

NOTICE OF ORDINARY GENERAL MEETING

B&M European Value Retail S.A.

Société Anonyme

Registered office: 68-70, Boulevard de la Pétrusse, L-2320 Luxembourg

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 10:00 am (CET) on Tuesday 9 November 2021 at 5, Rue Goethe, L-1637 Luxembourg, is set out on page 3 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 Ordinary Shares, or CREST Depository Interests representing Ordinary 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 by (a) holders of Ordinary Shares in certificated form, and (b) account holders of dematerialised shares with LuxCSD only. It should be completed and returned by those holders, in accordance with the instructions printed on it, as soon as possible and by no later than 10:00 am (CET) Friday 5 November 2021. 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 EUJ 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 vote 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 10:00 am (CET) Friday 5 November 2021. 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 Chairman

30 September 2021

Dear Shareholder,

Notice of the Ordinary General Meeting of B&M European Value Retail S.A. (the "Company") to be held at 10:00 am (CET) on Tuesday 9 November 2021.

On behalf of the Board, I am writing to inform you that an Ordinary General Meeting of the Company will be held on Tuesday 9 November 2021 at 5, Rue Goethe, L-1637 Luxembourg at 10:00 am (CET) ("Meeting").

The notice convening the Ordinary General Meeting is set out on page 3.

Appointment of a further Non-Executive Director

The purpose of the Meeting is to propose the appointment of Paula MacKenzie as a further Non-Executive Director on the Board of Directors of the Company. Details of Paula MacKenzie's skills and experience are set on page 4 below.

Under Luxembourg law, the appointment of a director falls within the competence of the general meeting of shareholders, unless there is a vacancy in the office of a director and the articles of association authorise the Board to fill any such vacancies. As there is currently no vacancy in the office of a Director, the proposed appointment of Paula MacKenzie to the Board of Directors is required to be approved by the general meeting of the shareholders of the Company, which has been called for this purpose.

Voting and attendance at the Meeting

In accordance with Luxembourg law, 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 ordinary shares you hold, to vote:**

- (a) if you are a registered shareholder with certificated shares or an account holder in LuxCSD, by completing and returning the proxy form ("Own Name Shareholders"); or
- (b) 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 with LuxCSD, 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 ("Indirect Holders").

If you are an Own Name Shareholder and you want to participate at the Meeting either by proxy or in person, in accordance with Luxembourg law on the exercise of certain rights of shareholders relating to the 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 Declaration of Participation must be received by the Company by the record date for the Meeting, which is Tuesday 26 October 2021 (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 will need to be followed as set out in the form and in the notes set out in the notice of the meeting below. Indirect Holders 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 that shareholders vote in favour of the resolution set out in the Notice of the Meeting, which they consider to be in the best interests of shareholders as a whole. The Directors intend to vote in favour of the resolution in respect of their own beneficial shareholdings totalling 57,279 ordinary shares representing approximately 0.01% of the present issued ordinary share capital of the Company¹.

Yours faithfully,

Peter Bamford

Chairman

¹ not including shareholdings of related parties or associates.

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Registered office: 68-70, Boulevard de la Pétrusse, L-2320 Luxembourg

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Notice is hereby given that the 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 on Tuesday 9 November 2021 starting at 10:00 am (CET) to consider and to vote upon the following item.

Agenda

1. To appoint Paula MacKenzie as a Director of the Company with immediate effect until the Annual General Meeting resolving on the financial statements for the financial year ended 31 March 2022.

On behalf of the Board of Directors

Peter Bamford

Chairman

68-70, Boulevard de la Pétrusse

L-2320 Luxembourg

Grand-Duchy of Luxembourg

30 September 2021

EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE ORDINARY GENERAL MEETING

Resolution: Appointment of Non-Executive Director

Following the retirement of one of the four Independent Non-Executive Directors at the AGM on 29 July 2021, the Board of Directors (the "Board") of B&M European Value Retail S.A. ("B&M" or the "Company") has reduced from seven to six members. Those six members comprise the Non-Executive Chairman, two Executive Directors and three Independent Non-Executive Directors. The Board considers that there is a need to maintain a complement of at least four Non-Executive Directors, not least while the business of the Company's group continues to grow at a significant rate and also as part of succession planning generally looking to the future.

Following a search undertaken by Russell Reynolds Associates on behalf of the Nomination Committee of the Company and a series of interviews, the Nomination Committee has recommended that Paula MacKenzie be appointed as a Non-Executive Director to the Board of B&M. The Board has unanimously resolved to propose that Paula be appointed with immediate effect to the Board by the ordinary general meeting of shareholders of the Company.

Paula MacKenzie has a strong background in general management and finance. She has held a number of senior executive roles during the last 10 years with Kentucky Fried Chicken (Great Britain) Ltd ("KFC UK&I") which has over 900 stores and 27,000 employees. Her current experience leading a highly competitive multi-site business and her professional background in finance will bring additional insights and perspectives to the Board.

Paula has been the Managing Director of KFC for the UK and Ireland for the last four years and will be continuing in that role. Prior to that she was the Chief Financial Officer of KFC UK&I. Her experience prior to joining KFC UK&I included executive roles in finance across a variety of industry sectors with Innocent, GlaxoSmithKline and Diageo plc.

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 also for the purpose of calculating how many votes a person may cast) is determined by reference to the number of shares held by a shareholder as **at 12:00 midnight (CET) on Tuesday 26 October 2021**. By this time the shareholder must have their name entered on the Register of Shareholders of the Company or be recorded as holding those shares in an account with LuxCSD being the Company's appointed settlement organisation for dematerialised shares. Transfers of shares which are registered or recorded in either such way 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 a registered shareholder with certificated shares or an account holder with LuxCSD of dematerialised shares, 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 Tuesday 26 October 2021**. 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 either:

by email to the Company at: Lars.Nientiet@bmstores.eu

or

by post to the Company's Registrars at:

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

2.1 Electronic communications

Other documents and information relating to the Meeting are available on the B&M European Value Retail S.A.'s website: <http://www.bandmretail.com/investors/ogm.aspx> 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

These documents will also be sent electronically to those shareholders who have provided the Company with an email address requesting meeting documents to be sent to them by email.

2.2 Mail communications

Shareholders who have not requested meeting documents to be sent to them by email will be sent hard copies by post with a Declaration of Participation and Proxy form.

3. Quorum and voting

In accordance with Article 24.6 of the Articles of Association of the Company, all decisions taken at the Meeting will be passed by a simple majority of the votes cast on each resolution, regardless of the proportion of issued ordinary share capital represented by shareholders at the Meeting. Each holder of ordinary shares has one vote in respect of each ordinary share held. As a result, the quorum for the Meeting is at least one shareholder present in person or by proxy.

4. Total voting rights

As at 29 September 2021 (being the last business day prior to the publication of this Notice) the Company's issued ordinary share capital consists of 1,001,226,836 (one billion and one million and two hundred and twenty-six thousand eight hundred and thirty-six) ordinary shares, carrying one vote each. The Company holds no treasury shares, therefore the total voting rights in the Company as at 29 September 2021 is 1,001,226,836 (one billion and one million and two hundred and twenty-six thousand eight hundred and thirty-six).

5. Poll

All items in the Notice of the Meeting will be decided by a poll of shareholders.

NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING continued

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 ordinary share capital of the Company, are entitled to request that new items be added to the agenda of the Meeting and to do so, are requested to provide draft resolutions in support of such items.

Any request must be:

- sent by email to Lars.Nientiet@bmstores.eu with reasons justifying your request, a draft of your proposed resolution and indicating a postal or email address which the Company can send an acknowledgment of receipt of your request to; and
- received by the Company **no later than 12:00 midnight (CET) on Monday 18 October 2021**. 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 Monday 25 October 2021**.

7. Appointment of proxies by holders of certificated shares or account holders with LuxCSD of dematerialised shares

7.1 This facility is only open to:

- (a) registered shareholders with certificated shares; or
- (b) account holders with LuxCSD, being the Company's appointed settlement organisation for dematerialised shares.

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 to which paragraph 7.1 above applies who is entitled to attend and vote at the Meeting 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 In the case of joint holdings, unless otherwise notified to the Company by those joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Register of Shareholders (in the case of registered shareholders) or the first named account holder (in the case of holders of accounts with LuxCSD) in respect of the joint holding.
- 7.5 If you submit more than one valid proxy appointment in respect of the same share, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 7.6 The appointment of a proxy can be registered by using the paper Form of Proxy enclosed and returning it as set out below and by the time referred to below.
- 7.7 Registering 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.
- 7.8 The Form of Proxy should be completed in accordance with the instructions detailed in it.
- 7.9 To be valid, the Form of Proxy must be completed and returned to arrive by no later than **10:00 am (CET) on Friday 5 November 2021** at:

Banque Internationale à Luxembourg S.A.
Attn: Common Depository 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 in order to ensure that the above deadline is met.

You may also send a pdf copy of the Form of Proxy to Lars.Nientiet@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 10:00 am (CET) on Friday 5 November 2021**.

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 how you wish the votes to be cast in relation to your shareholding interests.
- 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 that you must 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 10:00 am (CET) Friday 5 November 2021. 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 instructions directly to the Company on how you wish to cast your votes. 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 but only if:
- (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 you hold representing shares in the Company, (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 are able to cast their CDI holders voting instructions on their behalf via the CREST international voting service provided by Broadridge. Voting must be transmitted to Broadridge by CREST Account Holders by Broadridge’s voting deadline. Broadridge’s voting deadline is expected to be **at least three business days prior** to the Company’s proxy appointment deadline of 10:00 am (CET) Friday 5 November 2021.

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 proxy 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 service can be accessed on the EUI website at <https://my.euroclear.com/users/en/login> once you have logged in to your EUI account in the “All you need to know about SRD II” document on their website (see the section CREST International Service – Proxy voting).
- 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: eui.srd2@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 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 in order 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/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 10:00 am (CET) Friday 5 November 2021.

NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING continued

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 new arrangements with Broadridge, including the new 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.

8.3. Other holders of beneficial interests in shares held in accounts of their brokers, nominees or other custodians with LuxCSD

8.3.1 Indirect holders of beneficial interests in shares only, which are not held in broker or nominee accounts in CREST, but which are held in accounts of their broker, nominee or other custodian with LuxCSD ("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 the latest deadline date and time is that you must lodge your voting instructions with them.

8.3.3 If you give your voting instructions this way, your LuxCSD Account Holder must complete and submit a Form of Proxy by the deadline date and time and to the address set out in paragraph 7.9 above.

8.3.4 As an indirect holder of beneficial interests only, 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 but only if:

- (a) you obtain a Letter of Representation from your LuxCSD Account Holder, in a form satisfactory to the Company, which (i) confirms the number of shares in the Company 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 for you.

9. Corporate representatives

A company which is (i) a shareholder to which paragraph 7.1 above applies, (ii) a holder of CDI's which has obtained a letter of representation in accordance with paragraph 8.1.4 above, or (iii) a proxy holder, may authorise a person or persons to act as its representative(s) at the Meeting. Any director or the daily manager 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 +352 246 130 209 or email Lars.Nientiet@bmstores.eu

ENQUIRIES AND CONTACTS

Banque Internationale à Luxembourg maintains a copy of the Register of Shareholders in relation to holders of certificated shares of the Company. Their contact details are as follows:

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

Tel: +352 4590 5000
Email: common.depository@bil.com

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>

