



26 July 2023

B&M European Value Retail S.A.

AGM Voting Results

All resolutions proposed at the Annual General Meeting of the Company held on 25 July 2023 were passed and the results of the votes were as follows.

		VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of TVR	% of ISC	VOTES WITHHELD
1	To receive the Directors Report on the Annual Accounts of the Company for the year ended March 2023.	826,052,536	99.99	730	0.0001	826,053,266	82.45	82.45	18,126,330
2	To receive the unconsolidated and consolidated Annual Accounts and Financial Statements for the financial year ended March 2023 and the Auditor's Reports thereon.	823,705,185	99.99	730	0.0001	823,705,915	82.22	82.22	20,473,681

3	To approve the Annual Accounts and Financial Statements of the Company for the year ended 31 March 2023.	823,704,065	99.99	730	0.0001	823,704,795	82.22	82.22	20,474,801
4	To approve the consolidated Annual Accounts and Financial Statements of the Company for the year ended 25 March 2023.	823,704,065	99.99	730	0.0001	823,704,795	82.22	82.22	20,474,801
5	To approve the result of the Company for the year ended 31 March 2023 and allocation.	826,763,905	99.99	773	0.0001	826,764,678	82.52	82.52	17,414,918
6	To approve the total dividend of the Company for the year ended 31 March 2023.	826,765,822	100	0	0	826,765,822	82.52	82.52	17,143,774
7	To approve the annual report on the Directors' Remuneration.	808,808,276	97.30	22,181,186	2.70	822,989,462	82.15	82.15	21,190,134
8	To discharge each of the Directors for the financial year ended 31 March 2023.	817,345,612	98.96	8,560,850	1.04	825,906,462	82.44	82.44	18,273,134
9	To re-elect Peter Bamford as a Director.	716,124,255	88.36	94,302,035	11.64	810,444,290	80.89	80.89	33,194,455

10	To re-elect Alejandro Russo as a Director.	824,721,627	99.69	2,539,620	0.31	827,261,247	82.57	82.57	16,918,349
11	To re-elect Michael Schmidt as a Director.	822,407,093	99.41	4,854,154	0.59	827,261,247	82.57	82.57	16,918,349
12	To re-elect Ron McMillan as a Director.	784,145,494	94.79	43,115,753	5.21	827,261,247	82.57	82.57	16,918,349
13	To re-elect Tiffany Hall as a Director.	794,066,792	95.99	33,194,455	4.01	827,261,247	82.57	82.57	16,918,349
14	To re-elect Paula MacKenzie as a Director.	807,183,772	97.67	19,215,854	2.33	826,399,626	82.49	82.49	17,779,970
15	To re-elect as Oliver Tant as a Director.	823,995,930	99.61	3,265,317	0.39	827,261,247	82.57	82.57	16,918,349
16	To discharge the Independent Auditor for the year ended 31 March 2023.	820,760,586	99.38	5,145,576	0.62	825,906,162	82.44	82.44	18,273,434
17	To re-appoint KPMG Audit S.à r.l. as Independent Auditor of the Company.	824,930,181	99.72	2,348,583	0.28	827,278,764	82.57	82.57	16,900,832
18	To authorise the Directors to determine the Independent Auditor's remuneration.	827,577,575	99.99	1,189	0.0001	827,278,764	82.57	82.57	16,900,832
19	To authorise the Company to make market purchases of its ordinary shares of up	823,016,690	99.54	3,820,601	0.46	826,837,291	82.53	82.53	17,342,305

	to 10% of its ordinary issued shares. ⁽¹⁾								
20	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.	826,923,101	99.97	263,805	0.03	827,186,906	82.57	82.57	16,992,690
21	To confirm the Board of Directors have full power, in addition to any authority granted under resolution 20, 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-	824,576,250	99.68	2,610,656	0.32	827,186,906	82.57	82.57	16,992,690

Emption Rights, as provided by the Articles of Association.									
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⁽¹⁾ Whilst the Company seeks authority on an annual basis to perform share buybacks (as is customary for UK PLCs), the Board notes that it has no current intention of utilising this authority, reflecting the complexities of executing an on market buyback for a company incorporated in Luxembourg such as B&M. The Board continuously reviews the Group's capital structure and has regularly returned funds to all its shareholders by way of both ordinary and special dividends.

The results of the votes will also be posted on the Company's website at www.bandmretail.com

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.

On the record date on 11 July 2023, the total number of voting rights was 1,001,839,893 (TVR) and the total number of shares in issue was 1,001,853,735 (ISC).

With effect from the AGM date, Tiffany Hall becomes Senior Independent Director, Oliver Tant becomes Chair of the Audit & Risk Committee and joins the Remuneration Committee. Subject to shareholders' approval of the appointment of Hounaïda Lasry, and as from her appointment date, Hounaïda will join the Remuneration and the Nomination Committees of the Company.

Enquiries

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