



Agenda
Virtual Annual
General Meeting
Beter Bed Holding N.V.

Wednesday, 12 May 2021 at 14.00 hours CET

Wednesday, 12 May 2021 at 14.00 hours CET – through a live webcast

Agenda

1. Opening

Review of the financial year 2020

2. Report of the Management Board for the financial year 2020
3. Report of the Supervisory Board for the financial year 2020
4. Remuneration report for the financial year 2020 (advisory vote)

Financial statements 2020

5. Presentation of the audit of the financial statements 2020
6. Adoption of the financial statements for the financial year 2020 (resolution required)
7. Dividend
8. Release from liability of the members of the Management Board for the management conducted (resolution required)
9. Release from liability of the members of the Supervisory Board for the supervision conducted (resolution required)
10. Reappointment of the external auditor (resolution required)

Authorisation of the Management Board

11. Authorisation of the Management Board to have the Company acquire its own shares (resolution required)
12. Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 10% for general purposes, including but not limited to the execution of Beter Bed Holding N.V.'s Performance Stock Unit Plan (resolution required)
13. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 12 (resolution required)
14. Authorisation of the Management Board to cancel acquired shares (resolution required)

15. Announcements
16. Any other business
17. Closing

Notes to the Agenda of the Annual General Meeting

2. Report of the Management Board for the financial year 2020

John Kruijssen, Chief Executive Officer, will present the view of the Management Board on key developments of 2020 and the first quarter of 2021, after which Gabrielle Reijnen, Chief Financial Officer, will present the view of the Management Board on the financial year 2020.

3. Report of the Supervisory Board for the financial year 2020

Bart Karis, Chair of the Supervisory Board, will present the view of the Supervisory Board on key developments of 2020.

4. Remuneration report for the financial year 2020

Our Remuneration report describes the implementation of the Remuneration policy for the Management Board and the Supervisory Board in 2020, which is set out on pages 54 et seq of our Annual Report 2020. The Remuneration report is subject to an advisory vote in line with article 2:135b sub 2 of the Dutch Civil Code. It is proposed to cast a favourable advisory vote.

6. Adoption of the financial statements for the financial year 2020 (resolution required)

This agenda item concerns the proposal for the General Meeting to adopt the financial statements 2020.

7. Dividend

Beter Bed Holding N.V.'s dividend policy focuses on maximising shareholders returns whilst maintaining a healthy capital position. Subject to stable financial conditions, Beter Bed Holding N.V. aims to pay a dividend of at least 50% of the net profit to shareholders. A proposal may be made to pay a dividend depending on the development of the Company's solvency being above 30% on any publication date. Furthermore, the net-interest bearing debt-EBITDA ratio may not exceed 2.

The net profit amounted to € 7.9 million in 2020 and earnings per share amounted to € 0.32 compared to a loss of € 2.38 in 2019. Unfortunately, the results cannot lead to a payment of dividend because the Company does not meet the solvency threshold of 30% within the dividend policy. Furthermore, the current unpredictability of the overall condition of the economy in view of COVID-19 requires us to take a prudent approach. On that basis, for the financial year 2020 the Management Board (with the approval of the Supervisory Board) has determined that the profits will be reserved and that no dividend will be paid.

8. Release from liability of the members of the Management Board for the management conducted (resolution required)

It is proposed to the General Meeting to release the members of the Management Board in office during the financial year 2020 from liability towards the Company for their management insofar as such management is apparent from the financial statements and annual report for financial year 2020 or other public disclosures prior to the adoption of the financial statements and annual report for financial year 2020.

9. Release from liability of the members of the Supervisory Board for the supervision conducted (resolution required)

It is proposed to the General Meeting to release the members of the Supervisory Board in office during the financial year 2020, from liability towards the Company for their supervision insofar as such supervision is apparent from the financial statements and annual report for financial year 2020 or other public disclosures prior to the adoption of the financial statements and annual report for financial year 2020.

10. Reappointment of the external auditor (resolution required)

The Supervisory Board proposes, on the recommendation of the Management Board and the Audit Committee, to reappoint PwC Accountants as external auditor to conduct the audit of the 2021 financial statements of Beter Bed Holding N.V. The audit will be conducted by Mr P.J.R.M. Wijffels RA, partner at PwC Rotterdam.

11. Authorisation of the Management Board to have the Company acquire its own shares (resolution required)

It is requested that the Management Board be authorised on the basis of article 13 of the articles of association of Beter Bed Holding N.V. to repurchase shares in the Company's own capital up to a maximum of 10% of the number of shares outstanding, on the stock exchange or otherwise. 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 18 months from the date of this Annual General Meeting. If this authorisation is granted then the current authorisation shall no longer be exercised.

12. Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 10% for general purposes, including but not limited to the execution of Beter Bed Holding N.V.'s Performance Stock Unit Plan (resolution required)

Based on article 10 of the articles of association of Beter Bed Holding N.V., 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 for general purposes, including but not limited to the execution of Beter Bed Holding N.V.'s Performance Stock Unit Plan. This authorisation is requested for a period of 18 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.

13. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 12 (resolution required)

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 of Beter Bed Holding N.V. This authorisation is requested for a period of 18 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 cancel acquired shares (resolution required)

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 of Beter Bed Holding N.V., by the cancellation of the Company's shares acquired pursuant to the authorisation granted under item 11 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 11 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.

COVID-19 (Coronavirus)

Due to the continued presence of COVID-19 (Coronavirus) in the Netherlands, and on the basis of the Temporary Law COVID-19 Justice and Safety, shareholders are offered the opportunity to virtually attend the Annual General Meeting through a live webcast. Shareholders can exercise their voting rights at the Annual General Meeting by giving a proxy with voting instruction. The procedures for exercising your voting rights are further addressed in our Notice for the Annual General Meeting.

Beter Bed Holding N.V. is inviting shareholders to submit up to five questions in relation to the agenda items prior to the meeting. Shareholders are invited to address any such questions to the Company Secretary by e-mail at bbholding@beterbed.nl by **9 May 2021 before 17.00 hours CET**. Please include your name and shareholder's certificate number, which can be obtained from your bank. Beter Bed Holding N.V. may bundle questions and/or postpone answering questions if answering the number of questions exceeds the time frame of the Annual General Meeting.

Beter Bed Holding N.V. is monitoring the COVID-19 situation closely, and is bound by any further measures imposed by the Dutch government. Beter Bed Holding N.V. will inform its shareholders by means of a notice on the website if and as soon as the Dutch government makes it known that the Temporary Law COVID-19 Justice and Safety will not be extended and it will therefore no longer be possible to hold the Annual General Meeting virtually. Beter Bed Holding N.V. advises shareholders to regularly check the Company's website for any further updates. The latest information on the Annual General Meeting can be found on the Company's website www.beterbedholding.com.