

B&M EUROPEAN VALUE RETAIL S.A.

TERMS OF REFERENCE OF THE REMUNERATION 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 Remuneration Committee for compliance with the UK Corporate Governance Code.

1. COMPOSITION AND MEETINGS OF REMUNERATION COMMITTEE

- 1.1 The Remuneration Committee comprises not less than three non-executive directors of the Company, to be selected by the Board (on the recommendation of the Nomination Committee and in consultation with the chairman of the Remuneration Committee), who are all independent in character and judgement and free from any relationship or circumstance which is likely to affect, or could appear to affect, the Remuneration Committee member's judgement. The chairman of the Board may also serve on the Remuneration Committee as an additional member if he or she was considered independent on appointment as chairman. The Board will, from time to time, review the composition and membership of the Remuneration Committee.
- 1.2 If any member of the Remuneration Committee is unable to act for any reason, the chairman of the Remuneration Committee may appoint any other independent non-executive director of the Company to act as his or her alternate.
- 1.3 The chairman of the Remuneration Committee who shall be an independent non-executive director shall be appointed by the Board. In the absence of the chairman of the Remuneration Committee, the remaining members present shall elect one of their number to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board. The chairman of the Board shall not be chairman of the Remuneration Committee.
- 1.4 The Company Secretary (or his or her nominee) shall be the secretary of the Remuneration Committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 1.5 The quorum for meetings of the Remuneration Committee is any two of its members.
- 1.6 No one other than a Remuneration Committee member is entitled to attend meetings of the Remuneration Committee but others may attend by invitation. The chief executive officer, the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 1.7 Meetings of the Remuneration Committee are to be held not less than twice a year and at such other times as the chairman of the Remuneration Committee shall require. Any of the Remuneration Committee members may request a meeting of the Remuneration Committee if he or she considers it necessary, to be arranged by the secretary.

- 1.8 No Remuneration Committee member shall participate in any discussion or decision on their own remuneration.

2. AUTHORISATIONS

The Remuneration Committee is authorised by the Board:

- 2.1 to investigate remuneration paid to directors or other executives of other companies of a similar size in a comparable industry sector in the UK;
- 2.2 to obtain information it requires (including, without limitation, information on the remuneration of any employee) from any employee of a Group company;
- 2.3 to obtain, at the Company's expense, but within any budgetary constraints imposed by the Board, such legal or other independent professional advice as it deems necessary to fulfil its responsibilities;
- 2.4 to retain, at the Company's expense, but within any budgetary constraints imposed by the Board, remuneration consultants, and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties;
- 2.5 to obtain the advice and assistance of any of the Company's executives provided their role in providing such advice and assistance is clearly separated from their role within the business; and
- 2.6 to secure the attendance of any person with relevant experience and expertise at Remuneration Committee meetings if it considers this appropriate.

3. DUTIES OF THE REMUNERATION COMMITTEE

The duties of the Remuneration Committee are:

- 3.1 to set the remuneration policy for all executive directors of the Company, the CEO's of the divisional businesses of the Group, the UK Executive Committee directors and the Company Secretary (together the "Senior Management") and the Company's chairman, including pension rights and any compensation payments and their cost. The Board itself or, where required by the articles of association, the shareholders should determine the remuneration of the non-executive directors within the limits set in the articles of association. No director or other person shall be involved in any decisions as to their own remuneration;
- 3.2 to receive a report from management at least annually on key elements of remuneration for employees below the Senior Management;
- 3.3 to review the ongoing appropriateness and relevance of the remuneration policy for the Senior Management and the Company's chairman;

- 3.4 to approve the design of, and determine targets for, any performance-related pay schemes operated by the Company and approve the payments made under such schemes in respect of the Senior Management and (where applicable) the Company's chairman, and, to receive an annual report from management on total annual bonuses proposed for the Group's other employees;
- 3.5 to review the design of all share incentive plans for approval by the Board and (where required) shareholders. For any such plans, to determine each year whether awards will be made and (if so) the overall amount of such awards, the individual awards to the Senior Management and other senior management employees and the performance targets to be used;
- 3.6 to determine the policy for, and scope of, pension arrangements for each member of the Senior Management and the chairman of the Company;
- 3.7 to ensure that contractual terms on termination for members of the Senior Management, and any payments made, are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 3.8 within the terms of the agreed policy and in consultation with the chairman of the Company and/or the chief executive officer as appropriate, to determine the total individual remuneration package of each member of the Senior Management and the chairman of the Company including bonuses, incentive payments and share options or other share awards, any remuneration schemes to consider UK Corporate Governance Code requirements:
 - 3.8.1 for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture; and
 - 3.8.2 to support strategy and long-term shareholding by executive directors that support alignment with long-term shareholder interests;
- 3.9 to review workforce remuneration and related policies across the Group and have regard to them especially when setting the policy for the remuneration of executive directors of the Company;
- 3.10 to oversee any major changes in employee benefits structures throughout the Company or the Group;
- 3.11 to agree the policy for authorising claims for expenses from the directors of the Company;
- 3.12 to be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee;
- 3.13 to obtain reliable, up-to-date information about remuneration in other companies;
- 3.14 to make recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

- 3.15 ensure that provisions regarding disclosure of information as set out in the UK Corporate Governance Code, are fulfilled;
- 3.16 to produce a report of the Company's remuneration policy and practices as it affects directors of the Company to be included in the company's annual report and ensure each year that it is put to shareholders for approval at the annual general meeting. If the Remuneration Committee has appointed remuneration consultants, the annual report of the Company's remuneration policy should identify such consultants and state whether they have any other connection with the Company or individual directors; and
- 3.17 to consider other matters as referred to the Remuneration Committee by the Board.

4. REMUNERATION COMMITTEE CHAIRMAN

The Remuneration Committee's chairman shall:

- 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 annual general meeting prepared to answer any shareholder questions on the Remuneration Committee's activities; and
- 4.3 ensure that the Company maintains contact as required with its principal shareholders about remuneration.

5. SECRETARY

The Company Secretary shall:

- 5.1 minute the proceedings and resolutions of all meetings of the Remuneration 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 minutes of the Remuneration Committee meetings to all members of the Remuneration Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

6. OTHER MATTERS

The Remuneration 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, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/non listed companies and formation and operation of share schemes including but not limited to the provisions of the UK Corporate Governance Code, the requirements of the UK Listing Authority's Listing Rules, Prospectus Rules, and Disclosure and Transparency Rules and Luxembourg's Company Law and Disclosure and Transparency Rules as well as guidelines published by the Investment Association, Institutional Shareholder Services and Glass Lewis and the Pensions and Lifetime Savings Association and any other applicable rules, as appropriate; 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