

Steinhoff International Holdings N.V.  
(Incorporated in the Netherlands)  
(Registration number: 63570173)  
Share Code: SNH  
ISIN: NL0011375019

## **DISCLOSURE OF DIRECTOR'S SHAREHOLDING NOTIFICATIONS**

Steinhoff International Holdings N.V. (the "Company")

In the proposed Remuneration Policy of the Management Board included with the Notice of Annual General Meeting released on 11 February 2022 it was stated that the value of the allocation under the Company's long-term incentive plan was set at 150% of base salary, initially comprising of 100% allocated as a deferred cash award and 50% allocated as an equity award. It was proposed that 25% of the cash portion be converted into an equity award upon the Settlement Effective Date under the Steinhoff Global Settlement ("SED").

As announced by the Company on 15 February 2022, the SED was 15 February 2022.

Upon SED the deferred cash award was reduced by 25% whilst the equity award was simultaneously increased by 25%, leaving the overall entitlement unchanged. The allocation now consists of 75% of base salary deferred cash award and 75% of base salary equity award.

The number of conditional share awards that were granted to the Company's managing directors on 26 November 2021 was therefore automatically adjusted. An estimate of the 25% portion to be converted was included in the aggregate number as notified and announced on 26 November 2021. The finalised number of conditional share awards, based on the attainment of the SED as well as the increase in the weighted average share price, is set out below.

It should be noted that these conditional share awards remain subject to approval from the Company's general meeting of shareholders and the outcome of a performance assessment at the end of the performance period.

The Company is voluntarily informing the market that, following the adjustment of these awards on Settlement Effective Date, each of its managing directors has made a notification to the AFM (the Netherlands Authority for Financial Markets) related to the conditional award of shares in Steinhoff International Holdings N.V. as set out below.

<b>Date of transaction:</b>	15 February 2022
<b>Person obliged to notify:</b>	Louis J. du Preez

<b>Issuing institution:</b>	Steinhoff International Holdings N.V.
<b>Registration Chamber of Commerce</b>	63570173
<b>Place of residence:</b>	Amsterdam, the Netherlands

#### Position before transaction

Type of share	Issuing institution	Number of shares	Number of votes
Ordinary	Steinhoff International Holdings N.V.	5,165	5,165
Conditional share award	Steinhoff International Holdings N.V.	7,330,944	0.00

#### Changes

Type of share	Issuing institution	Number of shares	Value per stock	Number of votes	Discretionary management mandate
Conditional share award	Steinhoff International Holdings N.V.	-14,355	0.00	0.00	No

#### Position after transaction

Type of share	Issuing institution	Number of shares	Number of votes
Ordinary	Steinhoff International Holdings N.V.	5,165	5,165
Conditional share award	Steinhoff International Holdings N.V.	7,316,589	0.00

The above notification has been disclosed in the relevant register on the AFM website:

<https://www.afm.nl/nl-nl/professionals/registers/meldingenregisters/bestuurscommissarissen/details?id=120622>

<b>Date of transaction:</b>	15 February 2022
<b>Person obliged to notify:</b>	Theodore L. de Klerk
<b>Issuing institution:</b>	Steinhoff International Holdings N.V.
<b>Registration Chamber of Commerce</b>	63570173

<b>Place of residence:</b>	Amsterdam, the Netherlands
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#### Position before transaction

Type of share	Issuing institution	Number of shares	Number of votes
Ordinary	Steinhoff International Holdings N.V.	194,270	194,270
Conditional share award	Steinhoff International Holdings N.V.	6,357,459	0.00

#### Changes

Type of share	Issuing institution	Number of shares	Value per stock	Number of votes	Discretionary management mandate
Conditional share award	Steinhoff International Holdings N.V.	-12,448	0.00	0.00	No

#### Position after transaction

Type of share	Issuing institution	Number of shares	Number of votes
Ordinary	Steinhoff International Holdings N.V.	194,270	194,270
Conditional share award	Steinhoff International Holdings N.V.	6,345,011	0.00

The above notification has been disclosed in the relevant register on the AFM website:

<https://www.afm.nl/nl-nl/professionals/registers/meldingenregisters/bestuurs-commissarissen/details?id=120623>

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

Stellenbosch, 25 February 2022

JSE Sponsor: PSG Capital