

PROXY AND VOTING INSTRUCTION FORM

Proxy and voting instruction form for the annual general meeting of Steinhoff International Holdings N.V. (the “**Company**”) 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**”).

Please carefully review the notes at the end of this proxy and voting instruction form.

The undersigned: *(print full name in capitals)*

Acting in their capacity as holder of _____ (number) of shares in the capital of the Company, herewith grants a proxy to:

Option 1 – Named Individual

Dr. Marc Liebscher, c/o Dr. Späth & Partner Rechtsanwälte mbB, Kurfürstendamm 102, 10711 Berlin

OR *(please indicate your choice)*

Option 2 – Independent Third Party

Mr. Gijs ter Braak, civil-law notary in Amsterdam, the Netherlands, his replacement and/or any (deputy or associated) civil law-notary of Simmons & Simmons LLP, Amsterdam office.

To (virtually) attend the AGM on behalf of the undersigned, to participate in deliberations, speak and exercise voting rights in respect of the shares in the capital of the Company to which the undersigned's shares or securities relate in accordance with the instructions below, and to do whatever the proxy may deem necessary regarding the resolutions and, unless instructed otherwise, on any other business which may come before the AGM. This form is governed by the laws of the Netherlands.

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The Management Board and the Supervisory Board consider the Transaction (as defined in the Shareholder Circular) to be in the best interest of the Company and its stakeholders, including Shareholders, the business of the Company's group, creditors, employees and other stakeholders. Accordingly, the Management Board and the Supervisory Board unanimously recommend that the Shareholders vote in favour of all resolutions on the AGM agenda, including approval of the Transaction, as further set out in the AGM Notice and in the Shareholder Circular, and the authorisation of the Management Board to issue shares or rights to subscribe for shares in the Company and to limit or exclude related pre-emption rights. Further details on this recommendation can be found in the Shareholder Circular included in Appendix 3 to the AGM Notice.

VOTING INSTRUCTION Agenda item	Number of shares		
	In favour	Against	Abstain
4.4 Proposal to adopt the annual accounts for the financial year ended 30 September 2022			
5 Proposal to re-appoint Mr. David Pauker as a Supervisory Director			
6.1 Proposal to cast an advisory vote in respect of the remuneration report for financial year ended 30 September 2022			
6.2 Proposal to amend the remuneration policy applicable to Managing Directors			
7 Proposal to appoint Mazars Accountants N.V. as statutory audit firm for the financial year ending on 30 September 2024			
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 and termination of the listing of the Company's securities on the Frankfurt Stock Exchange)			
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 voted upon if agenda item 8.1 is adopted)			
9 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 voted upon if agenda item 8.1 is not adopted)			

Signed in _____ on _____ 2023

Signature(s) _____

Assisted by *(where applicable)* (state capacity and full name) _____

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