

## JOINT PRESS RELEASE

This is a joint press release by Beter Bed Holding N.V. ("**Beter Bed Holding**" or the "**Company**") and 959 B.V. (the "**Offeror**"), a company controlled by Torqx Capital Partners ("**Torqx**"). This joint press release is issued pursuant to the Article 16, paragraphs 1 and 2, Article 17 paragraph 1 and Article 4, paragraph 3 of the Netherlands Decree in Public Takeover Bids (*Besluit openbare biedingen Wft*, the "**Decree**") in connection with the recommended public offer by the Offeror for all the issued and outstanding shares in the capital of the Company (the "**Offer**"). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in the Company. Any offer is only made by means of the offer memorandum (the "**Offer Memorandum**"), dated 4 October 2023, approved by the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*, the "**AFM**"). Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful, including the United States.

## Final results of the Offer for Beter Bed Holding: 98.44% of the Shares obtained

- **3.31% of the Shares have been tendered in the Offer during the Post-Acceptance Period. Including the Shares already held by the Offeror, this represents a total of 98.44% Shares.**
- **Settlement of the Shares tendered during the Post-Acceptance Period will take place on 8 December 2023.**
- **The Offeror will commence the Statutory Buy-Out Proceedings in order to obtain 100% of the Shares and has notified the Company to implement the Post-Closing Demerger prior to commencing the Statutory Buy-Out Proceedings.**
- **Delisting from Euronext Amsterdam will take place on 29 December 2023.**

**Uden, the Netherlands, 6 December 2023** – Beter Bed Holding – the Netherlands' largest sleep specialist in retail, wholesale and B2B – and Torqx Capital Partners ("Torqx") are pleased to announce that 910,992 additional Shares, representing approximately 3.31% of the Outstanding Capital and an aggregate value of approximately EUR 5,557,051 have been tendered under the Offer during the Post-Acceptance Period that expired today at 17:40 CET. Together with the Shares already held by the Offeror on the date hereof, the Offeror will hold a total of 27,109,901 Shares, representing approximately 98.44% of the Outstanding Capital.

### Settlement

With reference to the Offer Memorandum, Shareholders who accepted the Offer shall receive a cash amount of EUR 6.10 (cum dividend) per Share for each Tendered Share that is transferred (*geleverd*) for acceptance pursuant to the Offer during the Post-Acceptance Period (the "**Offer Price**"). Settlement of the Offer shall occur and payment of the Offer Price for each such Share shall be made on 8 December 2023.

### Post-Closing Demerger and Statutory Buy-Out Proceedings

The Offeror has notified Beter Bed Holding that it wishes to implement the Post-Closing Demerger prior to commencing the Statutory Buy-Out Proceedings, as described in more detail in Section 5.11.3 (*Post-Closing Demerger*) of the Offer Memorandum.

Since the Offeror holds more than 95% of the Shares, the Offeror will initiate the Statutory Buy-Out Proceedings in an expeditious manner in order to obtain 100% of the Shares. Reference is made to Section 5.11.2 (*Statutory Buy-Out Proceedings*) of the Offer Memorandum.

### **Delisting**

As a result of the Offeror holding more than 95% of the Shares, the termination of listing and trading of the Shares on Euronext Amsterdam will be pursued. Euronext has approved the delisting of the Shares from Euronext Amsterdam.

In consultation with Euronext, it has been decided that delisting of the Shares from Euronext Amsterdam will take place on 29 December 2023 and the last day of trading of the Shares will therefore be 28 December 2023. Reference is made to Section 5.10.1 (*Intentions following the Offer being declared unconditional*) and Section 5.10.2 (*Liquidity and delisting*) of the Offer Memorandum.

### **Announcement**

Any announcements contemplated by the Offer Memorandum will be made by press release. Any press release issued by the Offeror will be made on the website [www.torqxcapital.com](http://www.torqxcapital.com). Any press release issued by Beter Bed Holding will be made available on the website [www.beterbedholding.com](http://www.beterbedholding.com).

### **Offer Memorandum, Position Statement and further information**

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and/or the Position Statement.

Digital copies of the Offer Memorandum and Position Statement are available on the website of Beter Bed Holding ([www.beterbedholding.com](http://www.beterbedholding.com)) and a digital copy of the Offer Memorandum is available on the website of the Offeror ([www.torqxcapital.com](http://www.torqxcapital.com)). Such websites do not constitute a part of, and are not incorporated by reference into, the Offer Memorandum. Copies of the Offer Memorandum and the Position Statement are also available free of charge at the offices of Beter Bed Holding and the Settlement Agent, at the addresses mentioned below.

#### **Beter Bed Holding:**

Beter Bed Holding N.V.  
Linie 27 5405 AR Uden  
The Netherlands

#### **The Settlement Agent:**

ABN AMRO Bank N.V.  
Gustav Mahlerlaan 10  
1082 PP Amsterdam  
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### **About Beter Bed Holding**

Beter Bed Holding is the Netherlands' leading sleep specialist in retail, wholesale and B2B, with a simple mission: "*We believe that the better we sleep, the **happier, healthier and more productive** we are. And we won't rest until everyone gets the high-quality sleep they deserve.*"

Listed on Euronext Amsterdam, the Company operates the successful retail brands Beter Bed, Beddenreus, the subscription brand Leazzzy and the digital organisation LUNEXT. In addition, through its subsidiary DBC International, the Company has a wholesale business in branded products in the bedroom furnishings sector, which includes the well-known international brands M line and Simmons.

With four distribution centres, a fleet of 80 vehicles, 130 stores, a fast-growing online presence, and a wholesale company our team of over 1,000 dedicated employees generated EUR 229.4 million revenue in 2022.

Providing expert sleep advice is at the very heart of the Company's strategy, and thanks to its revolutionary 'Beter Slapen ID' tool, its sleep consultants help customers to get the perfect night's sleep. The Company is proud that M line is the official sleep supplier of AFC Ajax, TeamNL, Jumbo-Visma, NOC\*NSF and the KNVB.

### **About Torqx Capital Partners**

Torqx Capital Partners is a Benelux investment firm focused on medium-sized companies with potential to accelerate. Situations include growth-, buy-and-build-, and transformational investments across a range of industries. Torqx acquires majority positions, often in partnership with co-shareholders and management, offering the companies smart capital, network, expertise and talent to support implementation of their plans and achieve their full potential. The Torqx team consists of 15 highly experienced and skilled professionals who look beyond spreadsheets and understand what it takes to build businesses and accelerate momentum. Torqx currently invests out of funds with € 380 million committed capital backed by highly reputable international institutional investors and the Torqx team itself.

### **General restrictions**

*The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of the Company in any jurisdiction.*

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**Forward-looking statements**

*This press release may include "forward-looking statements" and language that indicates trends, such as "anticipated" and "expected". Although the Company and the Offeror believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Neither the Company, nor the Offeror, nor any of their advisors accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups.*