

Steinhoff International Holdings N.V.

(Incorporated in the Netherlands)

(Registration number: 63570173)

Share Code: **SNH**

ISIN: **NL0011375019**

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### **Steinhoff launches Accelerated Placement of ordinary shares in Pepco Group N.V.**

Steinhoff International Holdings N.V. (the “**Company**”, together with its subsidiaries, “**Steinhoff**” or the “**Steinhoff Group**”) announces that the Steinhoff Group has decided to launch an accelerated placement of ordinary shares in Pepco Group N.V. (“**Pepco Group**”) which are held through IBEX Retail Investments (Europe) Limited (formerly Pepco Holdco Limited) (the “**Seller**”), an indirect wholly owned subsidiary of the Company. The Steinhoff Group intends to sell approximately 34.5 million ordinary shares (the “**Placement Shares**”) in the capital of Pepco Group, through a placement to institutional investors (the “**Placement**”). The Placement Shares represent up to 6% of Pepco Group’s issued share capital, subject to the final terms of the Placement.

The Company currently indirectly owns 453,594,616 ordinary shares, representing approximately 78.9% of Pepco Group’s issued share capital. If the Placement is fully implemented, the Company’s stake in Pepco Group will be reduced to approximately 72.9%.

The price per Placement Share will be determined by way of an accelerated bookbuilding process to institutional investors. The bookbuilding period will commence immediately following this announcement and may close at any time on short notice. The results of the Placement, including the number of Placement Shares to be sold and the price per Placement Share, will be announced as soon as practicable after the closing of the bookbuilding process.

The Steinhoff Group intends to use the proceeds from the Placement to reduce its outstanding debt. Pepco Group will not receive any proceeds from the Placement. The Placement is separate from the maturity extension transaction announced by the Company on 15 December 2022 which the Company continues to work towards and in respect of which further updates will be announced by the Company in due course.

Any of the ordinary shares in Pepco Group indirectly held by the Company which are not sold in the Placement will be subject to a 90-day lock-up period, subject to customary exemptions.

Goldman Sachs Bank Europe SE (“**Goldman Sachs**”) and J.P. Morgan SE (“**JP Morgan**”) are acting as Joint Global Coordinators in connection with the Placement. Santander Bank Polska S.A. – Santander Biuro Maklerskie (“**Santander**”) and Numis Europe Limited (“**Numis**”) are acting as Joint Bookrunners.

Pepco Group is a fast-growing pan-European variety discount retailer and owner of the Pepco and Dealz brands in Europe and Poundland in the United Kingdom. Further information on Pepco Group can be found on the Pepco Group website at <https://www.pepcogroup.eu>.

Further information on the Company can be found on the Company's website at <https://www.steinhoffinternational.com>.

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

Stellenbosch, South Africa

17 January 2023

JSE Sponsor: PSG Capital

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EACH OF GOLDMAN SACHS AND JP MORGAN IS SUPERVISED BY THE EUROPEAN CENTRAL BANK AND THE FEDERAL FINANCIAL SUPERVISORY AUTHORITY (*BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT*) IN GERMANY. SANTANDER IS SUBJECT TO THE SUPERVISION OF THE POLISH FINANCIAL SUPERVISION COMMISSION (KOMISJA NADZORU FINANSOWEGO) WITH ITS HEADQUARTERS IN WARSAW, PIĘKNA 20, 00-549 WARSAW, POLAND. NUMIS IS REGULATED BY THE CENTRAL BANK OF IRELAND IN IRELAND. THE JOINT GLOBAL COORDINATORS AND THE JOINT

BOOKRUNNERS ARE ACTING FOR THE SELLER ONLY IN CONNECTION WITH THE PLACEMENT AND NO ONE ELSE, AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE SELLER FOR PROVIDING THE PROTECTIONS OFFERED TO CLIENTS NOR FOR PROVIDING ADVICE IN RELATION TO THE PLACEMENT SHARES OR THE PLACEMENT, THE CONTENTS OF THIS ANNOUNCEMENT OR ANY TRANSACTION, ARRANGEMENT OR OTHER MATTER REFERRED TO IN THIS ANNOUNCEMENT.

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