



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

Monday, 3 December 2018 at 14.00 hours CET at the headquarters of Beter Bed Holding, Linie 27 Uden (NL)

1. Opening

2. Proposal to appoint Mr Alain Beyens as a Supervisory Director

The Supervisory Board is pleased to appoint Alain Beyens as a Supervisory Director with effect from 3 December 2018. His good knowledge of retail, his managing and international competence as well as his experience as CEO and Supervisory Director are very useful to Beter Bed Holding. For these reasons the Board considers him to be well suited to join the Supervisory Board.

Curriculum vitae A. Beyens (1961)

Next to a Master of Science in Commercial Engineering at Brussels University (1984) Mr Beyens earned a MBA degree at the University of Antwerp in 1991. Since 1985 Mr Beyens has worked for Ab-Inbev in various international management and executive positions. In 2012 as CEO at Starbev he accompanied the sales of MCBC. Until 2017 he was employed as CEO at Pelican Rouge. Currently Mr Beyens is Operation Partner at Mid Europa Partners. In addition he is non-executive management board member at Duvel Moortgat, Chairman at Moji Brendovi, Hortex and the Antwerp Management School.

Mr Beyens holds Belgian nationality and has no shares in Beter Bed Holding.

Under the provisions of article 25 of the articles of association of Beter Bed Holding N.V., the Supervisory Board nominates for appointment Mr Beyens as a Supervisory Director with effect from 3 December 2018, for a term ending on conclusion of the first Annual General Meeting to be held after his four-year term has elapsed.

A Contract of Engagement has been concluded with Mr Beyens in line with the remuneration that is applicable since 19 May 2015.

At Beter Bed Holding the following fees apply for Supervisory Directors:

- Supervisory Directors' fee: € 21,000 per year.
- Remuneration for participation in a committee: € 4,500 per year.
- Extra remuneration for the chairmanship: € 10,000 per year.

3. Proposal to appoint Mr Pieter C. Boone as a Supervisory Director

Furthermore the Supervisory Board is pleased to appoint Pieter Boone as a Supervisory Director with effect from 3 December 2018. The Board considers Mr Boone on the basis of his managerial, operational and intercultural experience – mainly in Germany – to be very capable to fulfil the position of Supervisory Director.

Curriculum vitae P.C. Boone (1967)

In 1992 Mr Boone earned a degree in Business Economics & Administration at the EUVA (European University of Antwerp). In 1999 and 2004 he completed a Management Development Program for high-potentials at respectively Nijenrode University and SHV. From 1992 through 2010 he worked for Makro (SHV Holdings NV) in various (inter)national management positions, after which he was employed by Metro AG in Russia as CEO. As of 2015 till recently Mr Boone was member of the Management Board of Metro AG where Mr Boone fulfilled the role of COO. Mr Boone was also a member of the APA in Germany.

Mr Boone holds Dutch nationality and has no shares in Beter Bed Holding.

Under the provisions of article 25 of the articles of association of Beter Bed Holding N.V., the Supervisory Board nominates for appointment Mr Boone as a Supervisory Director with effect from 3 December 2018, for a term ending on conclusion of the first Annual General Meeting to be held after his four-year term has elapsed.

In line with the remuneration applied since 19 May 2015 a Contract of Engagement has also been concluded with Mr Boone.

For the remuneration of Supervisory Directors we refer to the overview mentioned in item 2.

4. Proposal to appoint Mr Bart E. Karis as a Supervisory Director

The Supervisory Board is also pleased to appoint Bart Karis as a Supervisory Director with effect from 3 December 2018. The Board considers Mr Karis to be very competent to become a Supervisory Board member because of his managerial and strategic experience, specifically his expertise in repositioning and revitalising retail brands.

Curriculum vitae B.E. Karis (1958)

After having concluded a tourism study Mr Karis joined Dorint Group in Germany as Sales Manager Benelux in 1983. Subsequently Mr Karis fulfilled several positions at Vroom & Dreesmann and Ikea, from 2000 until 2004 he was Vice President Ikea Retail Europe and from 2004 until 2007 he worked as Senior Vice President General Merchandise for Ahold. Until 2017 he acted as Chief Executive Officer and Chairman of the Board at Zeeman Group B.V.

Mr Karis holds Dutch nationality and has no shares in Beter Bed Holding.

Under the provisions of article 25 of the articles of association of Beter Bed Holding N.V., the Supervisory Board nominates for appointment Mr Karis as a Supervisory Director with effect from 3 December 2018, for a term ending on conclusion of the first Annual General Meeting to be held after his four-year term has elapsed.

In line with the remuneration applied since 19 May 2015 a Contract of Engagement has also been concluded with Mr Karis. For the remuneration of Supervisory Directors we refer to the overview mentioned in item 2.

5. Any other business and closure