Agenda Annual General Meeting Beter Bed Holding N.V.

Thursday, 26 April 2018 at 14.00 hours CET – Van der Valk Hotel, Rondweg 2, Uden (The Netherlands)

1. Opening.
2. Discussion of the 2017 Annual Report.
3. Report of the Supervisory Board.
4. a. Remuneration policy.

   b. Implementation of the remuneration policy for 2017.

   c. Consideration of the financial statements for the 2017 financial year.

   d. Presentation of the audit of the annual results.

   e. Adoption of the financial statements for the 2017 financial year.
5. Dividend policy.
6. Dividend proposal for 2017.
7. Corporate Governance.
8. a. Discharge of the Management Board from liability in respect of their management.

   b. Discharge of the Supervisory Board from liability in respect of their supervision.
9. Proposal to extend the term of office, by means of reappointment, of Mr D.R. Goeminne as Chairman of the Supervisory Board for a period of one year.
10. Proposal to appoint Mr H.C.M. Vermeulen as a Supervisory Director.
11. Proposal to appoint Mr A.J.G.P.M. Kruijssen as Statutory Director in the position of CEO.
12. Reappointment of the external auditor.
13. Authorisation of the Management Board to issue (rights to) new shares.
14. Authorisation of the Management Board to limit or exclude preferential rights.
15. Authorisation of the Management Board to acquire/repurchase shares in the company's own capital.
16. Cancellation of acquired shares.
17. Announcements.
18. Any other business.
19. Closing.

NB: The agenda items 4e, 6, 8a, 8b, 9, 10, 11, 12, 13, 14, 15 and 16 will be put to the vote.

Notes to the Agenda of the Annual General Meeting

4.a. Remuneration policy

The Remuneration Committee has formulated the main points of the policy which have been approved by the Annual General Meeting in 2009 and were partly amended and adopted by the Annual General Meeting in 2013 and 2016. The remuneration of the Management Board consists of the following competitive components:

- A fixed salary.
- A pension scheme.
- A variable remuneration.
- Options for shares.
- Other employment benefits.

Notes
The remuneration report is included in the Annual Report and available on the company's website.

The relevant passages can be summarised as follows:

- Competitive: based on the knowledge, insight and experience of the individual Supervisory Directors and on a benchmark implemented by the Supervisory Board once every three years using a reference group of around ten comparable enterprises.
- Variable remuneration: largely performance-related and awarded at the discretion of the Supervisory Board.
- The maximum variable remuneration for the CEO and the CFO amounted to 60% and 50% of the fixed salary respectively. Of the variable remuneration of the CEO 50% is based on the achievement of quantitative targets; the remaining 50% is entirely at the discretion of the Supervisory Board. Of the CFO's variable remuneration 40% is based on the achievement of quantitative results while the remaining 60% is based on the achievement of qualitative targets.
- Options for shares: as a long-term incentive, the company awards options for shares. These options are awarded to both the Management Board and the management teams of the various formats.
- Other employment benefits: the CEO has a car expenses arrangement; the CFO has a lease car.

The regulations of the Remuneration Committee are available on the corporate website www.beterbedholding.com.

4.b. Implementation of the remuneration policy for 2016

This agenda item provides for the discussion, pursuant to Section 2:135 paragraph 5a of the Dutch Civil Code, of the implementation of the remuneration policy for the Management Board in 2017. This is based on the disclosures relevant to the remuneration policy, as referred to in Sections 2:383c to 2:383e of the Dutch Civil Code, which are included in the notes to the consolidated balance sheet and profit and loss account in the annual report 2017.

5. Dividend policy

Beter Bed Holding N.V.'s dividend policy focuses on maximising shareholder returns whilst maintaining a healthy capital position. Subject to conditions, the company's objective is to pay out at least 50% of the realised net profit to the shareholders. This payment will be made in the form of an interim dividend following publication of the third-quarter figures and a final dividend following the approval of the dividend proposal by the Annual General Meeting. This system makes it possible to spread out payment of the dividend evenly over the year. The payment of the dividend may never result in the company's solvency falling below 30% on any publication date. Furthermore, the net interest-bearing debt/EBITDA ratio may not exceed two. Each year the Management Board determines, subject to the approval of the Supervisory Board, the percentage of profit that will be reserved. The decision to pay out an interim dividend is likewise subject to the approval of the Supervisory Board.

6. Dividend proposal for 2017

In November 2017, Beter Bed Holding N.V. distributed an interim dividend of € 0.34 per share. On the basis of the net result of € 9.5 million for the financial year 2017 and the above policy, the Supervisory Board proposes that, in accordance with the Management Board's proposal, a final dividend be distributed of € 0.03 per share. This brings the total dividend for 2017 to € 0.37 or 86% of the profit.

7. Corporate Governance

The Supervisory Board and the Management Board endorse the principles for good corporate governance as laid down in the Dutch Corporate Governance Code. A complete list of all the best practice provisions, including whether or not the company currently complies with each specific provision, is available on the company website, www.beterbedholding.com. Upon amendment of the Corporate Governance Code on 8 December 2016 the number of deviations has been reduced to one.

9. Proposal to extend the term of office, by means of reappointment, of Mr D.R. Goeminne as Chairman of the Supervisory Board for a period of one year

According to the retirement by rotation schedule, Mr Goeminne is stepping down as a Supervisory Director. Mr Goeminne is however prepared to continue for one more year in order to guide the transition to a new composition of the Supervisory Board. Also in view of his current performance, the Supervisory Board will nominate Mr Goeminne for reappointment as a member of the Supervisory Board for a term ending on conclusion of the next subsequent Annual General Meeting, to be held on 25 April 2019. The Supervisory Board has resolved that if the Annual General Meeting resolves to approve the reappointment, Mr Goeminne will continue in the position of Chairman.

Mr Goeminne's CV is included in the Annual Report and available on the company's corporate website.

10. Proposal to appoint Mr H.C.M. Vermeulen as Supervisory Director

Last year, it was announced that Mr A.J.L. Slippens will step down as a member of the Supervisory Board. The Supervisory Board is pleased to announce that Mr H.C.M. Vermeulen will be nominated at the Annual General Meeting for appointment as a member of the Supervisory Board for a term of four years commencing on 26 April 2018 and ending on conclusion of the Annual General Meeting to be held after his four-year term has elapsed.

Supervisory Directors are appointed on the basis of their knowledge and experience in the fields of finance, legal affairs, economics, commerce, corporate social responsibility and marketing. Next to management experience Mr Vermeulen has expertise in the field of online sales. The Supervisory Board considers Mr Vermeulen to be an excellent successor to Mr Slippens and believes he will add value to the company as a Supervisory Director.

Curriculum Vitae H.C.M. Vermeulen (1963)
Huub Vermeulen is CEO of Bol.com since 2017, where as he previously was employed as COO. Before that he worked in various management positions for DOCdata. In 1986 he completed a HTS-E Computer Science education (cum laude) at the Hogeschool Breda.

Mr Vermeulen holds Dutch nationality.

On these grounds, the Supervisory Board proposes to nominate Huub Vermeulen as a Supervisory Director.

After Mr Vermeulen's appointment as a Supervisory Director of Beter Bed Holding, the Board will consult on the allocation of responsibilities within the Supervisory Board.

11. Proposal to appoint Mr A.J.G.P.M. Kruijssen as Statutory Director in the position of CEO

The Supervisory Board wishes to nominate Mr John Kruijssen as a Statutory Director in the position of CEO at the Annual General Meeting. In addition to extensive international experience in retail, he has worked at various strategic levels which, in combination with his leadership style, makes him ideally qualified to lead Beter Bed Holding. Under the provisions of article 18 of the articles of association of Beter Bed Holding N.V., the Supervisory Board nominates Mr Kruijssen as Statutory Director in the position of CEO of Beter Bed Holding N.V. with effect from 26 April 2018, for a term ending on conclusion of the first Annual General Meeting to be held after his four-year term has elapsed.

Curriculum Vitae A.J.G.P.M. Kruijssen (1965)
John Kruijssen has served since 2015 as CEO of the Detailresult Groep N.V., which encompasses the Dutch supermarket chains Dirk van den Broek and Dekamarkt. He previously gained 20 years of experience in a diverse range of managerial positions at companies including Markeur Holding B.V., Royal Dutch Shell (both in the Netherlands and the United Kingdom), Unigro and Halfords (the Netherlands and Belgium). In addition to completing a course of study in Small Business & Retail Management (1984), he completed the Advanced Food Retailing programme at Nyenrode Business University in 1996.

Mr Kruijssen holds Dutch nationality.

A Contract of Engagement has been concluded with Mr Kruijssen in line with the remuneration policy of Beter Bed Holding N.V. The main features of this contract are:

- A term of appointment of four years, commencing on 26 April 2018.
- An annual fixed remuneration (management fee) of € 450,000.
- In the evaluation and partly at the discretion of the Supervisory Board, an annual variable remuneration may be allocated, capped at 60% of the management fee, 50% of which will be linked to quantitative targets set periodically by the Supervisory Board and disclosed in the annual report and 50% of which will depend on the realisation of qualitative targets at the full discretion of the Supervisory Board.
- Conditional share options may be allocated each year in accordance with the applicable guidelines.
- An annual pension budget of 30% of the management fee.
- A car expenses arrangement.
- A non-recurring allocation of signing options (for 100,000 shares).
- The variable remuneration is subject to a claw-back arrangement.

The following rules apply to the allocated signing options:

- The exercise price of the option is the closing price of the share on the date of signature of the Contract.
- Vesting will be effected over 3 years (the vesting period) in 36 monthly instalments, commencing on the Start Date of the Contract (1 April 2018) being € 13.06.
- Exercise of the option may be effected during a period of 12 months (the exercise period) after completion of the vesting period.
- If and to the extent that the contract is terminated in the interim on the company's initiative (pursuant to resolution by the AGM) due to reasons that are not mainly attributable to the option holder, 1/36th of the signing options may be exercised for each full month worked by the option holder at the company under the contract for a period of 12 months after termination of the contract.

12. Reappointment of the external auditor

The Supervisory Board proposes, based in part on the recommendation of the Management Board and the Audit Committee, to reappoint PwC Accountants to the post of external auditor to conduct the audit of the 2018 financial statements. The audit will be conducted by Mr W.C. van Rooij, partner at PwC Rotterdam.

13. Authorisation of the Management Board to issue (rights to) new shares

This is a fixed item on the annual agenda. Based on Article 10 of the Articles of Association, the Supervisory Board and the Management Board request authorisation to issue new shares, and/or authorisation to grant rights to subscribe to shares, up to a maximum of 10% of the share capital outstanding at the time of the meeting. This authorisation is requested for a period of 16 months from the date of this Annual General Meeting and is subject to the approval of the Supervisory Board. If this authorisation is granted then the current authorisation shall no longer be exercised.

14. Authorisation of the Management Board to limit or exclude preferential rights

In connection with the previous item, authorisation is requested to limit or exclude the preferential rights as set out in Article 11 of the Articles of Association. This authorisation is requested for a period of 16 months from the date of this Annual General Meeting and is subject to the approval of the Supervisory Board. If this authorisation is granted then the current authorisation shall no longer be exercised.

15. Authorisation of the Management Board to acquire/repurchase shares in the company's own capital

This is a fixed item on the annual agenda. Implementation will depend in part on the company's financial performance. It is requested that the Management Board be authorised on the basis of Article 13 of the Articles of Association to repurchase shares in the company's own capital up to a maximum of 10% of the number of shares outstanding. The purchase price must not exceed the average closing price on the five stock exchange trading days prior to the date of acquisition by more than 10%. This authorisation is requested for a period of 16 months from the date of this Annual General Meeting. If this authorisation is granted then the current authorisation shall no longer be exercised.

16. Cancellation of acquired shares

The Management Board, with the approval of the Supervisory Board, proposes that authorisation be granted for the reduction of the issued capital, as provided for in Article 15 of the Articles of Association, by the cancellation of the company's shares acquired pursuant to the authorisation granted under item 14 of the agenda. The Management Board shall determine the number of shares to be cancelled pursuant to this authorisation, with a maximum of 10% of the number of outstanding shares equal to the maximum under item 14 of the agenda. The cancellation of shares can take place in one or more tranches. The cancellations will take place on the dates determined by the Management Board and with due regard for the mandatory two-month opposition period.