**B&M EUROPEAN VALUE RETAIL S.A.**

*Société Anonyme*

Registered office: 3, rue Gabriel Lippmann - L-5365 Munsbach,

Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B 187275

(the “Company”)

Each of the following resolutions were duly passed by the shareholders of the Company at the Extraordinary General Meeting on 22 July 2025.

**RESOLUTIONS**

**Extraordinary resolution 1**

To approve (i) the Migration and the related transfer of: (a) the registered office of the Company from the Grand Duchy of Luxembourg to the Channel Island of Jersey and (b) the central administration (administration centrale) of the Company from the Grand Duchy of Luxembourg to the United Kingdom, without any change to its legal personality, (ii) that all the necessary steps required under the laws of the Grand Duchy of Luxembourg to transfer the registered office of the Company from Luxembourg to Jersey and the central administration (administration centrale) of the Company from the Grand Duchy of Luxembourg to the United Kingdom be taken and (iii) that the Company will continue to exist in Jersey as a company incorporated under the Companies (Jersey) Law 1991 (the “**Jersey Companies Law**”) with the name of the Company changed to B&M European Value Retail plc and under the form of a public limited company in accordance with the Jersey Companies Law. The Migration (including the aforementioned transfer of registered office and central administration) will only be effective upon the issuance of a certificate of continuance by the Jersey Registrar, evidencing the Company’s continuation as B&M Jersey, a company incorporated in Jersey (the “**Effective Date**”).

**Extraordinary resolution 2**

Subject to approval of the foregoing agenda item, to approve the change of the registered office of the Company to Jersey with effect from the Effective Date and to such address in Jersey as the Directors may determine with effect from the Effective Date.

**Extraordinary resolution 3**

Subject to approval of the foregoing agenda items, to acknowledge and approve that with effect as from the Effective Date, the current Articles shall be substituted in their entirety by the adoption of the memorandum and articles of association of B&M Jersey (the “**B&M Jersey Articles**”).

**Extraordinary resolution 4**

Subject to approval of the first three items on the agenda, to acknowledge, and to the extent required, approve that the mandate of the current independent auditor (*réviseur d’entreprises agréé*), KPMG Audit S.à r.l., shall end with effect as of the Effective Date and to grant discharge, as appropriate and to the fullest extent legally permissible under Luxembourg law, to KPMG Audit S.à r.l., for its work performed as independent auditor (*réviseur d’entreprises agréé*) of the Company up to and until the Effective Date.

**Extraordinary resolution 5**

Subject to approval of the first three items on the agenda, to appoint KPMG LLP as auditor of the Company (the “**B&M Jersey Auditor**”), with effect as of the Effective Date and until the AGM deliberating upon the annual accounts as at March 2027 (“**2027 AGM**”).

**Extraordinary resolution 6**

Subject to the approval of the first three items on the agenda as well as the fifth item on the agenda, to authorise the Board to determine the remuneration of the B&M Jersey Auditor, as new auditor of the Company as from the Effective Date.

**Extraordinary resolution 7**

Subject to approval of the first three items on the agenda, to appoint Alex Simpson as the secretary of the Company with effect from the Effective Date.

**Extraordinary resolution 8**

Subject to approval of the first three items on the agenda, to empower Maître Léonie Grethen, Luxembourg public notary, any employee or clerk of the office of Maître Léonie Grethen, any lawyer or employee of Clifford Chance Luxembourg and any employee of Equiniti or its affiliates as well as any lawyer, any director and any daily manager of the Company, with full power of substitution, to perform any formalities required in connection with the Migration and/or the transfer of the registered office from the Grand Duchy of Luxembourg to Jersey and the central administration (*administration centrale*) from the Grand Duchy of Luxembourg to the United Kingdom.