FORM OF DIRECTION B&M European Value Retail S.A.

Registered Office: 9, Allée Scheffer, L-2520 Luxembourg, Grand-Duchy of Luxembourg
RCS Luxembourg B 187275

Barcode:

Investor Code:

ORDINARY GENERAL MEETING of B&M European Value Retail S.A.
to be held on Tuesday, 18 September 2018 commencing at 10:00 am (CET)
at Le Royal Hotel, 12, Boulevard Royal, L-2449 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 Ordinary General Meeting (the "Meeting") of the Company to be held at Le Royal Hotel, 12, Boulevard Royal, L-2449 Luxembourg on Tuesday, 18 September 2018, commencing at 10:00 am (CET).

Please complete, sign and return this form to Link Asset Services, PXS, 34, Beckenham Road, Beckenham, Kent BR3 4TU, England **so as to be received by no later than 10:00 am (CET) on Thursday 13 September 2018.**

FORM OF DIRECTION B&M European Value Retail S.A.

ORDINARY GENERAL MEETING

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 Ordinary General Meeting of the Company to be held at 10:00 am (CET) on Tuesday 18 September 2018 (and unless otherwise stated at any adjournment thereof) in respect of the resolution proposed for adoption at the Ordinary General Meeting 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 resolution.

For the full text of the resolution to be put to the Ordinary General Meeting, please refer to the agenda of the Ordinary General Meeting enclosed with this Form of Direction.

RESOLUTIONS	For	Against	Vote withheld
1. To appoint Tiffany Hall as a Director of the Company.			

Signature

Date

In the case of joint holders only one holder needs to sign. In the case of a corporation this form must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised stating their capacity (e.g. director, secretary).

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 from voting on the 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 10:00 am (CET) on Thursday 13 September 2018. **Any form of direction received after that deadline will be disregarded.**
4. The Depositary will appoint the Chairman of the Ordinary General Meeting 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 the resolution) which may properly come before the Ordinary General Meeting.
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 10:00 am (CET) on Thursday 13 September 2018. Further details may be found in the Notice of the Ordinary General Meeting 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 Ordinary General Meeting 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 custodymgt@linkgroup.co.uk by no later than 10:00 am (CET) on Thursday 13 September 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 04 September 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.