

Steinhoff International Holdings N.V.

(Incorporated in the Netherlands)

(Registration number: 63570173)

Share Code: SNH

ISIN: NL0011375019

Steinhoff International Holdings N.V. - Notice of Annual General Meeting

Steinhoff International Holdings N.V. (the “**Company**” or “**Steinhoff**”) disclosed on 2 February 2023 that the Company had been delayed in publishing the notice of the annual general meeting and shareholder circular while it sought certain regulatory confirmations, and that as a result the date of the AGM would be rescheduled. The Company obtained the confirmations sought today.

Shareholders are now referred to the notice of annual general meeting of the Company, with corporate seat in Amsterdam, the Netherlands, to be held on Wednesday, 22 March 2023, at 13:00 CET at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands, and which will be accessible via webcast with details available on the Company's website (www.steinhoffinternational.com) (the “**AGM**”), as posted on the Company's website today (the “**Notice**”).

Hybrid 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 management board of the Company (the “**Management Board**”) may take precautionary measures to safeguard the health and safety of the Company's employees and the participants of the AGM. The Company shall publish any health and safety guidelines for attending the AGM on its website (www.steinhoffinternational.com) if and when appropriate. Shareholders should therefore check the Company's website (www.steinhoffinternational.com) for any updates. If Shareholders or other persons with meeting rights do not wish to physically attend the AGM, they can only cast their votes if voting rights accrue by way of electronic means during the hybrid AGM or by granting a proxy in accordance with the information contained in the ‘General Information’ section of the Notice.

Questions

Shareholders and other persons with meeting rights are invited to submit any questions related 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 Wednesday, 15 March 2023. These questions will be answered during the AGM and the questions and answers 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 or by submitting such questions in the English language through the digital voting platform. 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.

The agenda of the AGM contains the following subjects:

AGENDA

1 Opening

2 Presentation to Shareholders and discussion on the equity position of the Company (Section 2:108a of the Dutch Civil Code) (discussion item)

3 Shareholder Q&A

4 Annual Reporting 2022

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 2022 (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 2022 (discussion item)

4.4 Proposal to adopt the annual accounts for the financial year ended 30 September 2022 (voting item)

5 Composition of the Supervisory Board

Proposal to re-appoint Mr. David Pauker as a Supervisory Director (**voting item**)

6 Remuneration

6.1 Proposal to cast an advisory vote in respect of the remuneration report for the financial year ended 30 September 2022 (voting item)

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

7 Appointment of the statutory audit firm for the financial year ending 30 September 2024

Proposal to appoint Mazars Accountants N.V. as statutory audit firm for the financial year ending on 30 September 2024 (**voting item**)

8 Transaction, Transfer, issuance CVRs and Dissolution

8.1 Combined proposal to approve the Transaction, including the Transfer in accordance with Section 2:107a of the Dutch Civil Code and the issuance of the CVRs by New Topco to the Shareholders, and to resolve to dissolve the Company following the completion of the Transfer and subject to the Dissolution Conditions (as soon as the Company will cease to exist by operation of law pursuant to the Dissolution, this will effectively result in removal of the listing of the Company’s securities from the Johannesburg Stock Exchange (“JSE”) and termination of the listing of the Company’s securities on the Frankfurt Stock Exchange

("FSE")) ("Transaction" as defined in the Shareholder Circular appended to the Notice, and each of "Transfer", "CVRs", "New Topco", "Dissolution Conditions" and "Dissolution" as defined in the Notice) (**voting item**)

- 8.2** Proposal to appoint New Topco as custodian of the books, records and other data carriers of the Company, with effect as of the Dissolution (only to be discussed and voted upon if agenda item 8.1 is adopted) (**voting item**)

9 Authorisation issuance of shares or rights to subscribe for shares

Proposal to authorise the Management Board to issue (or grant rights to subscribe for) ordinary shares in the capital of the Company and to limit or exclude shareholders' pre-emption rights (only to be discussed and voted upon if agenda item 8.1 is not adopted) (**voting item**)

10 Any other business

11 Closing

GENERAL INFORMATION

All Shareholders and other persons with meeting rights who wish to participate in the AGM are referred to the registration and attendance instructions contained in the 'General Information' section of the Notice.

1. Meeting documents

Copies of the Notice, agenda and explanatory notes thereto, including the appendices and other meeting documents, are provided upon request and free of charge. Digital copies are available on the Company's website (www.steinhoffinternational.com) and may also be obtained via e-mail: compsec@steinhoffinternational.com. Hard copies are made available for inspection at the office of the Company (Building B2, Vineyard Office Park, Cnr Adam Tas & Devon Valley Road, Stellenbosch, 7600 South Africa).

2. Record Date

In accordance with 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 Wednesday, 22 February 2023 (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 in the capital of the Company ("**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.

Last day of trading for Securities held on the FSE

The date on which beneficiaries of Securities (as defined in the Notice) listed on the FSE 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 trading on the FSE being Friday, 17 February 2023.

Last day of trading for Shares held on the JSE

The date on which holders of Shares listed on the 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 trading on the JSE being Friday, 17 February 2023.

3. Registration instructions

Shareholders, persons with meeting rights or their proxies, who wish to either physically or virtually attend and exercise their rights in the AGM, should notify their intended participation in accordance with the instructions set out in the Notice from Thursday, 23 February 2023 until **11:00 a.m. CET on Wednesday, 15 March 2023** at the latest.

Supervisory Board change

Peter Wakkie has indicated not to be available for re-appointment as a Supervisory Director. As a result his term will end at the close of the AGM. Peter Wakkie has served on the Supervisory Board since 2018. He was appointed for an initial term of one year and subsequently re-appointed for two further two-year terms. As member of the Company's former litigation working group Peter Wakkie has made a valuable contribution towards resolving the outstanding legal claims against the Group. Peter Wakkie's knowledge, skills and experience have added tremendous value to the Supervisory Board. We sincerely thank him for his contribution during challenging times.

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

8 February 2023

JSE Sponsor: PSG Capital