

B&M EUROPEAN VALUE RETAIL S.A.

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Revised and approved by the Board on 10 March 2025)

These terms of reference have been approved by the board of directors (the "**Board**") of B&M European Value Retail S.A. (the "**Company**" and together with its subsidiaries, the "**Group**") to identify and formalise the roles and responsibilities of the Nomination Committee for compliance with the UK Corporate Governance Code:

1. COMPOSITION AND MEETINGS OF NOMINATION COMMITTEE

1.1 The Nomination Committee comprises of the Chairman and not less than four independent non-executive directors of the Company to be selected by the Board. A majority of the members of the Nomination Committee should be non-executive directors who are independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the Nomination Committee member's judgement. Appointments to the Nomination Committee shall be for a period of up to three years which may be extended for two further three-year periods provided that the majority of the Nomination Committee remain independent. The Board must from time to time review the composition of the Nomination Committee to ensure that membership of the Nomination Committee rotates amongst the Company's non-executive directors.

1.2 If any member of the Nomination Committee is unable to act for any reason, the chairman of the Nomination Committee may appoint any other non-executive director of the Company to act as his alternate.

1.3 The chairman of the Nomination Committee, who should be the chairman of the Company or an independent non-executive director, shall be appointed by the Board. In the absence of the chairman of the Nomination Committee, the remaining members present shall elect one of their number to chair the meeting. The chairman of the Company should not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship.

1.4 The Company Secretary (or his or her nominee) shall be the secretary of the Nomination Committee,

1.5 The quorum necessary for the transaction of business of the Nomination Committee is two of its members both of whom must be independent non-executive directors.

1.6 No one other than a Nomination Committee member is entitled to attend meetings of the Nomination Committee but others may attend by invitation. The Chief Executive Officer, head of human resources and external advisers may be invited to attend for one or part of any meetings as and when appropriate and necessary.

1.7 Meetings of the Nomination Committee are to be held not less than twice a year and at such other times as the chairman of the Nomination Committee shall require. Any of the Nomination Committee members may request a meeting of the Nomination Committee if he or she considers it necessary, to be arranged by the Company Secretary.

2. AUTHORISATION

The Nomination Committee is authorised by the Board:

2.1 at the Company's expense, to obtain such legal or other independent professional advice as it deems necessary to fulfil its responsibilities; and

2.2 to secure the attendance of other persons at its meetings if it considers this necessary.

3. DUTIES OF THE NOMINATION COMMITTEE

The duties of the Nomination Committee are to carry out the following (in relation to the Company and its major trading subsidiaries) as appropriate:

3.1 to regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board (with particular regard to the balance of executive and non-executive directors, including independent non-executives) and to make recommendations to the Board with regard to any changes that the Nomination Committee considers necessary;

3.2 to put in place plans for the orderly succession of appointments to the Board and to senior management and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company and the skills and experience needed within the Company and on the Board;

3.3 to identify and nominate candidates, for the approval of the Board, to fill Board vacancies as and when they arise. In identifying suitable candidates, the Nomination Committee shall:

3.3.1 use open advertising or the services of external advisers to facilitate the search;

3.3.2 consider candidates from a wide range of backgrounds; and

3.3.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board including gender, taking care that appointees have enough time to devote to the position;

3.4 to evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;

3.5 for the appointment of a chairman, to prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the chairman's commitments should be reported to the Board as they arise;

3.6 prior to the appointment of a director the proposed appointee should be required to disclose:

3.6.1 other significant time commitments and be required to report any future significant time commitments and business interests that could result in a constraint on the director's time or a conflict of interest; and

3.6.2 any other business interests that may result in a conflict of interest;

3.7 to keep under review the leadership and senior management needs of the Group, including executive and non-executive directors and the wider senior management team, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace;

3.8 to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

3.9 to review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

3.10 to ensure that on appointment non-executive directors receive a formal letter setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings;

3.11 to review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning;

3.12 to ensure, in conjunction with the Chairman of the Company, that new directors receive a full, formal and tailored induction;

3.13 to make recommendations to the Board concerning:

3.13.1 succession planning for both executive and non-executive directors and in particular for key roles of chairman and chief executive;

3.13.2 suitable candidates for the role of senior independent director;

3.13.3 the membership of the Audit and Risk Committee and Remuneration Committee and any other Board committees as appropriate, in consultation with the chairmen of those committees;

3.13.4 the reappointment of any non-executive director at the conclusion of his or her specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

3.13.5 the continuation, or not, in service of an executive director as an executive or non-executive director having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;

3.13.6 for the continuation, or not, in service of any director who has reached the age of 70 if required by the articles;

3.13.7 the appointment of any director to executive or other office;

3.13.8 the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code;

3.13.9 directors who will be retiring by rotation to be proposed for re-election;

3.13.10 directors who will have been in office for 3 years to stand for re-election having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;

3.14 to make a statement in the annual report about its activities, including:

3.14.1 the process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline;

3.14.2 an explanation if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company or individual directors;

3.14.3 a statement of the Board's approach to succession, policy on diversity and inclusion, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives;

3.14.4 the gender balance of those in the senior management team and their direct reports; and

3.15 to consider other matters as referred to the Nomination Committee by the Board.

4. NOMINATION COMMITTEE CHAIRMAN

The Nomination Committee chairman should:

4.1 report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;

4.2 attend the Company's annual general meeting prepared to answer shareholders' questions on the Nomination Committee's activities; and

4.3 seek engagement with shareholders on significant matters related to the Nomination Committee's areas of responsibility.

5. SECRETARY

The Company Secretary shall:

5.1 minute the proceedings and resolutions of all meetings of the Nomination Committee, including recording the names of those present and in attendance;

5.2 ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and

5.3 promptly circulate draft minutes of Nomination Committee meetings to all members of the Nomination Committee and, once agreed, to all members of the Board, unless in the opinion of the Nomination Committee chairman it would be inappropriate to do so or a conflict of interest exists.

6. OTHER MATTERS

The Nomination Committee shall:

6.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;

6.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

6.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure and Transparency Rules and Luxembourg's Company Law and Disclosure and Transparency Rules and any other applicable rules, as appropriate;

6.4 work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly; and

6.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Approved by the Board on 10 March 2025.