



NOTICE OF ORDINARY GENERAL MEETING

B&M European Value Retail S.A.

Société Anonyme

Registered office: 9, Allée Scheffer - L-2520 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 18 September 2018 at Le Royal Hotel, 12, Boulevard Royal, L-2449 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 Depositary 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 Ordinary Shareholders only. It should be completed and returned by Ordinary Shareholders, in accordance with the instructions printed on it, as soon as possible and by no later than 10:00 am (CET) on Friday 14 September 2018.

Depositary Interest Holders

The enclosed Form of Direction is for use in connection with the meeting by Depositary Interest holders only. It should be completed and returned by Depositary Interest holders, in accordance with the instructions printed on it, as soon as possible and by no later than 10:00 am (CET) on Thursday 13 September 2018. Alternatively, CREST members may instruct the Depositary on how to vote the Ordinary Shares underlying their Depositary Interests by using the electronic voting service. Further details are set out in the notes to the Form of Direction.



B&M European Value Retailing

B&M EUROPEAN VALUE RETAIL S.A. - ORDINARY GENERAL MEETING 2018

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Registered office: 9, Allée Scheffer - L-2520 Luxembourg
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Letter from the Chairman

02 August 2018

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 18 September 2018.

On behalf of the Board, I am writing to inform you that an Ordinary General Meeting of the Company will be held on Tuesday 18 September 2018 at Le Royal Hotel, 12, Boulevard Royal, L-2449 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 Tiffany Hall as a further Non-Executive Director on the Board of Directors of the Company. Details of Tiffany Hall'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 Tiffany Hall 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** by either appointing a proxy if you are a registered shareholder, or by giving your direction to Link Market Services Trustees Limited if you are a Depository Interest holder in CREST. A Form of Direction is enclosed for Depository Interest holders for voting, which must be completed and returned in accordance with the instructions and closing date timelines set out on page 7.

If you want to participate in the Meeting, whether 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, it is important to note as follows.

For shareholders (who do not hold their shares in CREST), you are required to complete and return a Declaration of Participation which is enclosed, if you wish to participate in the Meeting in person or by proxy. The Declaration of Participation must be received by the Company by the record date for the Meeting, which is **Tuesday 04 September at 12:00 midnight (CET)** in accordance with the procedures set out below.

The Declaration of Participation is not a substitution for the Form of Proxy, and the procedure for lodging a Form of Proxy for shareholders (who do not hold their shares in CREST) will need to be followed as set out in the form and in the notes below.

Holders of Depository Interests in CREST do not need to complete a Declaration of Participation, but for voting must lodge their Form of Direction under the procedure set out in the notes below.

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 116,948 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

NOTICE OF ORDINARY GENERAL MEETING

B&M EUROPEAN VALUE RETAIL S.A.

Société Anonyme

Registered office: 9, Allée Scheffer - L-2520 Luxembourg

Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B 187275

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 Le Royal Hotel, 12, Boulevard Royal, L-2449 Luxembourg on Tuesday 18 September 2018 starting at 10:00 am (CET) to consider and to vote upon the following item.

Agenda

1. To appoint Tiffany Hall 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 2019.

On behalf of the Board of Directors

Peter Bamford

Chairman

9, Allée Scheffer

L-2520 Luxembourg

Grand-Duchy of Luxembourg

02 August 2018

EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE ORDINARY GENERAL MEETING

Resolution: Appointment of Non-Executive Director

The Board of Directors (the "Board") of B&M European Value Retail S.A. ("B&M" or the "Company") presently has seven members, comprising the Non-Executive Chairman, two Executive Directors and four Independent Non-Executive Directors. As 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, the Board considers that there is a requirement for further non-executive director appointments to be made in the meantime.

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 Tiffany Hall be appointed as a Non-Executive Director to the Board of B&M. The Board has unanimously resolved to propose that Tiffany be appointed with immediate effect to the Board by the ordinary general meeting of shareholders of the Company.

Tiffany Hall has a strong background in marketing, sales and customer services. She previously served as Managing Director of BUPA Home Healthcare, Marketing Director at BUPA, Head of Marketing at British Airways and also Chair of Airmiles and BA Holidays. Prior to that she held other positions at British Airways including Head of Global Sales and Distribution and Head of UK Sales and Marketing. She has also previously been a Non-Executive Director of Think London.

Tiffany is currently the Senior Independent Director and Chair of the Remuneration Committee of Howden Joinery Group Plc ("Howden"). She originally joined the Board of Howden as a Non-Executive Director in May 2010.

NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING (“MEETING”)

1. Record date

To have the right to attend and to vote at the Meeting (and also for the purpose of calculating how many votes a person may cast) a shareholder must have their name entered on the Register of Shareholders of the Company as **at 12 midnight (CET) on Tuesday 04 September 2018**. Changes to the Register of Shareholders 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

Shareholders must submit their Declaration of Participation for the Meeting to the Company **by 12 midnight (CET) on Tuesday 04 September 2018**. Holders of Depositary Interests in CREST do not need to complete a Declaration of Participation.

The completed Declaration of Participation should be returned to the Company either by email or post to:

Emmanuel.Forgeotdarc@bmstores.eu

B&M European Value Retail S.A.
9, Allée Scheffer
L-2520 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
- the Form of Direction

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 registered post mail 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 the 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 01 August 2018 (being the last business day prior to the publication of this Notice) the Company's issued ordinary share capital consists of 1,000,561,222 (one billion five hundred and sixty-one thousand two hundred and twenty two) ordinary shares carrying one vote each. The Company holds no treasury shares, therefore the total voting rights in the Company as at 01 August 2018 is 1,000,561,222 (one billion five hundred and sixty-one thousand two hundred and twenty-two).

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 ("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 Emmanuel.Forgeotdarc@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 midnight (CET) on Monday 27 August 2018**. 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 03 September 2018**.

7. Appointment of proxies by shareholders (who do not hold their shares in CREST)

7.1 This facility is only open to shareholders who hold registered ordinary shares of the Company and do not hold their ordinary shares as Depositary Interests through CREST.

7.2 Any shareholder entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on his/her 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 him/her and the shareholder by whom he/she was 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, he/she 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 Members 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 14 September 2018** at:

Link Corporate Services S.A.
9, Allée Scheffer
L-2520 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.

As an alternative method for lodging your voting instructions a pdf copy of the Form of Proxy may be sent in the first instance to Emmanuel.Forgeotdarc@bmstores.eu with the original proxy to follow to Link Corporate Services S.A.'s address as above. Please note, however, that **the original Form of Proxy must still be received at this address by no later than 10:00am (CET) on Friday 14 September 2018**.

8. Voting instructions from holders of Depositary Interests ("DI Holders")

- 8.1** As a DI Holder, you will be directing the Depositary, Link Market Services Trustees Limited, to vote your ordinary shares in accordance with your voting instructions.
- 8.2** Voting instructions must be lodged using the Form of Direction enclosed with this Notice of the Meeting or electronically (see below).
- 8.3** DI Holders who hold their ordinary shares in CREST and wish to attend the Meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England or by emailing custodymgmt@linkgroup.co.uk by no later than **10:00 am (CET) on Thursday 13 September 2018**.
- 8.4** DI Holders who hold their ordinary shares in CREST may direct the Depositary on how to vote on their behalf at the Meeting by completing and returning the enclosed Form of Direction. The Form of Direction should be completed in accordance with the instructions as detailed thereon.
- 8.5** To be valid, the Form of Direction must be completed and returned, together, if applicable, with the power of attorney or other authority under which it is signed (or a copy of such authority certified by a notary), so as to arrive by no later than **10:00 am (CET) on Thursday 13 September 2018** at the offices of Link Asset Services in England:

Link Asset Services PXS
34 Beckenham Road
Beckenham
Kent
BR3 4TU
England

8.6 As an alternative method for lodging your voting instructions you can use **Electronic voting instructions via the CREST voting service as follows:**

- 8.6.1** DI Holders who hold their ordinary shares in CREST may transmit voting instructions by using the CREST voting service in accordance with the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.
- 8.6.2** In order for instructions made using the CREST voting service to be valid, the appropriate CREST message ("CREST Voting Instruction"), must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST).
- 8.6.3** To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent RA10 by no later than **10:00 am (CET) on Thursday 13 September 2018**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.
- 8.6.4** DI Holders who hold their ordinary shares in CREST and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder to take (or, if the DI Holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such actions as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by a particular time. In this connection, DI Holders, and where applicable, their CREST sponsors or voting service providers, are referred in particular, to those sections of the CREST Manual concerning the practical limitations of the CREST system and timings.
- 8.6.5** The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

9. Corporate representatives

A company which is a shareholder may authorise a person or persons to act as its representative(s) at the Meeting. Any Director or the Daily Manager may require such a corporate representative to produce a certified copy of the resolution from which their authority is derived.

10. Communication

Except as provided above, members who have general queries about the Meeting can call the Daily Manager on +352 246 130 207 or email Emmanuel.Forgeotdarc@bmstores.eu

ENQUIRIES AND CONTACTS

Link Asset Services maintain a copy of the Company's statutory Register of Members and the Depositary Interests Register. They also provide a telephone helpline service. If you have any enquiries about the Meeting or about your shareholding, you may contact Link directly using the details given below:

Share Register

Link Corporate Services S.A.
9, Allée Scheffer
L-2520 Luxembourg
Grand-Duchy of Luxembourg
Tel: +352 44 0929
Email: enquiries@linkgroup.co.uk
www.linkassetservices.com

Depositary Interests Register

Link Market Services (Guernsey) Limited
Mont Crevelt House
Bulwer Avenue
St Sampson
Guernsey
GY2 4LH
Channel Islands
Email: custodymgmt@linkgroup.co.uk

Depositary

Link Market Services Trustees Limited
Regulated Business
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
England
Email: custodymgmt@linkgroup.co.uk