

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**

DISCLOSURE OF INSIDE INFORMATION PURSUANT TO ART. 17 OF THE EU MARKET ABUSE REGULATION (EU 596/2014, MAR)

STEINHOFF: UPDATE ON MATURITY EXTENSION TRANSACTION

Steinhoff International Holdings N.V. is referred to as “SIHNV” or the “Company” and with its subsidiaries, “Steinhoff” or the “Group”; “Group Services Debt” means the indebtedness under (i) the Contingent Payment Undertakings (“CPUs”) entered into by SIHNV; and (ii) the debt facilities entered into by Steenbok Lux Finco 1 S.à.r.l. (“LuxFinco 1”), Steenbok Lux Finco 2 S.à.r.l. (“LuxFinco 2”) and Hemisphere International Properties B.V. (“Hemisphere”) (the instruments together, the “Group Services Debt Facilities”), each as amended from time to time.

Further to the announcement published on 15 December 2022, the Company announces that it has received an agreement in principle from the largest financial creditors under the Hemisphere facilities to extend maturities of those facilities on the following key economic terms (“**Hemisphere Term Sheet**”):

Hemisphere Facility	Current terms	Proposed amendment
Amount (per 30 June 2023)	EUR132m	Will be increased by the amount of the consent fee (1%)
Maturity date (debt and CPU maturity)	30 June 2023, with a six-month extension option	30 June 2026, with two one-year extension options
Interest rate	10% PIK, semi-annual	15% PIK, semi-annual
CPU and Recovery cap	First ranking claim on Hemisphere CPU 10.0% PIK, semi-annual	Unchanged
Non-call period	N/A (expired)	Three years after the effective date of extension of the Hemisphere facilities

The Hemisphere Term Sheet also acknowledges that it remains available for Hemisphere, its shareholders and the Company to repay or refinance the existing Hemisphere facilities at par plus accrued interest on or before the earlier of 30 June 2023 and the effective date of extension of the Hemisphere facilities.

The Hemisphere Term Sheet will be incorporated into the Support Agreement announced on 15 December 2022 and the Support Agreement has been amended to give effect to that with the consent of required Original Participating Lenders pursuant to the Support Agreement.

For financial creditors, a copy of the Support Agreement and the Hemisphere term sheet are available on the relevant debt domain set up for the facility in which the financial creditor holds a participation or from the relevant facility agent, together with instructions on how to execute an accession letter to accede to the Support Agreement. Any queries regarding the accession process should be directed to Houlihan Lokey (ProjectPurpleHL@hl.com).

As previously noted, whilst the Group believes that the Support Agreement constitutes an important and positive step towards the proposed extension of the Group Services Debt, there is no certainty that the necessary commercial and legal agreements and arrangements will be concluded to successfully implement the proposed transaction. Accordingly, shareholders and other investors in the Company are advised to exercise caution when dealing in the securities of the Group.

Further information and updates will be provided to the market as and when available.

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

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Certain statements in this announcement may be considered forward-looking statements. These forward-looking statements speak only as of the date of this announcement. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and Steinhoff cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to Steinhoff or are within its control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. Steinhoff expressly disclaims any obligation or undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, a change in expectations or for any other reason.

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