



## Agenda Extraordinary General Meeting of Beter Bed Holding N.V.

**Tuesday, 11 September 2018 at 2.00 p.m. CET at Beter Bed Holding N.V., Linie 27 Uden (NL)**

### **1. Opening**

### **2. Proposal to appoint Mr H.G. van den Ochtend as Statutory Director in the position of CFO**

The Supervisory Board wishes to appoint Hugo van den Ochtend as a Statutory Director in the position of CFO with effect from 11 September 2018. Based on his management experience in the field of Finance, his international knowledge of retail and his experience in digital change projects the Supervisory Board considers Mr Van den Ochtend to be qualified to carry out his responsibilities as Statutory Director and CFO.

#### ***Curriculum vitae***

*Mr Van den Ochtend graduated in Econometrics at the Erasmus University of Rotterdam in the Netherlands. In 2003 he started his career as Financial Analyst at Procter & Gamble, where he held various management positions in the Netherlands, Belgium and Switzerland. In 2011 Mr Van den Ochtend pursued his career at Ahold Delhaize in various senior financial management positions at Ahold's corporate headquarters, Albert Heijn and, recently in the position of Finance Director with overall responsibility at Gall & Gall.*

Under the provisions of article 18 of the articles of association of Beter Bed Holding N.V., the Supervisory Board nominates Mr Van den Ochtend as Statutory Director in the position of CFO of Beter Bed Holding N.V. with effect from 11 September 2018, for a term ending on conclusion of the first Annual General Meeting to be held after his four-year term has elapsed.

A Contract of Engagement has been concluded with Mr Van den Ochtend 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 11 September 2018.
- An annual fixed remuneration (management fee) of € 255.000.
- In the evaluation and partly at the discretion of the Supervisory Board, an annual variable remuneration may be allocated, capped at 50% of the management fee, 40% of which will be linked to quantitative targets set periodically by the Supervisory Board and 60% 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 25% of the management fee.
- A lease car.
- The variable remuneration is subject to a claw-back arrangement.

### **3. Any other business and closure**