



## Takeover Directive

Notifications within the context of the Decree implementing Article 10 of the Takeover Directive.

### Capital structure

The company's authorised share capital amounts to two million euros (€ 2,000,000). The company's issued share capital amounts to 21,955,562 ordinary shares, each with a face value of two euro cents (€ 0.02). Each share grants the right to one vote.

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### Limitations on the transfer of shares

Beter Bed Holding has not imposed any limitations on the transfer of ordinary shares. The company has not cooperated in the issue of any depositary receipts of shares.

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### Substantial holdings

A list of the [substantial holdings](#) in Beter Bed Holding N.V. that are subject to a notification requirement pursuant to the relevant provisions of the Financial Supervision Act is provided in the chapter share Information.

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### Special controlling rights

No special controlling rights are attached to shares in the company.

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### Employee stock option scheme

The company has implemented an employee stock option scheme, pursuant to which options on shares or new shares to be issued by the company are granted to the members of the Management Board and to the management teams of the various formulas.

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### Limitations on voting rights

Each share grants the right to one vote. The voting rights attached to shares in the company are not limited and the terms for exercising the voting rights are not limited.

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## Agreements on limitations on the transfer of shares

Beter Bed Holding is not cognisant of agreements with a shareholder that could give cause to a limitation on the transfer of shares or a limitation on voting rights.

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## Appointment and dismissal of members of the Management and Supervisory Boards, and amendments of the Articles of Association

The manner in which members of the Supervisory Board and Management Board are appointed and dismissed and the regulations governing amendments of the Articles of Association are specified in the company's Articles of Association.

Members of the Management Board are appointed by the Annual General Meeting following the nomination of one person (or of as many persons required for a binding decision as laid down by law) in a recommendation drawn up by the Supervisory Board. A nomination drawn up by the Supervisory Board in time is binding. However, the Annual General Meeting can overrule this binding recommendation with a resolution adopted by an absolute majority of the votes cast and representing at least one-third of the issued share capital. The Annual General Meeting can suspend or dismiss a member of the Management Board. The Annual General Meeting can suspend or dismiss a member of the Management Board other than on the proposal of the Supervisory Board solely by means of a resolution adopted by an absolute majority of the votes cast and representing at least one-third of the issued share capital. The Supervisory Board can suspend a member of the Management Board.

Members of the Supervisory Board are appointed by the Annual General Meeting following the nomination of one person (or of as many persons required for a binding decision as laid down by law) in a recommendation drawn up by the Supervisory Board. The Supervisory Board offers the Works Council a timely opportunity to issue an opinion on the draft nomination drawn up by the Supervisory Board, and does not adopt the nomination until the Works Council has submitted an opinion, has given notification that it will not issue an opinion or has failed to make use of the opportunity to issue an opinion within a reasonable period of time. A nomination drawn up by the Supervisory Board in time is binding. However, the Annual General Meeting can overrule this binding recommendation by means of a resolution adopted by an absolute majority of the votes cast and representing at least one-third of the issued share capital. The Annual General Meeting can suspend or dismiss a member of the Supervisory Board. The Annual General Meeting can suspend or dismiss a member of the Supervisory Board other than on the proposal of the Supervisory Board solely by means of a resolution adopted by an absolute majority of the votes cast and representing at least one-third of the issued share capital.

The Annual General Meeting is authorised to amend the Articles of Association following the submission of a proposal to that effect by the Management Board that has been approved by the Supervisory Board. The company shall consult with Euronext Amsterdam N.V. on the content of any proposal for an amendment of the Articles of Association. Proposals for an amendment of the Articles of Association submitted to the Annual General Meeting must always be stated in the notice convening the Annual General Meeting and, when an amendment of the Articles of Association is involved, a copy of the proposal containing the literal text of the amendment must also be made available for inspection at the company's office and at a depositary institution in Amsterdam or at another payment office as referred to in the general regulations and designated by Euronext Amsterdam N.V. in the notice convening the meeting. Copies of this proposal must also be made available to shareholders and holders of depositary receipt rights, without charge, during the period until the end of the meeting. The company submits the draft amendment of the Articles of Association to the Netherlands Authority for the Financial Markets and Euronext Amsterdam N.V.

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## The Management Board's powers

The Management Board's general powers are specified in the Articles of Association. The Management Board's powers to issue shares are specified in Article 10 of the Articles of Association. The Annual General Meeting held on 19 May 2016 granted the Management Board a mandate for the issue of (the rights to) new shares to a maximum of 10% of the number of shares in issue.

This mandate was granted for a period of 16 months from the date of this meeting of the Annual General Meeting.

The Management Board's powers to limit or exclude preferential rights are specified in Article 11 of the Articles of Association.

The Annual General Meeting held on 19 May 2016 granted the Management Board a mandate for the limitation or exclusion of preferential rights. This mandate was granted for a period of 16 months from the date of the Annual General Meeting.

The Management Board's powers to acquire/buy back shares in the company are specified in Article 13 of the Articles of Association.

The Annual General Meeting held on 19 May 2016 granted the Management Board a mandate for the acquisition/purchase of shares in the company to a maximum of 10% of the number of shares in issue. The purchase price may not exceed 10% of the average stock value during the five trading days prior to the acquisition. This mandate was granted for a period of 16 months from the date of this meeting of the Annual General Meeting.

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## Changes in the control of the company

The company is not a party to significant agreements that are concluded, amended or dissolved subject to the condition of a change in the control of the company following the issue of a public takeover bid as referred to in Article 5:70 of the Financial Supervision Act.

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## Redundancy agreements

The company has not concluded agreements with any member of the Management Board or employees which provide for a redundancy payment in the event of a public takeover bid as referred to in Article 5:70 of the Financial Supervision Act.

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