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19 November 2024



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# Pricing of B&M's £250 Million Senior Secured Notes Offering

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 ("**EU MAR**") AND ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF DOMESTIC LAW IN THE UNITED KINGDOM (THE "**UK**") BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("**EUWA**") ("**UK MAR**").

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B&M European Value Retail S.A. (the "Company") (BME:LN) announces that it has successfully priced its offering (the "Offering") of £250 million in aggregate principal amount of 6.500% senior secured notes due 2031 (the "Notes"). The timing and structure of the Offering are substantially consistent with those conducted in November 2021 and November 2023 as part of the Company's ongoing and routine balance sheet management policy. Following the use of proceeds from the Offering, the maturities of indebtedness for B&M European Value Retail S.A. and its subsidiaries will have been extended to range from November 2028 to November 2031.

The Notes will be senior secured obligations of the Company and guaranteed by certain of its subsidiaries. The Notes will rank *pari passu* in right of payment with the Company's obligations in respect of its existing senior credit facilities and its existing £155.52 million 3.625% senior secured notes due 2025 (which will be repaid on or prior to their maturity on 15 July 2025 with the proceeds of the Offering), £250 million 4.000% senior secured notes due 2028 and £250 million 8.125% senior secured notes due 2030. The Notes are expected to be issued on or around 27 November 2024, subject to the satisfaction of certain customary closing conditions. The Company has made an application for the Notes to be listed on the Official List of the Luxembourg Stock Exchange (to be admitted to trading on the Euro MTF market of such exchange).

# **Enquiries**

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### Important Notice

This announcement is released by the Company and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of EU MAR and UK MAR, encompassing information relating to the Offering. For the purposes of EU MAR, UK MAR, Article 2 of Commission Implementing Regulation (EU) 2016/1055 and Article 2 of Commission Implementing Regulation (EU) 2016/1055 as it forms part of domestic law in the UK by virtue of the EUWA, this announcement is made by Mike Schmidt, Chief Financial Officer of B&M European Value Retail S.A.

No communication and no information in respect of the Offering by the Company of the Notes may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The offering or sale of the Notes may be subject to specific legal or regulatory restrictions in certain jurisdictions. The Company takes no responsibility for any violation of any such restrictions by any person.

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer in any jurisdiction.

In member states of the European Economic Area (the "EEA"), this announcement and any offer of the securities referred to herein in any member state of the EEA (each, a "Member State") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in a Member State of the Notes which are the subject of the offering contemplated may do so only in circumstances in which no obligation arises for the Company or any of the initial purchasers to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Company nor the initial purchasers have authorized, nor do they authorize, the making of any offer of the Notes in circumstances in which an obligation arises for the Company or the initial purchasers to publish a prospectus for such offer. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 (as amended).

In the UK, this announcement and any offer of the securities referred to herein in the UK will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in the UK of the Notes which are the subject of the offering contemplated may do so only in circumstances in which no obligation arises for the Company or any of the initial purchasers to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation, in each case, in relation to such offer. Neither the Company nor the initial purchasers have authorized, nor do they authorize, the making of any offer of the Notes in circumstances in which an obligation arises for the Company or the initial purchasers to publish a prospectus for such offer. The expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law in the UK by virtue of the EUWA.

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In connection with any issuance of the Notes, a stabilizing manager (or any person acting on behalf of such stabilizing manager) may over-allot the Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager (or any person acting on behalf of the stabilizing manager) will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes, as applicable. Any stabilization action or over-allotment must be conducted by the stabilizing manager (or person acting on behalf of the stabilizing manager) in accordance with all applicable laws and rules.

This announcement contains certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events. These statements, which sometimes use words such as "proposed", "intend", "expect", "will" and words of similar meaning, reflect management's beliefs and expectations and involve a number of risks, uncertainties and assumptions (including the completion of the transactions described in this announcement) that could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statement. The information contained in this announcement is subject to change without notice and, except as required by applicable law neither the Company assumes any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it. Readers should not place undue reliance on forward-looking statements, which speak only as at the date of this announcement.

MIFIR professionals / MIFID II professionals / ECPs only / No PRIIPs / UK PRIIPs KID - Manufacturer target market (MIFIR product governance and MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs regulation key information document (KID) has been prepared as the Notes are not available to retail investors in the EEA or the UK.

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