Company Number: 09127609

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTION

OF

PEPKOR EUROPE LIMITED

(the "Company")

On 2 AUGUST 2019 the following special resolution was duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by Company reducing the share premium reserve from £363,960,627.76 to £0.00 (the **"Reduction"**) with the amount of the Reduction being credited to the Company's profit and loss reserve.

~~Director~~
ATTORNEY
ROBERT SWALES, under a power of attorney dated 7 June 2019

Company Number: 09127609

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTION

OF

PEPKOR EUROPE LIMITED

(the "Company")

Circulation Date: 2 AUGUST **2019**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the **"Resolution"**) is passed as a special resolution:

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by Company reducing the share premium reserve from £363,960,62~~8~~17.76 to £0.00 (the **"Reduction"**) with the amount of the Reduction being credited to the Company's profit and loss reserve.

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolution.

We the undersigned (each being a person who was entitled to vote on the Resolution on the Circulation Date) hereby irrevocably agree to the Resolution:

Signed: _____ Dated: 2 AUGUST 2019

For and on behalf of Retail Holdings S.a.r.l

Signed: _____ Dated: _____ 2019

For and on behalf of Estera Trust (Jersey) Limited

Signed: _____ Dated: 2 AUGUST 2019

For and on behalf of Steinhoff Europe AG

Company Number: 09127609

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTION

OF

PEPKOR EUROPE LIMITED

(the "Company")

Circulation Date: 2 AUGUST **2019**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the **"Resolution"**) is passed as a special resolution

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by Company reducing the share premium reserve from £363,960,62~~8~~7.76 to £0.00 (the **"Reduction"**) with the amount of the Reduction being credited to the Company's profit and loss reserve.

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolution.

We the undersigned (each being a person who was entitled to vote on the Resolution on the Circulation Date) hereby irrevocably agree to the Resolution:

Signed: Dated: 2019

For and on behalf of Retail Holdings S.a.r.l

Signed: Dated: 2 AUGUST 2019

For and on behalf of Estera Trust (Jersey) Limited

Signed. Dated: 2019

For and on behalf of Steinhoff Europe AG

Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the **"Lapse Period"**) using one of the following methods:

   1.1 **Post**: returning the signed copy by post to the Company at the registered office address.

   1.2 **Email**: by attaching a scanned copy of the signed document to an email and sending it to any of the Directors. Please enter **"Written resolution"** in the email subject box.

2. If you do not agree with the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4. The Resolution is passed when the required majority of eligible members have signified their agreement to it.

5. If the Resolution is not passed before the end of the Lapse Period it will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolution will be ineffective.

6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

7. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.