

## Registration Information Letter

To: Steinhoff Topco B.V. as Paying Agent  
From: [Existing Shareholder] as the Initial Beneficiary  
Dated: [Datum beim Ausfüllen]

**Deed Poll relating to the contingent value rights issued by Steinhoff Topco B.V.  
originally dated 30 June 2023  
(the "Deed")**

1. We refer to the Deed. This is a Registration Information Letter. Terms defined in the Deed have the same meaning in this letter unless given a different meaning in this letter.
2. The Initial Beneficiary hereby represents and warrants to the Paying Agent that the Existing Shares beneficially held by it on the CVR Record Date are as set out in the table below, and its Evidence of Shareholding (to be provided to the Paying Agent), in each case to be verified as accurate and authentic by the Paying Agent in accordance with Clause 9.4 (*Verification of Registration Information Letters*) of the Deed:

Relevant Exchange	Number of Existing Shares
FSE	Anzahl Aktien laut Bestätigung der Bank
JSE	"---" oder "0" oder leer

3. [The Initial Beneficiary hereby nominates [●] as its Nominated Recipient, whose notice details are:
  - I. Address: **leer, außer man hat einen Bevollmächtigten (kaum jemand)**
  - II. Email:
  - III. Attention:]<sup>1</sup>
4. The Initial Beneficiary [and its Nominated Recipient]<sup>2</sup> hereby represents and warrants that:
  - (a) it is not a Sanctioned Person;
  - (b) it understands and agrees that the CVRs have not been and will not be registered under the Securities Act and that such CVRs may only be offered and sold (i) outside the United States to non-U.S. persons in "offshore transactions" within the meaning of and pursuant to Regulation S under the Securities Act or (ii) to persons reasonably believed to be QIBs that are also QPs pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
  - (c) it is either (i) a non-U.S. person located outside of the United States or (ii) a QIB that is also a QP who is aware that any issuance of the CVRs made to it will be made in accordance with an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
  - (d) it is acquiring the CVRs (i) for its own account; (ii) for the account of one or more other persons, each of which is either (a) a non-U.S. person located outside the United States or (b) a QIB that is also a QP, in each case for which it is acting as a

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1 Only applicable if Nominated Recipient is being elected.

2 Only applicable if Nominated Recipient is being elected.

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duly authorised fiduciary or agent and with respect to whom it has authority to make, and does make, the representations and warranties set forth herein; or (iii) for a discretionary account or accounts, each of which is either (a) a non-U.S. person located outside the United States or (b) a QIB that is also a QP , and as to each of which it has complete investment discretion and the authority to make, and does make, the representations, warranties, agreements and acknowledgements contained herein, and in any case, for investment purposes and not with a view to distribution within the meaning of the Securities Act;

- (e) it has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of an investment in the CVRs. It, and any accounts for which it is acting, are able to bear the economic risk of an investment in the CVRs for an indefinite period;
- (f) it understands that no representation is being made as to the future value of the CVRs. Prior to making any investment, it has made its own investment decision to acquire the CVRs on the basis of its own independent investigation and appraisal of the business, financial condition, prospects, status and affairs of Topco and its subsidiaries, the Transaction and the CVRs. Prior to receiving the CVRs, it will have received all information which it believes is necessary or appropriate in connection with acquiring the CVRs;
- (g) it acknowledges and agrees that it is not taking up or acquiring CVRs as a result of any “general solicitation” or “general advertising” (as defined in Regulation D under the Securities Act);
- (h) it acknowledges and agrees that the CVRs may not be reoffered, sold, pledged or otherwise transferred, and that it will not directly or indirectly reoffer, sell, pledge or otherwise transfer the CVRs, except (i) outside the United States to non-U.S. persons in “offshore transactions” within the meaning of, and pursuant to, Regulation S under the Securities Act, or (ii) to QIBs that are also QPs pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
- (i) it agrees that, if in the future it reoffers, resells, pledges or otherwise transfers such CVRs, it will notify subsequent transferees of the transfer restrictions set out herein; and
- (j) it acknowledges and agrees that for U.S. federal and applicable state and local income tax purposes the CVRs are intended to be treated as common stock of a corporation (the “Intended U.S. Income Tax Treatment”) and it shall act for all applicable tax purposes, including filing tax returns, consistent with the Intended U.S. Income Tax Treatment, and shall not take any actions for any applicable tax purpose inconsistent with the Intended U.S. Income Tax Treatment, unless otherwise required by applicable law.

5. The Initial Beneficiary hereby confirms, to the extent applicable, that any Exchange Control Approvals necessary to enable the receipt by [the Initial Beneficiary / its Nominated Recipient]<sup>3</sup> of any rights and/or payments under and pursuant to the terms of the CVR Deed (as determined by the Paying Agent acting reasonably) have been obtained.

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3 Update as appropriate.

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6. This Registration Information Letter and any non-contractual obligations arising out of or in connection with it are governed by English law.



**SIGNED** by [*Existing Shareholder*]  
acting by  
an authorised signatory,  
Email Address:  
Attention:

**Unterschrift des Aktionärs**  
.....  
Authorised Signatory

**SIGNED** by [*Nominated Recipient*]<sup>4</sup>  
acting by  
an authorised signatory,  
Email Address:  
Attention:

**leer**  
.....  
Authorised Signatory

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4 Only relevant if there is a Nominated Recipient.

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