

Steinhoff International Holdings N.V.

(Incorporated in the Netherlands)

(Registration number: 63570173)

Share Code: SNH

ISIN: NL0011375019

## **Steinhoff International Holdings N.V. - Notice of Extraordinary General Meeting**

Shareholders are referred to the notice of an extraordinary general meeting of Steinhoff International Holdings N.V. (the “Company”), with its corporate seat in Amsterdam, the Netherlands, to be held on Wednesday, 26 July 2023, at 13:00 CET at DoubleTree by Hilton, Amsterdam Centraal Station, Oosterdoksstraat 4, 1011 DK Amsterdam, the Netherlands, and which will be accessible via webcast with details available on the Company’s website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)) (the “EGM”), as posted on the Company’s website today (the “Notice”).

### **Hybrid EGM**

The Company accommodates its shareholders (the “Shareholders”) in attending the EGM virtually through electronic means, without the need to physically attend the EGM. Participating virtually in the EGM is subject to the Company’s hybrid meeting policy which is available on the Company’s website ([www.steinhoffinternational.com](http://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 EGM. The Company shall publish any health and safety guidelines for attending the EGM on its website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)) if and when appropriate. Shareholders should therefore check the Company’s website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)) for any updates. If Shareholders or other persons with meeting rights do not wish to physically attend the EGM, they can only cast their votes if voting rights accrue by way of electronic means during the hybrid EGM 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 EGM in the English language by e-mail to [compsec@steinhoffinternational.com](mailto:compsec@steinhoffinternational.com) by no later than Friday, 21 July 2023. These questions will be answered during the EGM and the questions and answers shall be published on the Company’s website ([www.steinhoffinternational.com](http://www.steinhoffinternational.com)) after the EGM. Further questions can be asked during the EGM in the physical meeting or by submitting such questions in the English language through the digital voting platform. The chairperson of the EGM 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 EGM.

The agenda of the EGM contains the following subjects:

### **AGENDA**

- 1 Opening**
- 2 Shareholder Q&A**
- 3 Dissolution**
  - 3.1 Proposal to resolve to dissolve the Company (voting item)**
  - 3.2 Proposal to appoint Steinhoff Topco B.V. 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 3 is adopted) (voting item)**
- 4 Any other business**
- 5 Closing**

## **GENERAL INFORMATION**

All Shareholders and other persons with meeting rights who wish to participate in the EGM 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](http://www.steinhoffinternational.com)) and may also be obtained via e-mail: [compsec@steinhoffinternational.com](mailto: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 EGM are Shareholders registered as such on Wednesday, 19 July 2023 (the "**Record Date**") in the register of shareholders kept by the Management Board, regardless of whether the shares in the capital of the Company ("**Shares**") are still held by them at the date of the EGM, provided that such persons have registered themselves for the EGM 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 EGM is the Record Date. Any transaction in Securities traded on the FSE must be concluded prior to the close of trading on Monday 17 July 2023 to ensure these transactions are settled on the Record Date.

#### ***Last day of trading for Shares held on the JSE***

The date on which holders of Securities traded on the JSE must be recorded as such in the securities register maintained by the Company's transfer secretaries (Computershare Investor Services

Property Limited) to be eligible to attend and vote at the EGM is the Record Date. Accordingly, the last day to trade in Securities traded on the JSE to ensure these transactions are settled on the Record Date and are recorded in such register is Friday 14 July 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 EGM, should notify their intended participation in accordance with the instructions set out in the Notice from Wednesday, 19 July 2023 until **13:00 CET on Monday, 24 July 2023** at the latest.

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

11 July 2023

JSE Sponsor: PSG Capital