

## NOTICE OF ORDINARY GENERAL MEETING

### **B&M European Value Retail S.A.**

*Société Anonyme*

Registered office: 68-70, Boulevard de la Pétrusse, L-2320 Luxembourg  
Grand-Duchy of Luxembourg  
R.C.S. Luxembourg: B 187275

Notice of the Ordinary General Meeting of B&M European Value Retail S.A. to be held at 11:00 am (CET) on Monday 31 October 2022 at 5, Rue Goethe, L-1637 Luxembourg, is set out on page 4 of this document.

**This document is important and requires your immediate attention.**

**If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from a stockbroker, bank manager, lawyer, accountant or other authorised independent professional adviser.**

If you have sold or transferred all your Ordinary Shares, or CREST Depository Interests representing Ordinary Shares in B&M European Value Retail S.A., you should pass this Notice and all other documents enclosed with it to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected.

#### **Ordinary Shareholders**

The enclosed Form of Proxy is for use in connection with the meeting by (a) holders of Ordinary Shares in certificated form, and (b) account holders of dematerialised shares with LuxCSD only. It should be completed and returned by those holders, in accordance with the instructions printed on it, as soon as possible and by no later than 11:00 am (CET) Thursday 27 October 2022. The Form of Proxy is not for use by holders of CREST Depository Interests or other indirect holders of beneficial interests whose shares are held in broker, nominee or other custodian accounts.

#### **CREST Depository Interest Holders**

Holders of CREST Depository Interests in shares wishing to cast their votes must give their voting instructions directly to their broker or nominee account holder in CREST ("CREST Account Holder"). You cannot give voting instructions directly to the Company. Your CREST Account Holder will cast your votes via the Euroclear UK and Ireland ("EUI") and CREST International service for proxy voting (which is provided by Broadridge Financial Solutions Limited). Your CREST Account Holder will advise you how you can give your voting instructions to them and confirm the final deadline and time by which they will require your voting instructions. It is important to note that the voting deadline of the CREST International service for proxy voting provided by Broadridge is expected to be at least three business days prior to the Company's proxy appointment deadline of 11:00 am (CET) Thursday 27 October 2022. You should therefore check with your CREST Account Holder what their own deadline is for receiving voting instructions from you.

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#### **Letter from the Chairman**

27 September 2022

#### **Dear Shareholder,**

**Notice of the Ordinary General Meeting of B&M European Value Retail S.A. (the "Company") to be held at 11:00 am (CET) on Monday 31 October 2022.**

On behalf of the Board, I am writing to inform you that an Ordinary General Meeting of the Company will be held on Monday 31 October 2022 at 5, Rue Goethe, L-1637 Luxembourg at 11:00 am (CET) ("OGM" or "Meeting").

The notice convening the Ordinary General Meeting is set out on page 4.

#### **Appointment of a further Non-Executive Director and Executive Director**

The purpose of the Meeting is to propose:

1. the appointment of Oliver Tant as a further Non-Executive Director on the Board of Directors of the Company with effect from 1 November 2022. Details of Oliver Tant's skills and experience are set on page 5 below; and
2. the appointment of Mike Schmidt as an Executive Director on the Board of Directors of the Company with effect from 1 November 2022. Details of Mike Schmidt's skills and experience are set on page 5 below.

The appointment of two directors will allow the smooth transition and execution of the succession plan over the next few months.

Under Luxembourg law, the appointment of a director falls within the competence of the general meeting of shareholders, unless there is a vacancy in the office of a director and the articles of association authorise the Board to fill any such vacancies. As there is currently no vacancy in the office of a Director, the proposed appointments of Mike Schmidt and Oliver Tant to the Board of Directors are required to be approved by the general meeting of the shareholders of the Company, which has been called for this purpose.

#### **Voting and attendance at the Meeting**

In accordance with Luxembourg law, the quorum for the OGM is at least one shareholder present or represented and all resolutions put to the Meeting will be passed by a simple majority of the votes cast by shareholders, regardless of the proportion of the issued share capital represented at the Meeting.

The results of the votes on the resolutions at the Meeting will be announced via the Regulatory News Service and published on the Company's website at [www.bandmretail.com](http://www.bandmretail.com) as soon as possible following the Meeting.

The Board appreciates that as the location of the Meeting is in Luxembourg, many shareholders will be unable to attend in person. However, **your vote is important and I would encourage you, irrespective of the number of ordinary shares you hold, to vote:**

- (a) if you are a registered shareholder with certificated shares or an account holder with LuxCSD, ("Own Name Shareholders") by completing and returning the Form of Proxy; or
- (b) if you are a holder of CREST Depository Interests, or an indirect holder of beneficial interests in shares which are held in a broker, nominee or other custodian account with LuxCSD, ("Indirect Holders"), by giving your voting instructions to your broker or nominee account holder to cast your votes on your behalf by the voting deadline confirmed to you by them.

If you are an Own Name Shareholder and you want to participate at the Meeting either by proxy or in person, in accordance with Luxembourg law on the exercise of certain rights of shareholders in general meetings of listed companies, you are required to complete and return a Declaration of Participation. A form of Declaration of Participation is enclosed with this notice. The form of Declaration of Participation must be received by the Company by the record date for the Meeting, which is Monday 17 October 2022 (midnight CET) in accordance with the procedures set out below. Please note the Declaration of Participation is not a substitution for the Form of Proxy, and the procedure for lodging a Form of Proxy as set out in the form and in the notes in the notice of the Meeting below will need to be followed.

Indirect Holders are not required to complete a Declaration of Participation.

**Resolutions**

For each of the resolutions in the Notice of the Meeting on page 4, an explanatory note is set out on pages 5 and 6 of this document.

**Recommendation**

Your Board recommends that shareholders vote in favour of all the resolutions set out in the Notice of the Meeting, which it considers to be in the best corporate interest of the Company and in the best interests of shareholders as a whole. The Directors intend to vote in favour of all the resolutions in respect of their own beneficial shareholdings totalling 110,581 ordinary shares representing approximately 0.01% of the present issued ordinary share capital of the Company<sup>1</sup>.

Yours faithfully,

**Peter Bamford**  
Chairman

<sup>1</sup> not including shareholdings of related parties or associates.

## NOTICE OF ORDINARY GENERAL MEETING

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Registered office: 68-70, Boulevard de la Pétrusse, L-2320 Luxembourg

Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B 187275

**Notice is hereby given that the Ordinary General Meeting of the shareholders of B&M European Value Retail S.A. (the "Company") will be held at 5, Rue Goethe, L-1637 Luxembourg on Monday 31 October 2022 starting at 11:00 am (CET) to consider and to vote upon the following items.**

### **Agenda**

1. To appoint Oliver Tant as a Director of the Company with effect from 1 November 2022 until the Annual General Meeting resolving on the financial statements for the financial year ended 31 March 2023.
2. To appoint Mike Schmidt as a Director of the Company with effect from 1 November 2022 until the Annual General Meeting resolving on the financial statements for the financial year ended 31 March 2023.

On behalf of the Board of Directors

### **Peter Bamford**

Chairman

68-70, Boulevard de la Pétrusse

L-2320 Luxembourg

Grand-Duchy of Luxembourg

27 September 2022

## EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE ORDINARY GENERAL MEETING

### **Resolution 1: Appointment of Non-Executive Director**

It is intended that Ron McMillan will retire from the Board of Directors of the Company (the "Board") at the AGM in July 2023. Ron is the Chair of the Audit & Risk Committee and will by then have served over nine years as a Non-Executive Director of the Board. Following the retirement of one of the four Independent Non-Executive Directors, the Board of Directors of B&M European Value Retail S.A. ("B&M" or the "Company") would reduce from seven to six members. Those six members comprise the Non-Executive Chairman, two Executive Directors and three Independent Non-Executive Directors. The Board considers that there is a need to maintain a compliment of at least four Non-Executive Directors.

As announced on 18 August 2022, following a search undertaken by Russell Reynolds Associates on behalf of the Nomination Committee of the Company and a series of interviews, the Nomination Committee has recommended that Oliver Tant be appointed as a Non-Executive Director to the Board of B&M. The Board has unanimously resolved to propose to the Shareholders of the Company that Oliver be appointed to the Board with effect from 1 November 2022.

As there is currently no vacancy in the office of a Director of the Company, in accordance with Luxembourg law, his appointment is required to be approved by a resolution of shareholders at a general meeting of the Company. Accordingly, this Ordinary General Meeting of shareholders is to consider and approve his appointment.

Oliver Tant will also join the Audit & Risk and Nomination Committees. At the conclusion of the Company's AGM in July 2023, it is intended that Oliver will succeed Ron McMillan as the Chair of the Audit & Risk Committee.

Oliver Tant has recent and relevant financial experience. He was Chief Financial Officer ("CFO") of a FTSE 30 global consumer and international tobacco company, Imperial Brands PLC from 2013 to 2021. Oliver had responsibility for the full range of finance functions along with the corporate development, legal, science, IT and procurement teams. During his time at Imperial, Oliver made a significant contribution to the transformation and development of the business.

Oliver is currently a Non-Executive Director and Audit Committee Chair of Redrow plc. Oliver is also currently working with Brookfield Asset Management where he is providing financial consulting services to their portfolio company Modulaire Group.

Prior to joining Imperial, Oliver spent over 30 years with KPMG. He was a partner from 1994 (covering audit, transaction and advisory services) and from 2005 was co-lead of the Financial Advisory business. From 2009 to 2012 Oliver was UK Head of Audit. Oliver also served on KPMG's international executive committee for a period of four years.

### **Resolution 2: Appointment of Executive Director**

Simon Arora will retire as Chief Executive Officer of the Company ("CEO") and Alex Russo will assume the position of CEO on 26 September 2022. Simon will continue as an executive director until expiry of his notice period on or before 21 April 2023. Alex is currently Chief Financial Officer ("CFO") and his successor was announced on 5 July 2022 following a search undertaken by Russell Reynolds Associates on behalf of the Nomination Committee of the Company and a series of interviews. The Nomination Committee recommended Mike Schmidt be appointed as an Executive Director to the Board of B&M and Group CFO. The Board has unanimously resolved to propose that Mike be appointed to the Board with effect from 1 November 2022.

Mike has resigned from his role as Executive Director and Group CFO of DFS Furniture plc, having been in that role for the last 3 years. He initially joined the business in March 2014 as a senior member of the finance team, later becoming Chief Development Officer. DFS is the UK's leading retailer of living room and upholstered furniture and is listed on the London Stock Exchange. Prior to joining DFS, Mike spent 13 years in corporate finance roles at leading investment banks including Citi and UBS, where he gained experience advising a wide range of consumer focused companies.

Mike Schmidt will be paid as follows in accordance with the Company's Directors' Remuneration Policy approved by shareholders and as set out in the Company's Annual Report:

- Base Salary: he will receive a base salary of £450,000 per annum.
- Pension and other benefits: he will receive pension payments (cash allowance or contribution) equal to 3% of base salary, plus other standard contractual benefits.
- Bonus: he will be eligible for participation in the B&M Annual Incentive Plan ("AIP") with a maximum bonus opportunity per annum of 150% of base salary. As his appointment will commence part way through a financial year his participation will be pro-rated on a time basis relative to the actual period of employment in that year. Bonuses are paid half in cash and half in nil-cost options deferred for 3 years.

## EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE ORDINARY GENERAL MEETING continued

- Long Term Incentive Plan ("LTIP"): he will be eligible for participation in the B&M Share Option Long Term Incentive Plan. The annual grant of share options under the LTIP will ordinarily be based on 175% of base salary. Currently awards are made with a 3 year vesting period, together with a further 2 year holding period. Subject to the discretion of the Remuneration Committee, it is intended that Mike will be eligible to be awarded a grant under the LTIP whose performance period commenced on 27 March 2022, with pro-rating of the normal 175% of base salary award size to reflect the remaining performance period at the point of appointment. Full details of the current LTIP policy and shareholding guidelines are set out in the Directors' Remuneration Report in the Company's Annual Report. AIP and LTIP awards are non-contractual awards made in the discretion of the Remuneration Committee of B&M and any payments are generally contingent on continued employment and not being under notice.
- Notice period: the notice period will be 12 months for each party.
- Buy-out: the Company has also agreed the following buy-out arrangements to compensate for the forfeiture of incentive compensation from Mike Schmidt's current employment. The recruitment provisions of the Directors' Remuneration Policy approved by shareholders allow the Company to compensate a new Executive Director for amounts foregone from the individual's former employer, taking account of the amount forfeited, the extent of any performance conditions, the nature of the award and the time period to vesting. Accordingly, following the commencement of Mike Schmidt's appointment with B&M, share based buy-out awards will be granted to him by B&M, as follows:
  - An award of nil-cost options with a face value of £250,000 to be granted on or shortly after appointment, with 50% vesting after 1 year from grant and 50% vesting after 2 years from grant;
  - Vesting of the award is contingent on continued employment and on Mike Schmidt performing satisfactorily up to each vesting date;
  - Malus and clawback provisions will apply to the award; and
  - Any shares realised from the exercise of options will be subject to the shareholding requirement under the prevailing Directors' Remuneration Policy.The value of the buyout awards is no higher than the expected value of the awards being forfeited and the timing of vesting is expected to be similar to the case for the awards being forfeited.
- Travel and accommodation: he will also receive a non-pensionable payment of up to a maximum of £50,000 for the first twelve months of employment for travel and overnight accommodation.

Details of Mike Schmidt's remuneration will be disclosed in the Company's Directors' Remuneration Report for the year ending March 2023.

## NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING

### 1. Record date

The right of a shareholder to attend and to vote at the Meeting and the number of voting rights a shareholder may cast is determined by reference to the number of shares held by a shareholder as **at 12:00 midnight (CET) on Monday 17 October 2022**. By this time the shareholder must have their name entered on the Share Register 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 or to vote at the Meeting.

### 2. Declaration of Participation

If you are a registered shareholder with certificated shares or an account holder of dematerialised shares with LuxCSD, and wish to vote in person or by proxy at the Meeting you must complete and return a Declaration of Participation form **by 12:00 midnight (CET) on Monday 17 October 2022**. Holders of CREST Depository Interests ("CDI's"), or indirect holders of beneficial interests whose shares are held in broker, nominee or other custodian account do not need to complete a Declaration of Participation.

The completed Declaration of Participation should be returned either:

by email to the Company at: [Lars.Nientiet@bmstores.eu](mailto:Lars.Nientiet@bmstores.eu)

or

by post to the Company's Registrars at:

Banque Internationale à Luxembourg S.A.  
Attn: Agency Services Team  
69, Route d'Esch  
L-2953 Luxembourg  
Grand-Duchy of Luxembourg

#### 2.1 Electronic communications

Other documents and information relating to the Meeting are available on the B&M European Value Retail S.A.'s website: <http://www.bandmretail.com/investors/ogm.aspx> from a period commencing on the date of publication of this convening notice, and ending no earlier than after closing of the Meeting. These documents and information include:

- the convening notice
- the Form of Declaration of Participation
- the Form of Proxy

These documents will also be sent electronically to those shareholders who have provided the Company with an email address requesting meeting documents to be sent to them by email.

#### 2.2 Mail communications

Shareholders who have not requested meeting documents to be sent to them by email will be sent hard copies by post with a Declaration of Participation and Proxy form.

### 3. Quorum and voting

In accordance with Article 24.6 of the Articles of Association of the Company, all decisions taken at the Meeting will be passed by a simple majority of the votes cast on each resolution, regardless of the proportion of issued ordinary share capital represented by shareholders at the Meeting. Each holder of ordinary shares has one vote in respect of each ordinary share held. As a result, the quorum for the Meeting is at least one shareholder present in person or by proxy.

### 4. Total voting rights

As at 26 September 2022 (being the last business day prior to the publication of this Notice) the Company's issued ordinary share capital consists of £100,185,373.50 (1,001,853,735) ordinary shares, carrying one vote each. The Company holds no treasury shares, therefore the total voting rights in the Company as at 26 September 2022 is 1,001,853,735.

### 5. Poll

All items in the Notice of the Meeting will be decided by a poll of shareholders.

## NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING continued

### 6. Rights of shareholders to request additional items to the agenda

In accordance with Article 24.4 of the Articles of Association of the Company, one or more shareholders who together hold at least 5% (five per cent) of the issued ordinary share capital of the Company, are entitled to request that new items be added to the agenda of the Meeting and to do so, are requested to provide draft resolutions in support of such items.

Any request must be:

- sent by email to Lars.Nientiet@bmstores.eu with reasons justifying your request, a draft of your proposed resolution and indicating a postal or email address which the Company can send an acknowledgment of receipt of your request to; and
- received by the Company **no later than 12:00 midnight (CET) on Friday 7 October 2022**. The Company will acknowledge receipt of any request within 48 hours of receipt. If necessary, the Company will publish a revised agenda of the Meeting by no later than **Friday 14 October 2022**.

### 7. Appointment of proxies by holders of certificated shares or account holders with LuxCSD of dematerialised shares

7.1 This facility is only open to:

- (a) registered shareholders with certificated shares; or
- (b) account holders with LuxCSD, being the Company's appointed settlement organisation for dematerialised shares.

It does **not** apply to holders of CREST Depository Interests or indirect holders of beneficial interests whose shares are held in broker, nominee or other custodian accounts.

- 7.2 Any shareholder to which paragraph 7.1 above applies who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
- 7.3 Any person to whom this Notice is sent who is a person nominated to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 7.4 In the case of joint holdings, unless otherwise notified to the Company by those joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Register of Shareholders (in the case of registered shareholders) or the first named account holder (in the case of holders of accounts with LuxCSD) in respect of the joint holding.
- 7.5 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.
- 7.6 The appointment of a proxy can be registered by using the paper Form of Proxy enclosed and returning it as set out below and by the time referred to below.
- 7.7 Registering the appointment of a proxy will not preclude a shareholder from attending the Meeting and voting in person if they wish to do so. Any shareholder or the proxy holder of a shareholder attending the meeting has the right to ask questions relating to the business being dealt with at the Meeting.
- 7.8 The Form of Proxy should be completed in accordance with the instructions detailed in it.
- 7.9 To be valid, the Form of Proxy must be completed and returned to arrive by no later than **11:00 am (CET) on Thursday 27 October 2022** at:

Banque Internationale à Luxembourg S.A.  
Attn: Agency Services Team  
69, Route d'Esch  
L-2953 Luxembourg  
Grand-Duchy of Luxembourg

**Shareholders should bear in mind that the receipt address is in Luxembourg and should therefore allow extra time for posting in order to ensure that the above deadline is met.**

You may also send a pdf copy of the Form of Proxy to Lars.Nientiet@bmstores.eu in the first instance if you wish, but **the original proxy form must still be sent** to Banque Internationale à Luxembourg S.A.'s address (as set out above) and that original must still be received at that address **by no later than 11:00 am (CET) on Thursday 27 October 2022**.



## 8. CREST Depository Interest Holders (“CDI holders”) and CREST Account Holders

### 8.1 How to submit your votes

- 8.1.1 As a CDI holder, you will be directing your CREST Account Holder how you wish the votes to be cast in relation to your shareholding interests.
- 8.1.2 You will need to contact your CREST Account Holder for details of: (i) the means of communication you can use to send your voting instructions to them, and (ii) the latest deadline date and time that you must lodge your voting instructions with them.
- 8.1.3 It is important to note that the deadline for your CREST Account Holder to cast your vote via the CREST international voting service provided by Broadridge Financial Solutions Limited (“Broadridge”) is expected to be **at least three business days prior** to the Company’s proxy appointment deadline of 11:00 am (CET) Thursday 27 October 2022. You should therefore check with your CREST Account Holder what their own deadline is for receiving voting instructions from you.
- 8.1.4 As a holder of CDI interests, you cannot give instructions directly to the Company on how you wish to cast your votes. You must give your voting instructions directly to your CREST Account Holder only. If however you wish to attend the Meeting and cast your votes in person at the Meeting, you may do so but only if:
- (a) you obtain a Letter of Representation from your CREST Account Holder, in a form satisfactory to the Company, which (i) confirms the number of CDI’s you hold representing shares in the Company, (ii) authorises you to attend and cast votes on those shareholding interests at the Meeting, and (iii) confirms that no voting instructions will be taken or cast by your CREST Account Holder on any of those CDI’s via the CREST international voting service provided by Broadridge; and
  - (b) you provide satisfactory original evidence of your personal identification to the Company at the Meeting and (where applicable) a form of power of attorney or certified board resolution confirming your representation of any corporate body or other entity that is the underlying owner of the CDI’s.
- Please note you will need to check if your CREST Account Holder has a facility to issue Letters of Representation or not. If they do not, you may wish to request that they appoint you as a proxy holder in relation to the shares which they hold for you (see paragraph 8.2.5 below).
- 8.1.5 CREST Account Holders and brokers holding CDI interests for clients in CREST are able to cast their CDI holders voting instructions on their behalf via the CREST international voting service provided by Broadridge. Voting must be transmitted to Broadridge by CREST Account Holders by Broadridge’s voting deadline. Broadridge’s voting deadline is expected to be **at least three business days prior** to the Company’s proxy appointment deadline of 11:00 am (CET) Thursday 27 October 2022.

### 8.2 Further important information

- 8.2.1 CDI holders should consult with their CREST Account Holder at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the Meeting.
- 8.2.2 Euroclear UK & Ireland Limited (“EUI”), the operator of CREST, has arranged for voting instructions relating to the CDI’s held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited (“Broadridge”). Further details in relation to this service can be accessed on the EUI website at <https://my.euroclear.com/users/en/login> once you have logged in to your EUI account in the “All you need to know about SRD II” document on their website (see the section CREST International Service – Proxy voting).
- 8.2.3 Your CREST Account Holders and brokers holding CDI interests for clients in CREST, will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up they will need to complete the Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com)
- 8.2.4 Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact the applicant and share further detailed information on the service offering and initiate the process for granting the applicant access to the Broadridge platform.
- 8.2.5 Once CREST Account Holders, have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received by the Broadridge voting deadline date (see 8.2.6 below). Alternatively Broadridge may provide a facility for CREST Account Holders to send a third-party proxy voting instruction through the Broadridge platform in order to appoint a third-party (who may be a corporate representative or the holder themselves) to attend and vote at the Meeting for the number of shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.
- 8.2.6 Broadridge’s voting deadline is expected to be **at least three business days prior** to the Company’s proxy appointment deadline of 11:00 am (CET) Thursday 27 October 2022.

## NOTES TO THE NOTICE OF THE ORDINARY GENERAL MEETING continued

8.2.7 Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

8.2.8 CREST Account Holders or brokers holding CDI interests for clients in CREST, are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail themselves of this voting service.

### **8.3. Other holders of beneficial interests in shares held in accounts of their brokers, nominees or other custodians with LuxCSD**

8.3.1 Indirect holders of beneficial interests in shares which are not held in broker or nominee accounts in CREST, but which are held in accounts of their broker, nominee or other custodian with LuxCSD ("LuxCSD Account Holder") may vote as follows.

8.3.2 You can give your voting instructions to your LuxCSD Account Holder. You need to contact your LuxCSD Account Holder to confirm by what means of communication you can send your voting instructions to them, and what the latest deadline date and time is that you must lodge your voting instructions with them.

8.3.3 If you give your voting instructions this way, your LuxCSD Account Holder must complete and submit a Form of Proxy by the deadline date and time and to the address set out in paragraph 7.9 above.

8.3.4 As an indirect holder of beneficial interests you cannot give instructions directly to the Company on how you wish to cast your votes. You must give your voting instructions directly to your LuxCSD Account Holder. If however you wish to attend the Meeting and cast your votes in person at the Meeting, you may do so but only if:

- (a) you obtain a Letter of Representation from your LuxCSD Account Holder, in a form satisfactory to the Company, which (i) confirms the number of shares in the Company you hold interests in, (ii) authorises you to attend and cast votes on those shareholding interests at the Meeting, and (iii) confirms that no voting instructions will be taken or cast by your LuxCSD Account Holder in relation to the shares which you hold interests in; and
- (b) you provide satisfactory original evidence of your personal identification to the Company at the Meeting and (where applicable) a form of power of attorney or certified board resolution confirming your representation of any corporate body or other entity that is the underlying owner of those interests in shares.

Please note you will need to check if your LuxCSD account holder has a facility to issue Letters of Representation or not. If they do not you may wish to request that they appoint you as a proxy holder in relation to the shares which they hold for you.

### **9. Corporate representatives**

A company which is (i) a shareholder to which paragraph 7.1 above applies, (ii) a holder of CDI's which has obtained a letter of representation in accordance with paragraph 8.1.4 above, or (iii) a proxy holder, may authorise a person or persons to act as its representative(s) at the Meeting. Any director or the daily manager of the Company may require such a corporate representative to produce a power of attorney or certified copy of the resolution from which their authority is derived.

### **10. Communication**

Shareholders who have general queries about the Meeting can call the daily manager on +352 246 130 209 or email [Lars.Nientiet@bmstores.eu](mailto:Lars.Nientiet@bmstores.eu)

## ENQUIRIES AND CONTACTS

Banque Internationale à Luxembourg maintains a copy of the Share Register in relation to holders of certificated shares of the Company. Their contact details are as follows:

Banque Internationale à Luxembourg S.A.  
Attn: Agency Services Team  
69, Route d'Esch  
L-2953 Luxembourg  
Grand-Duchy of Luxembourg

Tel: +352 4590 3388  
Email: [as\\_agm@bil.com](mailto:as_agm@bil.com)

Dematerialised shares in the Company are recorded in an issuance account of LuxCSD, being the Company's appointed settlement organisation. See <https://www.bandmretail.com/investors/csd>

