

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")

As announced by the Company on 25 February 2022, the conditional share awards that were granted to the Company's managing directors on 26 November 2021 and the number of which was adjusted effective as of 15 February 2022, remained 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.

In the proposed remuneration policy for the Company's managing directors that was attached to the notice of Annual General Meeting of the Company held on 25 March 2022 (the "AGM") as Appendix 7, it was stated that if the proposed share plan was not approved, equity awards would automatically become awards in the form of phantom shares.

At the AGM the amended share plan was not approved by the requisite simple majority as 49.49% of the votes were cast in favour and 51.51% of the votes were cast against. As a result, the condition of obtaining approval from the Company's general meeting of shareholders is no longer capable of being fulfilled. In accordance with their terms, the conditional share awards that were granted to the Company's managing directors have therefore automatically become conditional equity awards in the form of phantom shares. Apart from that change the number of awards and other conditions remain unchanged.

The Company is voluntarily informing the market that, following the voting results of the AGM, 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.

Date of transaction:	25 March 2022
Person obliged to notify:	Louis J. du Preez
Issuing institution:	Steinhoff International Holdings N.V.
Registration Chamber of Commerce	63570173
Place of residence:	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.	7,316,589	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.	-7,316,589	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.	0.00*	0.00

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

<https://www.afm.nl/en/professionals/registers/meldingenregisters/bestuurs-commissarissen/details?id=122282>

* In conclusion, Mr. Du Preez is now entitled to 7,316,589 conditional equity awards in the form of phantom shares, which are not notifiable to the AFM.

Date of transaction:	25 March 2022
Person obliged to notify:	Theodore L. de Klerk
Issuing institution:	Steinhoff International Holdings N.V.
Registration Chamber of Commerce	63570173
Place of residence:	Amsterdam, the Netherlands

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.	6,345,011	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.	-6,345,011	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.	0.00**	0.00

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

<https://www.afm.nl/en/professionals/registers/meldingenregisters/bestuurders-commissarissen/details?id=122283>

** In conclusion, Mr. De Klerk is now entitled to 6,345,011 conditional equity awards in the form of phantom shares, which are not notifiable to the AFM.

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

Stellenbosch, 20 April 2022

JSE Sponsor: PSG Capital