



Selection and Appointment Committee Regulations

The Selection and Appointment Committee of Beter Bed Holding N.V. (“**Company**”) is comprised of Bart Karis (chair), Pieter Boone and Barbara van Hussen, and meets at least once a year.

Introduction

- 1.1 These Selection and Appointment Committee regulations have been drawn up and adopted by the Supervisory Board on 14 May 2020 pursuant to clause 1.13 of the regulations of the Supervisory Board.

- 1.2 The Selection and Appointment Committee is a standing committee of the Supervisory Board.

- 1.3 Unless the context clearly indicates otherwise, references to words importing one gender shall include both genders.

Composition

- 2.1 The Selection and Appointment Committee comprises at least [3]¹ members. All members are also members of the Supervisory Board. With regard to the independence of the members, article 1.5 of the regulations of the Supervisory Board applies mutatis mutandis.

- 2.2 The chair of the Supervisory Board is a member of the Selection and Appointment Committee by default, and the chair of the Selection and Appointment Committee. The other members of the Selection and Appointment Committee are elected and may be replaced by the Supervisory Board at any time.

- 2.3 The chair is primarily responsible for the proper functioning of the Selection and Appointment Committee. He or she shall act as the spokesperson of the Selection and Appointment Committee and shall be the main contact for the Supervisory Board.

¹ Please note that there is no legal requirement for the amount of members of the Selection and Appointment Committee, but we suggest 3 members.

2.4 Appointments of members of the Selection and Appointment Committee are made for an indefinite term and depend in part on the composition of the Supervisory Board as a whole and other committees of the Supervisory Board.

2.5 If a member of the Selection and Appointment Committee is or becomes aware of any circumstance which may reasonably impair or affect his or her independence or the perception of his or her independence, that member will inform the Selection and Appointment Committee promptly. The Selection and Appointment Committee will then consult with the Supervisory Board to determine whether there is sufficient cause for that member to resign from, or terminate his or her membership of the Selection and Appointment Committee.

2.6 The secretary of the Supervisory Board shall act as secretary to the Selection and Appointment Committee. He may delegate his duties, or parts thereof, under this charter, to a deputy appointed by him in consultation with the chair of the Selection and Appointment Committee.

Responsibilities and powers

3.1 The Selection and Appointment Committee prepares the Supervisory Board's decision-making on selection and appointment of members of the Management Board and the Supervisory Board and reports to the Supervisory Board on its deliberations and findings.

3.2 The Selection and Appointment Committee should in any event focus on:

- i. drawing up selection criteria and appointment procedures for Management Board members and Supervisory Board members;
- ii. periodically assessing the size and composition of the Management Board and the Supervisory Board, and making a proposal for a composition profile of the Supervisory board;
- iii. periodically assessing the functioning of individual Management Board members and Supervisory Board members, and reporting on this to the Supervisory Board;
- iv. drawing up a plan for the succession of Management Board members and Supervisory Board members;
- v. making proposals for appointments and reappointments; and
- vi. supervising the policy of the Management Board regarding the selection criteria and appointment procedures for senior management.
- vii. [preparing the decision-making process of the Supervisory Board on the acceptance by a member of the Management Board of the membership of a supervisory board; and
- viii. preparing the decision-making process of the Supervisory Board concerning any conflicts of interest that may arise in the acceptance by members of the Supervisory Board of additional positions.]²

3.3 In the conduct of their duties referred to in clause 2.2, the Selection and Appointment Committee takes the diversity policy of the Company in consideration.³

² Please note that sub vii. en viii. are not tasks assigned tot the Selection and Appointment Committee under the Corporate Governance Code (but we see other Dutch listed entities add these to the list).

³ To be confirmed whether Beter Bed Holding currently has a diversity policy in place.

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- 3.4 When exercising its duties regarding the composition of the Supervisory Board, the Selection and Appointment Committee shall observe the criteria on the composition of the Supervisory Board as laid down in clause 1 of the regulations of the Supervisory Board.
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Meetings and decision-making

- 4.1 The Selection and Appointment Committee meets as often as it considers necessary for the proper operation of the committee, and in any event at least once a year. In principle, the meetings will be held at the offices of the Company, but they can also be held elsewhere, if so decided upon by the chair of the Selection and Appointment Committee. Members of the Selection and Appointment Committee may participate in the meetings, by telephone, videoconference or other electronic form of direct communication.
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- 4.2 The meetings of the Selection and Appointment Committee will be called by the chair of the Selection and Appointment Committee, or by two other members of the committee. Insofar as practicable, the announcement and the agenda of matters for discussion will be sent to the members of the Selection and Appointment Committee at the latest seven days before the start of the meeting. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda.
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- 4.3 The meeting of the Selection and Appointment Committee assesses if and when members of the Management Board are to be invited to a meeting. Each member of the Supervisory Board may attend meetings of the Selection and Appointment Committee. The Selection and Appointment Committee and the chair may request external advisors of the Company or its subsidiaries or other parties to be present at the meeting of the Selection and Appointment Committee.
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- 4.4 The Selection and Appointment Committee shall seek unanimity in decisions whenever possible. Decisions of the Selection and Appointment Committee are taken by a simple majority of the votes cast. Each member of the Selection and Appointment Committee has one vote. In the event of an equality of votes the vote cast by the chair of the Selection and Appointment Committee will be decisive. The Selection and Appointment Committee can only take decisions if a majority of the members of the Selection and Appointment Committee in office is present or represented at the meeting.
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- 4.5 If no decision can be made by the Selection and Appointment Committee as a consequence of a conflict of interest of all members of the Selection and Appointment Committee, the relevant decision will be referred to the Supervisory Board.
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- 4.6 Meetings of the Selection and Appointment Committee will be minuted by the secretary of the Selection and Appointment Committee or a person to be designated by him/her. The minutes of the meeting will be adopted at the next meeting of the Selection and Appointment Committee.
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Report to the Supervisory Board / AGM

- 5.1 The Selection and Appointment Committee shall provide the Supervisory Board with a report of their deliberations and findings in respect of the past financial year, which will be included in the report of the Supervisory Board as part of the annual accounts of the Company for that financial year.
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- 5.2 Disclosure will be made in the Company's annual report of the composition of the Selection and Appointment Committee, the number of its meetings and, in outline, of the matters addressed in those meetings.
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- 5.3 The chair of the Selection and Appointment Committee (or – in his absence – one of the other Selection and Appointment Committee members) shall be available to answer questions regarding the Selection and Appointment Committee's activities at the Annual General Meeting.
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Other matters

- 6.1 The Selection and Appointment Committee can only exercise powers that have been delegated to it by the Supervisory Board, and can therefore never exercise powers extending beyond those of the Supervisory Board.
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- 6.2 The Supervisory Board can at any time decide to withdraw and/or change the powers of the Selection and Appointment Committee.
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- 6.3 The Supervisory Board can depart from what is stipulated in these regulations to comply with statutory or regulatory requirements or if in its judgement significant circumstances provide a reason for doing so.
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- 6.4 These Selection and Appointment Committee regulations are complementary to the rules and regulations applicable to the members of the Supervisory Board under Dutch law, the articles of association and the Supervisory Board regulations. If and to the extent these Selection and Appointment Committee regulations are inconsistent with Dutch law, the articles of association of the Supervisory Board regulations, these Selection and Appointment Committee regulations shall not apply.
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- 6.5 Disclosure will be made in the Company's annual report of the composition of the Selection and Appointment Committee, the number of its meetings and, in outline, of the matters addressed in those meetings.
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- 6.6 The regulations and the composition of the Selection and Appointment Committee will be published on the Company's website.
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6.7 The Selection and Appointment Committee shall review and reassess the adequacy of these regulations annually, report its assessment to the Supervisory Board and recommend, where appropriate, any proposed changes to the Supervisory Board.

6.8 The articles 1.5, 1.11, 1.12 and 1.13 of the regulations of the Supervisory Board apply mutatis mutandis to these regulations.

Governing Law

7.1 These Selection and Appointment Committee regulations are governed by Dutch Law.
