MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BETER BED HOLDING N.V.

Held on Wednesday, 25 April 2013 at 2:00 p.m. at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

Present on behalf of Beter Bed Holding N.V.

Supervisory Board:	Mr D.R. Goeminne (Chairman) Mr A.J.L. Slippens (Vice-chairman) Ms E.A. de Groot Mr C.A.S.M. Renders
Management Board:	Mr A.H. Anbeek (Chief Executive Officer) Mr B.F. Koops (Finance Director)

1. Opening

Mr Goeminne called the meeting to order and welcomed all the shareholders present. Of the total of 21,805,117 shares outstanding, a total of 15,514,135 shares (80.32%) were represented at the meeting, making it possible to adopt valid resolutions.

Besides the Supervisory Board and Management Board of Beter Bed Holding N.V., Mr Goeminne introduced Mr R. van der Vis as the proposed successor to Mr Renders, who will be retiring after this meeting (see agenda item 9). He also reported that agenda item 10 would address the appointment of Mr B. Koops, successor to Mr D. van Hoeve, as CFO and Statutory Director. He subsequently welcomed Mr B. de Nijs and Ms A. Weckseler, Group Controllers at Beter Bed Holding N.V., and a delegation of the Works Council of Beter Bed B.V. comprised of Ms G. Melsen, Mr M. van Deest and Mr A. van Oord. Mr Ervens, Managing Director of Matratzen Concord, was unable to attend due to illness. There was a special welcome for Mr R. van Bork, civil-law notary at law firm Loyens & Loeff, who would be casting the proxy votes, Mr J. Spijker, our auditor and a partner at Ernst & Young, Mr M. Kuiper of MVOplossingen, a communications company specialising in Corporate Social Responsibility, and Mr D. van Hoeve, former Finance Director of Beter Bed Holding N.V. Ms G. de Jong was appointed secretary and took the minutes. An audio recording was made of the meeting.

Mr Goeminne began the meeting with a brief evaluation of the past year, in which a great many retail organisations struggled as a result of the economic crisis and in which Beter Bed Holding was also affected by the challenges facing the various markets. This was particularly evident in the Netherlands, where consumer confidence fell further, and in Spain, where the impact of the crisis is becoming increasingly pervasive. The Supervisory Board firmly believes that the Management Board is equipped to effectively respond to these changes in the coming year by strongly focusing on reducing costs and managing the formulas with such resourcefulness as to further improve service levels and conversion rates. This will enable Beter Bed Holding to achieve growth and create shareholder value even during difficult periods the company will face in the future.

2. Review of the 2012 Annual Report

The Management Board began by giving a presentation on the main developments that occurred during the 2012 financial year; this presentation is available on www.beterbedholding.nl.

Mr Koops commented on the financial statements.

Results for 2012

The year 2012 showed two distinct, divergent trends. While the first six months saw a gradual rise in revenue, particularly in Germany in the first quarter, the economy shifted during the second half of the year. Contributing factors included the uncertain political situation in the Netherlands, with a new government taking office and implementing ambiguous regulations for disposable income. This caused consumers to hold back and accounted for the lower sales at Beter Bed. The fourth quarter was particularly challenging (with revenues down 10.5% from the fourth quarter of 2011). In the Netherlands, revenue at comparable stores (like-for-like) in the fourth quarter fell by 13%, by 8% in Germany and by 37% in Spain. The same trend is visible in the company's operating profit. While this increased slightly during the first quarter, for the year as a whole it fell by 38.1% to €23.7 million (adjusted figure, i.e. not including the non-recurring expenses associated with the closure of the Spanish stores: -18.5%, i.e. €31.2 million), partly because profits fell sharply in the fourth quarter.
Beter Bed's revenue for the full year 2012 increased slightly (by 0.1%) due to the increase in the number of stores. Revenue at comparable stores fell by 4.7%.
Earnings per share in 2012 were €0.67 (adjusted: €1.02). Cash flow in 2012 was €28.8 million, breaking down into net profit (€14.4 million) plus depreciation and impairments (€14.4 million). Investments were in line with developments at the organisation and cash positions, and fell to €10.9 million (2011: €13.3 million). Of this amount, roughly €3 million was invested in IT (a new point-of-sale system installed in Germany and the online stores) and in excess of €7 million went towards new store openings and renovations of existing stores for all formulas. The stock turnover rate fell by 0.2 to 6.6 following the addition of 32 new stores. The company has set new objectives to improve this situation.
Net revenue increased slightly to €397.0 million; gross profit fell marginally (0.2%) to 56.3%. Total operating expenses increased from €186.1 million in 2011 to €200.1 million in 2012. This includes the non-recurring expenses of the Spanish operations. Operating profit as a percentage of revenue fell from 9.6% in 2011 to 6.0% in 2012; net revenue decreased from 7.1% (€28.0 million) in 2011 to 3.6% (€14.4 million) in 2012. Adjusted net profit was €22.2 million. The company's impairment of the Spanish operations at year end has resulted in the closure of 11 stores, as well as leading the company to decide to fully write down intangible fixed assets (€1.1 million) and goodwill (€3.8 million), including non-recurring expenses. Active deferred taxes were removed from the balance sheet. These non-recurring expenses are also related to the closure of the company's Polish stores, reorganisation costs in Spain and the Netherlands, and store closures and relocations in the Netherlands, Belgium and Germany, where all MAV stores were closed. Although total operating expenses in the adjusted profit and loss account increased from 46.9% in 2011 to 48.5% in 2012, expenses per store fell by 0.1% following the opening of a net total of 32 stores. For the year as a whole, the company saved approximately €1.2 million in expenses. The first quarter of 2013 saw a €3.5 million reduction in expenses. The balance sheet total fell from €114.6 million in 2011 to €110.9 million in 2012 due to, among other factors, the impairment of goodwill in Spain, the intangible fixed assets, and the deferred taxes. Due to the increase in the number of stores whose sales revenues remained the same, stocks increased from €59.5 million in 2011 to €60.7 million in 2012. The solvency ratio in 2012 was 50.4%, versus 54.1% at year-end 2011. A total of €2 million in long-term liabilities was redeemed. Operating cash flow fell by €4.8 million in 2012, to €25.0 million. Investments totalled €10.2 million and cash flow from financing activities was €22.8 million. Net cash flow was -€7.9 million versus -€13.0 million in 2011. In general, the company took measures where possible in the past year. This included long-term cost cuts that will allow the company to face the challenges for 2013.

Mr Anbeek then continued his presentation.

The company's vision and mission statements have remained unchanged. Beter Bed Holding aims to be the market leader, based on the principles of corporate sustainability, in the value-for-money segment in the bed and mattress market in the developed markets, focusing mainly on Western Europe. In order to continue ensuring customer satisfaction in addition to providing high-quality advice, high service levels remain a priority for the company.

The objectives have remained unchanged from previous years:

- Positioning the Beter Bed Holding retail formulas such that opportunities for growth can be maximised and the company can increase its market share.
- Increasing net profit, regardless of market conditions and consumer confidence levels.
- Maintaining a healthy and solid balance sheet.

These objectives will be achieved in the following ways:

- More closely monitored formula management:
    - Increasing like-for-like growth by attracting larger numbers of visitors to the stores; higher conversion rates; higher average order size and higher customer satisfaction rates by providing the best possible service in all formulas.
    - Enhancing the distinctive features of retail formulas, brands and products.
    - Having the vast majority of mattresses tested for the presence of hazardous materials.
    - Developing our own online stores in countries in which the company operates (i.e. cross-channel retail).
- Expansion of existing store concepts, with low investments per store and flexibility in leases, particularly in the countries outside the Netherlands.
- A stringent cost policy, without resorting to a strategy of 'penny wise, pound foolish'. This policy was introduced after the summer of 2012 and has been successfully continued into this year.
- Reducing energy consumption in the various countries by 3% annually until 2016. Besides having a social component, this policy has also paid off financially in recent years.
- Further developing high-quality management data based on state-of-the-art IT systems.
- Managing the supply chain as efficiently and effectively as possible, also in association with suppliers (extending from purchasing up to and including delivery to the customer). In the Netherlands, the company manages its own logistics operations. For the cash-and-carry formulas, deliveries are made to the stores.
- Collecting packaging materials (which have been segregated at the distribution centres since February of this year) and presenting them for recycling.
- Continual staff optimisation through internal training and by further disseminating the key values introduced last year.
- Increasing the percentage of women in management positions to 25% by 2016, where it should be noted that the quality of candidates takes precedence over gender despite the target set.

In 2010, Beter Bed Holding began implementing its CSR policy in association with MVOplossingen, a consultancy firm specialising in corporate sustainability issues. This involves setting business principles and formulating a code of conduct, implementing this code of conduct and engaging in a discussion about the cradle-to-cradle design philosophy with our suppliers. The year 2011 witnessed a 'great leap forward', with the delivery of the first CSR report. This report complies with the GRI (Global Reporting Initiative) guidelines, level C, and in addition 22 performance indicators have been reported, 15 of which are complete and seven of which are partial. Since 2012, the focus has been on the long term: CSR activities and results are reported, and non-financial long-term objectives are formulated. In 2012, Beter Bed Holding joined the UN Global Compact and reported 23 performance indicators, including 16 complete ones and seven partial ones. The CSR policy focuses on consumers, employees, suppliers, stakeholders, the environment, energy consumption and recycling. As far as consumers are concerned, the focus is on product quality and safety and on customer satisfaction. The mattresses are sourced from leading Western European companies; the rate of certified mattresses tested for the presence of hazardous materials is 78% in Germany and 58% in the Netherlands (2016 target: 80%). Customer satisfaction is expressed in, among other things, a first-time right rate of 95%, and the service test conducted by a German testing agency, where the company achieved a rating of 'good' and a rating of 'very good' for its employees. Through the Beter Bed Academy, the company focuses on employee training and development. In 2012, a total of 41 employees graduated from the academy (representing a success rate of 100%), while 251 employees enrolled in training courses. Diversity in senior management is ensured through the employment of local country managers. The policy of increasing the percentage of women in management positions to 25% by 2016 is taken seriously without losing sight of quality, and the rate improved slightly (16%) in 2012 from the previous year. Other priority areas include employee health and satisfaction and absenteeism due to illness, with the target being to remain below the local national average (3.0% in 2016). In 2012, 97% of codes of conduct in the Netherlands had been signed; in Germany, this rate was 100%. A total of 100% of codes of conduct must be signed by 2013, or else the relationship with the supplier will be terminated. Our long-term target is also to increase the number of suppliers that have adopted the cradle-to-cradle design philosophy. A number of meetings were held with stakeholders in the past year, marking a first step in assessing sustainability performance from a financial perspective. Improvements were implemented based on ideas suggested by employees relating to energy efficiency and cost savings. In terms of the environment, the objective was to reduce the company's environmental footprint. A new development this year is that the company has begun reporting through the Greenhouse Gas Protocol. With a 4% increase in the number of square metres of retail space, power consumption per square metre was 0.4% lower in 2012 than in 2011. Gas consumption in 2012 was 6.7 cubic metres (2010: 7.9 cubic metres). Carbon emissions per square metre of retail space have fallen by 16% since 2010. Power, oil and gas consumption must have been reduced by an average of 3% by the start of 2017. In terms of recycling, the focus has shifted from 'reducing our impact on the environment' to 'improving the environment'. A waste-processing company has now been selected, and the company will be able to almost fully achieve its objective this year of collecting and recycling 100% of the packaging materials by 2015. The company began collecting used mattresses, and it is currently reviewing whether, and how, these mattresses can be recycled in an affordable and socially responsible manner.

Formulas
In contrast to the Netherlands and Spain, the economic outlook in Germany is positive, and consumer confidence has remained stable. As a result of the expansion, revenue at **Matratzen Concord** increased by 3.8% to €251.2 million. Revenue at comparable stores was -1.8%. In 2012, the number of Matratzen Concord stores increased by 41 (net total) to 1,004 stores. Furthermore, the Matratzen Concord online store was launched in December. The Management Board has concluded that the Polish operations are currently incompatible with the business model, and they have been terminated.

The Dutch market remains extremely challenging. The low consumer confidence, the limited propensity to buy, and the VAT increase introduced in October caused the order portfolio at **Beter Bed** to fall by €1.2 million in the fourth quarter from the same period in 2011. This has resulted in a 5.2% fall in revenue to €102.4 million and a 6.2% decrease in like-for-like revenue for the full year 2012. Online sales accounted for roughly 5% of net revenue. In 2012, Beter Bed opened a net total of one store and operated a total of 88 stores. Beter Bed will be celebrating its 30th anniversary in 2013.

The ongoing recession in Spain, the further deterioration of market conditions and the VAT increase introduced in September necessitated further reorganisations and cost cuts at **El Gigante del Colchón** in 2012. This resulted in a simplification of the product range and a change of the formula to a cash-and-carry concept, which was fully implemented in the fourth quarter of 2012. A net total of five stores were closed, bringing the total number of stores to 63. Despite these measures, revenue fell by 12.4%, from €14.7 million to €12.9 million, and like-for-like revenue fell by 22.8%, with a low of -36.9% in the fourth quarter. This negative trend will persist in 2013, resulting in an expected number of 13 store closures in the first six months of this year.

Wholesaler **DBC**, which specialises in high-quality mattresses and other items, was also affected by the lower propensity to buy, seeing its revenue fall by 11% (€2.0 million) from last year. M Line is currently sold at approximately 800 stores, including 600 in Germany, 100 in the Netherlands and 100 in Austria and Switzerland. Despite the higher prices, the M Line range was well received by customers at all stores and was not considered incongruous with Matratzen Concord's image as a discount retailer.

Although revenue increased by 2.1%, like-for-like revenue at **BeddenREUS** fell by 10.2%. A net total of five stores were opened, bringing the total number of stores to 44.

Slaapgenoten's revenue fell by 2.9% to €7.9 million. Revenue at comparable stores fell even further, by 24.8%. Like its competitors, this formula at the top of the market has struggled in the past year. Following a store opening and a store closure, the number of stores has remained unchanged at 16.

The German **MAV** stores were closed due to underperformance. Using the same investment basis as Matratzen Concord, four new stores were opened in the middle segment in the past year on an experimental basis under the name **Schlafberater.com**. This formula provides a high-quality range of products at competitive prices along with personalised advice. The pilot project will be assessed around the summer of 2013.

In 2012, the Beter Bed Holding formulas increased their revenue slightly by 0.1%, like-for-like revenue fell by 4.7%. This negative trend is driven mainly by the situation in Spain and the Netherlands, as well as the basis for comparison in Germany, which was very strong in 2011. Despite the weak results, the measures implemented are starting to pay off, and expenses per store for the full year fell by 0.1% (in the fourth quarter of 2012, they even declined by 3.1%). Gross profit was slightly lower in 2012 (56.3%, versus 56.5% in 2011) due to failure to realise a number of supplier bonuses as a result of the weak fourth quarter. With the policy having since been adjusted, gross profit is expected to rise slightly in 2013. A total of 128 stores were opened in the past year; 96 stores were closed. This brought the total number of stores to 1,219 at 31 December 2012 (2011: 1,187). The expansion was concentrated mainly in the countries in which Matratzen Concord operates stores.

Mr Goeminne offered the shareholders the opportunity to ask questions about the presentation.

- Mr S. Drillenburg, representing the Dutch Association of Investors for Sustainable Development (VBDO), was optimistic about the strides the company is making in its corporate social responsibility (CSR) policy and asked the following question:

Has this component been audited by an external auditor?
Mr Anbeek replied that this was not the case, and explained that this initiative was established in association with MVOplossingen. Mr Drillenburg recommended that the company's CSR policy be assessed by an external auditor next year.

- Mr K. Henning, representing VEB, the Dutch Investors' Association and shareholders that gave the Association their proxy votes, had several questions that were subsequently answered by Mr Anbeek.

In last year's Annual General Meeting of Shareholders, the Management Board announced the company's decision to open more stores in Spain in response to the recovery of the Spanish market. Now that the economic situation in Spain has further deteriorated, how do you look back on this decision, and what lessons have you learned?
The last stores, which were opened in Pamplona in late 2011, early 2012 in a region where the economic outlook was better, did not achieve the desired results. The company has attempted to compensate this situation with the measures implemented in the autumn.

To what extent has the economic downturn prevented the company from breaking even?
The company has not managed to break even, but this has resulted in additional measures having been implemented starting last summer.

Why did you write down goodwill and other items, and to what extent could the auditor have advised you in a timely manner in this regard?
The situation in Spain has been assessed each quarter over the past few years. Due to the falling revenue and the further decline in like-for-like revenue in the fourth quarter, a decision was due at this particular time. We consulted the auditor throughout the entire process. Mr

Goeminne added that every effort was made to ensure the stores' chances of survival, up to and including reducing employees' salaries with their consent.

What is the organisation's opinion in 2013/2014 on the expansion of existing, and possibly new, formulas in Western Europe?
The company is generally cautious when it comes to expansion, and the Netherlands and Spain are currently not on the agenda. However, the company is exploring opportunities for Beter Bed in Belgium and Matratzen Concord across the board, with a focus on the major Western European countries. In these markets, the company is conducting experiments in order to be able to enter the market as successfully as possible.

What are the investment costs involved in implementing an all-new formula?
Irrespective in which Western European country we may choose to expand, these costs will be virtually identical to the current pattern.

- Mr J. Witteveen, representing Kempen Orange Fund N.V. and Kempen Oranje Participaties N.V., stated that he, as an investor, welcomed CSR initiatives, albeit all in moderation. Particularly given the current situation, he prefers a presentation that is focused more on managing the company than on concentrating on CSR objectives. He also asked the organisation to prioritise quality over diversity in its appointments.

Mr Anbeek highlighted the company's commitment to focusing on both these aspects, and, as indicated earlier in this meeting, he agreed with Mr Witteveen's comment regarding appointments.

Mr Witteveen asked the following questions:
Has there been a delay in the launch of e-commerce in Germany?
Due to the bankruptcy of the web design company and the search for a replacement, the launch of the online store in Germany and the search for a potential partner have indeed been delayed.

What is the market potential of online sales, given the relationship between regular sales and e-commerce?
Online and offline sales are essentially two sides of the same channel and, as such, cannot be considered separately from each other. The target demographic of mail order company Wehkamp complements Beter Bed's online customer profile. This policy will be continued outside the Netherlands with the appropriate partners. Mr Anbeek expressed the expectation that revenue in the online segment as part of the offline market would be 20-30% within the next five to ten years.

- Mr M. Coenen, a resident of Uden, complimented the company on its detailed CSR report, and asked the following questions:

What is the local impact of CSR?
There are a very limited number of activities in place, including the sponsorship of Udi '19.

Have there been any market trends in Flanders, Belgium, and possibly the Caribbean?
The company does not operate any stores in the Caribbean, and it does not deliver to that region either – including online purchases – for logistical reasons. Although the Belgian market was previously stable, this market, too, has been struggling since the first quarter of 2013, and consumer confidence and propensity to buy have both declined somewhat there as well, as in other markets.

- Mr P. Drost, representing VBDO, the Dutch Association of Investors for Sustainable Development, expressed pleasure at the progress the company is making in its CSR policies:

The Dutch Act on Management and Supervision became effective on 1 January of this year; this act provides that by 2018 both men and women must be represented for at least 30% on both management boards and supervisory boards. This percentage is higher than the 25%

rate of women in management positions cited by the company for 2016. Why does Beter Bed not use this rate, and what efforts does the company make to increase the number of women in management roles?
Mr Goeminne replied that the 25% target applies to the company, while the 30% refers to the Supervisory Board and the Statutory Management Board members. With both board members currently being male, there is still quite a way to go. Mr Anbeek added that, if the target is met by 2016, the next step could be 30%. This issue will be revisited in due course.

How is compliance with the supplier code of conduct monitored, and have any supplier relationships been terminated due to non-compliance with the code?
Regular onsite visits are made to suppliers based in countries where there are reasons to perform unannounced inspections, including China. However, this does not involve the use of professional teams, but occurs in good faith. To the extent that this can be assessed by the company, it assumes its responsibilities and implements the appropriate measures. In 2012, relationships with suppliers that were unwilling to sign the code were indeed terminated.

Does Beter Bed use green energy, what is the target for such consumption, and has the company also set a target for compensating its energy consumption?
This is currently a point of discussion, since all 'green' energy currently originates from Norway. As soon as green energy becomes truly sustainable and is supplied at an acceptable price, Beter Bed will consider using it. Given that we are a retail company and a relatively small player in the market at that, our policy is to only be committed to reducing energy consumption as well as to the targets that have been set for this purpose.

VBDO, the Dutch Association of Investors for Sustainable Development, noted a lack of ambition on the company's part in terms of recycling end products. The company is currently in the process of selecting a waste-processing company and has begun collecting used mattresses. What are the quantitative targets?
It currently makes no sense to recycle mattresses, since there is no other way to dismantle them. Suppliers have been asked to consider this, but only at the same price. From a service perspective, the company has decided to collect used mattresses. If the waste-processing company provides recycling facilities, we will take advantage of this opportunity.

- Mr K. Henning, representing VEB, the Dutch Investors' Association and shareholders that have given their proxies to the Association:

How fast did online sales grow in 2012?
In the Netherlands, two years after the online store was launched, these sales currently account for around 5% of the company's revenue.

To what extent are the investments internet-related and/or website-related?
Mr Koops replied that a total of €3 million has been invested in systems. Half of this amount was spent on an upgrade of the POS system in Germany, while the other half was invested in e-commerce.

If we assume that online sales account for between 20 and 30% of revenue, to what extent will these investments need to increase accordingly?
There is no specific projection. As it stands, the business model will not be changed in Germany, so online sales do not depend on the revenues generated in terms of scope and size. However, we will continue to invest in the online business based on the opportunities available.

Will there be a difference in profit margins in the future between online sales and store sales?
Beter Bed regards the online business in the same way as the stores; that is to say, the revenue model is such that it does not make a difference in terms of profit margin and price. To date, and in the future, profit margins from online sales are expected to be equal to, or higher than, those at the physical stores.

- Mr M. van Praag, a private investor residing in Baarn:

Mr Van Praag expressed concern about the Slaapgenoten formula, which he feels is descending to the same level as Beter Bed, with a limited product range and sales that are increasingly based on price rather than quality. He has also detected dissatisfaction among the sales staff with the head office, which has had an impact on the stores.

He wondered what the cause was for this and also why the Slaapgenoten stores no longer sell the Auping brand (upscale brand of beds).
Mr Anbeek acknowledged that Slaapgenoten has suffered from the current market conditions and that the entire upper segment is facing challenges. Auping has altered its distribution structure by reducing the number of distribution points. The limited part of the collection that can still be supplied is of no interest to Slaapgenoten.

What measures is Slaapgenoten taking to improve sales at the stores and to earn a return, so that shareholder dividend can be maximised?
Mr Anbeek replied that the Slaapgenoten formula accounts for less than 5% of Beter Bed Holding's revenue. Mr Goeminne stated that he understood Mr Van Praag's concern, and thanked him for his argument in favour of keeping a tighter rein on Slaapgenoten, which will certainly be considered by the Board.

- Mr R. Houben, representing Teslin:

Now that the stores in Poland have been closed down and the number of stores in Spain has been reduced, what will drive Beter Bed Holding's growth over the next five years?
In our current markets, the traditional Matratzen Concord markets and Beter Bed will only remain a source of growth for Belgium. Although Spain has not been written off just yet, it is not driving growth at present. The company will also be considering new markets such as Italy, France, Scandinavia and the United Kingdom, where several projects will be launched on an experimental basis. Through all these activities, the Management Board expects to be able to ensure continued expansion.

How do high-quality, expensive M Line products relate to a discount formula such as Matratzen Concord and to what extent does this affect the chain's 'value for money' reputation?
Selling more expensive products as part of a discount formula is not a new trend. However, the value for money provided must be better than elsewhere. Customers expect good deals even on more expensive products, which they are getting at Matratzen Concord. In addition, M Line also provides a solution for certain consumers that relieves specific physical problems experienced during sleep. It has been demonstrated that customers are willing to spend more money on this added value, also in the Matratzen Concord discount segment.

- Mr T. Rietveld, representing Breedinvest:

It seems that too much energy is being spent on struggling formulas such as Slaapgenoten and El Gigante del Colchón, which together account for 5% of revenue. Where do you draw the line if the situation continues to deteriorate?
Mr Anbeek agreed that the Group cannot simply continue reorganising its operations. At the same time, the company believes it is important to maintain a core number of stores that have all the knowledge and experience available for when the economy picks up again. As long as the company is able to take measures to reduce the number of Spanish stores to an acceptable level, it will not be exiting the Spanish market. The El Gigante del Colchón formula is being closely monitored and evaluated on a quarterly basis. Since the operations in Spain are well managed, the Management Board does not need to spend too much time monitoring this.
Slaapgenoten has been particularly badly affected by this crisis and has been suffering losses, just like all the other players in this segment. This formula has never been the company's highest priority and accounts for only 2% of revenue.

The company's strength is its ability to take rapid action, so why would you not opt to close a large number of the Spanish stores and reopen them in a couple of years?
This scenario, too, is being considered.

- Mr J. Erbe from Wassenaar, a private investor, would like to have more information on the environment in which the company operates and the competition and asked that the company publish a competitor analysis in the future.

Mr Anbeek said this was a good suggestion and that he would like to readdress the issue at a later stage.

What is the situation currently like for players such as Auping, Matras Direct, Swiss Sense, et cetera?
In 2011, these brands suffered losses, and, as far as is known, the situation remained unchanged in 2012.

- Mr M. Coenen, a resident of Uden:

To what extent are you looking at the next generation?
We obviously cannot predict the future, but the intention is to continue the current activities in the long term, with a number of additions in terms of online sales and service, based on the company's history as a family business.

Are there any more details available on the discussion between Beter Bed and the Uden municipal government?
Beter Bed Holding has been in discussion with the Uden municipal government about the zoning plan. At the time of the construction, Beter Bed stated its intention of long-term expansion. It is common procedure for the municipal government to adjust this when the zoning plan is amended for the first time; however, the Uden municipal government has neglected to do this on three occasions. The company learnt about this after a request for a specific extension (in relation to waste segregation) was rejected by the town council.

- Mr J. Remmers, representing VBDO, the Dutch Association of Investors for Sustainable Development:

How can VBDO help the company increase its profit, and is it possible to play an intermediary role in the cradle-to-cradle activities for bedding products?
It would be greatly welcomed if the Association could place this issue on the agenda with suppliers. It should be noted, however, that it is difficult to develop cradle-to-cradle products at the same price in this industry. The company is amenable to the idea of playing a participating role.

3. Report of the Supervisory Board

On behalf of and for the benefit of the stakeholders, the Supervisory Board monitors and supports the Management Board. The Supervisory Board ensures the continuity of the Management Board and the organisation. Mr Goeminne referred to pages 47 to 51 of the annual report.

In 2012, the Supervisory Board was once again closely involved in developments at Beter Bed Holding and its subsidiaries. During the year under review, the Chairman frequently consulted with the Management Board in order to prepare the meetings between the Supervisory Board and the Management Board. The two boards convened on six occasions in 2012. A key focus in the past year was the operating profits/losses, with a special focus on developments in the Netherlands and Spain and the measures to be implemented, the positioning of the various retail formulas in the European markets, the online sales strategy, the company's medium-term strategy, competition in the various markets, the financial structure, the company's internal control systems, and corporate governance. Furthermore, the Supervisory Board and Management Board also held conference calls on two occasions, and the Supervisory Board convened on its own on two occasions. Items discussed during the closed meetings included the Board's own performance, its relationship with the Management Board, and the composition of the Supervisory Board.

The Board incorporates an Audit Committee, which convened on two occasions in the past financial year and which, under the chairmanship of Ms De Groot, discussed in detail with the Management Board and the external auditor the 2011 financial statements, the 2011 annual report, the 2012 interim figures, and the corresponding management letters. The Board also focused in detail on the audit plan for 2012, the implementation of previous recommendations, tax issues, liquidity and funding, and the company's risk management and monitoring system. The Audit Committee met with the external auditor at the end of each meeting; the Management Board was not present during these meetings. During the fourth quarter, separate arrangements were made with a delegation of the Audit Committee, together with the external auditor. The company has no internal audit department, on account of its size.

Besides an Audit Committee, the Supervisory Board also has a Remuneration Committee. Since 1 January 2012, the Committee has included all the members of the Supervisory Board, chaired by Mr Renders. It convenes at least twice a year. The Supervisory Board also serves as the sole Selection and Appointment Committee under the Dutch Corporate Governance Code.

When discussing the issue of the composition of the Supervisory Board, Mr Goeminne addressed Mr Renders. The latter will not be reappointed, having served his maximum term of office. Mr Goeminne expressed great appreciation for the contribution made by Mr Renders during his tenure on the Board and extended his sincere thanks. Reference was made to agenda item 9, which addresses the appointment of the new Supervisory Board member. Mr Goeminne also mentioned the dedication shown by all employees, for whom he expressed his thanks and gratitude.

Mr Goeminne then invited questions from the shareholders.

- Mr M. Coenen, a private investor residing in Uden, stated his preference for a maximum of two terms, and suggested the option of reappointing members of the Supervisory Board after they have taken time out during one term of office.

As far as composition is concerned, can any details be provided on the reappointment next year and on whether the Supervisory Board will be expanded? Mr Coenen has stated that he advocates the appointment of a woman or a member from outside the Netherlands to the Board.
The Supervisory Board's performance and composition are assessed annually. Mr Goeminne stated that he approved of the current composition of four members.

4. a. Review of the financial statements for the 2012 financial year

Before the meeting proceeded to review the financial statements for the 2012 financial year, Mr J. Spijker, a partner at Ernst & Young, provided details on the nature and frequency of audits at Beter Bed Holding. He was released from his duty of confidentiality by the company in order to disclose this information. Mr Spijker confirmed that the presentations given by the Management Board and Supervisory Board provided an accurate picture of events.

Mr Goeminne then gave the shareholders the opportunity to ask questions on this subject.

- Mr J. Witteveen, representing Kempen Orange Fund N.V. and Kempen Oranje Participaties N.V.:

The organisation has stated its intention to focus more on reorganising its purchasing operations. Will this affect gross profit in the coming years, and what is the state of market following the many bankruptcies in the industry?

The company believes that growth can be achieved by entering into long-term, closer relationships with an increasingly smaller number of suppliers, in which there is place to invest in areas such as chain integration, systems and shared product development, all based on full transparency. Since a portion of the market has been eliminated due to bankruptcies, a number of suppliers are struggling, which has prompted the company to set stricter selection criteria for suppliers with which it is to enter into such relationships. One of these criteria is a strong balance sheet. With so many companies disappearing from the scene, we are currently faced with a buyer's market, which provides opportunities to use specific product ranges to 'shop around' for the best profit margin. However, the current situation needs to be closely monitored. The company can further improve its gross profits through simplification, by providing better value for money, concentrating more volume within and among the various countries, and implementing strategic price increases in specific areas.

- Mr T. Rietveld, representing Breedinvest B.V.:

Why have rental costs – at more than 7% – outpaced the number of stores, since in the current economy it is expected that rents can be reduced when new stores are opened?
A number of stores were opened in late 2011, early 2012, i.e. before the downward trend had begun. A large number of changes are currently being implemented. In the Netherlands, too, rent reductions and shorter contract terms are being negotiated. Depending on the expiry of leases for Dutch 'furniture boulevards', the plan is to reduce the number of square metres by at least half over the next three to five years. Coupled with the rent reductions that are becoming increasingly commonplace, it will then be possible to implement substantial cost savings in the immediate future. The opening of new stores also contributes to increasing rental costs, since this depends in part on sales revenues from the stores.

The annual report cites an amount of €2.2 million in potential cost savings. Is it possible to further increase this amount?
Mr Koops replied that, besides the cost savings already implemented in 2012, total savings of €3.5 million were a good target. He stated that the company was always investigating new ways to cut costs.

b. Adoption of the financial statements for the 2012 financial year

Mr Goeminne proceeded to the vote.

Mr R. van Bork, with a proxy from JP Morgan Chase Global Custody, abstained from the vote with 841,646 shares. The financial statements for the 2012 financial year were then adopted by a large majority of votes (95.19%)[1)].

5. Dividend policy

Beter Bed Holding N.V.'s dividend policy has remained unchanged, focusing on maximising shareholder return while at the same time maintaining a solid capital position. The company's target is to pay out at least 50% of net profit to the shareholders, subject to conditions. This will occur in the form of an interim dividend following the publication of the third-quarter results and a closing dividend following the adoption of the financial statements and approval of the dividend proposal by the Annual General Meeting of Shareholders. This ensures that the payment of dividend is spread evenly over the year. The payment of dividend may not result in the company's solvency ratio being lower than 30% on any date of publication. The ratio between net interest-bearing debt and EBITDA must not exceed two. Each year, with the consent of the Supervisory Board, the Management Board determines what portion of the profit is to be retained. The decision to pay an interim dividend is also subject to the approval of the Supervisory Board. No proposal for amendment was submitted this year.

- *Mr M. Coenen from Uden asked whether an optional dividend could be offered as an alternative.*

Mr Anbeek stated that, following consultation with a number of shareholders, the majority have opted for a cash dividend. If this were to change at any time, an optional dividend will be considered. Mr Goeminne added that the company decided against stock dividend, since it feels no need to raise additional capital.

6. Dividend proposal for 2012

In November 2012, Beter Bed Holding N.V. paid an interim dividend of €0.35 per share. Based on the net profit of €14.4 million for the 2012 financial year and based on the policy described above, the Supervisory Board proposed to pay a final dividend of €0.12 per share, in accordance with the Management Board's proposal. This brings the total dividend to €0.47, i.e. 70% of net profit (the payout ratio excluding the write-down on the Spanish operations is 50%).

- Mr K. Henning, representing VEB, the Dutch Investors' Association and shareholders that have given their proxies to the Association:

Since the payout ratio of 70% is relatively low on a historical basis, can a parallel for the future be drawn with 2010, when 100% was paid after the payout ratio had fallen to 50% in 2008?
While the intention is there, the company is compelled to consider the current circumstances. Given the economic uncertainty, the company considers this proposal acceptable.

Mr Goeminne submitted the proposal to the vote.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. The dividend proposal for 2012 was adopted by a large majority of the votes[1)].

7. Corporate Governance

The Supervisory Board endorses the principles of corporate governance, as set out in the Dutch Corporate Governance Code. Mr Goeminne referred to pages 45 and 46 of the annual report. The website www.beterbedholding.nl contains a full list of best practice provisions, including a specification for each provision whether or not the company complies with it. There have been no changes in the company's corporate governance policy from last year.

8. a. Discharge of the members of the Management Board from liability in respect of their management

Mr Goeminne asked the shareholders to approve this agenda item.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. By a majority of votes, the shareholders' meeting approved the discharge of the members of the Management Board from liability in respect of their management[1)].

b. Discharge of the members of the Supervisory Board from liability in respect of their supervision

Mr Goeminne asked the meeting to approve this agenda item.

As in agenda item 8a, JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. By the same majority of votes, the shareholders' meeting approved the discharge of the members of the Supervisory Board in respect of their supervision[1)].

9. Proposal to appoint Mr W.T.C. van der Vis as a member of the Supervisory Board

It was announced last year that Mr C.A.S.M. Renders would be retiring from the Supervisory Board this year. The Board proposed that, effective today, Mr W.T.C. van der Vis be appointed to the Board for a term of four years. Mr Van der Vis is impartial within the meaning of the Dutch Corporate Governance Code and has Dutch nationality. His personality, retail expertise and domestic and international business experience are in line with the profile of the Beter Bed Holding Supervisory Board and make him a suitable candidate to assume Mr Renders's duties and responsibilities on the Board. The appointment was proposed to the Beter Bed Works Council on 9 April 2013, and the Council recommended that Mr Van der Vis be appointed.

- *Mr M. Coenen from Uden enquired as to Mr Van der Vis's year of birth and his motivation to join the Beter Bed Holding Supervisory Board.*
  Mr Van der Vis then continued. He stated that he was born in the year 1967 and praised Beter Bed as being a solid company with a great deal of potential and excellent management. Having had lengthy discussions with members of the Supervisory Board, Mr Van der Vis is impressed with their commitment to the company. He will also be able to draw on his many years of retail experience, acquired at Esprit in Germany and elsewhere, as well as contribute to the discussion about the company's online presence.

Mr Goeminne requested that the shareholders' meeting appoint Mr Van der Vis.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. Mr Van der Vis was subsequently appointed to the Beter Bed Holding N.V. Supervisory Board by a majority of votes[1)].

Mr Van der Vis accepted the applause and, at Mr Goeminne's request, joined the other members at the main table.

10. Proposal to appoint Mr B.F. Koops as Statutory Director in the position of Finance Director.

The press release issued on 19 December 2012 announced the departure of Mr D. van Hoeve effective 1 April 2013. Mr Goeminne thanked Mr Van Hoeve for his contribution to Beter Bed Holding over the past 15 years, which was followed by applause. In Mr Bart Koops, the Supervisory Board has found a suitable candidate to succeed Mr Van Hoeve. Referring to Article 18.1 of the Beter Bed Holding N.V. articles of association, the Supervisory Board proposed to the meeting that Mr B.F. Koops be appointed Statutory Director and Finance Director of Beter Bed Holding N.V. for a period of four years, effective 25 April 2013 and expiring at the end of the first Annual General Meeting of Shareholders to be held four years after his nomination was confirmed. Mr Koops, a Dutch citizen, does not own any shares in the company. The employment contract with Mr Koops was entered into on 1 April 2013 for a fixed term, expiring on 25 April 2017. Mr Koops will receive an annual fixed gross salary of €200,000 (including holiday pay). Additionally, to be assessed by and (partially) at the discretion of the Supervisory Board, he may be granted variable remuneration of a maximum of 50% of his gross fixed annual salary, whereby 40% will be linked to quantitative targets to be set periodically by the Supervisory Board, while the remaining 60% will be fully at the discretion of the Supervisory Board. The Supervisory Board may, at its discretion and only if special circumstances apply, decide to adjust the variable remuneration. The company will purchase pension insurance on behalf of Mr Koops, with the annually available premium accounting for a maximum of 25% of his fixed gross annual salary. If Beter Bed Holding N.V. terminates the employment contract prior to the expiry date, severance pay will be granted equivalent to one gross monthly salary for each year Mr Koops has served at the company, subject to a minimum of four months' gross salary and to a maximum of one fixed gross annual salary. In accordance with the guidelines set out in the Beter Bed Holding N.V. annual report and in compliance with the company's remuneration policy, provisional share options may be granted to Mr Koops, commencing in April 2014. This is subject to the share option scheme addressed in agenda item 11b. As for the share options to be granted in April 2014, if Mr Koops is not eligible for reappointment on expiry of his first term of office, he will be entitled to exercise these share options up to three months following termination of employment. No change-of-control clauses have been agreed with Mr Koops, other than that the option rights to be acquired by him may be exercised without any special restrictions should an offer for all the shares of the company be fulfilled. The remuneration of Mr B.F. Koops is in accordance with the remuneration policy established in the shareholders' meeting of 23 April 2009.

The appointment was proposed to the Beter Bed Works Council on 11 February 2013, and the Works Council recommended that Mr Koops be appointed.

- Mr K. Henning, representing VEB, the Dutch Investors' Association and shareholders that have given their proxies to the Association:

Why did the company decide to appoint Mr Koops, unlike his predecessor, as a Statutory Director, *and what was Mr Van Hoeve's reason for leaving?*
Mr Goeminne explained that this decision was to honour an earlier request from shareholders to appoint two statutory directors. The reason Mr Van Hoeve was not appointed Statutory Director is a matter between him and the Supervisory Board. Suffice it to say the parties decided to part ways by mutual agreement.

How did the Supervisory Board arrive at the severance pay of 1.6 times the annual salary, as cited in the annual report?
Mr Renders, Chairman of the Remuneration Committee, explained that, because Mr Van Hoeve was not a member of the Statutory Management Board, the negotiations were held in accordance with the sub-district court formula, taking into account his 15-year tenure at the company.

- *Mr M. Coenen from Uden asked about Mr Koops's motivation to work for Beter Bed Holding.*

Mr Koops replied that he had been contacted by the Beter Bed Holding Supervisory Board about this position after having been employed abroad for several years and then becoming an independent business owner. His main drive as far as Beter Bed Holding is concerned is that he views it as a company that does even the simple things exceptionally well. Besides, he also considers it a challenge to use his retail experience, combined with his financial duties, to look beyond the various countries and to strengthen the company's retail operations across the board.

Mr Goeminne requested that the shareholders' meeting appoint Mr Koops.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. By a majority of votes, Mr Koops, in the position of Finance Director, was appointed Statutory Director at Beter Bed Holding N.V.[1)].

11. a. Remuneration policy

Mr Renders, Chairman of the Remuneration Committee, provided details on the company's remuneration policy. Since 1 January 2012, the Committee has been comprised of all members of the Supervisory Board, and it convened on a number of occasions in the past year. The remuneration policy has not changed and consists roughly of a fixed salary in line with the market, a pension scheme in line with the market, variable remuneration and options for newly issued shares. Mr Renders referred to the remuneration report included on page 52 of the annual report. In 2012, the maximum variable remuneration of the Chief Executive Officer was 60% of the fixed salary and for the Finance Director 50% of the fixed salary. For the Chief Executive Officer, the variable remuneration depends for 50% on whether the quantitative targets have been achieved; the remaining 50% is at the discretion of the Supervisory Board. For the Finance Director, 40% of the variable remuneration depends on whether the quantitative results have been achieved, while the remaining 60% depends on whether the qualitative objectives have been achieved.

b. Employee Share Option Scheme

In the shareholders' meeting of 2012, it was agreed to review the share option scheme and compare it with current schemes at other listed companies. Taking into account the shareholders' interests, the Board resolved to make a number of amendments to the options policy with the objective of improving alignment between the management's long-term incentives and transparency. These improvements were achieved in a number of ways, including by implementing a general share option scheme and an objective system of allocation criteria. Mr Renders presented the main changes, after which the share option scheme was submitted for approval to the Annual General Meeting of Shareholders.

The main amendments are as follows:
- The date of allocation was changed to coincide with the date of the Annual General Meeting of Shareholders, so as to establish a clearer link between the number of options granted and the results achieved in the past financial year.
- The options will have a maximum term of five years as opposed to 5.5 years.
- Options can only be exercised after a period of three years.
- The exercise period will change from 3.5 years to two years, in accordance with the Dutch Corporate Governance Code.
- The exercise price represents an average of the closing balance on the date of listing excluding dividend and the closing balances of the four following trading days.
- The vesting conditions are linked to Total Shareholder Return (TSR = capital gains plus the dividend paid) and divided into three one-year periods.
- A total of 33.3% of the options vests annually within the first three years following the issue of the options granted if the Total Shareholder Return of Beter Bed Holding N.V. exceeds the Total Shareholder Return of the AScX, based on the year of issue.
- The basis for determining the measuring point of the TSR is the average closing balance for the last five trading days (prior to the date of issue). This ensures that unusual outliers in both the share price and the index are avoided as much as possible.
- A number of clear criteria have been set based on performance and position as regards what employees will and will not receive options, and how many they will receive.
- The number of options, the exercise price and the issue price are always at the discretion of the Supervisory Board, available as a backstop to intervene.
- If the Group fails to make a profit, this automatically means that no options are granted.

As with the current scheme, no more than one percent of the number of shares outstanding can be granted in options annually. The former options policy will continue to apply to previously granted options.

The above-mentioned proposal has been checked against historical data, including a calculation of the various scenarios. The new proposal is stricter and may be slightly less advantageous to the employees, but it has improved the balance between the members of management and the interests of the other shareholders.

Mr Goeminne invited questions from the shareholders.

- Mr M. van Praag from Baarn was critical of the proposed option plan:

What is the actual benefit to the shareholders in amending the share option scheme in the form in which it has been approved in the past?
Mr Renders replied that the Board's objective in submitting this new proposal was to increase retention among the members of management and ensure that they will remain with the company for a longer period of time. The purpose of the amendment is to achieve a number of goals for improvement that were not sufficiently provided for in the former option plan, including the net profit target and a number of aspects that are included in a relative option calculation of the new proposal.

- Mr J. Erbe from Wassenaar:

Is it wise to let holders exercise the options only after three years, given that the management will not be able to benefit from this if there is an acquisition in the meantime?
Mr Renders denied this. The options can be exercised immediately in the event of an acquisition.

- Mr M. Coenen from Uden:

Why does the share option scheme apply only to the top 15 employees of the company and not to other employees?
All employees are generally appropriately remunerated for their efforts. This requires that the parameters related to compensation such as options can be controlled, which is why, for employees at the lower levels of the organisation, the preference is to grant variable bonuses. Options are not necessary for all employees as a way of ensuring retention/creating loyalty, making this type of complex share option scheme less relevant. The group of people eligible under the share option scheme has been discussed with management.

- Mr K. Henning, representing VEB, the Dutch Investors' Association and shareholders that have given their proxies to the Association:

For what targets has 11-13% in variable remuneration been awarded?
From a competitive point of view, the company does not comment on the allocation of targets to variable remuneration. The qualitative remuneration will be discussed between the management and the Supervisory Board. Mr Goeminne added that the qualitative targets have been determined on a strategic basis and constitute sensitive data as far as the competition is concerned.

Are the quantitative targets ambitious compared with last year?
Other than the statements made in the annual report, the company would not comment on this for the reasons stated above.

Why were no options granted in 2012?
This is related to the new system and the amendment of the term.

There has been some confusion, because in the annual report the options for the Management Board were reported differently than in previous years. The report mentions that Mr Van Hoeve had to pay extra for options. How is this possible?
Mr Renders replied that this was due to accounting reasons. On account of the regulations and the decision to change the date when the options are granted from October to the date of the Annual General Meeting of Shareholders, this had to be recognised in the accounts in this manner.

Mr Goeminne brought the agenda item to the vote.

Mr R. van Bork, civil-law notary at law firm Loyens & Loeff, was authorised to cast the votes received via the e-voting system. Of the 80.32% of shares represented at the Annual General Meeting of Shareholders, 15.79% were cast through the e-voting system.
The overall picture of the votes cast via e-voting is that voters abstained from the vote on all agenda items submitted to the vote, with the exception of agenda items 11b and 14, which were voted against. Details on the number of votes against and abstentions are included in the minutes for the agenda item in question. The number of votes against and abstentions has not affected the proposed resolutions and appointments.

JP Morgan Chase, BNP Paribas, Brown Brothers Harriman, Deutsche Bank and BNY Mellon voted against this agenda item with 375,543, 389,432, 321, 328,263 and 563,634 votes, respectively (total: 9.46%). There were no abstentions. The new employee share option scheme was approved by a majority of votes [1)].

12. Renewal of the appointment of Mr A.H. Anbeek as Chief Executive Officer

Mr A.H. Anbeek was appointed Chief Executive Officer of Beter Bed Holding at the Extraordinary General Meeting of Shareholders held on 5 November 2009, effective 1 March 2010 for a term of four years. In order to bridge the period until his reappointment at the Annual General Meeting of Shareholders in 2014, the Supervisory Board requested the shareholders' meeting permission to renew Mr Anbeek's appointment from 1 March 2014 until the Annual General Meeting of Shareholders to be held in 2014.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. By a majority of votes, the meeting resolved to renew Mr Anbeek's appointment as Chief Executive Officer until the Annual General Meeting of Shareholders to be held in 2014[1)].

13. Authorisation of the Management Board to issue new shares

This concerns an annual agenda item.
Under Article 10 of the articles of association, the Supervisory Board and Management Board requested authorisation to issue new shares and the authorisation to allocate rights to acquire shares up to a maximum of 10% of the share capital outstanding at the time of the meeting, respectively. The authorisation was requested for a period of 16 months from the date of this Annual General Meeting of Shareholders and is subject to the approval of the Supervisory Board.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. The agenda item was adopted by a majority of votes[1)].

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

This agenda item follows from agenda item 13. It was requested that authorisation be granted to restrict or exclude the preferential right as formulated in Article 11 of the articles of association. This authorisation was requested for a period of 16 months from the date of this Annual General Meeting of Shareholders and is subject to the approval of the Supervisory Board under the articles of association.

JP Morgan Chase Global Custody voted against with 469,010 votes (2.68%). There were no abstentions. The agenda item was adopted by a large majority of votes[1)].

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

This also concerns an annual agenda item.
Implementation will depend in part on the company's results. It was requested to grant the Management Board the authorisation, pursuant to Article 13 of the articles of association, to repurchase own shares up to a maximum of 10% of the number of outstanding shares. The repurchase price must not exceed by more than 10% the average closing price of the five trading days prior to the date of acquisition. This authorisation was requested for a period of 16 months from the date of this Annual General Meeting of Shareholders.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. The agenda item was adopted by a majority of votes[1)].

16. (Re)appointment of the external auditor

Ms De Groot reported that the Audit Committee and the Supervisory Board conducted an evaluation, which came out positive. The discussion held with Ernst & Young was open and constructive. Following the change in legislation, the company will be required to change external auditors in the coming years. Due to the good working relationship, the appointment of the new Finance Director and the fact that the audits, which are conducted under the supervision of Mr W.J. Spijker, Chartered Accountant, can continue for another few years, the Supervisory Board resolved to postpone this decision. Based on the advice of the Management Board and the Audit Committee, among other factors, the Supervisory Board proposed that Ernst & Young be reappointed external auditor for the audit of the 2013 financial statements.

JP Morgan Chase Global Custody abstained from the vote with 841,646 shares. Ernst & Young was reappointed by a majority of votes[1)].

17. Announcements

There were no announcements.

18. Any other business

- Mr H. Rienks from Nieuwerkerk aan den IJssel:

Along with other retailers, Beter Bed is currently affected by consumers putting off major purchases and therefore not patronising the stores as frequently. Why are customers staying away, and what are the ratios between impulse purchases, purchases made by people moving house, and replacement purchases?
Mr Anbeek replied that this was related to the economic uncertainty and the lower consumer confidence, which has made consumers more skittish. The purchase of a new bed or mattress is a planned purchase that consumers can easily postpone. Another key factor is the decline in the number of moves and in new home construction, which is below the level of 1953.

What kept Polish customers from making purchases? Would the Polish stores have attracted more customers if the beds for sale had been extra low-price and Polish made, as opposed to the German beds sold there?
Mr Anbeek responded that the beds sold at the Polish stores originated from Polish suppliers. The organisation has learned from experience to replicate the German model when expanding into a new market. The estimate of the Polish market was inaccurate – it was assumed to be worth €400 million.

Would diversification be a solution?
Other than selling bedroom furnishings, the company will not be expanding its product ranges. The success of the retail model is that it is specialised. Mr Anbeek described the situation as a ‘crisis of confidence’, stating that, as soon as measures are implemented in the Netherlands that will give people a reason to regain confidence sooner, this will occur faster than has been the case in the past. The organisation’s aim is to focus on increasing conversion rates.

- Mr J. Remmers, representing VBDO, the Dutch Association of Investors for Sustainable Development:

Can you provide more information on the discussion described in the CSR report about linking remuneration to sustainability targets, and what percentage of the variable targets would this involve?
Mr Anbeek replied that this is currently being discussed and that the company is considering whether to implement this system.

Would country-by-country reporting, where the amount of tax paid in each country is disclosed, be an option in the future?
Mr Koops replied that this was a possibility, but wondered whether it was advisable. He stated that he would readdress the issue when the opportunity arose.

- Mr M. Coenen from Uden:

He wanted to promote 'Society 3.0', which represents a smart, simple, sustainable and sharing society – in other words, co-creation. Does the organisation have extra capacity to implement this?
Mr Anbeek said he was in favour of co-creation and reported that the organisation would certainly take advantage of it in the future. However, there is currently no capacity available.

Will it be possible to lease bedroom furnishings in the future?
This idea is not especially unusual. Mr Anbeek investigated this option while employed at another company, but found that this model is not particularly popular with either the business-to-business market or consumers.

19. Closing

Mr Goeminne adjourned the meeting. He thanked those present for their attendance and for the exchange of ideas, which the organisation will be able to use to its advantage in the future. After telling the shareholders that he looked forward to welcoming them again next year, he invited them to join him for drinks.

List of resolutions

- Adoption of the 2012 financial statements approved by the Supervisory Board.
- Adoption of the cash dividend for the year 2012 at a total of €0.47 per share.
- Discharge of the members of the Management Board from liability in respect of their management.
- Discharge of the members of the Supervisory Board from liability in respect of their supervision.
- Appointment of Mr W.T.C. van der Vis to the Supervisory Board.
- Appointment of Mr B.F. Koops as Statutory Director in the position of Finance Director.
- Approval of the implementation of the amended employee share option scheme.
- Renewal of the appointment of Mr A.H. Anbeek as Chief Executive Officer from 1 March 2014 until the Annual General Meeting of Shareholders to be held in 2014.
- Authorisation of the Management Board to issue new shares/rights to new shares up to a maximum of 10% of the number of shares outstanding.
- Authorisation of the Management Board to limit or exclude preferential rights.
- Authorisation of the Management Board to acquire/repurchase shares in the company's own capital up to a maximum of 10% of the number of shares outstanding.
- Appointment of Mr W.J. Spijker, Chartered Accountant, partner at Ernst & Young Accountants, as the external auditor.

Mr D.R. Goeminne,
Chairman

Ms G. de Jong-Ruijs,
Secretary

1) The voting behaviour of the shareholders casting their votes through the e-voting system, as mentioned by Mr R. van Bork in agenda item 11b, applies to all agenda items submitted to the vote. The details of the votes are included in the minutes for the separate agenda items.