



NOTICE OF ORDINARY GENERAL MEETING

B&M European Value Retail S.A.

Société Anonyme

Registered office: 3, rue Gabriel Lippmann, L-5365 Munsbach
Grand-Duchy of Luxembourg
R.C.S. Luxembourg: B 187275

Notice of the Ordinary General Meeting of B&M European Value Retail S.A. to be held at 09:00 am (CET) on Monday 20 January 2025 at 5, rue Goethe, L-1637 Luxembourg, Grand-Duchy of Luxembourg, is set out on pages 3 to 8 of this document.

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from a stockbroker, bank manager, lawyer, accountant or other authorised independent professional adviser.

If you have sold or transferred all your shares or CREST Depository Interests representing shares in B&M European Value Retail S.A., you should pass this Notice and all other documents enclosed with it to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected.

Ordinary Shareholders

The enclosed Form of Proxy is for use in connection with the meeting and should be completed and returned in accordance with the instructions printed on it, as soon as possible and by no later than 09:00 am (CET) Friday 17 January 2025. The Form of Proxy is not for use by holders of CREST Depository Interests or other indirect holders of beneficial interests whose shares are held in broker, nominee or other custodian accounts.

CREST Depository Interest Holders

Holders of CREST Depository Interests in shares wishing to cast their votes must give their voting instructions directly to their broker or nominee account holder in CREST ("CREST Account Holder"). You cannot give voting instructions directly to the Company. Your CREST Account Holder will cast your votes via the EUI and CREST International Service for proxy voting (which is provided by Broadridge Financial Solutions Limited). Your CREST Account Holder will advise you how you can give your voting instructions to them and the final deadline and time by which they will require your voting instructions. It is important to note that the voting deadline of the CREST International Service for proxy voting provided by Broadridge is expected to be at least three business days prior to the Company's proxy appointment deadline of 09:00 am (CET) Friday 17 January 2025. You should therefore check with your CREST Account Holder what their own deadline is for receiving voting instructions from you.



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Letter from the Chair

18 December 2024

Notice of the Ordinary General Meeting of B&M European Value Retail S.A. (the "Company") to be held at 09:00 am (CET) on Monday 20 January 2025.

Dear Shareholder,

I am writing to inform you that the Board of Directors of the Company is convening an Ordinary General Meeting of the shareholders on Monday 20 January 2025 at 5, rue Goethe, L-1637 Luxembourg at 09:00 am (CET) ("**Meeting**").

Appointment of a Non-Executive Director

The purpose of the Meeting is to deliberate upon the appointment of Euan Sutherland as a Non-Executive Director of the Company. Details of Euan's skills and experience are set on page 4.

In accordance with Luxembourg law on commercial companies dated 10 August 1915 as amended and the articles of association of the Company, the appointment of directors falls within the competence of the general meeting of shareholders, unless there is a vacancy in the office of a director in which case the articles of association authorise the Board to fill any such vacancy.

There is currently no vacancy in the office of a director and the proposed appointment of Euan Sutherland to the Board of Directors must be approved by the Ordinary General Meeting of the shareholders of the Company.

Voting and attendance at the Meeting

The resolution put to the Meeting will be passed by a simple majority of the votes cast by shareholders, regardless of the proportion of the issued share capital represented by shareholders attending the Meeting.

The result of the vote on the resolution at the Meeting will be announced via the regulatory news service and published on the Company's website at www.bandmretail.com as soon as possible following the Meeting.

The Board appreciates that as the location of the Meeting is in Luxembourg, as required by our constitution, many shareholders will be unable to attend in person. However, **your vote is important and I would encourage you, irrespective of the number of shares you hold, to vote:**

- (a) by completing and returning the enclosed Form of Proxy if you are holding your shares in an account with LuxCSD; or
- (b) by giving your voting instructions to your broker or nominee account holder to cast your votes on your behalf by the voting deadline confirmed to you by them, if you are a holder of CREST Depository Interests or an indirect holder of beneficial interests in shares which are held in a broker, nominee or other custodian account.

If you are holding your shares in an account with LuxCSD and want to participate in the Meeting either by proxy or in person, in accordance with Luxembourg law on the exercise of certain rights of shareholders in general meetings of listed companies, you are required to complete and return a declaration of participation. A form of Declaration of Participation is enclosed with this notice. The form of Declaration of Participation must be received by the Company by the record date which for this Meeting is Monday 6 January 2025 at 12:00 midnight (CET) in accordance with the procedures set out below. Please note the Declaration of Participation is not a substitution for the Form of Proxy, and the procedure for lodging a Form of Proxy as set out in the form and in the notes to the notice of the Meeting below will need to be followed.

Indirect Holders of shares are not required to complete a Declaration of Participation.

Resolution

For the resolution in the Notice of the Meeting on page 3, an explanatory note is set out on page 4 of this document.

Recommendation

Your Board recommends a vote in favour of the proposed resolution which they consider to be in the best corporate interest of both the Company and its Group. The Directors intend to vote in favour of the resolution in respect of their own beneficial shareholdings totalling 85,469 ordinary shares and representing approximately 0.008% of the issued ordinary share capital of the Company.

Yours faithfully,

Tiffany Hall

Chair

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Registered office: 3, rue Gabriel Lippmann, L-5365 Munsbach

Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B 187275

Notice is hereby given that an Ordinary General Meeting of the shareholders of B&M European Value Retail S.A. (the "Company") will be held at 5, rue Goethe, L-1637 Luxembourg, Grand-Duchy of Luxembourg on Monday 20 January 2025 starting at 09:00 am (CET) to consider and vote upon the following item.

Agenda

1. To appoint Euan Sutherland as a Director of the Company with immediate effect and until the annual general meeting resolving on the annual accounts and financial statements for the financial year ended 31 March 2025.

On behalf of the Board of Directors

Tiffany Hall

Chair

18 December 2024

EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE ORDINARY GENERAL MEETING

Appointment of a Non-Executive Director

Presently there are seven members of the Board of Directors of B&M European Value Retail S.A. (the "Board"), comprising the Non-Executive Chair, two Executive Directors and four Independent Non-Executive Directors.

Following a search undertaken by Russell Reynolds on behalf of the Nomination Committee of the Company and a series of interviews, the Nomination Committee has recommended to the Board that Euan Sutherland be appointed as an additional Non-Executive Director of the Company. The Board approved that recommendation and unanimously resolved to propose to the shareholders the appointment of Euan Sutherland with immediate effect.

Euan has over 30 years consumer goods and retail experience having held senior roles at Dixons Retail plc, Matalan plc and Kingfisher plc and board positions at the Co-operative Group, Superdry plc, Britvic plc, and Saga plc. Euan is the current Chief Executive Officer of A.G. Barr p.l.c.

NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING

1. Record date

The right of a shareholder to attend and to vote at the Meeting and the number of voting rights a shareholder may cast is determined by reference to the number of shares held by that shareholder as at 12:00 midnight (CET) on Monday 6 January 2025. By this time the shareholder must be recorded as holding those shares in an account with LuxCSD being the Company's appointed settlement organisation for dematerialised shares. Transfers of shares effective after this time will be disregarded in determining the rights of any person to attend or to vote at the Meeting.

2. Declaration of Participation

If you are holding your shares in an account with LuxCSD and wish to vote in person or by proxy at the Meeting you must complete and return a Declaration of Participation form by **12:00 midnight (CET) on Monday 6 January 2025**. Holders of CREST Depository Interests ("CDI's"), or indirect holders of beneficial interests whose shares are held in broker, nominee or other custodian account do not need to complete a Declaration of Participation.

The completed Declaration of Participation should be returned by email to: Hayet.Elmecheri@bmstores.eu.

3. Documentation

Documents and information relating to the Meeting are available on the B&M European Value Retail S.A.'s website:

<https://www.bandmretail.com/investors/company-meetings/ogm>

from a period commencing on the date of publication of this convening notice and ending no earlier than after closing of the Meeting. These documents and information include:

- the convening notice
- the Form of Declaration of Participation
- the Form of Proxy

4. Quorum and voting

The quorum for the Meeting is at least one shareholder present in person or represented by proxy.

Each holder of ordinary shares has one vote in respect of each ordinary share held, save when voting rights are suspended.

The resolution will be passed if approved by a simple majority of the votes cast, regardless of the proportion of the issued share capital represented by shareholders at the Meeting.

5. Total voting rights

As at 18 December 2024, the Company's issued ordinary share capital consists of 1,003,821,871 (one billion three million eight hundred and twenty-one thousand eight hundred and seventy-one) ordinary shares, carrying one vote each.

The Company holds no treasury shares, but voting rights attached to 9,459 (nine thousand four hundred and fifty-nine) shares in aggregate are being suspended and the total number of voting rights in the Company as at 18 December 2024 is therefore 1,003,812,412 (one billion three million eight hundred and twelve thousand four hundred and twelve).

6. Rights of shareholders to request additional items to the agenda

In accordance with article 24.4 of the Articles of Association of the Company, one or more shareholders who together hold at least 5% (five per cent) of the issued share capital of the Company, are entitled to request that new item(s) be added to the agenda of the Meeting and to do so, are requested to provide draft resolutions in support of such item(s).

Any request must be:

- sent by email to Hayet.Elmecheri@bmstores.eu with reasons justifying your request, a draft of your proposed resolution and indication of a postal or email address for the Company to send an acknowledgment of receipt of your request; and
- received by the Company **no later than Friday 27 December 2024**. The Company will acknowledge receipt of any request within 48 hours of receipt. If necessary, the Company will publish a revised agenda of the Meeting **by no later than Friday 3 January 2025**.

NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING continued

7. Appointment of proxies by holders of dematerialised shares in an account with LuxCSD

7.1 This facility is only open to shareholders holding their dematerialised shares in an account with the Company's appointed settlement organisation for dematerialised shares, LuxCSD.

It does **not** apply to holders of CREST Depository Interests or indirect holders of beneficial interests whose shares are held in broker, nominee or other custodian accounts.

7.2 Any shareholder who is entitled to attend and vote at the Meeting and to which paragraph 7.1 applies may appoint a proxy to attend and vote on their behalf. A proxy need not be a shareholder of the Company.

7.3 Any person to whom this notice is sent who is a person nominated to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

7.4 If you submit more than one valid proxy appointment in respect of the same share, the appointment received last before the deadline for the receipt of proxies will take precedence.

7.5 The appointment of a proxy will not preclude a shareholder from attending the Meeting and voting in person if they wish to do so. Any shareholder or the proxy holder of a shareholder attending the Meeting has the right to ask questions relating to the business being dealt with at the Meeting.

7.6 The Form of Proxy should be completed in accordance with the instructions detailed in it.

7.7 To be valid, the Form of Proxy must be completed and returned to arrive by no later than 09:00 am (CET) on Friday 17 January 2025 at:

Banque Internationale à Luxembourg S.A.
Agency Services Team
69, Route d'Esch
L-2953 Luxembourg
Grand-Duchy of Luxembourg

Shareholders should bear in mind that the receipt address is in Luxembourg and should therefore allow extra time for posting to ensure that the above deadline is met.

You may also send a pdf copy of the Form of Proxy to Hayet.Elmecheri@bmstores.eu in the first instance if you wish, **but the original proxy form must still be sent** to Banque Internationale à Luxembourg S.A.'s address (as set out above) and that original must still be received at that address **by no later than 09:00 am (CET) on Friday 17 January 2025**.

8. CREST Depository Interest Holders ("CDI holders") and CREST Account Holders

8.1 How to submit your votes

8.1.1 As a CDI holder, you will be directing your CREST Account Holder on how you wish your votes to be cast.

8.1.2 You will need to contact your CREST Account Holder for details of: (i) the means of communication you can use to send your voting instructions to them, and (ii) the latest deadline (date and time) for you to lodge your voting instructions with them.

8.1.3 It is important to note that the deadline for your CREST Account Holder to cast your vote via the CREST international voting service provided by Broadridge Financial Solutions Limited ("Broadridge") is expected to be at least three business days prior to the Company's proxy appointment deadline of 09:00 am (CET) on Friday 17 January 2025. You should therefore check with your CREST Account Holder what their own deadline is for receiving voting instructions from you.

8.1.4 As a holder of CDI interests, you cannot give voting instructions directly to the Company. You must give your voting instructions directly to your CREST Account Holder only. If however you wish to attend the Meeting and cast your votes in person at the Meeting, you may do so under the following conditions:

- (a) you obtain a Letter of Representation from your CREST Account Holder, in a form satisfactory to the Company, which (i) confirms the number of CDI's representing shares in the Company you hold, (ii) authorises you to attend and cast votes on those shareholding interests at the Meeting, and (iii) confirms that no voting instructions will be taken or cast by your CREST Account Holder on any of those CDI's via the CREST international voting service provided by Broadridge; and
- (b) you provide satisfactory original evidence of your personal identification to the Company at the Meeting and (where applicable) a form of power of attorney or certified board resolution confirming your representation of any corporate body or other entity that is the underlying owner of the CDI's.

Please note you will need to check if your CREST Account Holder has a facility to issue Letters of Representation or not. If they do not, you may wish to request that they appoint you as a proxy holder in relation to the shares which they hold for you (see paragraph 8.2.5 below).

8.1.5 CREST Account Holders and brokers holding CDI interests for clients in CREST can cast CDI holders voting instructions via the CREST international voting service provided by Broadridge. Voting must be transmitted to Broadridge by CREST Account Holders by Broadridge's voting deadline which is expected to be **at least three business days prior** to the Company's proxy appointment deadline of 9:00 am (CET) Friday 17 January 2025.

8.2 Further important information

8.2.1 CDI holders should consult with their CREST Account Holder at the earliest opportunity for further information on the processes and timelines for submitting their votes for the Meeting.

8.2.2 Euroclear UK & Ireland Limited ("EUI"), the operator of CREST, has arranged for voting instructions relating to the CDI's held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details in relation to this international voting service can be accessed on the EUI "My Euroclear" website at <https://my.euroclear.com> and further details on instructions for voting can be found under the following link: All you need to know about SRD II in Euroclear UK & International – Euroclear.

8.2.3 Your CREST Account Holders and brokers holding CDI interests for clients in CREST, will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up they will need to complete the Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: UK-membership@euroclear.com.

8.2.4 Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact the applicant and share further detailed information on the service offering and initiate the process for granting the applicant access to the Broadridge platform.

8.2.5 The above described process is to be completed only for the set-up. Once CREST Account Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received by the Broadridge voting deadline date (see 8.2.6 below). Alternatively, Broadridge may provide a facility for CREST Account Holders to send a third-party proxy voting instruction through the Broadridge platform to appoint a third-party (who may be a corporate representative or the holder themselves) to attend and vote at the Meeting for the number of shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation or appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.

8.2.6 Broadridge's voting deadline is expected to be **at least three business days prior** to the Company's proxy appointment deadline of 09:00 am (CET) Friday 17 January 2025.

8.2.7 Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

8.2.8 CREST Account Holders or brokers holding CDI interests for clients in CREST, are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail themselves of this voting service.

NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING continued

8.3 Holders of beneficial interests in shares held in LuxCSD accounts through brokers, nominees or other custodians

- 8.3.1 Indirect holders of beneficial interests in shares which are not held in broker or nominee accounts in CREST, but which are held in LuxCSD accounts of their broker, nominee or other custodian ("LuxCSD Account Holder") may vote as follows.
- 8.3.2 You can give your voting instructions to your LuxCSD Account Holder. You need to contact your LuxCSD Account Holder to confirm by what means of communication you can send your voting instructions to them, and what is the latest deadline for you to lodge your voting instructions with them.
- 8.3.3 If you give your voting instructions this way, your LuxCSD Account Holder must then complete and submit a Form of Proxy by the date and time and to the address set out in paragraph 7.7 above.
- 8.3.4 As an indirect holder of beneficial interests, you cannot give instructions directly to the Company on how you wish to cast your votes. You must give your voting instructions directly to your LuxCSD Account Holder. If however you wish to attend the Meeting and cast your votes in person at the Meeting, you may do so upon the following conditions:
- (a) you must obtain a Letter of Representation from your LuxCSD Account Holder, in a form satisfactory to the Company, which (i) confirms the number of shares you hold interests in, (ii) authorises you to attend and cast votes on those shareholding interests at the Meeting, and (iii) confirms that no voting instructions will be taken or cast by your LuxCSD Account Holder in relation to the shares which you hold interests in; and
 - (b) you provide satisfactory original evidence of your personal identification to the Company at the Meeting and (where applicable) a form of power of attorney or certified board resolution confirming your representation of any corporate body or other entity that is the underlying owner of those interests in shares.

Please note you will need to check if your LuxCSD account holder has a facility to issue Letters of Representation or not. If they do not, you may wish to request that they appoint you as a proxy holder in relation to the shares which they hold on your behalf.

9. Corporate representatives

A company which is (i) a shareholder to which paragraph 7.1 above applies, or (ii) a holder of CDI's which has obtained a letter of representation in accordance with paragraph 8.3.4 above, may authorise a person or persons to act as its representative(s) at the Meeting. Any director or the daily managers of the Company may require such a corporate representative to produce a power of attorney or certified copy of the resolution from which their authority is derived.

10. Communication

Shareholders who have general queries about the Meeting can call the daily manager on +352 246 130 207 or email Hayet.Elmecheri@bmstores.eu.

ENQUIRIES AND CONTACTS

Dematerialised shares in the Company are recorded in an issuance account of LuxCSD, being the Company's appointed settlement organisation. See <https://www.bandmretail.com/investors/csd>.

Banque Internationale à Luxembourg is the agent for the dematerialised shares of the Company. Their contact details are as follows:

Banque Internationale à Luxembourg S.A.
Attn: Agency Services Team
69, Route d'Esch
L-2953 Luxembourg
Grand-Duchy of Luxembourg

Tel: +352 4590 4597
Email: as_agm@bil.com