



BeterBed  
holding

**Sleep better, live better**

In focus

Annual General Meeting  
10 May 2023

## Disclaimer

Some statements included in this report contain forward-looking statements. These statements may relate to or may affect future matters concerning future results, strategies or business plans, but may also include the impact of regulatory initiatives on the operation of BBH. Forward-looking statements may, without limitation, include words like “believes”, “intends to”, “expects”, “anticipates”, “will”, “may”, “could”, “should”, “intends”, “estimate”, “plan”, “goal”, “target”, “aim”, “remain confident” or expressions similar to those. These forward-looking statements rely on a number of assumptions concerning future events and are subject to uncertainties and other factors, many of which are outside the control of BBH and that could cause actual results to differ materially from such statements. A number of these factors are described (not exhaustively) in the 2022 Annual Report. All forward-looking statements and ambitions that refer to a growth or decline, refer to such growth or decline relative to the situation per 31 December 2022, unless stated otherwise.



**It is not allowed to make video/audio recordings**

# Agenda

## 1. Opening

### Review of the 2022 financial year

2. Report of the Management Board for the 2022 financial year
3. Report of the Supervisory Board for the 2022 financial year
4. Remuneration report for the 2022 financial year (advisory vote)

### 2022 Financial statements

5. Presentation of the audit of the 2022 financial statements
6. Adoption of the financial statements for the 2022 financial year (voting item)
7. Dividend proposal for 2022 (voting item)
8. Release from liability of the members of the Management Board for the management conducted in 2022 (voting item)
9. Release from liability of the members of the Supervisory Board for the supervision conducted in 2022 (voting item)
10. Proposal to reappoint Mr. B.E. Karis as Supervisory Board Member (voting item)
11. Proposal to reappoint Mr. A. Beyens as Supervisory Board Member (voting item)

### Authorisation of the Management Board

12. Authorisation of the Management Board to have the Company acquire its own shares (voting item)
13. 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 (voting item)
14. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13 (voting item)
15. Authorisation of the Management Board to cancel acquired shares (voting item)
16. Announcements
17. Any other business
18. Closing

# Agenda

**Opening**

# Agenda

## Review of the 2022 financial year

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# Agenda

**2022 Business**

**John Kruijssen**

2022 Sustainability

Jaap Westland

2022 Financials

Gabrielle Reijnen





# Solid 2022 financial results during challenging macroeconomic circumstances

Sales growth of +7.1% to € 229.4 million (2021: € 214.2 million) with gross profit increase of +7.0% to € 126.4 million at stable gross margin of 55.1%

Continued strong performance with Compound Annual Growth Rate (CAGR) over FY2019 to FY2022 of +10.7% in sales and +10.1% in order intake

Underlying EBITDA and underlying EBIT of € 30.7 million (2021: € 32.8 million) and € 10.6 million (2021: € 14.5 million) respectively

Order book at € 23.1 million (+16.2% compared with 30 September 2022)

Strong cash position at year-end 2022 of € 37.7 million (€ 38.0 million at year-end 2021) and financing facilities of € 30 million to support further implementation of strategic plan and the pursuit of potential growth opportunities

Proposed cash dividend of € 0.15 per ordinary share

Accelerated rollout of strategic agenda and well on track to reach 2025 targets

Outlook 2023: based on the strong start to 2023, BBH expects a further increase of revenues with gross margin anticipated to be in line with the margin over 2022

# Highlights of 2022

BeterBed  
holding

2022  
highlights



# Our strategic avenues for growth



**Sustainability as a key enabler**

# Beter Bed Experience Store – Eindhoven Ekkersrijt

- ✓ **Interactive pillow wall**  
Grab a pillow and more information will appear on screen
- ✓ **Rebranding of Kärslsson**  
New shop stand representing the renewed look and feel
- ✓ **Beter Slapen ID**  
Objective data-driven mattress advice
- ✓ **Emma Motion**  
Enjoy an exclusive AI introduction to Europe's first smart mattress.



# Online growth on track with our 2025 ambitions



**LUNEXT culture** has sparked change across the business, with multiple awards won on **experimentation way of working**.



**Advanced analytics** introduced to better understand customer behaviour and optimise customer journeys to **grow conversion rate**.



Introduction of box spring configurator and tools have resulted in higher average order value and **double-digit online NPS growth**.



**SEO improvement plan** has resulted in better organic positions, attracting customers to our websites.



Introduction of **Marketplace specific assortment** Alpine Plus to enable international growth.



**e-DC optimisations**, quick scan of opportunities were implemented before black Friday in 2022.

Traffic

-

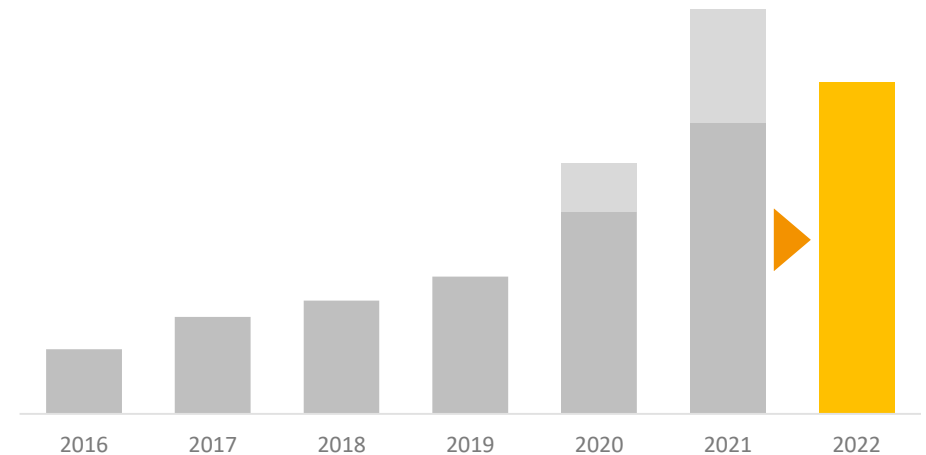
Conversion

+

AOV

+

## Online sales growth normalised in 2022



\* The impact of the store closures in 2020 and 2021 on online sales is indicatively shown.

# Supply chain stability and continuous sourcing improvements

## Supply Chain Strategic Development

### New DC Uden

- Design & regulatory
- Warehouse layout
- Drawing up main logistics blueprint

### Mechanisation & Robotisation

- Identify opportunities to mechanise / robotise logistics processes
- Investigate technological, functional and financial feasibility

### New WMS

- Project plan with requirements
- Selection of a new WMS for the new DC

### Optimising our eDC

- Implementation of a quick scan aimed at optimising logistic operations
- Detailing a practical implementation plan



## Supply Chain & Sourcing improvements

- First benefits of vertical integrations by introducing Karlsson assortment
- Improved NPS for delivery
- Own developed bedding textile assortment shows large potential
- Partnerships with suppliers strengthened during 2022 supplier day



# DBC International expands its activities and territories



## Wholesale Benelux

- Strong brands
- More sustainable collections
- Addition of Simmons



## Wholesale International

- Partner with large retail chains
- International sales representatives



## Business to Business

- Growth in B2B segment expected
- Specific business collections
- New B2B Managers



## Online D2C

- Own brands websites
- International Marketplaces



## Sponsorships



Our strategic objectives as per our *Sleep better, live better* purpose

# Sleep better, live better.



**1. Raise awareness about sleep as the third pillar of health**



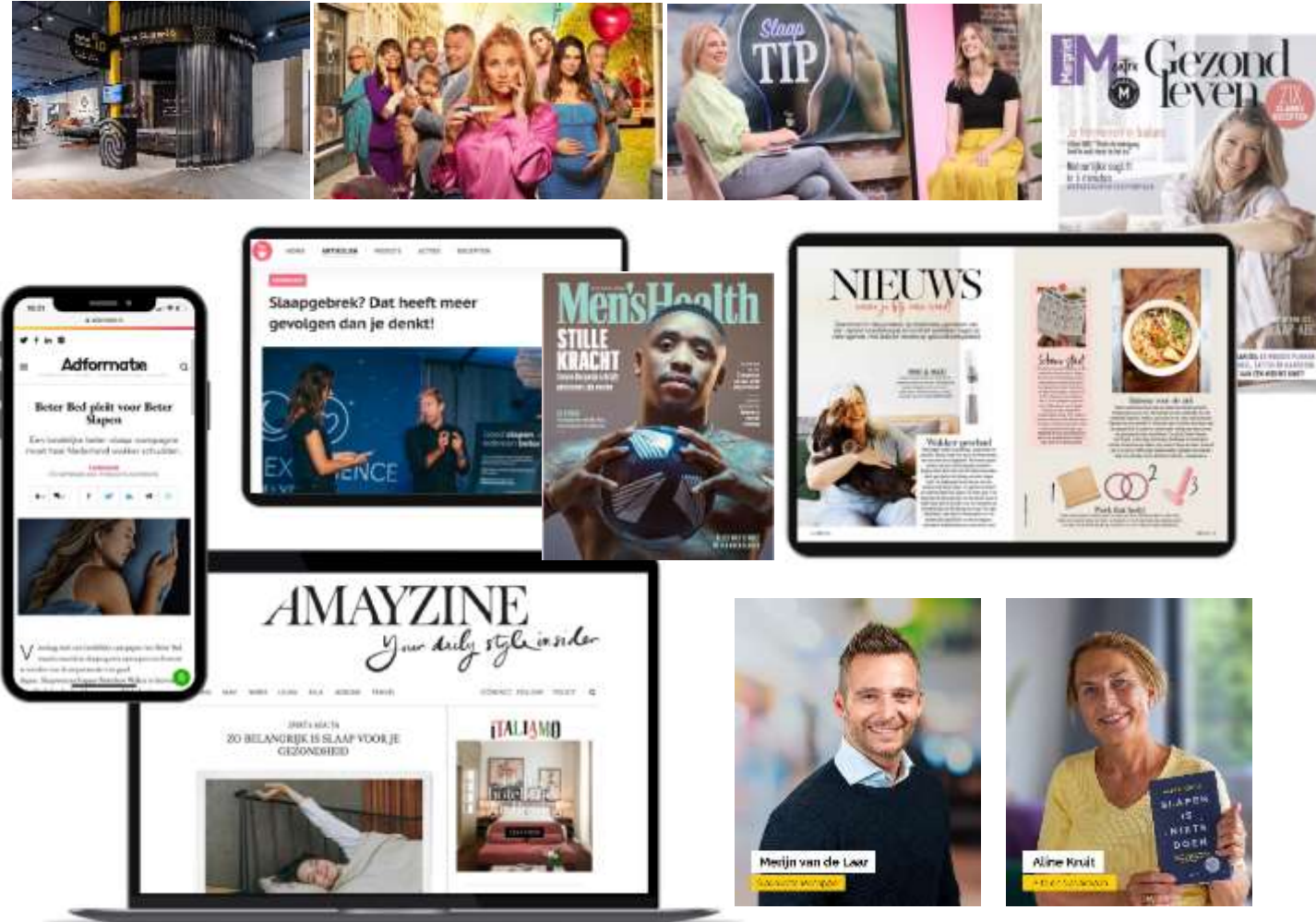
**2. Become a brand of choice**



**3. Become an employer of choice**

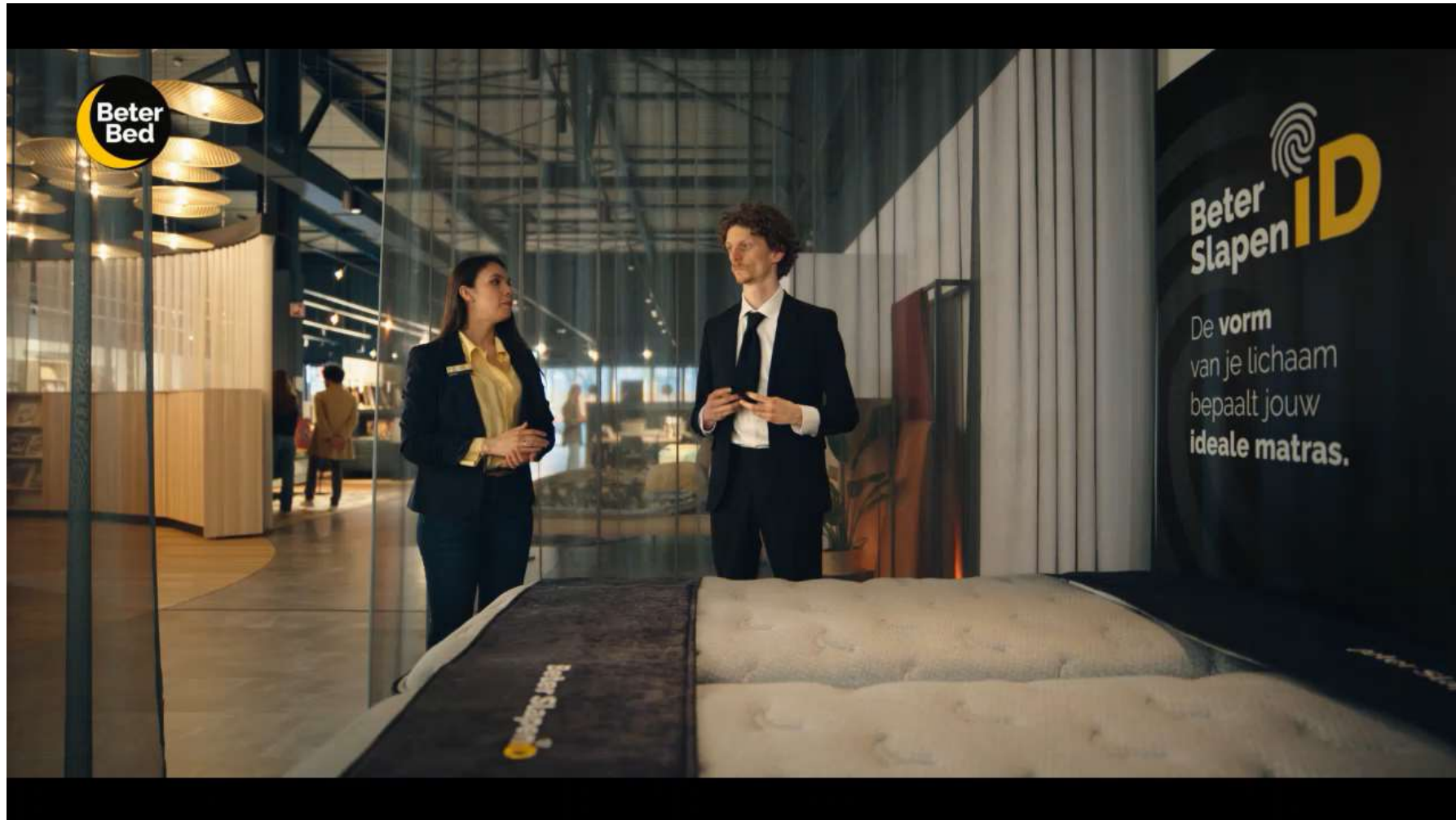
# 1. Raise awareness about sleep as the third pillar of health

- ✓ Beter Slapen ID
- ✓ Expert network with sleep scientists
- ✓ Sleep event in September
- ✓ Partnerships with media
- ✓ Thought leadership in sleep domain





## New television commercial for Beter Bed



## 2. Become a brand of choice: building a strong portfolio of brands

Strong Retail & wholesale brands			
Value for money private label brands	   	     	  
Enticing A - brands	 	       	

### 3. Become an employer of choice



#### Employee Engagement

- Engagement Survey
- Newly introduced happy@work app



#### Work environment

- Safe work environment
- Inclusive work environment



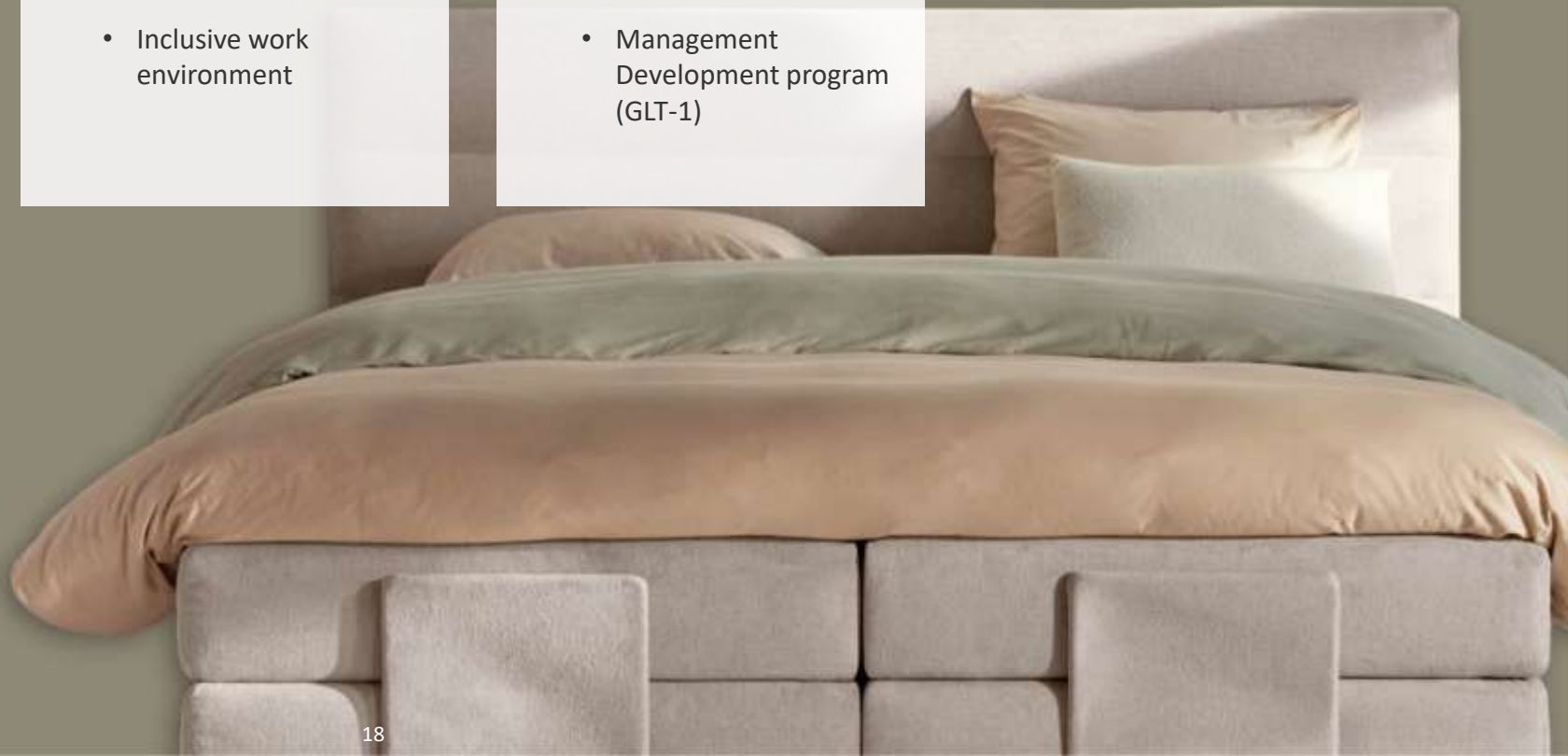
#### Talent

- Talent review
- Management Development program (GLT-1)



#### Sleep for employees

- Sleep training
- Sleep Analyzer



# Agenda

2022 Business

John Kruijssen

**2022 Sustainability**

**Jaap Westland**

2022 Financials

Gabrielle Reijnen



## Our three sustainability pillars



We contribute to our customers' well-being by providing a good night's sleep through our range of responsible and innovative sleep solutions. Our aim is to make these available for anyone who wants to live a healthier life while also supporting a better world.

### Promise

We will enable everyone to have the best quality sleep, improving their health and well-being, by offering innovative solutions and stimulating sustainable choices.

### People

We will deliver social impact by always focussing on our employee's safety and well-being, striving to become an employer of choice, and working together with our suppliers to ensure that they align with our goals and standards.

### Product

We will minimise our environmental impact by using ever more sustainably sourced materials, and collaborating with our suppliers to increase the reuse and recycling of our products and packaging, thereby driving the transition towards more circular product propositions.





## Sustainability 2022



**58%** **Beter Slapen ID**  
advies

Innovation for better sleep

**-64%**

Sustainable operations

**5.1%** Electrified  
vehicles

Sustainable operations



**100%** Suppliers signed  
Code of Conduct

Human right & Supply chain

**14h** Training hours  
per employee

Training & Development



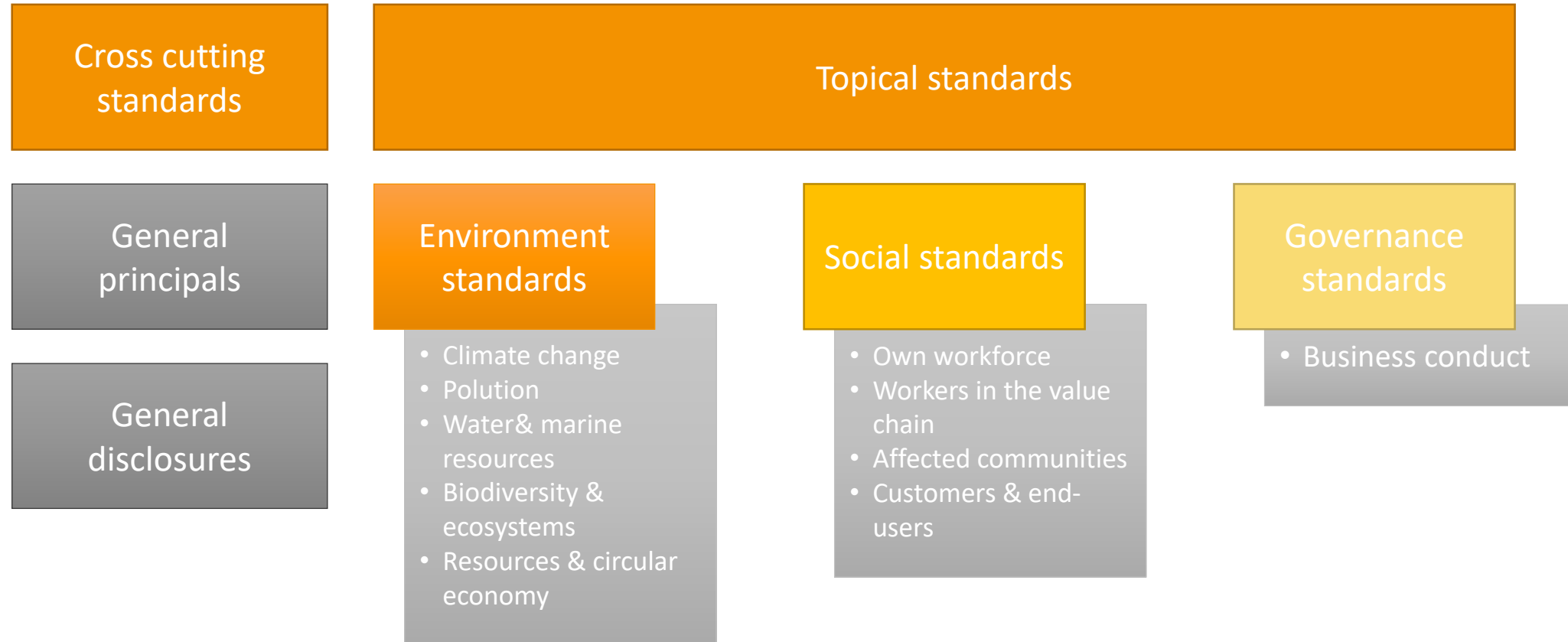
**16 %** More sustainable  
products  
visible online

Durable product Development

**96%** Packaging  
recycled

Sustainable packaging

# CSRD: ESRS structure

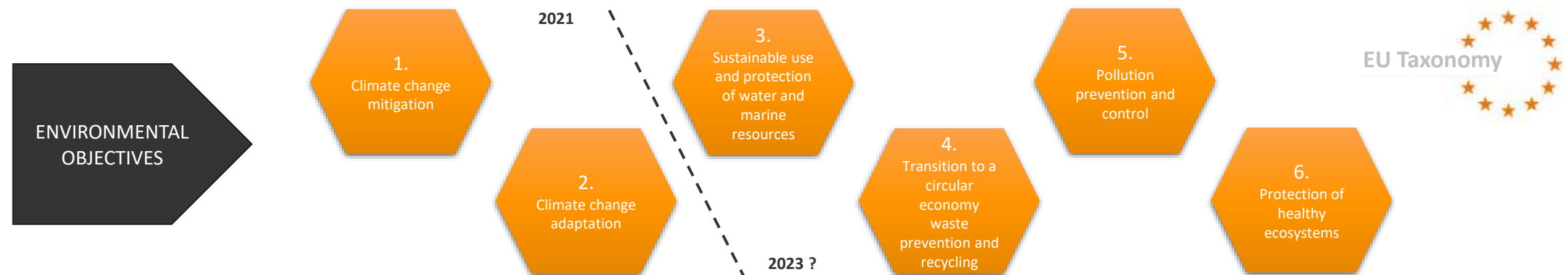
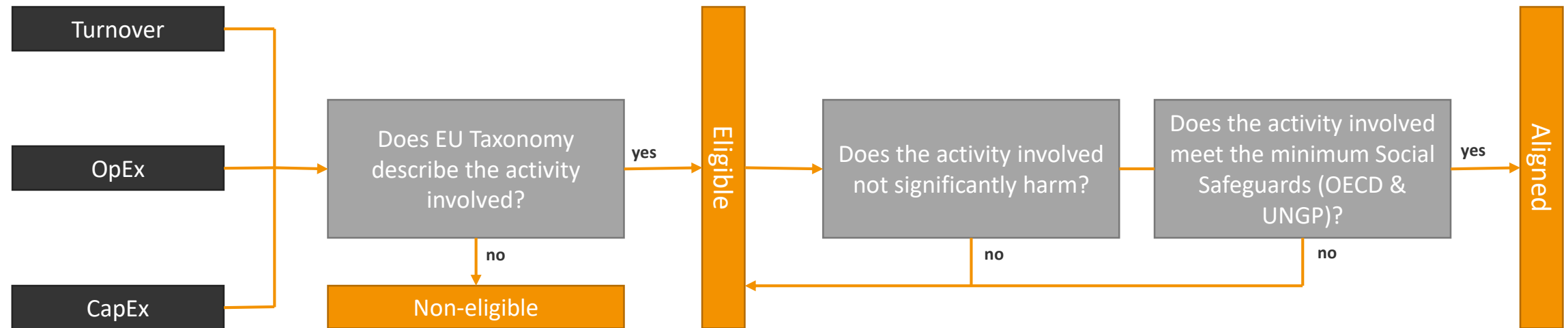




## CSRD: Planning



# EU taxonomy: Proces & Objectives



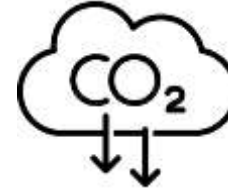
## Sustainability 2023 Outlook



Roll-out **Beter Slapen ID**

Innovation for better sleep

Energy saving  
transition stores



Sustainable operations

Electrification  
business vehicles



Sustainable operations



High risk  
Suppliers BSCI  
audited



Human right & Supply chain

Senior  
leadership  
program



Training & Development



Develop  
products of  
our waste



Durable product Development

Packaging of  
recycled  
material



Sustainable packaging

# Agenda

2022 Business

John Kruijssen

2022 Sustainability

Jaap Westland

**2022 Financials**

**Gabrielle Reijnen**

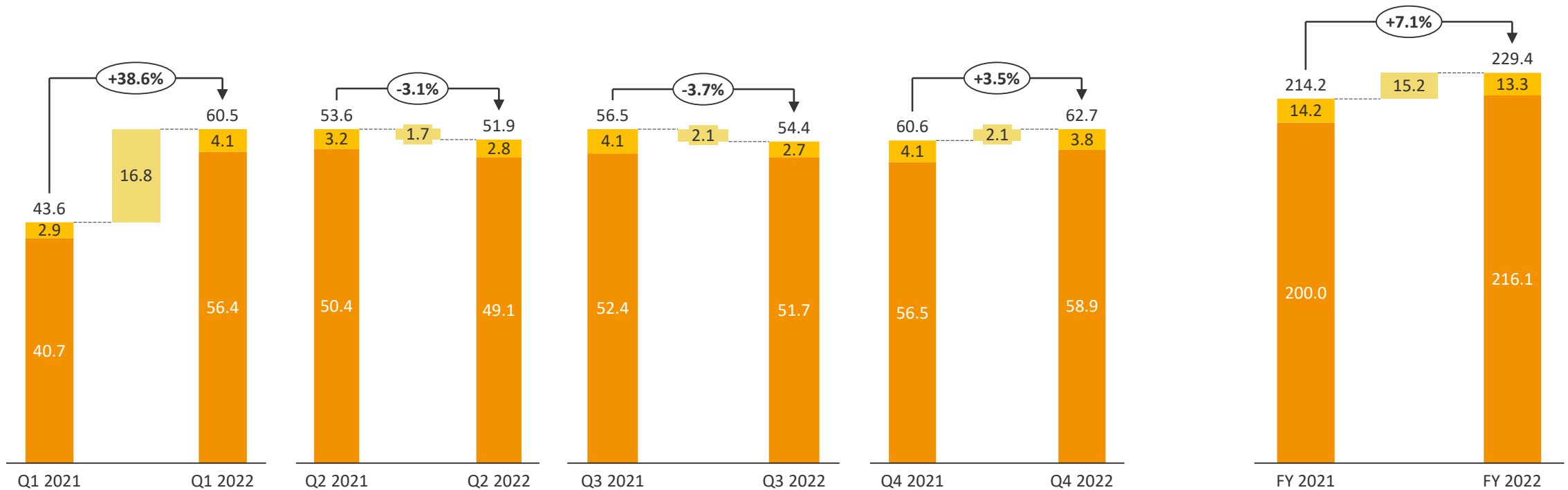


# Revenue increased 7.1% to € 229.4M

## Revenue development (in €M)

FY 2022 vs. FY 2021

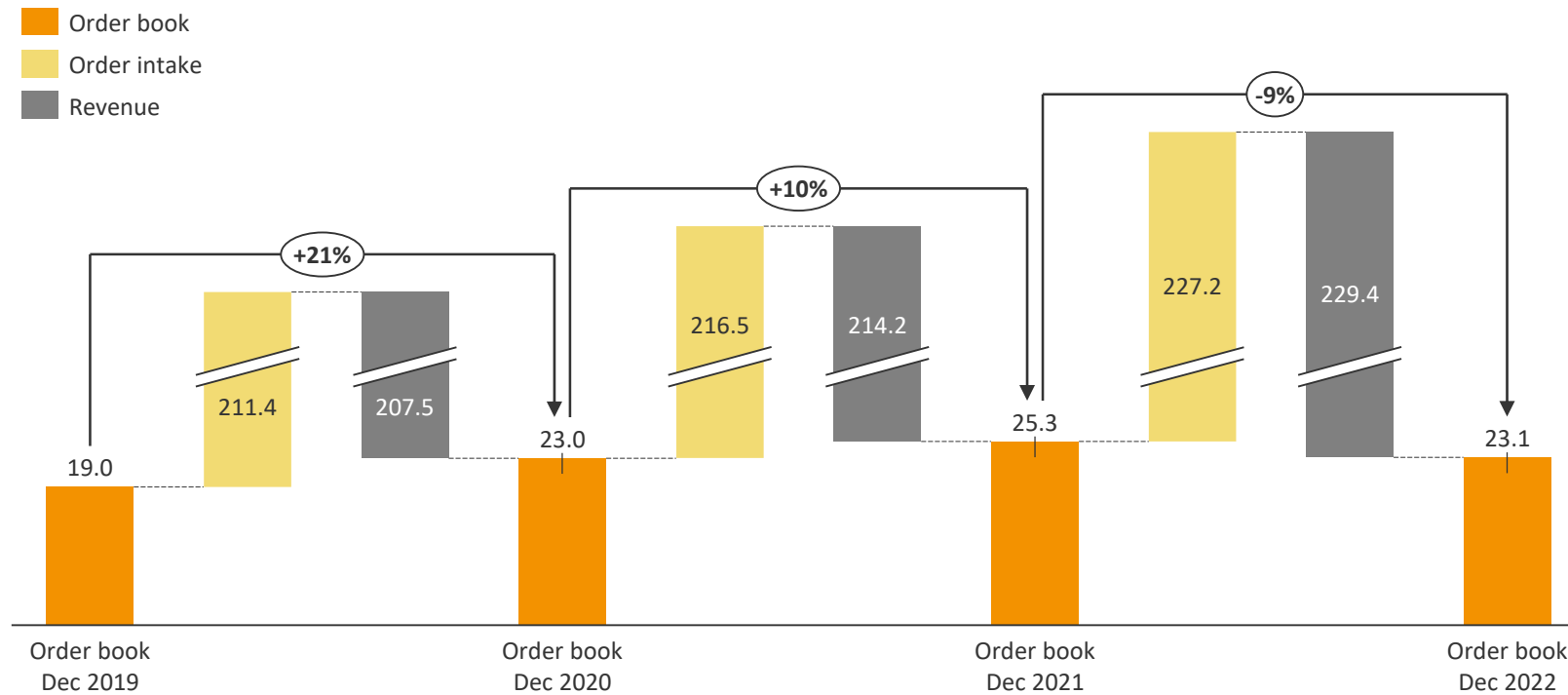
■ New business  
■ Benelux  
■ Increase/decrease



# Order book remains strong at € 23.1M

## Order book development (in €M)

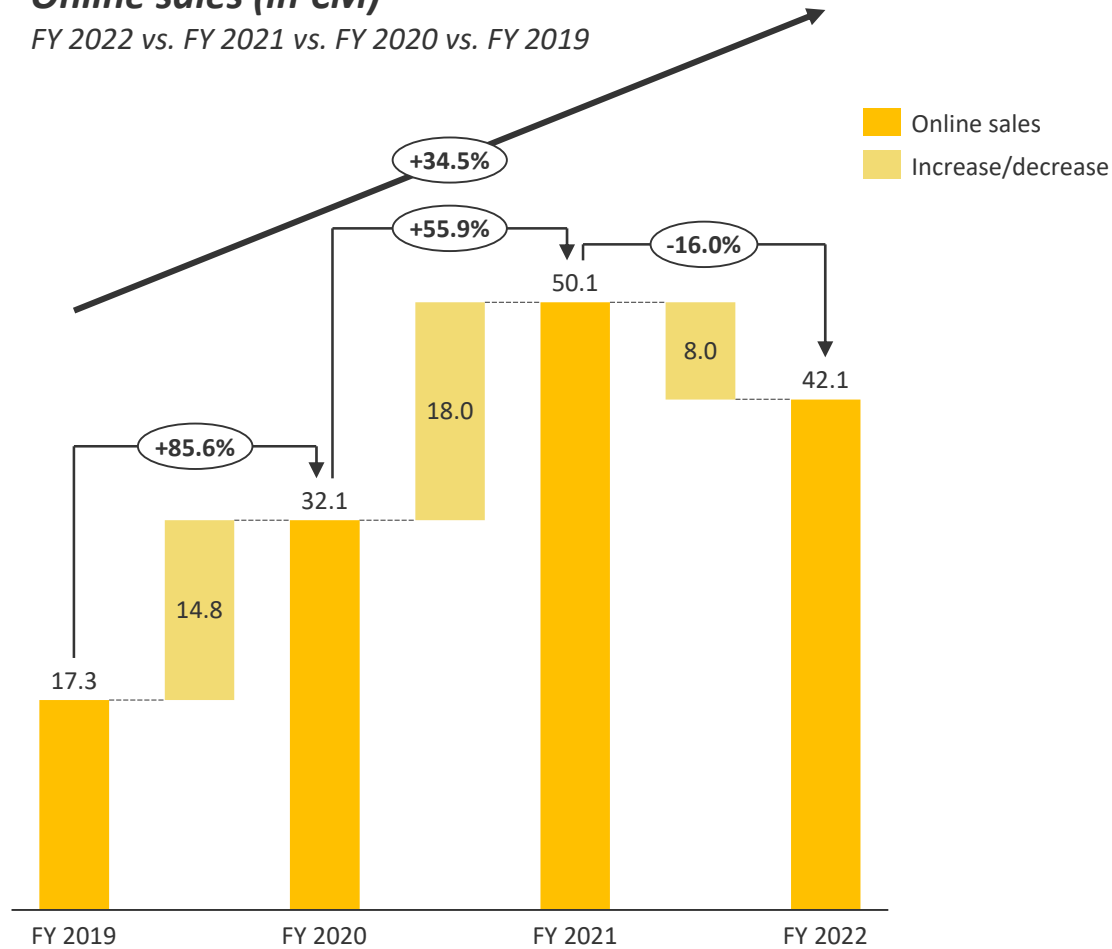
FY2022 vs. FY 2021 vs. FY 2020 vs. FY 2019



# Online sales normalised to € 42.1M (18.3% channel share)

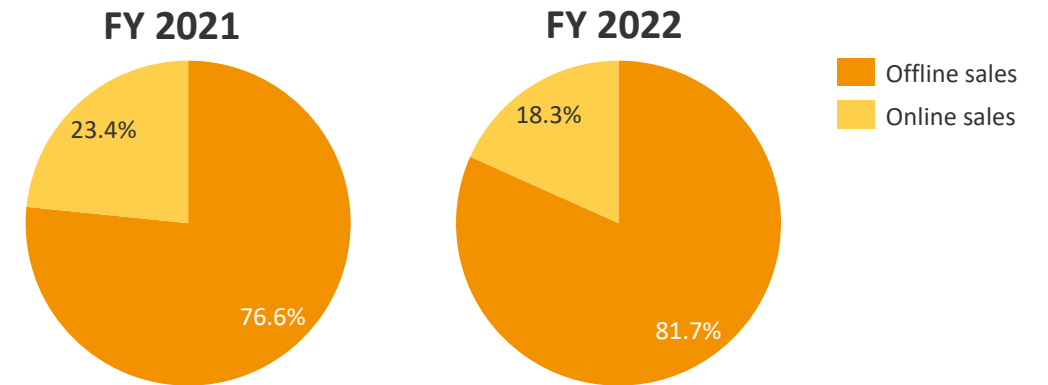
## Online sales (in €M)

FY 2022 vs. FY 2021 vs. FY 2020 vs. FY 2019



## Online channel share

FY 2022 vs. FY 2021



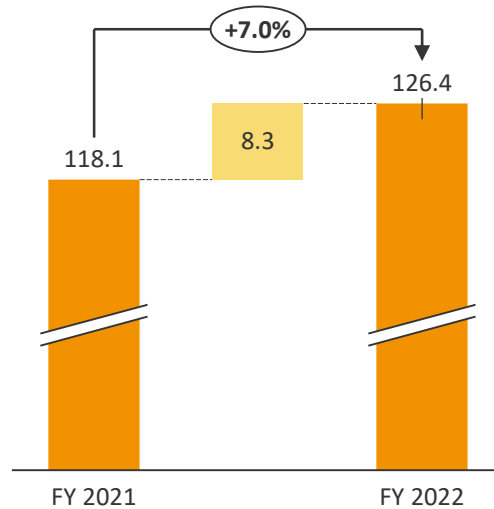


# Gross profit vs operating costs

## Gross profit (in €M)

FY 2022 vs. FY 2021

■ Total  
■ Increase



As % of rev.

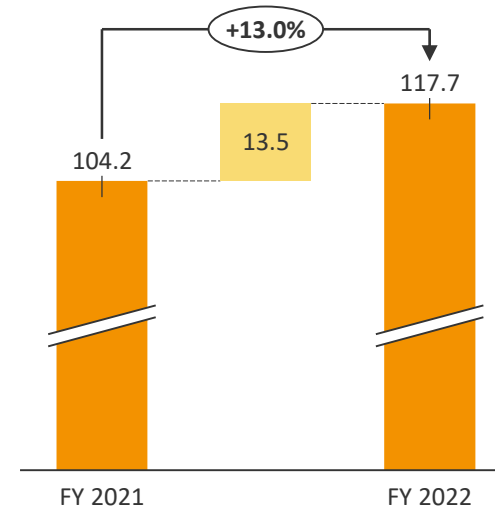
55.1%

55.1%



## Operating costs (in €M)

FY 2022 vs. FY 2021



As % of rev.

48.6%

51.3%



As % of OIT

48.1%

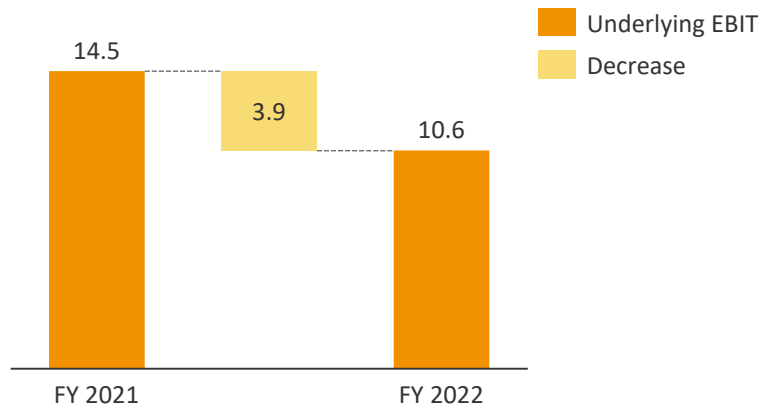
51.8%



# Underlying EBIT of € 10.6M and underlying EBITDA of € 30.7M

## Underlying EBIT (in €M)

FY 2022 vs. FY 2021



As % of rev.

6.7%

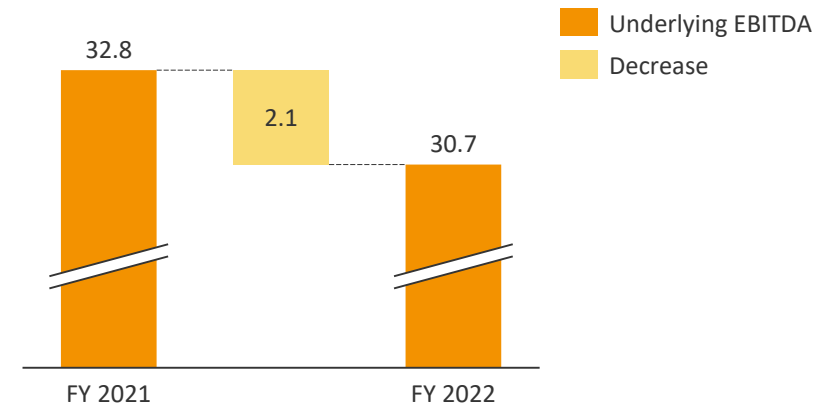
4.6%



Underlying EBIT is defined as operating profit (EBIT) adjusted for acquisition and divestment related costs, incremental operating costs, restructuring costs, share-based compensation costs, and other income.

## Underlying EBITDA (in €M)

FY 2022 vs. FY 2021



As % of rev.

15.3%

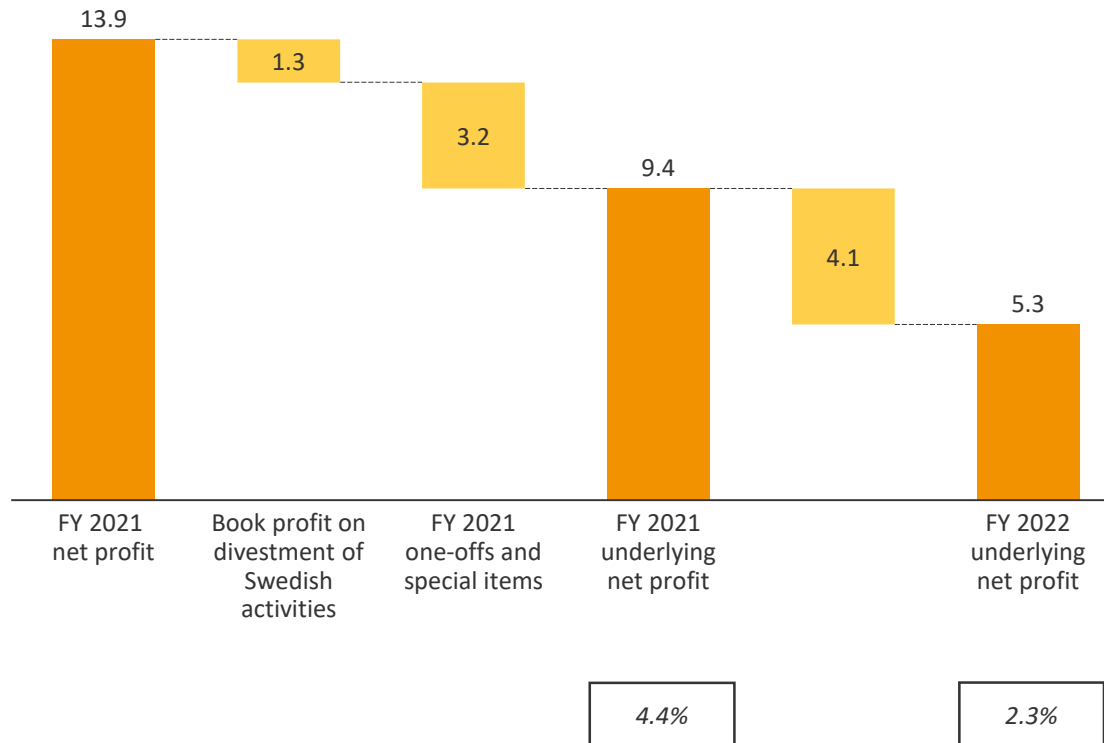
13.4%



Underlying EBITDA is defined as underlying EBIT adjusted for depreciation, amortisation and impairments.

# Group net profit of € 5.3M

## Group net profit (in €M)



## Earnings per share (in €)

FY 2022

Earnings per share from all operations	€ 0.19
Earnings per share from continuing operations	€ 0.19

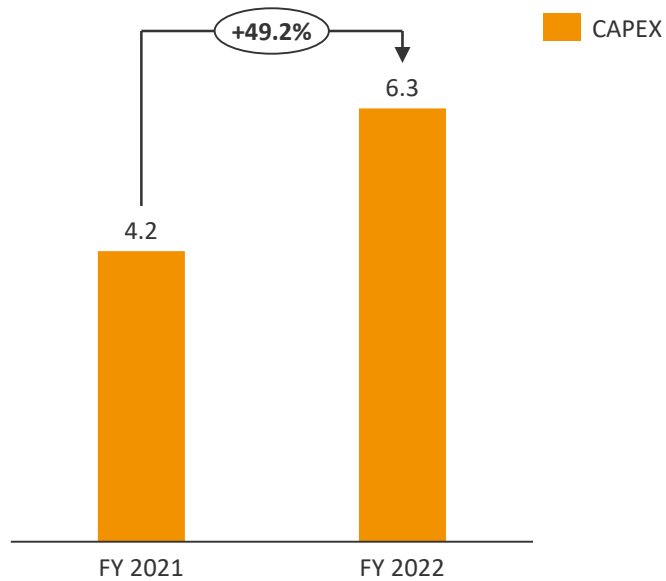
As % of rev.

Underlying net profit is defined as net profit adjusted net for tax for significant one-offs and special items.

# CAPEX

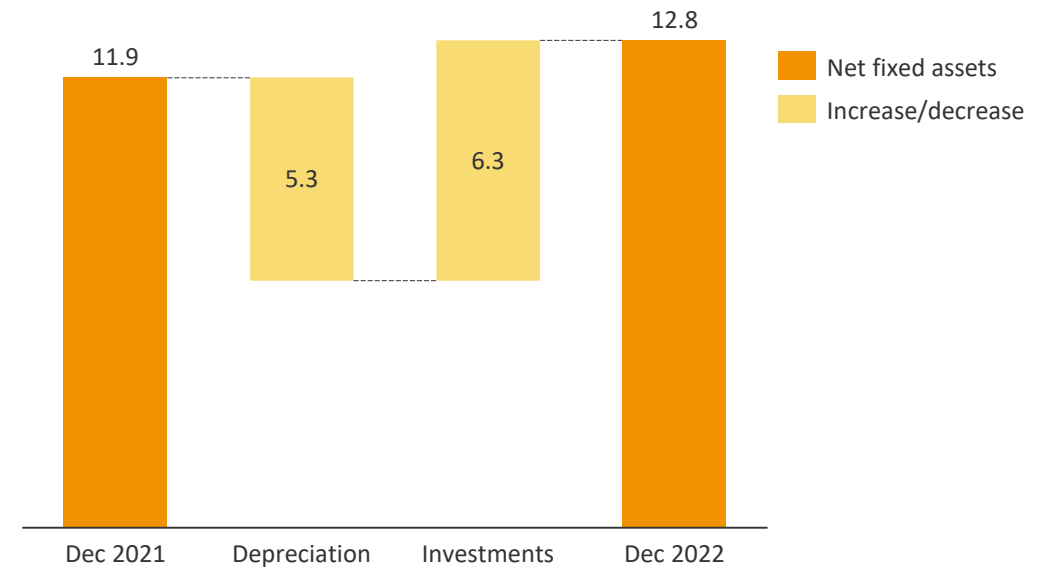
## CAPEX (in €M)

FY 2022 vs. FY 2021



## Net fixed assets (in €M)

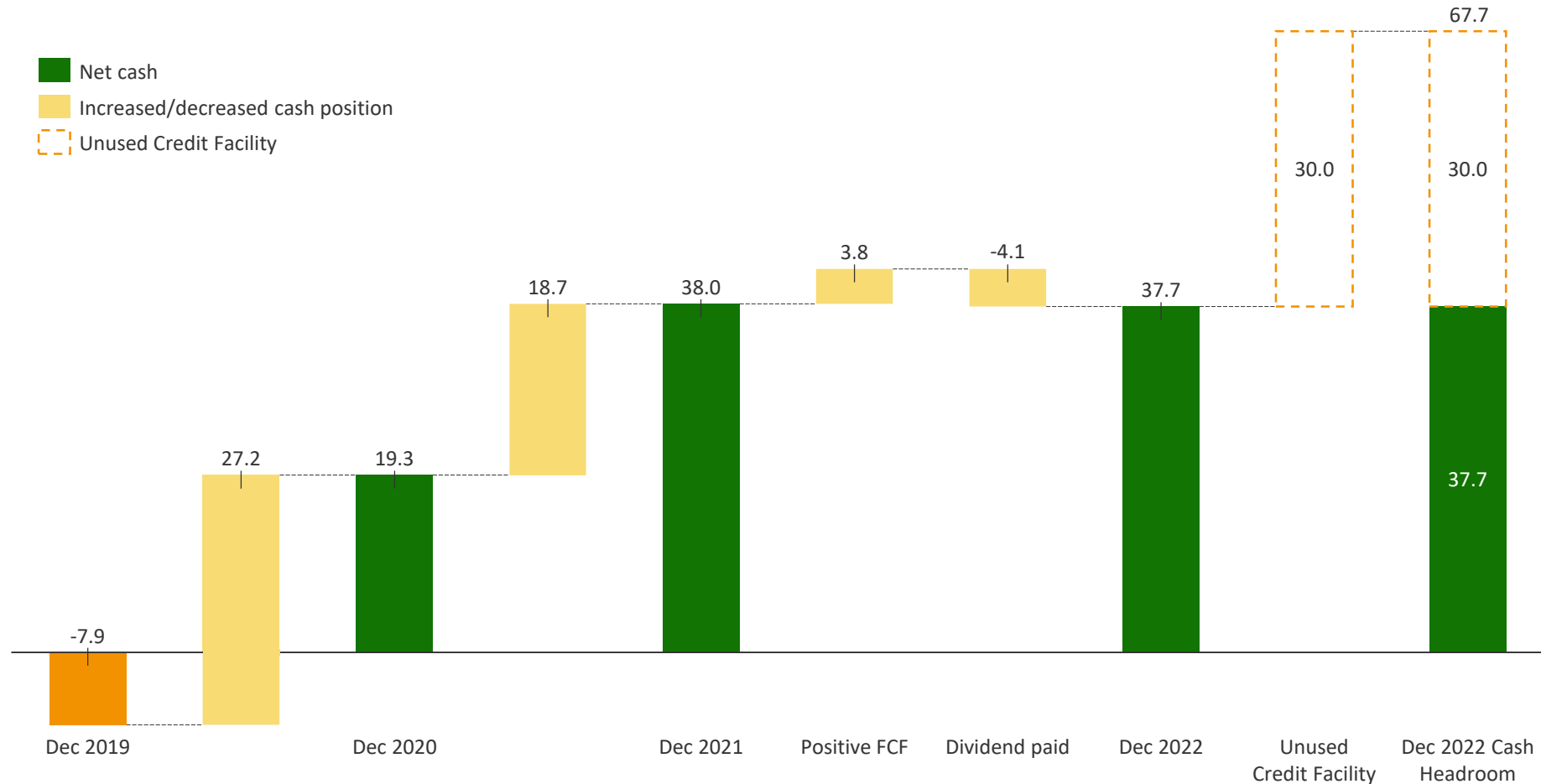
FY 2022 vs. FY 2021



Net fixed assets is defined as intangible assets plus property, plant and equipment.

# Net cash development

## Net debt/cash development (in €M)



Strong net cash position

Credit Facility increased to € 30M

Proposed cash dividend of  
€ 0.15 per ordinary share subject  
to approval of AGM.

# Q & A

# Agenda

## Review of the 2022 financial year

2. Report of the Management Board for the 2022 financial year
- 3. Report of the Supervisory Board for the 2022 financial year**
4. Remuneration report for the financial year 2022 (advisory vote)



### 3. Report of the Supervisory Board

- Supervision of and support to the Management Board
- Composition of the Supervisory Board
- Activities of the Supervisory Board
- Audit Committee
- Remuneration Committee
- Selection and Appointment Committee

## Retirement by rotation schedule

Supervisory Director	Appointed	Retirement/ Reappointment
B.E. Karis	03-12-2018	<b>AGM 2023</b>
A. Beyens	03-12-2018	<b>AGM 2023</b>
B.M.A. van Hussen	13-05-2020	<b>AGM 2024</b>
M.C. Schipperheijn	13-05-2020	<b>AGM 2024</b>

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## 4. Remuneration report for the 2022 financial year

- Remuneration report (page 96 – 105)
- The Remuneration policy is enterprising by nature, offering incentives to reward the achievement of operational and strategic targets on both the short- and long term. These incentives support a focus on performance to ensure that the Management Board reaches the annual expected level of performance, while bearing in mind the sustainability of the Company. In setting this Policy, the Supervisory Board has taken into account:
  - The social context in the Northwest European markets Beter Bed operates in
  - Principles and best practices of the Dutch Corporate Governance Code
  - The shareholder rights directive (EU2017/828) and its implementation in the Dutch law
  - Input of shareholders at the Annual General Meeting and in shareholder consultations
  - Input of the Works Council in regular consultations
- No changes to the remuneration policy of the Management Board or Supervisory Board in 2022.
- Advisory vote

# Q & A

## 4. Remuneration report for the 2022 financial year

### Advisory vote

### Remuneration report for the 2022 financial year

Please vote



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- 5. Presentation of the audit of the 2022 financial statements**
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7. Dividend proposal for 2022 (voting item)
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11. Proposal to reappoint Mr A. Beyens as Supervisory Board Manager (voting item)

An aerial night view of a city, likely Amsterdam, showing a dense grid of illuminated buildings and streets. A large yellow rectangle is overlaid on the left side of the image, containing text.

# Annual General meeting Beter Bed Holding N.V.

Audit financial statements 2022  
Ernst & Young Accountants LLP

10 May 2023

# Agenda

1. Audit approach & focus – scope, strategy & execution and conclusion
2. Key Audit Matter
3. Communication and interaction



# Audit approach & focus



# Communication and interaction

- Our reports
- Meetings and interactions with the Board, Supervisory Board and Audit Committee
- The way we interact with these bodies and committees
  - Frequency
  - Constructive culture

# Q & A

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# Q & A

## 6. Adoption of the financial statements for the 2022 financial year

### Voting item

**Adoption of the financial statements for the 2022 financial year**

Please vote

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## 7. Dividend policy

- Focus on maximising shareholder value while maintaining a healthy capital position.
- Elements:
  - the Company's assessment of underlying cash flow position and profit that it has to retain in order to carry out its plans for the medium to long term, while maintaining solvency of at least 30% and net interest bearing debt/EBITDA below 2.0x.
  - to target a dividend payout of at least 30% of normalised net profit from continuing operations.

## 7. Dividend proposal for 2022

- As a result of its financial position and financial performance in 2022
- Dividend proposal:
  - € 0.15 per ordinary share
  - Cash dividend
  - Ex dividend 12 May 2023
  - Record date 15 May 2023
  - Dividend payment 22 May 2023 onwards
- Voting item

## Q & A

## 7. Dividend proposal for 2022

### Voting item

### Dividend proposal for 2022

Please vote



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## Q & A

## 8. Release from liability of the members of the Management Board for the management conducted in 2022

### Voting item

**Release from liability of the members of the Management Board for the management conducted in 2022**

Please vote

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## Q & A

## 9. Release from liability of the members of the Supervisory Board for the supervision conducted in 2022

### Voting item

**Release from liability of the members of the Supervisory Board for the supervision conducted in 2022**

Please vote

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11. Proposal to reappoint Mr A. Beyens as Supervisory Board Manager (voting item)



## 10. Proposal to reappoint Mr B.E. Karis as Supervisory Board Member (voting item)

- Supervisory Board Member since 3 December 2018
- Knowledge of retail industry
- Managerial and international competence
- Expertise with repositioning and revitalising retail brands
- Proposal for reappointment for 4 years ending after the first AGM to be held 4 years after his reappointment
- Voting item

## Q & A

## 10. Proposal to reappoint Mr B.E. Karis as Supervisory Board Member (voting item)

### Voting item

**Proposal to reappoint Mr B.E. Karis as  
Supervisory Board Member**

Please vote

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- 11. Proposal to reappoint Mr A. Beyens as Supervisory Board Manager (voting item)**

## 11. Proposal to reappoint Mr A. Beyens as Supervisory Board Member (voting item)

- Supervisory Board Member since 3 December 2018
- Knowledge of retail industry
- International competence and experience as CEO and supervisory board member
- Broad managerial and strategic experience
- Proposal for reappointment for 4 years ending after the first AGM to be held 4 years after his reappointment
- Voting item

## Q & A

## 11. Proposal to reappoint Mr A. Beyens as Supervisory Board Member (voting item)

### Voting item

**Proposal to reappoint Mr A. Beyens as  
Supervisory Board Member**

Please vote



# Agenda

## Authorisation of the Management Board

- 12. Authorisation of the Management Board to have the Company acquire its own shares (voting item)**
- 13.** 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 (voting item)
- 14.** Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13 (voting item)
- 15.** Authorisation of the Management Board to cancel acquired shares (voting item)

## Q & A

## 12. Authorisation of the Management Board to have the Company acquire its own shares

### Voting item

**Authorisation of the Management Board to have the Company acquire its own shares**

Please vote

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# Q & A

## 13. Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 10% .....

### Voting item

**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 BBH's PSU plan**

Please vote

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- 12. Authorisation of the Management Board to have the Company acquire its own shares (voting item)
- 13. 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 (voting item)
- 14. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13 (voting item)**
- 15. Authorisation of the Management Board to cancel acquired shares (voting item)



## Q & A

## 14. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13

### Voting item

**Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13**

Please vote

# Agenda

## Authorisation of the Management Board

- 12. Authorisation of the Management Board to have the Company acquire its own shares (voting item)
- 13. 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 (voting item)
- 14. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13 (voting item)
- 15. Authorisation of the Management Board to cancel acquired shares (voting item)**

# Q & A

## 15. Authorisation of the Management Board to cancel acquired shares

### Voting item

**Authorisation of the Management Board to cancel  
acquired shares**

Please vote



# Announcements

Any other business



Thank you for participating in the AGM