**") entered into by *inter alia* SIHNV, SIHPL, Deloitte, the D&O Insurers and the Settling D&Os.

Deloitte, the D&O Insurers and the Settling D&Os will support the proposed Steinhoff global settlement announced on 27 July 2020 (and as subsequently revised). This means that, on top of the compensation to be made available to certain Steinhoff claimants by Deloitte (as summarised below), the D&O Insurers, on behalf of the Settling D&Os, will make additional compensation available to certain Steinhoff claimants, including the market purchase claimants (the "**MPC Claimants**") in exchange for certain waivers and releases, provided that

SIHNV successfully completes the Dutch suspension of payments commenced on 15 February 2021 (the "**Dutch SoP**") and SIHPL successfully implements the S155 Scheme.

Deloitte, the D&O Insurers and the Settling D&Os do not in any way admit liability for the losses incurred by Steinhoff and its stakeholders as a result of the accounting irregularities at Steinhoff.

Under the SSSA, SIHNV and SIHPL (and other Steinhoff Group companies) maintain the right to institute or continue claims against (i) certain other former directors and officers (Jooste, La Grange, Grobler and Schmidt) for their alleged involvement in the alleged accounting irregularities, (ii) certain legal entities and other individuals who are alleged to be recipients of payments by Steinhoff Group companies made in the context of the alleged accounting irregularities without legal cause, justification or due consideration and (iii) certain former directors and officers who are alleged to be recipients of payments, in the context of the alleged accounting irregularities, made by Steinhoff Group companies or by third parties, which allowed such former directors and officers to gain a profit or advantage to which he or she was not legally entitled under the terms of his/her directorship (including, any secret profits).

#### **D&O Insurers' offers to MPC Claimants and Contractual Claimants**

Provided that Steinhoff successfully completes the Dutch SoP and the S155 Scheme and certain other conditions are fulfilled, the D&O Insurers and the Settling D&Os have agreed to offer an amount of up to EUR 55.5 million for distribution to MPC Claimants in exchange for certain waivers and releases (the "**D&O Insurers Settlement Fund**"). Steinhoff and the D&O Insurers have agreed that MPC Claimants or their representatives who in due course wish to apply to receive a part of the D&O Insurers Settlement Fund must use the same claim form as will be made available for submitting their claims against SIHNV in the Dutch SoP and against SIHPL in the S155 Scheme (as well as for participating in the Deloitte settlement).

In that claim form, which will be made available today, MPC Claimants or their representatives who wish to apply to receive a part of the D&O Settlement Fund must expressly (i) elect that option by ticking the relevant box, and (ii) confirm that they provide the waivers and releases for the benefit of the D&O Insurers and current and former Steinhoff Directors and Officers as are set out in the form. If an applicant's response to one or both of these boxes in the claim form is negative, the applicant shall not be entitled to receive any distribution from the D&O Insurers Settlement Fund. As advised previously, the same mechanics will apply with respect to participation by MPC Claimants in the Deloitte settlement. The claim forms will be available today at: [www.steinhoffsettlement.com](http://www.steinhoffsettlement.com).

Provided that Steinhoff successfully completes the Dutch SoP and the S155 Scheme and certain other conditions are fulfilled, the D&O Insurers and the Settling D&Os have further agreed to offer an amount of up to EUR 15 million for distribution to certain contractual claimants. Eligible Contractual Claimants will receive individual notices from Steinhoff setting out the procedure by which they can apply to receive a share of the offered amount.

#### **ACGs recommend Settlement Offers of Steinhoff, Deloitte and D&O insurers**

Steinhoff previously announced that Deloitte had been in negotiations with certain representatives of MPC Claimants, known as the active claimant representatives (the "**ACGs**"), on the benefits of the Deloitte's offer to MPC Claimants represented by the ACGs. The D&O Insurers have had similar negotiations with ACGs.

Both Deloitte and the D&O Insurers have made their respective MPC offers to 6 ACGs. Both the Deloitte and D&O Insurers offers to MPC Claimants will become effective if 5 out of 6 ACGs accept or if Deloitte and the D&O Insurers otherwise agree.

In July 2020 European Investors-VEB recommended that all its partners, members and other constituents support Steinhoff's global settlement proposal and its implementation. A settlement between Deloitte and the European Investors-VEB was subsequently announced in October 2020.

Pursuant to arrangements between each of Deloitte and the D&O Insurers and the ACGs, and provided that Steinhoff successfully completes the Dutch SoP and the S155 Scheme and certain other conditions are fulfilled, the ACGs that accept the respective offers of Deloitte and the D&O Insurers will collectively be entitled to receive cost compensation of up to EUR 6.5 million (as part of the agreement with Deloitte) and up to a further EUR 6.5 million (as part of the agreement with D&O Insurers). These offers of cost compensation are incremental to, and do not dilute, the compensation offers made by Deloitte and D&O Insurers to MPC Claimants and are offered in recognition of (i) the ACGs' considerable efforts and costs incurred in their engagement with Deloitte and the D&O Insurers in negotiating, drafting and finalising the settlements with them and interactions with the MPC Claimants in their respective constituencies ("**Constituents**"), (ii) the ACGs' assistance with the submission of claims by or on behalf of their respective Constituents in respect of the Deloitte and D&O Insurers' MPC Claim offers, and (iii) the costs associated with the administrative support provided by the ACGs in the implementation of these offers.

As previously announced on the Steinhoff website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)), provided that Steinhoff successfully completes the Dutch SoP and the S155 Scheme and certain other conditions are fulfilled, Steinhoff Africa Holdings Proprietary Limited will separately make available to the ACGs that support the Steinhoff global settlement offer a collective amount of up to EUR 30 million as cost compensation (the "**Steinhoff ACG Cost Compensation**"). To prevent double compensation of ACGs, Steinhoff has stipulated that each ACG must credit the Steinhoff ACG Cost Compensation allocated and received by it against amounts due from its Constituents under the terms originally agreed between that ACG and its Constituents. No such condition applies to the Deloitte and the D&O Insurers cost compensation offers.

### Summary of offers by Deloitte and D&O Insurers

The below table provides an overview of the offers made by Deloitte and the D&O Insurers as described in this announcement and the announcement dated 14 February 2021. The amounts offered by Deloitte and D&O Insurers are incremental to the amount of EUR 370m as offered by Steinhoff as part of the Dutch SoP and S155 Scheme.

To	Amount
<b>Deloitte – up to EUR 77.94 mln in total</b>	
ACG MPCs	Up to EUR 43 million
ACG Cost Compensation	Up to EUR 6.5 million, subject to timely acceptance of Deloitte offer
Non-ACG MPCs	Up to EUR 12.34 million to be paid out on a claims filed and acknowledged basis only
Contractual Claimants	Up to EUR 15 million

To	Amount
SRF Costs Contribution	Up to EUR 1.1 million plus incremental claims administration costs for Deloitte settlement implementation
<b>D&amp;O Insurers – up to EUR 78.1 mln in total</b>	
ACG MPCs	Up to EUR 43.5 million
ACG Cost Compensation	Up to EUR 6.5 million, subject to timely acceptance of D&O Insurers offer
Non-ACG MPCs	Up to EUR 12 million to be paid out on a claims filed and acknowledged basis only
Contractual Claimants	Up to EUR 15 million
SRF Costs Contribution	Up to EUR 1.1 million plus incremental claims administration costs for D&O settlement implementation

### Further Information

The Steinhoff Group will provide further updates in respect of implementation of the global settlement following the various processes identified above.

Claimants will be able to review additional information and, from today, submit their claim details on the following website: [www.SteinhoffSettlement.com](http://www.SteinhoffSettlement.com).

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

JSE Sponsor: PSG Capital

Stellenbosch, South Africa

23 March 2021