

## Notice Annual General Meeting Beter Bed Holding N.V.

Shareholders and other persons with voting rights of Beter Bed Holding N.V. are invited to the Annual General Meeting, to be held on **Thursday, 26 April 2018 at 02:00 p.m. CET at the Van der Valk Hotel, Rondweg 2, Uden (The Netherlands)**.

### AGENDA

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 a 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.

The 2017 annual report and financial statements and the agenda, including notes are available on [www.beterbedholding.com](http://www.beterbedholding.com) and for review at the offices of ABN AMRO Bank N.V. ('ABN AMRO'), Gustav Mahlerlaan 10, 1082 PP in Amsterdam (The Netherlands). These documents can be requested free of charge on working days from ABN AMRO Bank N.V. (T +31 (0)20 344 2000, E [corporate.broking@nl.abnamro.com](mailto:corporate broking@nl.abnamro.com)).

In accordance with applicable statutory provisions, those persons will be entitled to vote at and/or attend this meeting who on 29 March 2018 after processing of all additions and deletions as of that date (the 'record date'), have those rights and are entered as such in a register or sub register designated for that purpose by the Management Board.

The shareholders' register of Beter Bed Holding N.V. has been designated as such a register or sub register for holders of registered shares. The register or sub register designated for holders of bearer shares will be the records as of the record date of the intermediaries, as defined in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*).

Holders of registered shares and holders of a pledge or right of usufruct on registered shares can communicate their intention to attend the meeting in writing to the Management Board of the company at the aforesaid address from 30 March 2018 to no later than 19 April 2018, before 5:00 p.m. CET.

Holders of bearer shares wishing to attend the meeting can register to do so in writing from 30 March 2018 to no later than 19 April 2018, before 5:00 p.m. CET via their intermediary or via ABN AMRO, email: [www.abnamro.com/evoting](http://www.abnamro.com/evoting). To that end the intermediary concerned is required to submit a statement to ABN AMRO not later than on 20 April 2018 at 11:00 a.m. CET through [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) to the effect that the shares concerned will continue to be registered in the holder's name in its records up to and including the record date. When registering, intermediaries are requested to list the full address of the shareholders in question. This ensures that the company can efficiently verify share ownership on the record date.

Holders of bearer shares who have registered in accordance with the above procedure will receive proof of registration by email or post, which will serve as admittance card for the meeting. Valid proof of identity may be required to be allowed to enter the meeting.

Shareholders that are unable to attend the meeting can submit an electronic proxy appointment, including a voting instruction, through [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 19 April 2018, before 5:00 p.m. CET. Shareholders that do not have the opportunity to submit an electronic proxy appointment may also submit this appointment in writing.

The Management Board must, notwithstanding the above, have received the written proxy appointment no later than 19 April 2018, before 5:00 p.m. CET.

Uden, the Netherlands, 14 March 2018  
Beter Bed Holding N.V. / Management Board

Hard at work on a good night's rest