



31 July 2018

B&M European Value Retail S.A.

Results of AGM & EGM

AGM

All resolutions proposed at the Annual General Meeting of the Company held on 30 July 2018 were passed on a poll by shareholders. The results of the poll were as follows.

		VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC VOTED	VOTES WITHHELD
1	To receive the Directors Report for the year ended 31 March 2018.	772,497,588	100	0	0	772,497,588	77.21	2,326,356
2	To receive the consolidated and unconsolidated Financial Statements and Annual Accounts for the financial year ended 31 March 2018 and the Auditor's Reports thereon.	772,063,966	99.95	400,000	0.05	772,463,966	77.20	2,359,978
3	To approve the consolidated Financial Statements and Annual Accounts of the Company for the year ended 31 March 2018.	772,497,476	100	0	0	772,497,476	77.21	2,326,468

4	To approve the unconsolidated Financial Statements and Annual Accounts of the Company for the year ended 31 March 2018.	772,497,476	100	0	0	772,497,476	77.21	2,326,468
5	To approve the result of the Company for the year ended 31 March 2018 and allocation.	772,738,519	100	0	0	772,738,519	77.23	2,085,425
6	To approve the total dividend of the Company for the year ended 31 March 2018.	774,823,944	100	0	0	774,823,944	77.44	0
7	To approve the annual report on the Directors' remuneration for the year ended 31 March 2018.	769,586,333	99.35	4,996,568	0.65	774,582,901	77.41	241,043
8	To approve Directors' Remuneration Policy.	766,109,391	98.88	8,714,552	1.12	774,823,943	77.44	0
9	To authorise the Directors to amend the Company's Long Term Incentive Plan.	768,670,381	99.21	6,153,339	0.79	774,823,720	77.44	233
10	To authorise the Directors to approve the Company's Deferred Bonus Share Plan.	771,990,965	99.63	2,832,868	0.37	774,823,833	77.44	111
11	To discharge each of the Directors (including former Directors who retired during the year) for the year ended 31 March 2018.	772,738,408	100	0	0	772,738,408	77.23	2,085,536

12	To ratify the appointment of and to re-elect Peter Bamford as a Director.	750,117,223	98.57	10,867,474	1.43	760,984,697	76.06	13,839,246
13	To re-elect Simon Arora as a Director.	742,070,235	95.77	32,753,709	4.23	774,823,944	77.44	0
14	To re-elect Paul McDonald as a Director.	770,708,947	99.47	4,114,997	0.53	774,823,944	77.44	0
15	To re-elect Thomas Hübner as a Director.	765,071,452	98.74	9,752,492	1.26	774,823,944	77.44	0
16	To re-elect Kathleen Guion as a Director.	771,609,552	99.59	3,214,392	0.41	774,823,944	77.44	0
17	To re-elect Ron McMillan as a Director.	719,473,573	92.88	55,188,295	7.12	774,661,868	77.42	162,076
18	To re-elect Harry Brouwer as a Director.	765,071,452	98.74	9,752,492	1.26	774,823,944	77.44	0
19	To discharge the Independent Auditor for the year ended 31 March 2018.	772,738,631	100	0	0	772,738,631	77.23	2,085,313
20	To re-appoint KPMG Luxembourg as Independent Auditor of the Company.	773,077,835	99.99	92,651	0.01	773,170,486	77.27	1,653,456
21	To authorise the Board to determine the Independent Auditor's remuneration.	773,732,768	99.86	1,091,176	0.14	774,823,944	77.44	0
22	To authorise the Company to make market purchases of its ordinary shares.	772,387,471	99.83	1,345,646	0.17	773,733,117	77.33	1,090,826

23	To confirm the Board of Directors have full power to issue ordinary shares on a non-pre-emptive basis for cash representing 5% of the issued share capital of the Company generally, as provided by the Articles of Association and to acknowledge the Directors' intention to comply with the Statement of Principles on Dis-applying Pre-Emption Rights to the extent practical for a Luxembourg company.	774,822,482	99.99	1,462	0.01	774,823,944	77.44	0
24	To confirm the Board of Directors have full power, in addition to any authority granted under resolution 23, to issue ordinary shares on a non-pre-emptive basis, for cash representing a further 5% of the issued share capital of the Company for the purposes of financing an acquisition or a capital investment (or refinancing such a transaction) as defined in the Statement of Principles on Dis-Applying Pre-Emption Rights, as provided by the Articles of Association.	769,390,967	99.30	5,432,865	0.70	774,823,832	77.44	111

EGM

All resolutions proposed at the Extraordinary General Meeting of the Company held on 30 July 2018 were passed on a poll by shareholders. The results of the poll were as follows.

		VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC VOTED	VOTES WITHHELD
1	To amend article 1.1 of the articles of association of the Company (the "Articles") to refer to the Luxembourg law on commercial companies as amended (the "Law").	735,463,880	100	0	0	735,463,880	73.51	0
2.	To amend Article 2.2 of the Articles to empower the Board to transfer the registered office of the Company to other municipalities in Luxembourg and renumber Articles 2.4, 2.5 and 2.6.	735,463,880	100	0	0	735,463,880	73.51	0
3	To amend Article 24.6.3 of the Articles to extend the period for the display of the documents for EGM's.	735,463,880	100	0	0	735,463,880	73.51	0

4	To authorise the Board of Directors to be able to issue shares for free to employees and officers of the Group.	735,462,043	99.99	1,726	0.01	735,463,769	73.51	111
5	To amend Article 5.2 of the Articles to update the amount of the authorised share capital of the Company.	735,463,880	100	0	0	735,463,880	73.51	0
6	To renew the authority under Article 5.2 of the Articles for the Board of Directors to issue shares in the Company and receive the report of the Board pursuant to art. 420-26 of the Law.	734,534,142	99.87	929,627	0.13	735,463,769	73.51	111
7	To amend Articles 10.1 and 10.4 of the Articles to remove CD&R's right to appoint directors as they no longer hold shares in the Company.	735,463,769	100	0	0	735,463,769	73.51	111
8	To insert a new Article 26 in the Articles on the power for shareholder(s) to ask written questions of the Board of Directors under the Law, and to renumber the articles following it accordingly.	735,463,880	100	0	0	735,463,880	73.51	0
9	To amend Article 11.1 of the Articles to increase the aggregate cap on director fees per annum.	733,683,612	99.76	1,780,267	0.24	735,463,879	73.51	0

10	To amend Article 24.6 of the Articles by removing the requirement for various consents of bondholders as permitted by the Law.	734,474,066	99.87	989,703	0.13	735,463,769	73.51	111
11	To amend Article 24.9 of the Articles to reduce the shareholding threshold required for the adjournment of general meetings.	735,462,769	99.99	1,000	0.01	735,463,769	73.51	111
12	To amend Article 25 of the Articles to remove the pre-set date and time of AGMs.	735,462,769	99.99	1,000	0.01	735,463,769	73.51	111
13	To amend Article 31.4 of the Articles to reflect updates in the Law on capital impairment rules.	735,463,769	100	0	0	735,463,769	73.51	111
14	To amend miscellaneous technical references and typographical points in the Articles generally.	735,463,769	100	0	0	735,463,769	73.51	111

The results of the poll will also be posted on the Company's website at www.bandmretail.com/investors/agm.aspx and www.bandmretail.com/investors/egm.aspx

The total number of shares in issue of the Company as at the date of the AGM & EGM was 1,000,561,222 ordinary shares.

Please note that a vote withheld is not a vote in law and is not counted in the calculation of votes for and against a resolution.

In accordance with Listing Rule 9.6.2 copies of the resolutions will be submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM.

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