

+ **FORM OF PROXY** B&M European Value Retail S.A. +

Registered Office: 68-70, Boulevard de la Pétrusse, L-2320 Luxembourg
RCS Luxembourg B 187275

This form is **only** for use by holders of ordinary shares in certificated form or account holders of dematerialised shares with LuxCSD. It is **not** for use by holders of CREST Depository Interests or other indirect holders of beneficial interests.

Investor Code:

**ANNUAL GENERAL MEETING of B&M European Value Retail S.A.
to be held on Thursday 29 July 2021 commencing at 12:00 noon (CEST)
at 5, Rue Goethe, L-1637 Luxembourg.**

This Form of Proxy is for completion by shareholders who hold registered 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 5, Rue Goethe, L-1637 on **Thursday 29 July 2021**, commencing at 12:00 noon (CEST).

Please complete, sign and return this form to Banque Internationale à Luxembourg S.A., Attn: Common Depository Team, 69, Route d'Esch, L-2953 Luxembourg **so as to be received by no later than 12:00 noon (CEST) on Tuesday 27 July 2021.**

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ANNUAL GENERAL MEETING

Investor Code:

I/We being a holder of ordinary shares of the Company hereby appoint the Chairman of the meeting OR the person indicated in the box below (see over Note 1) **Name of proxy** **Number of shares proxy appointed over**

as my/our proxy to vote on my/our behalf at the AGM of the Company to be held at 12:00 noon (CEST) on Thursday 29 July 2021 (and, unless otherwise provided, at any adjournment thereof) in respect of the resolutions proposed for adoption at the AGM. I/We have indicated with an "X" below how I/we wish my/our votes to be cast on each resolution.

If you wish to appoint multiple proxies see over Note 2. Please tick this box if this proxy appointment is one of multiple appointments being made:

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 Proxy.

RESOLUTIONS

- | | For | Against | Vote withheld |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 1. To receive the Directors Report for the year ended March 2021. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. To receive the consolidated and unconsolidated Financial Statements and Annual Accounts for the financial year ended March 2021 and the Auditor's Reports thereon. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. To approve the consolidated Financial Statements and Annual Accounts of the Company for the year ended 27 March 2021. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. To approve the unconsolidated Financial Statements and Annual Accounts of the Company for the year ended 31 March 2021. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. To approve the result of the Company for the year ended 31 March 2021 and its allocation. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. To approve the total dividend of the Company for the year ended 31 March 2021. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. To approve the annual report on the Directors' Remuneration for the year ended 31 March 2021. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. To approve the Director's Remuneration Policy. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. To discharge each of the Directors (including a former Director who retired during the year). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. To re-elect Peter Bamford as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. To re-elect Simon Arora as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

RESOLUTIONS

- | | For | Against | Vote withheld |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 12. To ratify the appointment of and re-elect Alejandro Russo as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13. To re-elect Ron McMillan as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14. To re-elect Tiffany Hall as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15. To re-elect Carolyn Bradley as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16. To discharge the Auditor for the year ended 31 March 2021. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 17. To re-appoint KPMG Luxembourg as Auditor of the Company. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 18. To authorise the Directors to determine the Auditor's remuneration. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 19. To authorise the Company to make market purchases of its ordinary shares. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 20. 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. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 21. 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. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 22. To approve the use of electronic means of communication of information to shareholders. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

In the case of a corporation this proxy 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. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
 2. Under Luxembourg law, you may only appoint more than one proxy if (i) you hold shares in more than one securities account or (ii) if you act professionally on behalf of natural or legal persons. To appoint more than one proxy you may photocopy this form. Please indicate in the box next to the proxy holder's name (see over) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box (see over) if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
 3. If you submit more than one valid proxy appointment in respect of the same share, the appointment received last before the latest time for the receipt of proxies will take precedence.
 4. Any alterations to this form should be initialled.
 5. 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.
 6. 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 number of shares held by a shareholder as at 12:00 midnight (CEST) on Thursday 15 July 2021. By this time the shareholder must have their name entered on the Register of Shareholders of the Company, or be recorded as holding those shares in an account with LuxCSD being the Company's appointed settlement organisation for dematerialised shares. Transfers of shares which are registered or recorded in either such way after this time will be disregarded in determining the rights of any person to attend and vote at the meeting.
 7. In the case of joint holdings, unless otherwise notified to the Company by the joint holders, the vote of the senior joint holder who tenders voting instructions will be accepted to the exclusion of the voting instructions of the other joint holder(s). For this purpose seniority will be determined by the order in which the names stand in the Company's Share Register in respect of their joint holdings.
 8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
 9. The Form of Proxy must arrive at Banque Internationale à Luxembourg S.A., Attn: Common Depository Team, 69, Route d'Esch, L-2953 Luxembourg, Grand-Duchy of Luxembourg, so as to be received by no later than 12:00 noon (CEST) on Tuesday 27 July 2021. **Any Form of Proxy received after that deadline will be disregarded.**
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