

Steinhoff International Holdings N.V.

(Incorporated in the Netherlands)

(Registration number: 63570173)

Share Code: **SNH**

ISIN: **NL0011375019**

RESULTS OF THE GENERAL MEETING

Shareholders are hereby advised that at the virtual annual general meeting of Steinhoff International Holdings N.V. ("Steinhoff" or the "Company") held at 13:00pm CET on 28 August 2020, via webcast accessible on the Company's website (www.steinhoffinternational.com) (the "**AGM**"), the following resolutions proposed in the notice of meeting made available to shareholders on the Company's website on 17 July 2020 were passed by the requisite majority of votes cast by the Steinhoff shareholders present or represented at the AGM:

- (i) the resolution to adopt the remuneration policy applicable to Supervisory Directors (agenda item 5.2);
- (ii) the resolution to amend the remuneration of the Supervisory Directors (agenda item 5.3);
- (iii) the resolution to partially amend the Company's articles of association (agenda item 6);
- (iv) the resolution to reduce the issued capital of the Company by cancelling Shares held by the Company (agenda item 7);
- (v) the resolution to authorise the Management Board to acquire Shares (agenda item 8); and
- (vi) the resolution to appoint Mazars Accountants N.V. as statutory audit firm for the financial years ending on 30 September 2020 and 30 September 2021, respectively (agenda item 9).

Number of shares present or represented: 550,377,668 (this includes votes abstained, as per the below)

% of issued share capital: 13.13%**

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

	Number of votes for resolution (%) *	Number 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 4.2: Proposal to cast an advisory vote in respect of the remuneration report for financial year ended 30 September 2019	29,299,672 (5.92%)	465,656,316 (94.08%)	494,955,988	11.81%	55,417,479
Agenda Item 4.5: Proposal to adopt the annual accounts for the financial year ended 30 September 2019	83,454,401 (48.13%)	89,924,357 (51.87%)	173,378,758	4.14%	376,994,709
Agenda Item 5.1: Proposal to amend the remuneration policy applicable to Managing Directors	73,847,333 (13.51%)	472,598,388 (86.49%)	546,445,721	13.04%	3,927,746

Agenda Item 5.2: Proposal to adopt the remuneration policy applicable to Supervisory Directors	521,587,910 (98.42%)	8,380,933 (1.58%)	529,968,843	12.65%	20,404,624
Agenda Item 5.3: Proposal to amend the remuneration of the Supervisory Directors	520,181,261 (95.27%)	25,824,097 (4.73%)	546,005,358	13.03%	4,368,109
Agenda Item 6: Proposal to partially amend the Company's articles of association	542,407,507 (99.23%)	4,208,940 (0.77%)	546,616,447	13.05%	3,761,220
Agenda Item 7: Proposal to reduce the issued capital of the Company by cancelling Shares held by the Company****	541,883,633 (99.10%)	4,919,180 (0.90%)	546,802,813	13.05%	3,574,854
Agenda Item 8: Proposal to authorise the Management Board to acquire Shares	488,818,834 (89.37%)	58,116,229 (10.63%)	546,935,063	13.05%	3,442,604
Agenda Item 9: Proposal to appoint Mazars Accountants N.V. as statutory audit firm for the financial years ending on 30 September 2020 and 30 September 2021, respectively	494,696,526 (90.53%)	51,738,301 (9.47%)	546,434,827	13.04%	3,942,840

Note 1* -- 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.

Note 2** -- Excluding treasury shares held by Steinhoff and a number of Steinhoff subsidiaries in aggregate of 119,500,388 shares.

Note 3 *** -- Only active abstentions are counted. No votes at the meeting, are not included.

Note 4 ****-- The proposal is subject to the passing of the resolution of agenda item 6.

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Stellenbosch, South Africa
28 August 2020