

Barcode:

Investor Code:

**ANNUAL GENERAL MEETING of B&M European Value Retail S.A.
to be held on Monday, 30 July 2018 commencing at 12:00 noon (CET) at
the Sofitel Luxembourg Europe, 4, rue du Fort Niedergrünwald, L-2226 Luxembourg.**

This Form of Direction is for completion by holders of Depositary Interests representing shares in B&M European Value Retail S.A. (the “Company”).

It is to be used in relation to the Annual General Meeting (the “AGM”) of the Company to be held at the Sofitel Luxembourg Europe, 4, rue du Fort Niedergrünwald, L-2226 Luxembourg on Monday, 30 July 2018, commencing at 12:00 noon (CET).

Please complete, sign and return this form to Link Asset Services, PXS, 34, Beckenham Road, Beckenham, Kent BR3 4TU, England in the reply paid envelope provided **so as to be received by no later than 12:00 noon (CET) on Wednesday 25 July 2018.**

Bar Code

Investor Code:

Event Code:

I/We being a holder of Depositary Interests of the Company hereby instruct Link Market Services Trustees Limited (the “Depositary”), to vote on my/our behalf in person or by proxy at the AGM of the Company to be held at 12:00 noon (CET) on Monday 30 July 2018 (and unless otherwise stated at any adjournment thereof) in respect of the resolutions proposed for adoption at the AGM as directed by an “X” in the spaces below.

Please indicate with an “X” in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed to have instructed the Depositary to abstain from voting on the specified resolution.

For the full text of the resolutions to be put to the AGM, please refer to the agenda of the AGM enclosed with this Form of Direction.

RESOLUTIONS				RESOLUTIONS			
	For	Against	Vote withheld		For	Against	Vote withheld
1. To receive the Directors Report for the year ended 31 March 2018.	☐	☐	☐	13. To re-elect Simon Arora as a Director.	☐	☐	☐
2. To receive the consolidated and unconsolidated Financial Statements and Annual Accounts for the financial year ended 31 March 2018 and the Auditor's Reports thereon.	☐	☐	☐	14. To re-elect Paul McDonald as a Director.	☐	☐	☐
3. To approve the consolidated Financial Statements and Annual Accounts of the Company for the year ended 31 March 2018.	☐	☐	☐	15. To re-elect Thomas Hübner as a Director.	☐	☐	☐
4. To approve the unconsolidated Financial Statements and Annual Accounts of the Company for the year ended 31 March 2018.	☐	☐	☐	16. To re-elect Kathleen Guion as a Director.	☐	☐	☐
5. To approve the result of the Company for the year ended 31 March 2018 and the allocation.	☐	☐	☐	17. To re-elect Ron McMillan as a Director.	☐	☐	☐
6. To approve the total dividend of the Company for the year ended 31 March 2018.	☐	☐	☐	18. To re-elect Harry Brouwer as a Director.	☐	☐	☐
7. To approve the annual report on the Directors' Remuneration for the year ended 31 March 2018.	☐	☐	☐	19. To discharge the Auditor for the year ended 31 March 2018.	☐	☐	☐
8. To approve the Directors' Remuneration Policy.	☐	☐	☐	20. To re-appoint KPMG Luxembourg as Auditor of the Company.	☐	☐	☐
9. To authorise the Directors to amend the Company's Long Term Incentive Plan.	☐	☐	☐	21. To authorise the Board to determine the Auditor's remuneration.	☐	☐	☐
10. To authorise the Directors to approve the Deferred Bonus Share Plan.	☐	☐	☐	22. To authorise the Company to make market purchases of its ordinary shares.	☐	☐	☐
11. To discharge each of the Directors (including former Directors who retired during the year).	☐	☐	☐	23. To confirm the Board shall have full power to issue shares on a non-pre-emptive basis generally up to 5% of the issued share capital.	☐	☐	☐
12. To ratify the appointment of and to re-elect Peter Bamford as a Director.	☐	☐	☐	24. To confirm the Board shall have full power to issue shares on a non-pre-emptive basis up to an additional 5% of the issued share capital for acquisitions and capital investments.	☐	☐	☐
Signature				Date			

Notes

1. Please indicate how you wish your votes to be cast by placing an "X" in the box provided. On receipt of this Form of Direction, duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions. The omission to cross a box shall be considered as an abstention to vote on the relevant resolution.
 2. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
 3. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarised or otherwise certified copy of such power or authority, must be deposited at Link Asset Services, PXS, 34, Beckenham Road, Beckenham, Kent BR3 4TU England by no later than 12:00 noon (CET) on Wednesday 25 July 2018. **Any form of direction received after that deadline will be disregarded.**
 4. The Depositary will appoint the Chairman of the AGM as proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the AGM.
 5. Any alterations made to this Form of Direction must be initialled.
 6. Depositary Interests held in uncertificated form in CREST may also vote through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent RA10 by no later than 12:00 noon (CET) on Wednesday 25 July 2018. Further details may be found in the Notice of the AGM which accompanies this Form of Direction. The Company may treat as invalid a voting instruction sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 7. Depositary Interest holders wishing to attend the AGM should request a Letter of Representation by contacting the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England or email custodymgmt@linkgroup.co.uk by no later than 12:00 noon (CET) on Wednesday 25 July 2018. Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the Depositary Interests Register of the Company as at 12:00 midnight (CET) on Monday 16 July 2018. Changes to entries on the Depositary Interests Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
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