

Steinhoff International Holdings N.V.

(Incorporated in the Netherlands)

(Registration number: 63570173)

Share Code: **SNH**

ISIN: **NL0011375019**

VOTING RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are hereby advised that at the hybrid annual general meeting of Steinhoff International Holdings N.V. ("**Steinhoff**" or the "**Company**") held at 13:00 CET on 22 March 2023 at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands, and which was accessible via webcast with details available on the Company's website (www.steinhoffinternational.com) (the "**AGM**"), none of the resolutions proposed in the notice of meeting made available to shareholders on the Company's website on 8 February 2023 were passed by the requisite majority of votes cast by the Steinhoff shareholders present or represented at the AGM.

Number of shares represented: 1,806,967,780 (this includes votes abstained, as per the below)

Percentage of issued and outstanding share capital represented: 42.69%**

The detailed voting results of the AGM are set out below:

	Number of votes for resolution*	% of votes for resolution*	Number of votes against resolution*	% of votes against resolution	Number of shares voted for and against at the AGM	Number of shares voted for and against at the AGM as a percentage (%) of shares in issue as at Record Date**	Number of votes abstained ***
Agenda item 4.4: Proposal to adopt the annual accounts for the financial year ended 30 September 2022	698,741,335	39.48%	1,071,260,495	60.52%	1,770,001,830	41.81%	27,222,797
Agenda item 5: Proposal to re-appoint Mr. David Pauker as a Supervisory Director	622,034,690	35.15%	1,147,710,216	64.85%	1,769,744,906	41.81%	27,269,721
Agenda item 6.1: Proposal to cast an advisory vote in respect of the remuneration report for the financial year ended 30 September 2022	582,393,359	32.71%	1,197,980,965	67.29%	1,780,374,324	42.06%	16,850,303
Agenda item 6.2: Proposal to amend the	410,868,613	23.08%	1,369,548,418	76.92%	1,780,417,031	42.06%	16,807,596

remuneration policy applicable to Managing Directors							
Agenda item 7: Proposal to appoint Mazars Accountants N.V. as statutory audit firm for the financial year ending on 30 September 2024	705,471,633	39.86%	1,064,348,379	60.14%	1,769,820,012	41.81%	27,404,615
Agenda item 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 Contingent Value Rights 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	689,503,909	38.55%	1,099,180,892	61.45%	1,788,684,801	42.25%	8,539,826

Agenda item 8.2:	Voting cancelled	Voting cancelled	Voting cancelled	Voting cancelled	Voting cancelled	Voting cancelled	Voting cancelled
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 voted upon if agenda item 8.1 is adopted)							
Agenda item 9:	559,912,486	31.43%	1,221,594,922	68.57%	1,781,507,408	42.09%	9,642,317
Proposal to authorise the Management Board to issue (or grant rights to subscribe for) ordinary shares and to limit or exclude shareholders' pre-emption rights (only to be voted upon if agenda item 8.1 is <u>not</u> adopted)							

Notes:

* In relation to the total number of shares voted at the AGM only the 'for' and 'against' votes are counted and together add up to 100%. A 'vote abstained' is not considered to be a vote in law and will therefore not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

** Excluding treasury shares held by a Steinhoff subsidiary in aggregate of 36,533,888 shares.

*** Only active abstentions are counted. Votes that were not cast at the meeting, are not included.

CHANGE IN SUPERVISORY BOARD

At the AGM, the proposed re-appointment of Mr. David Pauker as a Supervisory Director was rejected.

Mr. Pauker has served on the Supervisory Board for almost four years. We sincerely thank him for all his valuable contributions.

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

Stellenbosch, South Africa

23 March 2023

JSE Sponsor: PSG Capital