

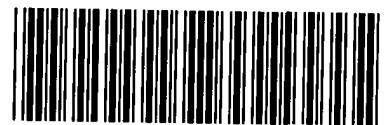
Registration number: 11729105

Steenbok Newco 9 Limited

Annual Report and Financial Statements

for the Period from 14 December 2018 to 30 September 2019

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Steenbok Newco 9 Limited

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Steenbok Newco 9 Limited

Company Information

Directors	H H Lee
	L J Du Preez
	P W Soldatos
	T L R De Klerk
	N G Brown
Registered office	Pall Mall Works 17-19 Cockspur Street London SW1Y 5BL
Auditor	Mazars LLP Tower Bridge House St Katharine's Way London E1W 1DD

Steenbok Newco 9 Limited

Strategic Report for the Period from 14 December 2018 to 30 September 2019

The directors present their strategic report for the period from 14 December 2018 to 30 September 2019.

Review of the business, key performance indicators and future developments

The company is an intermediate holding company in the Steinhoff International Holdings N.V. group. It was incorporated on 14 December 2018, in anticipation of a Creditors Voluntary Arrangement then being negotiated with Steinhoff International's lenders as described in note 12. The CVA eventually went live on 13 August 2019 and since then the objective of the company and its direct and indirect subsidiaries is to monetise assets in order to make repayments of outstanding debt to the CVA lenders. The financial statements are made up to the company's period end of 30 September 2019. As shown in the company's Income Statement, the company's performance has resulted in a loss after tax of €203 for the period.

The key performance indicators for the company are profit or loss after taxation and net assets, both of which are shown in the financial statements. Due to the nature of the business the directors do not consider there to be any non-financial key performance indicators on which the business is managed.

Net assets at 30 September 2019 totalled €44,652,313 due to an increase in capital of €44,652,516, less the loss for the period of €203. No dividends were declared during the period.

The directors do not anticipate the principal activity of the business changing in the foreseeable future and expect the current level of activity to continue.

Principal risks and uncertainties

The company is an investment holding company with investments in subsidiaries, linked mainly to the furniture, bedding, homewares and discount retail sector. The success of these entities is therefore influenced by the economic environment in which they operate.

A review of all potential business risks is carried out, determining the potential impact on the company, the likelihood of the risk arising and the current controls in place to mitigate such risks.

A number of key cash flow assumptions and risks faced by the company are highlighted in the going concern section of note 2 to the financial statements, including:

- CVA of Steinhoff Europe AG;
- Amounts payable to group undertakings;
- Further funding for subsidiaries, particularly due to the uncertainty surrounding the coronavirus.

Please refer to note 2 for more information on the above assumptions and risks.

Brexit is not expected to have a material effect on this company as it is an investment holding company with subsidiaries based in the USA.

The financial position of the company and liquidity position are detailed in the financial statements.

Credit risk

Potential concentration of credit risk consists principally of short-term cash and cash equivalent investments, and amounts owed by group undertakings. The company deposits short-term cash surpluses with a reputable bank. The ability of group undertakings to repay amounts due is regularly assessed.

At the period end, the company did not consider there to be any other significant concentration of credit risk which had not been adequately provided for.

Steenbok Newco 9 Limited

Strategic Report for the Period from 14 December 2018 to 30 September 2019 (continued)

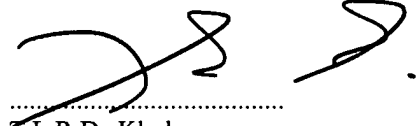
Principal risks and uncertainties (continued)

Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting obligations associated with financial liabilities.

Liquidity risk is managed at various levels, starting at the ultimate holding company and cascading down through the group. The company and the group as a whole manage liquidity risk by monitoring forecast cash flows which are provided weekly or monthly as appropriate for the unit. Please refer to the going concern section of note 2 for assumptions made in the company's cash flow forecasts.

Approved by the Board on 29 June 2020 and signed on its behalf by:


.....
T L R De Klerk
Director

Steenbok Newco 9 Limited

Directors' Report for the Period from 14 December 2018 to 30 September 2019

The directors present their report and the financial statements for the period from 14 December 2018 to 30 September 2019.

Incorporation

The company was incorporated on 14 December 2018.

Directors of the company

The directors, who held office during the period and to the date of this report unless otherwise stated, were as follows:

H H Lee (appointed 13 August 2019)

L J Du Preez (appointed 14 December 2018)

P W Soldatos (appointed 13 August 2019)

T L R De Klerk (appointed 14 December 2018)

N G Brown (appointed 13 August 2019)

Matters included in the Strategic Report

In accordance with s414C of the Companies Act 2006, included in the Strategic Report is information relating to the future development of the business which would otherwise be required by Schedule 7 of the 'large and medium sized companies and groups (accounts and reports) regulations 2008' to be contained in a Directors' Report.

Going concern

The financial statements have been prepared on the going concern basis on the assumption that the company will continue in operational existence for the foreseeable future, namely for 12 months from the date of signing the financial statements. In forming the conclusion that the accounts should be prepared on this basis, the directors have taken into account a number of factors, making certain assumptions and estimates in the process.

As discussed further in note 2 of the financial statements, the directors note that the combination of circumstances highlighted in that note represents a material uncertainty that may cast significant doubt upon the company's ability to continue as a going concern and that, therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business.

Further details regarding the preparation of financial statements on a going concern basis can be found in note 2 of the financial statements.

Steenbok Newco 9 Limited

Directors' Report for the Period from 14 December 2018 to 30 September 2019 (continued)

Important non adjusting events after the financial period

The ongoing pandemic of coronavirus disease ("COVID-19") caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2) is causing significant disruption both on the supplier and demand side for many of the company's operating subsidiaries.

Management of the affected subsidiaries are continuing to take an active approach, implementing a range of mitigating strategies to protect profitability and cash flow. Immediate and significant actions are being implemented to reduce costs and optimise liquidity. These include (but are not limited to) reducing operating expenditures, reducing stock of goods impacted by the trading restrictions, actions to optimise working capital, and stopping all but essential capital expenditure, as appropriately determined by each management team.

The extent and duration of the current restrictions on trade for the affected subsidiaries remain uncertain and it is too early to determine the exact impact of the COVID-19 pandemic on the performance of those subsidiaries; this may result in an impairment review on the company's investments in those subsidiaries being undertaken for the financial statements for the year ended 30 September 2020.

In note 2 (Going concern), consideration is given to the going concern status of the company with specific reference to the uncertainty surrounding the COVID-19 pandemic. Notwithstanding the uncertainties, the directors are of the opinion that the going concern basis is appropriate in preparing the annual financial statements.

Directors' liabilities

The company has purchased directors' and officers' liability insurance cover which was in place during the period and remains in place as at the date of this report.

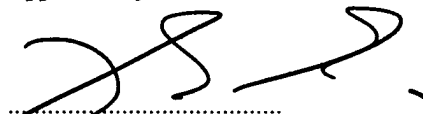
Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Reappointment of auditor

The auditor Mazars LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 29 June 2020 and signed on its behalf by:


.....
T L R De Klerk
Director

Steenbok Newco 9 Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Steenbok Newco 9 Limited

Independent Auditor's Report to the Members of Steenbok Newco 9 Limited

Opinion

We have audited the financial statements of Steenbok Newco 9 Limited (the 'company') for the period ended 30 September 2019, which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2019 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty on going concern

As set out in the Going Concern section of note 2 to the financial statements, during August 2019 the Steinhoff International Holdings N.V. Group ("the Group") entered into a Creditors Voluntary Arrangement (CVA) under which Steinhoff Europe AG ("SEAG") and Steinhoff Finance Holding GmbH ("SFHG"), fellow subsidiaries of Steinhoff International Holdings N.V. successfully completed the implementation of a restructuring of the Group's borrowings by notably deferring payment of the principal amounts and accrued interests until 31 December 2021. Under the terms of this CVA, the company granted security over certain of its assets as disclosed in note 12. The going concern assumption assumes that these securities will not be called in within the going concern review period, as there has been no indication that they will be. However, there is a material uncertainty regarding the outcome of the CVA in December 2021 and any potential impact on the company.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Steenbok Newco 9 Limited

Independent Auditor's Report to the Members of Steenbok Newco 9 Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

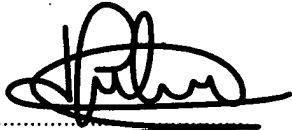
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Steenbok Newco 9 Limited

Independent Auditor's Report to the Members of Steenbok Newco 9 Limited (continued)

Use of the audit report

This report is made solely to the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body for our audit work, for this report, or for the opinions we have formed.



David Herbinet (Senior Statutory Auditor) for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
Tower Bridge House
St Katharine's Way
London
E1W 1DD

29 June 2020

Steenbok Newco 9 Limited

Income Statement for the Period from 14 December 2018 to 30 September 2019

		291 days to 30 September 2019 €
Revenue		-
Operating expenses		<u>(203)</u>
Operating loss	4	<u>(203)</u>
Loss before tax		<u>(203)</u>
Loss for the period		<u><u>(203)</u></u>

The above results were derived from continuing operations.

There were no items of comprehensive income in the period other than the loss for the period and, accordingly, no statement of comprehensive income is presented.

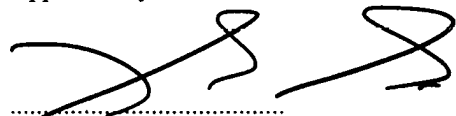
Steenbok Newco 9 Limited

(Registration number: 11729105)

Statement of Financial Position as at 30 September 2019

		30 September 2019 €
	Note	
Fixed assets		
Investments	8	44,652,406
Current assets		
Cash at bank and in hand	9	907
Creditors: Amounts falling due within one year		
Trade and other payables	10	<u>(1,000)</u>
Net current liabilities		<u>(93)</u>
Net assets		<u>44,652,313</u>
Capital and reserves		
Called up share capital	11	110
Capital reserve		44,652,406
Retained losses		<u>(203)</u>
Shareholders' funds		<u>44,652,313</u>

Approved by the Board on 29 June 2020 and signed on its behalf by:



.....
T L R De Klerk
Director

The notes on pages 13 to 31 form an integral part of these financial statements.

Steenbok Newco 9 Limited

Statement of Changes in Equity for the Period from 14 December 2018 to 30 September 2019

	Share capital €	Capital reserve €	Retained losses €	Total €
Loss for the period and total comprehensive expense	-	-	(203)	(203)
New share capital subscribed	110	-	-	110
Capital reserve arising on hive down of subsidiaries to the company	-	44,652,406	-	44,652,406
At 30 September 2019	<u>110</u>	<u>44,652,406</u>	<u>(203)</u>	<u>44,652,313</u>

The notes on pages 13 to 31 form an integral part of these financial statements.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019

1 General information

The company is a private company limited by share capital, incorporated in England & Wales and domiciled in England.

The address of its registered office is:

Pall Mall Works
17-19 Cockspur Street
London
SW1Y 5BL

These financial statements were authorised for issue by the Board on 29 June 2020.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below.

Basis of preparation

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council. They have been prepared under the historical cost convention.

The functional currency of the company is considered to be Euros as that is the currency of the primary economic environment in which the company operates.

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 Financial Instruments: Disclosures;
- (b) the requirements of IAS 7 Statement of Cash Flows;
- (c) the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- (d) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- (e) the requirement in paragraph 30 and 31 of IAS 8 to disclose new IFRS's not yet effective.

Where relevant, equivalent disclosures have been given in the group accounts of Steinhoff International Holdings N.V.. The group accounts of Steinhoff International Holdings N.V. are available to the public and can be obtained from www.steinhoffinternational.com.

Going concern

In determining the appropriate basis of preparation of the financial statements, the directors are required to consider whether the company can continue in operational existence for the foreseeable future.

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. This also includes details of its risks and uncertainties.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

2 Accounting policies (continued)

Going concern (continued)

The Directors' Report and note 14 to the financial statements also give details of events subsequent to the period end which may have a material effect on the company.

The company produces 12-month rolling cash flow forecasts. These forecasts and projections show that the company should be able to continue in operational existence for the foreseeable future, namely for 12 months from the date of signing the financial statements.

However, it is noted that these cash flow forecasts, by their very nature, have inherent assumptions and uncertainties included. The directors draw attention to the following material uncertainties that are key in arriving at the forecast cash flows, namely:

SEAG CVA

During August 2019, Steinhoff Europe AG ("SEAG") and Steinhoff Finance Holding GmbH ("SFHG"), fellow subsidiaries of Steinhoff International Holdings N.V. ("SIHNV", "the Group"), successfully completed the implementation of a restructuring of the Group's borrowings as described in note 12, whereby existing debt instruments in SEAG and SFHG were re-issued with effect from 14 December 2018, with a common maturity date of 31 December 2021, and the company granted security over certain of its assets. The going concern assumption assumes that these securities will not be called in within the going concern review period, as there has been no indication that they will be.

Amounts payable to group undertakings

As an intermediate holding company in the Steinhoff International Group, the company is not expected to have material cash outflows, and in particular the company does not expect the amounts due to group undertakings to be called in unless the company has adequate resources to do so. Therefore although the company technically has net current liabilities as at 30 September 2019 as a result of the amounts owed to group undertakings, the cash flow forecast assumes that these amounts will not be settled in the foreseeable future.

Further funding for subsidiaries

It is assumed that the company's subsidiaries require no further funding from the company. Finance has been arranged for subsidiaries within their particular subgroups and the company has had no indication that these subgroups will require further funding or support from the company. The directors continue to monitor the performance of the company's subsidiaries on a regular basis.

In particular, the ongoing pandemic of coronavirus disease ("COVID-19") is causing significant disruptions for many of the company's subsidiaries, as highlighted in note 14. Management of the affected subsidiaries are continuing to take an active approach to protect profitability and cash flow, but it is too early to determine the exact impact of COVID-19 on the performance of those subsidiaries for the 2020 financial year.

These material uncertainties cast significant doubt upon the company's ability to continue as a going concern beyond the foreseeable future; however after making enquiries and in particular considering the assumptions and uncertainties described above, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, namely for 12 months from the date of signing the financial statements. For these reasons, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

2 Accounting policies (continued)

Exemption from preparing group accounts

The financial statements contain information about Steenbok Newco 9 Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, Steinhoff International Holdings N.V., a company incorporated in The Netherlands.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 14 December 2018 have had a material effect on the financial statements.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Investments

Investments in subsidiary undertakings are initially measured at cost, including transaction costs. At subsequent reporting dates, investments are carried at cost subject to annual impairment review.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

2 Accounting policies (continued)

Financial instruments

Initial recognition

Financial assets and financial liabilities comprise all assets and liabilities reflected in the statement of financial position, although excluding investments.

The company recognises financial assets and financial liabilities in the statement of financial position when, and only when, the company becomes party to the contractual provisions of the financial instrument.

Financial assets are initially recognised at fair value. Financial liabilities are initially recognised at fair value, representing the proceeds received net of premiums, discounts and transaction costs that are directly attributable to the financial liability.

Subsequent to initial measurement, financial assets and financial liabilities are measured at amortised cost.

Derecognition

Financial assets

The company derecognises a financial asset when;

- the contractual rights to the cash flows from the financial asset expire,
- it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred; or
- the company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset and the sum of the consideration received is recognised as a gain or loss in the profit or loss.

Financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged, cancelled, or expire.

Impairment of financial assets

Measurement of expected credit losses

The company assesses on a forward-looking basis the expected credit loss associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Derivative financial instruments and hedging

The company does not enter into derivative financial instruments including forward foreign exchange contracts.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the company's accounting policies

The critical judgement to be disclosed that has a material impact on the financial statements is as follows:

Going concern

For the assumptions made in forming the going concern opinion, refer note 2.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows:

Investments in subsidiaries

In the process of applying the accounting policies described above, the directors have made judgements and estimates as to the level of provision required against investments in subsidiaries based on the net asset position of the companies concerned and the anticipated future returns from these investments.

4 Operating loss

Arrived at after crediting:

	291 days to 30 September 2019 €
Foreign exchange gains	<u>(3)</u>

5 Staff costs and directors' remuneration

The company has no employees other than the directors. There were no staff costs during the period.

The emoluments of the directors were paid by fellow subsidiaries of Steinhoff International Holdings N.V..

6 Auditor's remuneration

Audit fees of €24,000 were borne by a fellow group company and not recharged. There were no amounts paid to the auditor for non-audit services in the period.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

7 Income tax

The tax on loss before tax for the period is lower than the standard rate of corporation tax in the UK of 19%.

The differences are reconciled below:

	291 days to 30 September 2019 €
Loss before tax	(203)
Corporation tax at standard rate	(39)
Deferred tax asset not recognised	39
Total tax charge/(credit)	-

A change to the main UK corporation tax rate, announced in the Budget on 11 March 2020, was substantively enacted on 17 March 2020. The rate applicable from 1 April 2020 now remains at 19%. This will affect the company's future tax charge.

There was no deferred tax recognised at the end of the period due to the uncertainty of when tax losses carried forward will be utilised in the future.

8 Investments

Subsidiaries	€
Cost	
Additions	44,652,406
At 30 September 2019	44,652,406
Carrying amount	
At 30 September 2019	44,652,406

Contribution of shares in Stripes US Holding, Inc. ("SUSHI")

On 13 August 2019, the effective date of the CVA restructuring referred to in note 12, Steenbok Newco 6 Limited transferred its entire shareholding (50.1% of the total shares) in Stripes US Holding, Inc. ("SUSHI") by way of capital contribution (refer to Statement of Changes in Equity) to the company.

A full list of the company's subsidiaries is given in note 15.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

9 Cash and cash equivalents

	30 September 2019
	€
Cash at bank	<u>907</u>

10 Trade and other payables

	30 September 2019
	€
Amounts due to group undertakings	<u>1,000</u>

Amounts due to group undertakings are unsecured, interest free, and have no fixed date of repayment.

11 Share capital

Allotted, called up and fully paid shares

	30 September 2019	
	No.	€
Ordinary shares of £1 each	<u>100</u>	<u>110</u>

New shares allotted

During the period 100 Ordinary shares having an aggregate nominal value of £100 were allotted for an aggregate consideration of €110.

12 Contingent liabilities

In August 2019, Steinhoff Europe AG ("SEAG") and Steinhoff Finance Holding GmbH ("SFHG"), fellow subsidiaries of Steinhoff International Holdings N.V. ("SIHNV"), successfully completed the implementation of the Restructuring (as detailed in the SEAG CVA and the SFHG CVA which can be found on the International company website <http://www.steinhoffinternational.com>). Among other things, the SIHNV Group has implemented certain changes to the Group's European corporate holding structure and the restructuring of SEAG's and SFHG's financial indebtedness extending the expiry of debt instruments to 31 December 2021.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

12 Contingent liabilities (continued)

As part of the SEAG CVA, the company granted security over its bank accounts.

Also as part of the SEAG CVA, two facilities agreements dated 12 August 2019 were entered into under broadly similar terms - the First Lien Facilities Agreement and the Second Lien Facilities Agreement (the "Facilities Agreements"). The company is one of the guarantors under the Facilities Agreements (the "Guarantors"). The Guarantors irrevocably and unconditionally jointly and severally guaranteed the punctual performance by Steenbok Lux Finco 2 SARL (the borrower under the Facilities Agreements) and each other Guarantors (together with the borrower, the "Obligor"s) of all of the Obligors' payment obligations under the first and second lien finance documents. The guarantee obligations under the first and second lien finance documents are limited recourse meaning that the company's liability is limited to its realisable assets. The Obligor entities have no liability to pay or otherwise make good any insufficiency once all assets have been exhausted and distributed (including via a formal process such as solvent liquidation).

The outstanding amounts under the Facilities Agreements at 30 September 2019 were €2,075 million under the First Lien Facilities Agreement and €3,809 million under the Second Lien Facilities Agreement.

These have been disclosed as contingent liabilities as there is a possible obligation to the company that arises from past events and whose existence will be confirmed only by the occurrence of uncertain future events not wholly within the control of the entity.

13 Parent and ultimate parent undertaking

The company's immediate parent is Steenbok Newco 6 Limited. The ultimate parent is Steinhoff International Holdings N.V..

The most senior parent entity producing publicly available financial statements is Steinhoff International Holdings N.V.. These financial statements are available upon request from www.steinhoffinternational.com

Relationship between entity and parents

The parent of the largest and smallest group in which these financial statements are consolidated is Steinhoff International Holdings N.V., incorporated in The Netherlands.

The registered office of Steinhoff International Holdings N.V. is:

Building B2
Vineyard Office Park
Cnr Adam Tas & Devon Valley Road
Stellenbosch 7600
South Africa

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Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

14 Non adjusting events after the financial period

The ongoing pandemic of coronavirus disease ("COVID-19") caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2) is causing significant disruption both on the supplier and demand side for many of the company's operating subsidiaries.

Management of the affected subsidiaries are continuing to take an active approach, implementing a range of mitigating strategies to protect profitability and cash flow. Immediate and significant actions are being implemented to reduce costs and optimise liquidity. These include (but are not limited to) reducing operating expenditures, reducing stock of goods impacted by the trading restrictions, actions to optimise working capital, and stopping all but essential capital expenditure, as appropriately determined by each management team.

The extent and duration of the current restrictions on trade for the affected subsidiaries remain uncertain and it is too early to determine the exact impact of the COVID-19 pandemic on the performance of those subsidiaries; this may result in an impairment review on the company's investments in those subsidiaries being undertaken for the financial statements for the year ended 30 September 2020.

In note 2 (Going concern), consideration is given to the going concern status of the company with specific reference to the uncertainty surrounding the COVID-19 pandemic. Notwithstanding the uncertainties, the directors are of the opinion that the going concern basis is appropriate in preparing the annual financial statements.

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries

Details of the subsidiaries as at 30 September 2019 are as follows:

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
Stripes US Holding, Inc.*	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Common Stock	50.1%
Mattress Firm Holding, Corp.	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Common Stock	50.1%
Mattress Holdco, Inc.	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Common Stock	50.1%

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
Mattress Holding Corp.	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Common Stock	50.1%
Mattress Firm, Inc.	Retail sale of bedding products	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Common Stock	50.1%
CCP IV Holdings, LLC	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%
CXV Holdings, LLC	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
CCP IV SBS Holdings, LLC	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%
Mattress Giant Corporation	Former operating entity	1445 Ross Avenue, Suite 3500, Dallas, TX 75202 USA	Common Stock	50.1%
Maggie's Enterprises, LLC	Former operating entity	C T Corporation System, 4701 Cox Rd, Ste 285, Glen Allen VA 23060 USA	Membership Interests	50.1%
Custom Fundraising Solutions, LLC	Licensor of proprietary school fundraising program	28711 North Lincoln Road, Bay Village OH 44140 USA	Membership Interests	50.1%
Mattress Firm -- Arizona, LLC	Former operating entity	3800 N Central Ave Suite 460, PHOENIX, AZ 85012 USA	Membership Interests	50.1%

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
The Mattress Venture, LLC	Franchisor	350 North St. Paul, Dallas, TX 75201 USA	Membership Interests	50.1%
American Internet Sales LLC	Amazon licensee	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%
The Sleep Train, Inc.	Retail sale of bedding products	818 W Seventh St, Suite 930, Los Angeles, CA 90017 USA	Common Stock	50.1%
ST San Diego, LLC	Former operating entity	818 W Seventh St, Suite 930, Los Angeles, CA 90017 USA	Membership Interests	50.1%
Sleep Country USA, LLC	Former operating entity	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%

Steenbok Newco 9 Limited

Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
HMK Mattress Holdings LLC	Investment	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808 USA	Membership Interests	50.1%
HMK Intermediate Holdings LLC	Investment	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808 USA	Membership Interests	50.1%
MD Acquisition LLC	Investment	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%
Mattress Discounters Group, LLC	Former operating entity	Corporation Service Company, 100 Shockoe Slip Fl 2, Richmond VA 23219 USA	Membership Interests	50.1%
Mattress Discounters Operations LLC	Former operating entity	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%

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Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
Mattress Discounters IP LLC	IP holding company	c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County USA	Membership Interests	50.1%
SINT, LLC	IP holding company	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808 USA	Membership Interests	50.1%
Dial Operations, LLC	Investment	Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 USA	Membership Interests	50.1%
1800mattress.com, LLC	Former operating entity	Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 USA	Membership Interests	50.1%
1800mattress.com IP, LLC	IP holding company	Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 USA	Membership Interests	50.1%

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Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
Sleepy's, LLC	Retail sale of bedding products	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808 USA	Membership Interests	50.1%
Acker Realty Holdings LLC	Investment	Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 USA	Membership Interests	50.1%
South Oyster Bay Realty, LLC	Investment	Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 USA	Membership Interests	50.1%
45 South York Associates, LLC	Real property SPE	Corporation Service Company, 2595 Interstate Drive, Suite 103, Harrisburg, PA 17110 USA	Membership Interests	50.1%
669 Sunrise Realty, LLC	Real property SPE	Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 USA	Membership Interests	50.1%

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Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
Aramingo Avenue Associates, LLC	Real property SPE	Corporation Service Company, 2595 Interstate Drive, Suite 103, Harrisburg, PA 17110 USA	Membership Interests	50.1%
Bethlehem Pike Realty, LLC	Real property SPE	Corporation Service Company, 2595 Interstate Drive, Suite 103, Harrisburg, PA 17110 USA	Membership Interests	50.1%
Craftsmen Realty, LLC	Real property SPE	Corporation Service Company, 50 Weston St, Hartford, CT, 06120 USA	Membership Interests	50.1%
Robbinsville 7A Warehouse Group, LLC	Real property SPE	Corporation Service Company, Princeton South Corporate Ctr., Suite 160, 100 Charles Ewing Blvd, Ewing, NJ 08628 USA	Membership Interests	50.1%

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Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
Viewmont Drive Realty, LLC	Real property SPE	Corporation Service Company, 2595 Interstate Drive, Suite 103, Harrisburg, PA 17110 USA	Membership Interests	50.1%
Whitehall Management Partners, LLC	Real property SPE	Corporation Service Company, 2595 Interstate Drive, Suite 103, Harrisburg, PA 17110 USA	Membership Interests	50.1%
Maple Shade Partners, LLC	Real property SPE	Corporation Service Company, Princeton South Corporate Ctr., Suite 160, 100 Charles Ewing Blvd, Ewing, NJ 08628 USA	Membership Interests	50.1%
Hazlet Partners, LLC	Real property SPE	Corporation Service Company, Princeton South Corporate Ctr., Suite 160, 100 Charles Ewing Blvd, Ewing, NJ 08628 USA	Membership Interests	50.1%

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Notes to the Financial Statements for the Period from 14 December 2018 to 30 September 2019 (continued)

15 Subsidiaries (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held 2019
Scranton Avenue Associates, LLC	Real property SPE	Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 USA	Membership Interests	50.1%
Route 352 Management Partners, LLC	Real property SPE	Corporation Service Company, 2595 Interstate Drive, Suite 103, Harrisburg, PA 17110 USA	Membership Interests	50.1%
1520 Sunrise Highway, LLC	Real property SPE	c/o Sleepy's, Inc., 175 Central Avenue South, Bethpage, New York, 11714 USA	Membership Interests	50.1%

* indicates direct investment of the company