



**B&M European Value Retail S.A (the "Company" or "B&M Luxembourg")  
FAQs for shareholders**

**Proposed migration of B&M European Value Retail S.A from Luxembourg to Jersey to become  
B&M European Value Retail plc (the "Migration")**

**25 February 2026**

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If you are in any doubt as to the content of this document, or what action you should take, you are recommended to seek your own personal financial and/or tax advice from an appropriately authorised adviser.

## **SECTION 1: GENERAL**

### **1. What is the Migration?**

The Migration is the change to the Company's domicile from Luxembourg to Jersey by way of a statutory migration pursuant to which it will cease to be a *société anonyme* ("S.A.") incorporated under the laws of Luxembourg and will become, by operation of law, a public limited company governed by the laws of Jersey.

### **2. How will the Migration be achieved?**

The Migration will be effected by means of a statutory migration process under applicable Luxembourg and Jersey law, which does not involve any change in the Company's legal personality or any statutory merger, consolidation or similar plan of acquisition. Upon the Migration being completed, the Company will cease to be a Luxembourg entity and will become a Jersey public limited company with the name "B&M European Value Retail plc" ("B&M Jersey").

### **3. What will happen to the London listing?**

The Company will retain its London listing and its place in the FTSE's UK Indices. In anticipation of the Migration, the Company will apply for the ordinary shares in B&M Jersey (the "**B&M Jersey Shares**") to be admitted to the equity shares (commercial companies) category of the Official List of the Financial Conduct Authority (the "**FCA**") and to trading on the main market for listed securities of the London Stock Exchange in place of the B&M Luxembourg shares, upon completion of the Migration (together, the "**Admission**"). It is expected that Admission and unconditional dealings in B&M Jersey Shares will become effective on 2 March 2026.

A new International Securities Identification Number ("**ISIN**"), JE00BVSJW51, has been issued in respect of the B&M Jersey Shares and will become effective upon the Migration being completed and Admission becoming effective.

### **4. What will happen to existing dividend mandates?**

Shareholder mandates relating to the payment of dividends and other instructions (or deemed instructions) given to the Company and in force immediately prior to the implementation of the Migration being completed, are expected to be an effective mandate or instruction in respect of the B&M Jersey Shares for the vast majority of shareholders, unless amended or revoked by the relevant shareholder or otherwise required by applicable law or regulation.

Shareholders who hold their interest in the Company's shares through CREST should ensure that they have enabled their CREST Memorandum Account in respect of their holdings in order to receive dividend payments via the CREST system following completion of the Migration (see Section 2 below for further details).

Dividends paid following the Migration will not be subject to dividend withholding tax.

### **5. Who will be the Company's registrar?**

As the Company will cease to be a Luxembourg incorporated company and the Company's shares will no longer be held through the LuxCSD (the Luxembourg central depository) the Company has appointed Equiniti (Jersey) Limited ("**Equiniti**") as its registrar with effect from

completion of the Migration.

**6. What will be the tax status of B&M Jersey?**

Whilst B&M Jersey will be incorporated under the laws of Jersey, it will be centrally managed and controlled and therefore tax resident in the UK. As such, it will be fully subject to tax in the UK.

## **SECTION 2: HOLDERS OF CREST DEPOSITARY INTERESTS IN CREST ("CDI Holders")**

As a CDI Holder, you will not be required to take any action in relation to how you hold your interest in the Company's shares or how you receive dividend payments, provided you have enabled your CREST Memorandum Account to accept dividend payments via the CREST system.

For further information on steps that CDI holders who have not enabled their CREST Memorandum Accounts need to take, see Question 9 below.

### **7. What will happen to my CREST Depositary Interests upon the Migration taking effect?**

Prior to the Migration, you may continue to hold your interests in the Company's Shares in the form of Crest Depositary Receipts ("**CDIs**"). Immediately following the Migration being completed, the CREST account(s) through which you currently hold your CDIs will be automatically credited with Shares in B&M Jersey and your CDIs will be cancelled as you will no longer be able to hold CDIs. To do this, the Company will:

- i. instruct LuxCSD to transfer all your Shares held in the form of CDIs to Equiniti, as receiving agent and registrar; and
- ii. instruct Equiniti to transfer your B&M Jersey Shares directly into your CREST account.

You should not need to take any action in order for this to happen.

If you hold CDIs through a broker, custodian or nominee, you should contact your broker, custodian or nominee for further information.

### **8. As a CDI Holder, can I trade my interest in B&M Jersey Shares on the London Stock Exchange after the Migration?**

Yes. You will continue to be able to trade your Shares in the same way as before without any disruption to the settlement processes on the London market.

### **9. How will I receive my dividends following the Migration?**

How you receive your dividend after the Migration will depend on the CREST Memorandum Account settings of the CREST account through which you hold your Shares.

- If the CREST account through which you hold your Shares is enabled to receive dividends through the CREST system, you will automatically receive payment of future dividends in your CREST account, and you need not take any action.
- If the CREST account through which you hold your Shares is not enabled to receive dividends through the CREST system, you will need to either (i) write to Euroclear UK & International Limited ("**Euroclear**") to enable dividend payments through the CREST system, if you hold your Shares directly, or contact the broker nominee or other custodian through which you hold your Shares indirectly to request they do so on your behalf; or (ii) contact Equiniti promptly, and by no later than the record date of the next dividend record date - date to be advised in future communications (the "**Dividend Record Date**") - using the contact details in **Section 5**, in order to provide your bank account details so that future dividends can be paid into that account.

If you are unsure whether your CREST Memorandum Account has been enabled to receive dividends you should contact Euroclear if you hold Shares directly or your broker, nominee or other custodian through which you indirectly hold your Shares.

**10. What will happen if I do not enable my CREST Memorandum Account to receive dividends through the CREST system or provide my bank details?**

If your CREST Memorandum Account is not enabled to receive dividend payments through CREST, you must provide Equiniti with a bank mandate form to be received before the dividend Record Date. Your dividends may be retained by Equiniti until a bank mandate form is received and an election is received.

### **SECTION 3: SHAREHOLDERS WHO HOLD INTERESTS THROUGH EUROCLEAR ("EUROCLEAR PARTICIPANTS")**

As a Euroclear Participant, you do not need to take any action in relation to how you hold your interest in the Company's shares or receive dividend payments, provided you wish to continue to hold your interests indirectly through your broker, nominee or other custodian with Euroclear.

**11. As a Euroclear Participant, what will happen to my interest in the Company's shares following the Migration?**

There will be no material impact on the way you will continue to hold your interest in B&M Jersey. You may continue to hold your interests indirectly through your broker, nominee or other custodian with Euroclear.

However, you will have the option to set up or nominate a CREST account in order to hold your Shares in B&M Jersey directly in CREST. Holding through CREST provides a more efficient process for settling share transactions.

For more information regarding setting up a CREST account, please contact your nominee or custodian with Euroclear.

**12. As a Euroclear Participant, can I trade my interest in B&M Jersey Shares on the London Stock Exchange after the Migration?**

Yes. You will continue to be able to trade your B&M Jersey Shares in the same way as before without any disruption to the settlement processes on the London market.

**13. How will I receive my dividends following the Migration?**

If you are a Euroclear Participant, you will continue to receive your dividends in the same way as you did immediately prior to the Migration becoming effective and you will not be required to take any further actions.

#### **SECTION 4: SHAREHOLDERS WITH SUSPENDED VOTING RIGHTS**

**14. What will happen if I am a shareholder whose voting rights have been suspended?**

If you failed to complete the steps necessary to dematerialise your Shares in connection with the dematerialisation of all the Company's Shares in 2023, your voting rights may have been suspended and dividends paid on any such shares will have been retained by the Company's agent pending completion of the necessary steps to restore those voting rights and to permit the dividends to be disbursed.

The Company will be writing to you shortly, with details of the steps you will be required to take following implementation of the Migration being completed.

You may also contact Equiniti using the contact details in **Section 5**.

## **SECTION 5: EQUINITI CONTACT DETAILS**

A range of help is available online at **[www.help.shareview.co.uk](http://www.help.shareview.co.uk)**.

From here, you will be able to securely email Equiniti (Jersey) Limited with your enquiry.

Alternatively, you can call Equiniti on **+44 (0)371 384 2050** (please use the country code when contacting Equiniti from outside the UK). Lines are open 8:30am to 5:30pm (UK time) Monday to Friday (excluding public holidays in England and Wales). Calls to 0371 numbers are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate.

Or you can write to:

Equiniti Limited  
Aspect House, Spencer Road  
Lancing, West Sussex  
BN99 6DA. United Kingdom

For deaf and speech impaired customers, Equiniti (Jersey) Limited welcome calls via Relay UK. Please see **[www.relayuk.bt.com](http://www.relayuk.bt.com)** for more information.

Please note that for legal and regulatory reasons, the Company's registrar will not be able to provide legal, business, financial or tax advice.