



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

Registered Office: 3, rue Gabriel Lippmann, L-5365 Munsbach  
RCS Luxembourg B 187275  
(the “Company”)



THIS FORM IS **NOT** FOR USE BY HOLDERS OF CREST DEPOSITORY INTERESTS OR OTHER INDIRECT HOLDERS OF INTERESTS (SEE NOTE 8.1 OF THE NOTICE).

**EXTRAORDINARY GENERAL MEETING of B&M European Value Retail S.A.  
to be held on Tuesday 22 July 2025 commencing at 12:30 pm (CET)  
at the SOFTEL EUROPE, 6, rue du Fort Niedergrünewald, L-2226 Luxembourg.**

This form of Proxy is to be used in relation to the Extraordinary General Meeting (the “Meeting”) of the Company to be held at the SOFTEL Europe, 6, rue du Fort Niedergrünewald, L-2226 Luxembourg on Tuesday 22 July 2025, commencing at 12:30 pm (CET).

Please complete, sign and return this form to Banque Internationale à Luxembourg S.A., Agency Services Team, 69, Route d’Esch, L-2953 Luxembourg so as to be received by no later than 12:30 pm (CET) on Friday 18 July 2025.



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

**EXTRAORDINARY GENERAL MEETING**



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 Note 1)

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 12:30 pm (CET) on Tuesday 22 July 2025 (and, unless otherwise provided, at any adjournment thereof) in respect of the resolutions proposed for adoption at the Extraordinary General Meeting. I/We have indicated with an “X” below how I/we wish my/our votes to be cast on the resolution.

If you wish to appoint multiple proxies see 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 Extraordinary General Meeting, please refer to the agenda as set out in the notice of the Extraordinary General Meeting.

**RESOLUTIONS**

1. To approve the transfers of the registered office of the Company to Jersey and of its central administration to the UK (the “Migration”); and to approve that the Company will continue to exist under the form of a public limited company incorporated under Jersey Law with its corporate name changed into B&M European Value Retail plc (“B&M Jersey”).
2. To approve the change of address of the registered office of the Company.
3. To acknowledge and approve that B&M Jersey Articles shall replace the articles of association of the Company as from the effective date of the Migration.
4. To grant full discharge to the auditor of the Company and to terminate his mandate as from the effective date of the Migration.

For  
Against  
Withheld

X

X

X

X

X

X

X

X

X

X

X

X

**RESOLUTIONS**

5. To appoint KPMG LLP as auditor of B&M Jersey as from the effective date of the Migration.
6. To authorise the Board to determine the remuneration of the auditor of B&M Jersey.
7. To appoint Alex Simpson as Secretary of B&M Jersey as from the effective date of the Migration.
8. To empower the notary, her clerk, any lawyer or employee of Clifford Chance Luxembourg and of Equinili, as well as any lawyer, any director and any daily manager of the Company to do all formalities to transfer the Company’s registered office and central administration.

For  
Against  
Withheld

X

X

X

X

X

X

X

X

X

X

X

X

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 of the Meeting, 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 deadline 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 from voting on any proposed 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 (CET) on Tuesday 8 July 2025. By this time the shareholder must be recorded as holding shares in an account with LuxCSD. Transfers of shares after this time will be disregarded in determining the rights of any person to attend and vote at the Meeting.
  7. The completion and return of this form will not preclude a member from attending the Meeting and voting in person.
  8. The Form of Proxy must arrive at Banque Internationale à Luxembourg S.A., Agency Services Team, 69, Route d'Esch, L-2953 Luxembourg, Grand-Duchy of Luxembourg, so as to be received by no later than 12:30 pm (CET) on Friday 18 July 2025. **Any Form of Proxy received after that deadline will be disregarded.**
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