
LIMITED REVIEW ("LIMITED REVIEW") OF THE PURCHASE PRICE IN RESPECT OF THE DISPOSAL OF 43 PERCENT OF THE ISSUED ORDINARY SHARE CAPITAL AND SALE CLAIMS IN TEKKIE TOWN PROPRIETARY LIMITED ("TEKKIE TOWN") BY ACTIS 4 PCC (BIG FOOT CELL) ("ACTIS") TO A WHOLLY OWNED SUBSIDIARY ("K2016") OF STEINHOFF INTERNATIONAL HOLDINGS N.V., HEREIN REFERRED TO AS THE TRANSACTION ("TRANSACTION")

INTRODUCTION

St John Capital acted as the Independent Expert, in connection with the Transaction. St John Capital have been requested by the directors of Actis to perform a Limited Review of the purchase price in respect of the disposal of 43 percent of the issued ordinary share capital and sale claims in Tekkie Town, by Actis for an undisclosed purchase price.

The seller, Actis, is non-resident and the purchaser, K2016, is a South African resident. K2016's ultimate holding company is Steinhoff International Holding N.V. Under these circumstances St John Capital's review is required in terms of the requirements of the South African Reserve Bank ("SARB").

LIMITED REVIEW

St John Capital reviewed the purchase consideration provided by the management of Actis and Tekkie Town. St John Capital reviewed the signed sale and purchase agreement entered into between Actis and K2016, audited financial statements of Tekkie Town, a valuation of Tekkie Town with historical and forecast information, the Tekkie Town Exit Investment Committee Report and market information, competitive analysis and analyst reports for peer companies operating in the industry.

In addition, St John Capital performed a high level valuation of the shares of Tekkie Town using the market approach (peer analysis of Enterprise Value: EBITDA and Enterprise Value: EBIT multiples adjusted by an Equity Control Premium and a Size Discount) and the income approach (Discounted Cash Flow model of Free Cash Flow to Firm discounted at the Weighted Average Cost of Capital).

Johannesburg | 31 September 2016



Independent Expert to Actis
St John Capital



Vendor of equity
interest in Tekkie Town
Actis Private Equity



Acquirer of equity
interest in Tekkie Town
Steinhoff International Holding N.V.



Target Company
Tekkie Town