

Shareholders and other persons with voting rights of Beter Bed Holding N.V. are invited to the Annual General Meeting, to be held on **Thursday, 25 April 2019 at 14.00 hours CET at Van der Valk Hotel, Rondweg 2, Uden (The Netherlands)**.

AGENDA

1. Opening.
2. Report of the Management Board on the 2018 financial year.
3. Report of the Supervisory Board.
4. a. Remuneration policy.
b. Implementation of the remuneration policy for 2018.
c. Review of the granting of rights to shares in Beter Bed Holding N.V. (options) (resolution required)
d. Consideration of the financial statements for the 2018 financial year.
e. Presentation of the audit of the financial statements.
f. Adoption of the financial statements for the 2018 financial year (resolution required).
5. Dividend policy and payment of dividend.
6. Corporate Governance.
7. a. Discharge of the Management Board from liability in respect of their management (resolution required).
b. Discharge of the Supervisory Board from liability in respect of their supervision (resolution required).
8. Proposal to appoint Ms G.E.A. Reijnen as a Supervisory Director (resolution required).
9. Reappointment of the external auditor (resolution required).
10. Authorisation of the Management Board to issue (rights to) new shares (resolution required).
11. Authorisation of the Management Board to limit or exclude preferential rights (resolution required).
12. Authorisation of the Management Board to acquire/repurchase shares in the company's own capital (resolution required).
13. Cancellation of acquired shares (resolution required).
14. Announcements.
15. Any other business.
16. Closing.

The agenda incl. notes is available on www.beterbedholding.com and for review at the offices of ABN AMRO Bank N.V. ('ABN AMRO'), Gustav Mahlerlaan 10, 1082 PP in Amsterdam (The Netherlands). The agenda can be requested free of charge on working days from ABN AMRO Bank N.V. (T +31 (0)20 344 2000, E corporate.broking@nl.abnamro.com).

Record date

In accordance with applicable statutory provisions, those persons will be entitled to vote at and/or attend this meeting who on 28 March 2019 after processing of all additions and deletions as of

that date (the 'record date'), have those rights and are entered as such in a register or sub register designated for that purpose by the Management Board.

Registration to vote

Holders of bearer shares wishing to attend the meeting can register to do so in writing from 29 March 2019 to no later than 17 April 2019, before 5:00 PM CET via their intermediary or via ABN AMRO, email: www.abnamro.com/evoting. To that end the intermediary concerned is required to submit a statement to ABN AMRO not later than on 18 April 2019 at 11:00 AM CET through www.abnamro.com/intermediary to the effect that the shares concerned will continue to be registered in the holder's name in its records up to and including the record date.

Holders of bearer shares who have registered in accordance with the above procedure will receive proof of registration by email or post, which will serve as admittance card for the meeting. Valid proof of identity may be required to be allowed to enter the meeting.

Holders of registered shares and holders of a pledge or right of usufruct on registered shares can communicate their intention to attend the meeting in writing to the Management Board of the company at the aforesaid address from 29 March 2019 to no later than 17 April 2019, before 5:00 PM CET. When registering, intermediaries are requested to list the full address of the shareholders in question. This ensures that the company can efficiently verify share ownership on the record date.

Voting by proxy

Shareholders that are unable to attend the meeting can submit an electronic proxy appointment, including a voting instruction, through www.abnamro.com/evoting no later than 17 April 2019, before 5:00 PM CET. Shareholders that do not have the opportunity to submit an electronic proxy appointment may also submit this appointment in writing. The Management Board must, notwithstanding the above, have received the written proxy appointment no later than 17 April 2019, before 5:00 PM CET.

Registration and identification at the meeting

Registration for admission to the extraordinary meeting will take place from 1:30 PM CET until the start of the meeting at 2:00 PM CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

Uden, 13 March 2019

Beter Bed Holding N.V. / Management Board

Offer best quality rest @ affordable prices