



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from a stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.**

**If you have sold or transferred all of your shares in Kingfisher plc, please forward this notice, together with the accompanying documents but not the personalised proxy form, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.**

**Dear Shareholder**

The 2020 Annual General Meeting (the AGM) of Kingfisher plc (the company), will be held electronically from the registered office, 3 Sheldon Square, Paddington, London W2 6PX on Friday, 24 July 2020 at 11.00am.

**Important changes to AGM arrangements in light of the Coronavirus (Covid-19) outbreak**

The company is continuing to monitor public health guidance and legislation issued by the UK Government. At the date of publication, the UK Government has placed significant restrictions on public gatherings and non-essential travel.

We consider the AGM to be an important event in our calendar and a significant opportunity to engage with our shareholders. In light of Covid-19, the 2020 AGM will be an electronic meeting which will enable our shareholders to participate and attend in the safest manner possible in line with UK Government guidance, without leaving their homes. This can be done by either downloading the dedicated "Lumi AGM" app or by accessing the AGM website, <https://web.lumiagm.com>. Full details of how to participate are set out on page 8.

**Voting at the AGM**

Shareholders are strongly encouraged to submit a proxy vote in advance of the AGM. You can vote by submitting your vote online or by completing, signing and returning the proxy form posted to you. Given the current restrictions on attendance, shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy rather than a named person who will not be permitted to attend this AGM. Shareholders who participate in the AGM electronically will be able to vote in real time. Further information on how to vote by proxy and the applicable deadlines are on pages 6 and 7.

The results of the voting on the AGM resolutions will be announced to the London Stock Exchange shortly after the meeting and also published on our website.

**Business of the meeting**

Most resolutions are standard matters that are dealt with as a matter of course at every AGM. Explanatory notes on all the other business to be considered at this year's AGM appear on pages 4 and 5.

If you would like to pose a question, you can do so in advance by email to [shareholderenquiries@kingfisher.com](mailto:shareholderenquiries@kingfisher.com). Please submit your questions by 10pm on Wednesday, 22 July 2020. Questions can also be asked during the meeting via the Lumi AGM platform. This is explained further on page 9.

**Dividend**

In light of the unprecedented uncertainty caused by Covid-19, the Board has not proposed a final dividend in relation to 2019/20. The Board recognises the importance of dividends to shareholders and intends to consider the appropriateness, quantum and timing of future dividend payments when it has a clearer view of the scale and duration of the impact of Covid-19 on the business.

**Directors' recommendation**

The Board are of the opinion that all resolutions which are to be put to the 2020 AGM are in the best interests of its shareholders as a whole and, accordingly, unanimously recommend that they vote in favour of all the resolutions as the Directors intend to do in respect of their own shareholdings. The Directors and I thank you for your continued support during these difficult times.

Yours faithfully,

**Andrew Cosslett**  
Chairman

26 June 2020

## Resolutions

**NOTICE is hereby given that this year's AGM will be held electronically from 3 Sheldon Square, Paddington, London W2 6PX on Friday, 24 July 2020 at 11.00am to transact the following business.**

Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll. In this document (the 'Notice of AGM'), all references to the Act are to the Companies Act 2006.

### Resolution 1

THAT the company's annual accounts for the financial year ended 31 January 2020 together with the Strategic Report, the Directors' Report and Independent Auditor's Report on those accounts (the 'Annual Report and Accounts') be received.

### Resolution 2

THAT the Directors' Remuneration Report (excluding that part containing the Directors' Remuneration Policy) (the 'DRR') set out on pages 68 to 93 of the Annual Report and Accounts be received and approved.

### Resolution 3

THAT Bernard Bot be elected as a director of the company with effect from the end of the meeting.

### Resolution 4

THAT Thierry Garnier be elected as a director of the company with effect from the end of the meeting.

### Resolution 5

THAT Andrew Cosslett be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 6

THAT Claudia Arney be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 7

THAT Jeff Carr be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 8

THAT Sophie Gasperment be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 9

THAT Rakhi Goss-Custard be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 10

THAT Mark Seligman be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 11

THAT Deloitte LLP be re-elected as auditor of the company to hold office until the conclusion of the next general meeting at which accounts are laid before the company.

### Resolution 12

THAT the Audit Committee be authorised to determine the remuneration of the auditor.

### Resolution 13

THAT in accordance with section 366 of the Act, the company and its subsidiaries are hereby authorised, at any time during the period for which this resolution has effect, to:

- i. make political donations to political parties, political organisations other than political parties and/or independent election candidates not exceeding £75,000 in total; and
- ii. incur political expenditure not exceeding £75,000 in total, provided that the aggregate amount of any such donations and provided that in each case expenditure shall not exceed £75,000 during the period from the date of this Resolution until the conclusion of the next AGM of the company or, if earlier, until the close of business on 24 October 2021.

For the purpose of this Resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

### Resolution 14

THAT

- (A) the directors be generally and unconditionally authorised, pursuant to section 551 of the Act, to allot shares in the company, and to grant rights to subscribe for or to convert any security into shares in the company:
- i. up to an aggregate nominal amount of £110,500,333; and
  - ii. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £221,000,666 (including within such limit any shares issued or rights granted under paragraph i) above) in connection with an offer by way of a rights issue:
    - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - b. to holders of other equity securities as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities.

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Such authority shall apply (unless previously renewed, varied or revoked by the company in general meeting) until the conclusion of the next AGM of the company (or if earlier, until the close of business on 24 October 2021);

- (B) subject to paragraph (C), all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this Resolution; and
- (C) paragraph (B) shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the company before the expiry of the authority pursuant to which such offer or agreement was made.

### Resolution 15

THAT if Resolution 14 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (A) allotments for rights issues and other pre-emptive issues; and
- (B) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £16,575,049,

such authority to expire at the end of the next AGM of the company (or, if earlier, at the close of business on 24 October 2021) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### Resolution 16

THAT if Resolution 14 is passed, the Board be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £16,575,049; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM,

such authority to expire at the end of the next AGM of the company (or, if earlier, at the close of business on 24 October 2021) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### Resolution 17

THAT the company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 15<sup>5</sup>/<sub>7</sub> pence each in the capital of the company provided that:

- i. the maximum number of ordinary shares that may be purchased under this authority is 211,012,730, being just under 10% of the company's issued share capital as at 19 June 2020;
- ii. the minimum price (exclusive of all expenses) which may be paid for an ordinary share is 15<sup>5</sup>/<sub>7</sub> pence and the maximum price (exclusive of expenses) which may be paid for an ordinary share is that stipulated by the Listing Rules from time to time in force published by the Financial Conduct Authority;
- iii. this authority shall expire at the conclusion of the next AGM (or, if earlier, the close of business on 24 October 2021); and
- iv. a contract to purchase ordinary shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

### Resolution 18

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

**Paul Moore**  
Company Secretary

26 June 2020

Registered office: 3 Sheldon Square,  
Paddington, London W2 6PX

Registered in England. Company Number: 01664812

## Explanatory notes to the resolutions

Resolutions 1 to 14 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 15 to 18 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

### Resolution 1 – Receipt of the Report and Accounts

The directors must lay before the shareholders the accounts of the company for the financial year ended 31 January 2020, the Strategic Report, the Directors' Report and the Independent Auditor's Report on those accounts and on those parts of the Directors' Remuneration Report which have been audited.

### Resolution 2 – Approval of the Directors' Remuneration Report

Resolution 2 seeks approval of the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy), which is set out in full on pages 68 to 93 of the Annual Report and Accounts.

Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.

In support of the 2018 UK Corporate Governance Code (the 'Code') requirement for the Board to explain what actions it has taken to understand the reasons behind the 24% vote against the 2019 Annual Report on Remuneration, which followed one proxy advisor raising a concern about the appropriateness of the level of reward for progress on the business fundamentals given the in-year financial results, the Board, led by the Remuneration Committee Chairman, carried out a consultation with shareholders after the 2019 AGM to seek further feedback on Kingfisher's remuneration arrangements.

The key messages from the engagement process and our plans to address the matters raised by shareholders was published on our website on 19 December 2019. The feedback we received will be used to shape future decisions regarding remuneration and the implementation of remuneration structures going forward. More information can also be found on page 81 of the Annual Report and Accounts.

### Resolution 3 and 4 – Election of Directors

Bernard Bot and Thierry Garnier, whose respective appointments as directors were announced by the Board on 9 October 2019 and 27 June 2019, each now stand for election by shareholders in accordance with the company's articles of association ('the Articles').

Their biographies are set out in Appendix 1 to this Notice of AGM and on pages 48 and 49 of the 2019/20 Annual Report and Accounts. They are also available on our website.

The Board is of the view, that:

**Bernard Bot's** significant experience as a CFO, in large scale transformation programmes, logistics and supply chain management, and in technology and digital services is of great value to the Board. The Board consider that the information set out here, and which was included in the announcement confirming his appointment, is sufficient to enable our shareholders to make an informed decision in respect of the election of Bernard Bot.

**Thierry Garnier's** exceptional retail experience and successful track record of implementing business transformation in the face of significant competitive pressure and sector disruption is

of great value to the Board. The Board considers that the information set out here, and which was included in the announcement confirming his appointment, is sufficient to enable our shareholders to make an informed decision in respect of the election of Thierry Garnier.

The Board unanimously recommends their elections.

### Resolutions 5 to 10 – Re-election of Directors

The Board, led by the Chairman, has considered each of the directors skills and commitment and has concluded that each of them makes positive and effective contributions to the meetings of the Board and the Committees on which they sit. This view was supported by feedback received following the completion of the externally facilitated board effectiveness evaluation conducted during the year and, discussed in more detail in the Annual Report and Accounts.

Each of the non-executive directors has given an assurance to the Board that they remain committed to their role as a director and will ensure that they devote sufficient time to their duties, including attendance at Board and committee meetings.

The Board is content that each non-executive director offering himself for re-election is independent in character and there are no relationships or circumstances likely to affect his character or judgment.

The Board is satisfied that their respective skills complement each other to enhance the overall operation of the Board and continue to be important to the company's long-term sustainable success. As such, the Board unanimously recommends their re-election.

In support of the Code requirement for the Board to set out the reasons why it believes that the non-executive directors standing for re-election should be re-elected, summary biographies of each of the directors are provided in Appendix 1 to this Notice of AGM, on pages 48 and 49 of the Annual Report and Accounts, and are also available on the company's website: [www.kingfisher.com](http://www.kingfisher.com).

The Directors believe this information is sufficient to enable shareholders to make an informed decision about each of the director's re-election.

### Resolutions 11 and 12 – Re-appointment of the auditor and auditor's remuneration

The auditor of a company must be re-appointed at each general meeting at which accounts are laid. Resolution 11 proposes the re-appointment of the company's existing auditor, Deloitte LLP (who has been in office since the 2009/10 financial year) until the next general meeting at which accounts are presented.

Resolution 12 is a separate resolution which proposes to grant authority to the Audit Committee to determine the auditor's remuneration.

### Resolution 13 – Political donations and expenditure

The company does not intend to change its current practice of not making donations to political parties in the European Union (EU). However, the Political Parties, Elections and Referendums Act 2000 (PPERA) and the Act contain restrictions on companies making donations or incurring expenditure in relation to EU political parties, other political organisations or independent election candidates. The PERPA and Part 14 of the Act define political parties, other political organisations and independent election candidates very widely and, as a result, it is possible that they may include, for example, donations to bodies concerned with policy review and law reform, the representation of the business community or sections of it, or the representation of other communities or special interest groups which it is in the shareholders' interest for the company to

support. Amongst other things, the PPERA and the Act prohibit the company and its subsidiaries from making donations or incurring expenditure in relation to political parties, other political organisations or independent candidates in excess of an aggregate of £5,000 in any 12 month period, unless such donations or expenditure have been authorised by the company's shareholders. The company is therefore seeking authority under this Resolution to make donations or incur expenditure of up to £75,000 in aggregate in order to prevent an inadvertent breach of the PPERA and the Act. Any donations made or expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report and accounts.

#### **Resolution 14 – Authority to allot new shares**

Paragraph i) of this Resolution would provide the directors with authority to allot ordinary shares up to an aggregate nominal amount equal to £110,500,333 (representing 703,375,768 ordinary shares of 15<sup>6</sup>/<sub>7</sub> pence each). This amount represents approximately 33.3% of the issued ordinary share capital of the company as at 19 June 2020, the latest practicable date prior to publication of this Notice of AGM.

In line with the most recent guidance on share capital management, issued by the Investment Association, paragraph ii) of this Resolution would give the directors the authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £221,000,666 (representing 1,406,751,537 ordinary shares of 15<sup>6</sup>/<sub>7</sub> pence each), including within such limit the nominal amount of any shares issued under paragraph i) of this Resolution. This amount represents approximately 66.6% of the issued ordinary share capital of the company as at 19 June 2020, the latest practicable date prior to publication of this Notice of AGM.

The directors have no present intention to exercise either of the authorities sought under this Resolution, except, under paragraph i), to satisfy options under the company's share option schemes.

The authorities sought under this Resolution will expire on the earlier of 24 October 2021, or the conclusion of the 2021 AGM of the company.

As at the latest practicable date prior to the publication of this Notice of AGM, the company held no treasury shares.

#### **Resolution 15 – Authority to disapply pre-emption rights**

This Resolution would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The directors have no present intention to avail of this authority, other than to satisfy options under the company's share option schemes.

This authority will expire on the earlier of 24 October 2021, or the conclusion of the AGM of the company to be held in 2021.

This Resolution has been drafted to align with the approach recommended by the Pre-Emption Group and its Statement of Principles.

#### **Resolution 16 – Authority to disapply pre-emption rights for an additional five percent**

This Resolution would give the directors the authority in addition to any authority granted under Resolution 15, to allot equity

securities for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The directors have no present intention to avail of this authority, however the Board considers that it is in the best interests of the company and its shareholders generally that the company should seek the maximum authorities permitted by the Pre-emption Principles and have the flexibility to raise capital quickly and easily in order to finance business opportunities when they arise in line with the company's strategy.

This authority will expire on the earlier of 24 October 2021, or the conclusion of the AGM of the company to be held in 2021.

This Resolution has been drafted to align with the approach recommended by the Pre-Emption Group and its Statement of Principles.

#### **Resolution 17 – Purchase of own shares**

This Resolution would give the company authority to purchase its own shares in the market, renewing the authority granted in previous years. As with previous authorities, the maximum number of shares purchased under this authority will not exceed 211,012,730 ordinary shares, representing 10% of the issued share capital of the company as at 19 June 2020, the latest practicable date prior to the publication of this Notice of AGM.

This authority shall expire at the close of the AGM held in 2021 or 18 months from the date of this Resolution (whichever is earlier).

The directors have no present intention to exercise the authorities sought under this Resolution.

When conducting purchases under this authority, the company will comply with the EU Market Abuse Regulations and the Financial Conduct Authority's Listing Rules.

The total number of options to subscribe for ordinary shares that were outstanding at 19 June 2020 (the latest practical date prior to the publication of this Notice of AGM) was 45,384,064, which represents 2.15% of the issued share capital at that date. If the authority to purchase shares was exercised in full, these options would represent 2.69% of the company's issued share capital.

#### **Resolution 18 – Notice period for general meetings other than AGMs**

Changes made to the Act by the Shareholders' Rights Regulations increased the notice period required for general meetings of the company to 21 clear days unless shareholders have approved a shorter notice period, which cannot be less than 14 clear days.

Until the Shareholders' Rights Regulations came into force in 2009, the company was able to call general meetings, other than an annual general meeting, on 14 clear days' notice without obtaining such shareholder approval. To enable the company to preserve the ability to call general meetings, other than an annual general meeting, on 14 clear days' notice, shareholders are asked to approve Resolution 18. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

In order to be able to call a general meeting on less than 21 clear days' notice, the company would make available a method of electronic voting to all shareholders for that meeting.

## Further information about the AGM

### Entitlement to attend and vote

- 1 Only those members registered on the company's register of members at 10.00pm on Wednesday, 22 July 2020 (or in the event of any adjournment, 10.00pm on the date two days (excluding non-working days) before the time of the adjourned meeting) shall be entitled to attend electronically and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend electronically and vote at the meeting.
- 2 In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether electronically or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the register.

### Website giving information regarding the AGM

- 3 Information regarding the AGM, including the information required by section 311A of the Act, is available at [www.kingfisher.com](http://www.kingfisher.com).

### Duly appointed proxies and corporate representatives

- 4 Please contact the company's Registrar before 11.00am on Wednesday, 22 July 2020 on 0370 702 0129 for your unique SRN and PIN. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

### Appointment of proxies

- 5 To be valid, any proxy form or other instrument appointing a proxy must be received at the office of the Registrar no later than 11.00am on Wednesday, 22 July 2020.
- 6 A member who is entitled to vote at the AGM may appoint more than one proxy to vote instead of him/her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice of AGM. In view of Covid-19, Kingfisher strongly encourages shareholders to appoint the Chairman of the Board as their proxy (either online or by post) to vote in accordance with their instructions given the current restrictions on attendance. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Registrar's helpline on 0370 702 0129.
- 7 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 9 below) will not prevent a shareholder attending the AGM electronically and voting themselves should they wish to do so.
- 8 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion.

### Electronic submission of proxy form

- 9 It is possible for you to submit your proxy votes online by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Further information on this service can be found on your proxy form, or if you receive communications from us electronically, within your email broadcast.

### Appointment of proxies through CREST

- 10 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am on Wednesday, 22 July 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- 11 The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### Appointment of proxy by joint holders

- 12 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (i.e. the first-named joint holder recorded in the company's share register) will be accepted.

### Changing proxy instructions

- 13 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Registrar's helpline on 0370 702 0129.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Termination of proxy appointments

- 14 In order to revoke a proxy instruction you will need to inform the company using one of the following methods:
- by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - by sending an email with the subject header of “Kingfisher plc – Termination of Proxy Appointment” to: Externalproxyqueries@computershare.co.uk. Please note that this email address can only be used for the termination of previously registered proxy appointments (any other instructions included in the email will not be actioned and will be ignored). In order for the termination to be effective, the email must include the security details from the Form of Proxy (Control Number and SRN). In order that we may contact you to verify the termination of the proxy appointment, please provide a contact telephone number and where possible, attach to the email a letter signed by the registered holder to enable the verification to be effected.

In either case, the revocation notice must be received by the Company’s Registrar Computershare Investor Services PLC no later than 11.00am on Wednesday, 22 July 2020.

Appointment of a proxy does not preclude you from attending the AGM electronically and voting yourself. If you have appointed a proxy to attend the AGM electronically, your proxy appointment will automatically be terminated.

### Nominated persons

- 15 Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM.

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

- 16 The statement of the rights of shareholders in relation to the appointment of proxies in notes 4 and 5 above does not apply to Nominated Persons. The rights described in these Notes can only be exercised by shareholders of the company.

### Corporate Representatives

- 17 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### Questions at the AGM

- 18 Any member attending the meeting electronically has the right to ask questions. The company must answer any question relating to the business being dealt with at the AGM, except in certain circumstances, including (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interest of the company or the good order of the meeting that the question be answered.
- 19 At this year’s AGM, shareholders may ask questions online at <https://web.lumiagm.com> or via the ‘Lumi AGM’ app by typing and submitting their question in writing. Questions may be submitted using this facility from 10.00am on Friday, 24 July 2020. The Chairman will read the question aloud before providing an answer. Further information on how to ask a question at the AGM is on page 9.
- 20 Shareholders may also pose a question in advance by email to [shareholderenquiries@kingfisher.com](mailto:shareholderenquiries@kingfisher.com). Answers to questions submitted by 10.00pm on Wednesday, 22 July 2020 will be published on the company’s website.

### Documents on display

- 21 As at the date of this Notice of AGM, the company’s registered office is closed. Copies of the executive directors’ service contracts and the non-executive directors’ letters of appointment will be available to members for inspection on request. Requests should be sent by email to [shareholderenquiries@kingfisher.com](mailto:shareholderenquiries@kingfisher.com).
- 22 The company’s current Articles are available to view at [www.kingfisher.com](http://www.kingfisher.com).

### Issued Shares and Total Voting Rights

- 23 As at 19 June 2020 (being the latest practicable date prior to publication of this Notice of AGM) the company’s issued share capital, and, therefore, the total voting rights in the company, was 2,110,127,306 ordinary shares. One share equals one vote.
- Details of the number of shares and voting rights in the company are available on the company’s website, [www.kingfisher.com](http://www.kingfisher.com).

### Electronic addresses

- 24 You may not use any electronic address provided in this Notice of AGM to communicate with the company for any purposes other than those expressly stated.

## Your guide to participating electronically at the 2020 AGM

This year we will be conducting an electronic AGM giving you the opportunity to participate online, using your smartphone, tablet, or computer. You will need an active internet connection throughout the meeting to allow you to participate fully. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

If you choose to participate, you will be able to listen to a live audiocast of the meeting, view the presentation slides, ask questions, and submit your votes, in real time.

To do this you will need to either:

- Download the 'Lumi AGM' app from the Google Play Store™ or the Apple® App Store by searching for Lumi AGM.
- Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest version of either, Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

**Meeting ID: 127-267-392**

**To login you must have your SRN and PIN**

### Access

Once you have either downloaded the '**Lumi AGM**' app or entered <https://web.lumiagm.com> into your web browser, you'll be prompted to enter the Meeting ID as above.

You will then be required to click 'I have a login' and enter your:

- SRN; and
- PIN.

**You will be able to log into the site on 24 July 2020 from 10.30am.**

To enter as a shareholder, select '**I have a login**' and enter your SRN and PIN. If you are a guest, select '**I am a guest**'

As a guest, you will be prompted to complete all the relevant fields including; title, first name, last name and email address.

**Please note, guests will not be able to ask questions or vote at the meeting.**

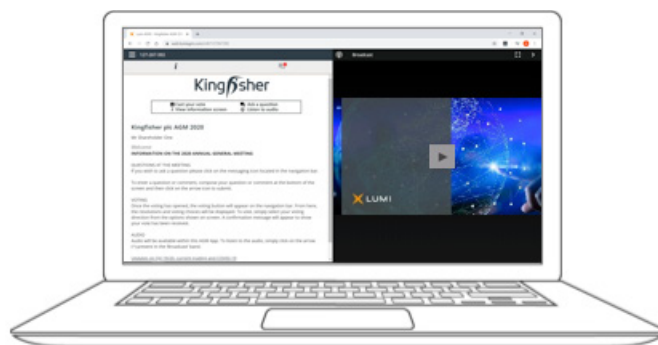
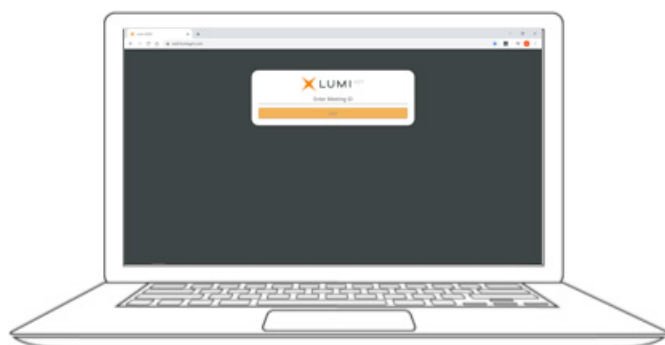
### Audiocast

When successfully authenticated, the information screen will be displayed.

You can view company information, ask questions and listen to the audiocast.

If you would like to listen to the audiocast press the broadcast icon at the bottom of the screen.

If viewing on a computer, the broadcast will appear at the side automatically once the meeting has started.





## Voting

The Chairman of the Meeting will open voting on all resolutions at the start of the meeting. Once the voting has opened, the polling icon will appear on the navigation bar at the bottom of the screen.

From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

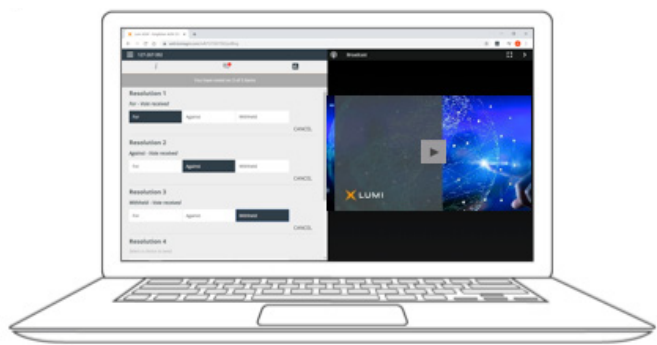
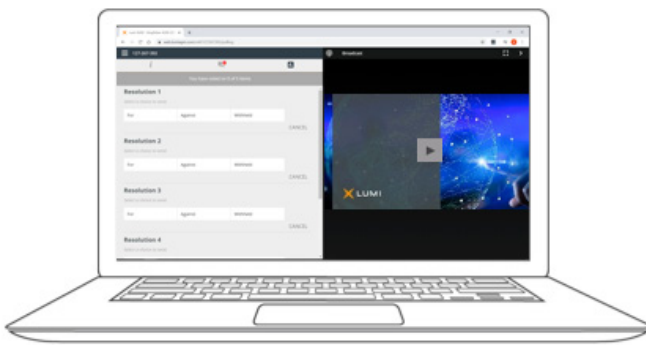
**For - Vote received**

To change your vote, simply select another direction.

If you wish to cancel your vote, please press Cancel.

Once the Chairman of the Meeting has opened voting, voting can be performed at any time during the meeting until the Chairman of the Meeting closes the voting on the resolutions. At that point your last choice will be submitted.

You will still be able to send messages, listen to the audiocast and view the presentation slides whilst the poll is open.



## Questions

Any shareholder or appointed proxy attending the meeting electronically is eligible to ask a question.

If you would like to ask a question, select the messaging icon.

Messages can be submitted at any time during the Q&A session up until the Chairman of the Meeting closes the session.

Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message press Send.

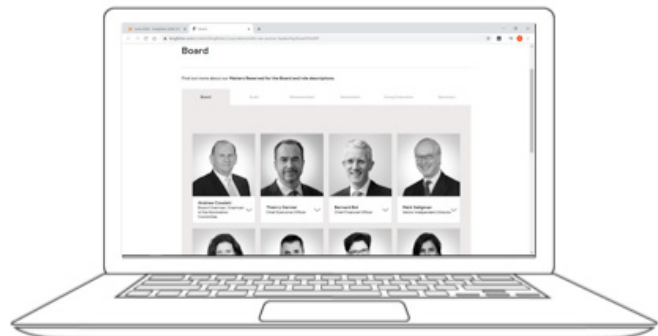
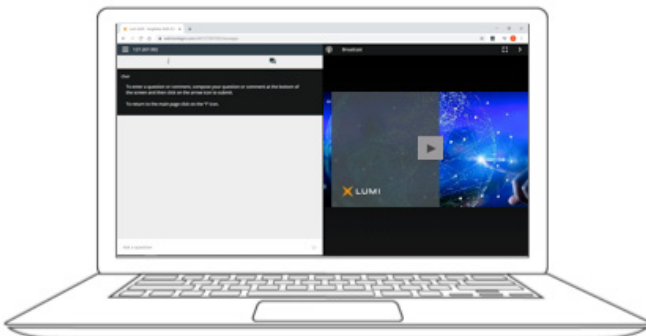
Questions sent via the 'Lumi AGM' online platform will be moderated before being sent to the Chairman of the Meeting to avoid repetition.

Any questions it is not possible to answer at the AGM or, which do not relate to the business of the meeting may be answered on the company's website after the meeting has closed

## Downloads

Links are present on the information screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the AGM 2020 or downloading documents via the 'Lumi AGM' platform varies depending on individual use, the specific device being used for streaming or downloading, and the network connection (broadband, 3G, 4G).



## Shareholder information

### Shareholder helpline

The Shareholder helpline (tel. 0370 702 0129) is run by the company's Registrar, Computershare Investor Services PLC, and is available on UK business days between Monday and Friday, 8.30am and 5.30pm. The helpline also has automated self-service functionality which is available 24 hours a day, 7 days a week. Using the Shareholder Reference Number (SRN) on your share certificate or dividend confirmation, the self-service functionality will allow you to:

- confirm the latest share price;
- confirm your current shareholding;
- confirm your payment history; and
- order a change of address, dividend bank mandate or stock transfer form.

### Registrar's Investor Centre

Investor Centre is a free, secure share management website provided by the company's Registrar. Managing your shares online means you can access information quickly and securely, and minimise postal communications.

To register, visit [www.investorcentre.co.uk](http://www.investorcentre.co.uk). All you will need is your registered address details and your SRN which you will find on your share certificate or dividend confirmation. You will be able to:

- view portfolio balances and the market value of all your holdings registered with Computershare;
- update your address;
- register to receive electronic shareholder communications;
- download forms;
- update your bank details;
- view and manage your dividend payments;
- access your electronic tax vouchers; and
- the transactional history of all your holdings registered with Computershare.

In certain circumstances it may be necessary for Computershare to send a unique activation code to your registered address to allow you full access to your Investor Centre account.

### Dividends

The Company pays all cash dividends through direct payment to shareholder bank accounts. Shareholders who have not yet notified our Registrar of their preferred payment option should do so without delay. Please note that this does not affect those shareholders who have subscribed for the Dividend Reinvestment Plan (DRIP).

Once again shareholders should note that the Board has not proposed a final dividend in relation to 2019/20. The Board intends to consider the appropriateness, quantum and timing of future dividend payments for 2020/21 when it has a clearer view of the scale and duration of the impact of Covid-19 on the business.

### Electronic communications/electronic proxy voting

The company actively encourages all shareholders to register for the electronic communications service. By registering to receive electronic communications, you will be able to:

- cast your AGM proxy vote electronically;
- access details of your individual shareholding quickly and securely online; and
- receive electronic notification via email and the internet of statutory documents such as the company's financial results, including annual and interim reports and quarterly trading statements.

You can register online by visiting the company's website [www.kingfisher.com/shareholders](http://www.kingfisher.com/shareholders) and following the instructions.

## Appendix 1 - Summary biographies

### Andrew Cosslett, Chairman

**Appointed:** April 2017

**Chairman:** June 2017

**Committee membership:** **N** **R**

**Skills and experience:** Andrew's early career was with Unilever in a variety of branding and marketing roles. He then spent 14 years at Cadbury Schweppes in senior international roles before becoming chief executive officer (CEO) for InterContinental Hotels Group (IHG). Andrew was at IHG for six years, creating value by leveraging the power of its brands alongside executing a programme of significant transformational and cultural change. He served as CEO for Fitness First, where he was instrumental in successfully repositioning the business and brand. Andrew joined the board of the Rugby Football Union in 2012 before being appointed chairman in 2016.

**External appointments:** Andrew was currently appointed to the board of the Rugby Football Union in 2012, before being appointed chairman in 2016.

### Bernard Bot, Chief Financial Officer

**Appointed:** October 2019

**Skills and experience:** Bernard is a seasoned chief financial officer (CFO) having held the role at several international listed companies. Bernard also has significant experience of large-scale transformation programmes, logistics and supply chain management, technology and digital services. He was CFO at Travelport Worldwide, a global NYSE-listed company providing a technology platform for the travel industry, until it was taken private in June 2019. Prior to that, Bernard was CFO of Aer Lingus and held various senior positions at TNT and TNT Express. Previously, he worked at McKinsey & Company where he rose to become a Partner and leader of its worldwide Post and Logistics group.

**External appointments:** Bernard is currently appointed as a non-executive director of A.P. Moller-Maersk A/S and a member of its audit committee.

### Thierry Garnier, Chief Executive Officer

**Appointed:** September 2019

**Committee membership:** **RB**

**Skills and experience:** Thierry is an experienced retailer having spent 20 years in senior roles at Carrefour, the French multi-national retailer. In his previous role, Thierry was a member of the Carrefour group executive committee and the chief executive officer (CEO) of Carrefour Asia. From 2003 to 2008, Thierry was the managing director of Supermarkets for Carrefour France. Following this successful period, he became CEO of Carrefour International and a member of the group executive committee in 2008, with a broader remit including Asia, Latin America and various European countries.

**External appointments:** No external director appointments.

### Mark Seligman, Senior Independent Director

**Appointed:** January 2012

**Committee membership:** **A** **N** **R**

**Skills and experience:** Mark provides substantial expertise to the Board in the field of finance, having previously been a senior adviser at Credit Suisse. He began his career at Price Waterhouse and spent over 30 years in the City, including senior roles at SG Warburg, BZW and Credit Suisse First Boston. At Credit Suisse he was deputy chairman Europe and later chairman UK investment banking.

**External appointments:** Mark currently serves as an alternate member of the Panel on Takeovers and Mergers. Mark is also a non-executive director of Smiths Group plc and senior independent director of The Royal Bank of Scotland plc.

**Key** **A** Audit Committee **N** Nomination Committee **R** Remuneration Committee **RB** Responsible Business Committee **●** Chairman

## Claudia Arney, Non-Executive Director

**Appointed:** November 2018

**Committee membership:** **N** **R**

**Skills and experience:** Claudia brings a wealth of experience of business transformation and building digital capabilities to the Board having held previous non-executive roles including: chair of remuneration committee at Halfords plc, senior independent director of Telecity Group plc and governance committee chair at Aviva plc.

**External appointments:** Claudia is currently non-executive director and remuneration committee chair at Derwent London. She also serves as interim chair of the Premier League. Claudia is also a non-executive director at Ocado Group plc. Claudia began her career at McKinsey & Company, before holding roles at Pearson, the Financial Times, Goldman Sachs, and HM Treasury. She was group managing director, digital at EMAP.

## Sophie Gasperment, Non-Executive Director

**Appointed:** December 2018

**Committee membership:** **N** **RE**

**Skills and experience:** Sophie brings to the Board expertise in strategy, brand and international retail markets as well as substantial experience in business transformation and digital capabilities, having held a number of senior leadership positions at L'Oréal, including executive chair and CEO of The Body Shop International and managing director of L'Oréal UK & Ireland.

**External appointments:** Sophie is a non-executive director of Accor, where she chairs the appointments, compensation and CSR committee. She is also a non-executive director of the D'leteren group, and the lead independent director on the board of Cimpres, a NASDAQ-listed technology company. In addition, Sophie is a senior advisor at the Boston Consulting Group.

## Jeff Carr, Non-Executive Director

**Appointed:** June 2018

**Committee membership:** **A** **N** **R**

**Skills and experience:** Jeff is CFO of Reckitt Benckiser Group plc which has operations in over 60 countries and a large number of globally trusted household brands and products. Jeff previously held an executive finance role with Reckitt Benckiser earlier in his career. Most recently, Jeff was CFO of Koninklijke Ahold Delhaize N.V. (Ahold Delhaize), one of the world's largest retail groups. Jeff was previously group finance director at both FirstGroup plc and easyJet plc, and held a senior finance role at Associated British Foods plc. He was also previously a non-executive director at McBride plc.

**External appointments:** Jeff is currently CFO of Reckitt Benckiser Group plc, the British multinational consumer goods company.

## Rakhi Goss-Custard, Non-Executive Director

**Appointed:** February 2016

**Committee membership:** **A** **N** **R** **RB**

**Skills and experience:** Rakhi is a highly experienced director in digital retailing, having spent 11 years at Amazon.com. Most recently she was director, UK media at Amazon, responsible for ranges such as books, music and DVDs. She was previously director, UK hardlines, where she was responsible for home, garden and DIY product ranges. Prior to joining Amazon, Rakhi held roles at TomTom and in management consultancy in the United States.

**External appointments:** Rakhi is a non-executive director of Schroders plc, Rightmove plc, and Travelopia, and was previously a non-executive director of Intu Properties plc.

### Key



Audit Committee



Nomination Committee



Remuneration Committee



Chairman



Responsible Business Committee