

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, 25 March 2022, 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”).

COVID-19 and virtual AGM

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 available on the Company’s website (www.steinhoffinternational.com) (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 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. 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.

Questions

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 no later than Tuesday, 22 March 2022, at 13:00 CET. 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 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 2021
 - 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 2021 (discussion item)
 - 4.2. Explanation of any substantial change in the corporate governance structure of the Company and compliance with the Dutch Corporate Governance Code (discussion item)
 - 4.3. Explanation of the policy on profits and reserves for the financial year ended 30 September 2021 (discussion item)
 - 4.4. Proposal to adopt the annual accounts for the financial year ended 30 September 2021 (voting item)
5. Release from liability
 - 5.1. Proposal for limited release from liability of the managing directors of the Company (the "Managing Directors") for their management of the Company (voting item)
 - 5.2. Proposal for limited release from liability of the supervisory directors of the Company (the "Supervisory Directors") for their supervision of the Company (voting item)

6. Composition of the Management Board

6.1. Proposal to re-appoint Mr. Louis du Preez as a Managing Director (voting item)

6.2. Proposal to re-appoint Mr. Theodore de Klerk as a Managing Director (voting item)

7. Composition of the Supervisory Board

7.1. Proposal to re-appoint Ms. Moira Moses as a Supervisory Director (voting item)

7.2. Proposal to re-appoint Mr. Paul Copley as a Supervisory Director (voting item)

7.3. Proposal to re-appoint Dr. Hugo Nelson as a Supervisory Director (voting item)

7.4. Proposal to re-appoint Ms. Alexandra Watson as a Supervisory Director (voting item)

8. Remuneration

8.1. Proposal to cast an advisory vote in respect of the remuneration report for the financial year ended 30 September 2021 (voting item)

8.2. Proposal to amend the remuneration policy applicable to Managing Directors (voting item)

9. Share plan

Proposal to approve an amended share plan for Managing Directors (voting item)

10. Authorisations in respect of Shares

10.1. Proposal to authorise the Management Board in order for the Company to acquire shares in the capital of the Company ("Shares") in connection with the Company's long-term incentive plan (voting item)

10.2. Proposal to authorise the Management Board in order for the Company to acquire Shares for other purposes (voting item)

10.3. Proposal to authorise the Management Board to issue (or grant rights to subscribe for) Shares and to limit or exclude shareholders' pre-emption rights in connection with the Company's long-term incentive plan (voting item)

10.4. Proposal to authorise the Management Board to issue (or grant rights to subscribe for) Shares and to limit or exclude shareholders' pre-emption rights for other purposes (voting item)

10.5. Proposal to authorise the Management Board to issue (or grant rights to subscribe for) Shares with pre-emption rights for shareholders for other purposes (voting item)

11. Appointment of the statutory audit firm for the financial years ending 30 September 2022 and 30 September 2023

Proposal to appoint Mazars Accountants N.V. as statutory audit firm for the financial years ending on 30 September 2022 and 30 September 2023, respectively (voting item)

12. Any other business

13. 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 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 (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, 25 February 2022 (the "Record Date") in the register of shareholders kept by the Management Board after all debit and credit entries have been made on the Record Date, regardless of whether the Shares are still held by them at the date of the AGM, provided that such persons have registered themselves for the AGM in the manner specified in the Notice.

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 Tuesday, 22 February 2022.

The date on which holders of Shares listed on the Johannesburg Stock Exchange (JSE) 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 the Johannesburg Stock Exchange (JSE) being Tuesday, 22 February 2022.

Registration to attend the AGM

Shareholders, persons with meeting rights or their proxies who wish to attend, speak and raise questions, and, if applicable, vote at the AGM, are required to register their intention to attend the AGM, specifying whether the respective person would like to

attend the AGM physically or virtually via webcast, and further in accordance with the instructions set out in the Notice by no later than 11:00 a.m. CET on Friday, 18 March 2022.

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

11 February 2022

JSE Sponsor: PSG Capital