



# Notice of Kingfisher plc 2017 Annual General Meeting

Tuesday, 13 June 2017 at 2.00pm  
Hotel Novotel London Paddington,  
3 Kingdom Street, London W2 6BD

**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 send this Notice of AGM and the accompanying proxy form to the person you sold or transferred your shares to, or the bank, stockbroker or other agent who arranged the sale or transfer for you, so they can pass these to the person who now holds the shares.

Kingfisher plc  
Registered office: 3 Sheldon Square, Paddington, London W2 6PX  
Registered in England. Company Number: 1664812



## Dear Shareholder

### ANNUAL GENERAL MEETING

I am pleased to enclose the Notice of Meeting for the 2017 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company'), which will be held at the Hotel Novotel London Paddington, 3 Kingdom Street, London W2 6BD on Tuesday, 13 June 2017 at 2.00pm. The AGM provides a valuable opportunity, which I hope you will take, for shareholders to share their views and communicate with the Board of Directors.

Further information on the AGM, the location of the venue and how to get there can be found on page 11 of this Notice.

As you are aware, this will be my last AGM as Chairman of Kingfisher. The Company announced in March that Andy Cosslett would succeed me as Chairman. Andy joined the Board with effect from 1 April 2017, and will become Chairman, subject to your approval of his appointment as proposed under resolution 4, with effect from the conclusion of the AGM. I am not standing for re-appointment at the AGM and will therefore retire at the conclusion of the meeting. I wish Andy every success as Chairman.

### THE BUSINESS TO BE CONSIDERED

We consider all resolutions proposed to shareholders at the AGM to be standard business. An explanation of each resolution can be found in the explanatory notes section of this document on pages 5 to 7. The key resolution to flag is resolution 20 which seeks shareholder approval to amend the Company's Articles of Association. The changes proposed, if approved, will bring the Company into line with current market practice, will allow the Company to avail of future developments in technology and will clarify existing provisions within the articles.

If you are unable to attend the meeting, but have any questions on the business to be discussed at the AGM, we would like to hear from you ahead of the meeting. Please send them to me at 2017AGM@kingfisher.com. Whilst we cannot answer questions individually, we will provide responses to the topics most frequently raised and make these available at the AGM.

### HOW TO VOTE:

You can vote by:

- i. submitting your vote online;
- ii. completing, signing and returning the enclosed proxy form; or
- iii. attending and voting at the AGM.

Further information on voting and the applicable deadlines for voting online and via proxy can be found on pages 8 to 10 of this document.

All resolutions will be put to vote on a poll, where each shareholder has one vote for each share held. The Board believe that this provides a more accurate reflection of the views of all shareholders, and ensures that all votes are recognised, whether or not they are able to attend the meeting.

An interactive electronic voting system will be used for voting at the meeting. The results from the interactive electronic voting system will reflect both the proxy votes submitted in advance, as well as those cast by shareholders during the meeting. The results of the voting on the resolutions will be displayed at the conclusion of the meeting. They will, shortly after the meeting, also be announced to the London Stock Exchange and published on our website.

### RECOMMENDATION

The Board believe that all resolutions to be put to the AGM, as set out in the following pages of this Notice of Meeting, are in the best interests of the Company's members as a whole and will promote the success of the Company. The Directors unanimously recommend that you vote in favour of all proposed resolutions, as the Directors intend to do in respect of their own shareholdings.

Finally, I would like to take this opportunity to thank you, our shareholders, for the support you have provided to me and the Board throughout my time as Chairman. I am confident that your Board, under the leadership of Andy Cosslett, will continue to serve the Company well and maintain progress in the delivery of the ONE Kingfisher plan in the years ahead.

Yours faithfully,

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**Daniel Bernard**  
*Chairman*

21 April 2017

NOTICE is hereby given that the Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company') will be held at the Hotel Novotel London Paddington, 3 Kingdom Street, London W2 6BD on Tuesday, 13 June 2017 at 2.00pm to transact the following business.

Resolutions 1 to 16 will be proposed as ordinary resolutions and resolutions 17 to 20 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

#### **RESOLUTION 1**

THAT the Company's annual accounts for the financial year ended 31 January 2017 together with the Directors' Reports and Independent Auditor's Report on those accounts be received.

#### **RESOLUTION 2**

THAT the Directors' Remuneration Report (excluding that part containing the Directors' Remuneration Policy) set out on pages 66 to 88 of the Annual Report and Accounts for the year ended 31 January 2017 be received and approved.

#### **RESOLUTION 3**

THAT a final dividend of 7.15 pence per ordinary share be declared for payment on 19 June 2017 to those shareholders on the register at the close of business on 5 May 2017.

#### **RESOLUTION 4**

THAT Andy Cosslett be appointed as a Director of the Company in accordance with the Company's Articles of Association, with effect from the end of the meeting.

#### **RESOLUTION 5**

THAT Andrew Bonfield be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 6**

THAT Pascal Cagni be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 7**

THAT Clare Chapman be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 8**

THAT Anders Dahlvig be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 9**

THAT Rakhi Goss-Custard be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 10**

THAT Véronique Laury be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 11**

THAT Mark Seligman be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 12**

THAT Karen Witts be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **RESOLUTION 13**

THAT Deloitte LLP be re-appointed 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 14**

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

#### **RESOLUTION 15**

THAT in accordance with section 366 of the Companies Act 2006, 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 13 September 2018.

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 Companies Act 2006.

#### **RESOLUTION 16**

THAT

(A) the Directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006, 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 £116,875,058; and
- ii. comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £233,750,117 (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 13 September 2018);

(B) subject to paragraph (C), all existing authorities given to the Directors pursuant to section 551 of the Companies Act 2006 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 17**

THAT if resolution 16 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 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) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £17,531,258,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 13 September 2018) 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 18**

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 15<sup>5/7</sup> 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 223,125,112, being just under 10% of the Company's issued share capital as at 12 April 2017;
- ii. the minimum price (exclusive of all expenses) which may be paid for an ordinary share is 15<sup>5/7</sup> 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 13 September 2018); 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 19**

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

#### **RESOLUTION 20**

THAT, with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the meeting and initiated by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

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**Paul Moore**

*Group Company Secretary*

21 April 2017

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

Registered in England. Company Number: 1664812

## Explanatory notes to the resolutions

Resolutions 1 to 16 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 17 to 20 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. Voting on all resolutions will be by way of a poll.

### 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 2017, the Directors' Report and the report of 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, which is proposed as an ordinary resolution, seeks approval of the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy), which is set out in full on pages 66 to 88 of the Annual Report and Accounts.

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

### RESOLUTION 3 – AUTHORISATION TO PAY THE FINAL DIVIDEND

Shareholders must approve the final dividend payable for each ordinary share held and the proposal recommended by the directors in this resolution is 7.15 pence for each ordinary share. This is in addition to the interim dividend of 3.25 pence for each ordinary share that was paid on 11 November 2016, making a total of 10.4 pence for the year for each ordinary share.

### RESOLUTION 4 – APPOINTMENT OF DIRECTOR

Andy Cosslett, who was appointed as a Director, and Chairman Designate, on 1 April 2017, now stands for appointment by shareholders in accordance with the Company's Articles of Association.

Andy will, subject to your approval, succeed Daniel Bernard as the Chairman of Kingfisher with effect from the conclusion of the Annual General Meeting.

Andy's biographical details, which are also available from the Company's website, are set out below for your convenience. The Board is of the view that the information set out here, and which was included in the announcement confirming his appointment as Chairman-designate, is sufficient to enable our shareholders to make an informed decision in respect of his appointment. The Board unanimously recommends his appointment.

Andy Cosslett,  
Chairman-designate

Appointed to the Board on 1 April 2017.

Expertise and experience: Andy Cosslett's early career was with Unilever in a variety of branding and marketing roles. He then spent 15 years at Cadbury Schweppes in senior, international roles before becoming CEO for InterContinental Hotels Group (IHG). Andy was at IHG for six years, creating value by leveraging the power of its brands alongside effecting significant transformational and cultural change. He served as CEO for Fitness First from 2012 to 2015, where he was again successfully instrumental in repositioning the brand. Since 2015 Andy has also been Operating Partner for Advent International.

Other directorships: Andy joined the Board of the Rugby Football Union (RFU) in April 2012 and he served as Chairman of the organising committee of the 2015 Rugby World Cup. He was appointed Chairman of the RFU in October 2016.

### RESOLUTIONS 5 TO 12 – RE-APPOINTMENT OF DIRECTORS

The Board, led by Daniel Bernard as Chairman, has considered the performance of each of the Directors 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 and that they demonstrate commitment to their roles. This view was supported by feedback received following the completion of the externally facilitated board evaluation, which was conducted by Ffion Hague of Independent Board Evaluation.

The Board is content that each of the non-executive Directors offering themselves for re-appointment are independent in character and there are no relationships or circumstances likely to affect his character or judgment.

Biographies of each of the Directors are provided on pages 50 and 51 of the Annual Report and Accounts, which are available from the Company's website, [kingfisher.com](http://kingfisher.com).

The Board unanimously recommends the re-appointment of each of the Directors. The reappointment of each Director will take effect from the conclusion of the meeting.

### **RESOLUTIONS 13 AND 14 – RE-APPOINTMENT OF THE AUDITORS AND AUDITORS’ REMUNERATION**

The auditors of a Company must be re-appointed at each general meeting at which accounts are laid. Resolution 13 proposes the re-appointment of the Company’s existing auditor, Deloitte LLP (who have been in office since the 2009/10 financial year) until the next general meeting at which accounts are presented. As disclosed in the 2016/17 Annual Report and Accounts, the Company intends to hold a competitive tender in time for the audit of the 2019/20 financial results.

Resolution 14 is a separate resolution which proposes to grant authority to the Audit Committee to determine the auditor’s remuneration.

### **RESOLUTION 15 – 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 Companies Act 2006 contain restrictions on companies making donations or incurring expenditure in relation to EU political parties, other political organisations or independent election candidates. The PERA and Part 14 of the Companies Act 2006 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 PERA and the Companies Act 2006 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 PERA and the Companies Act 2006. Any donations made or expenditure which may be incurred under authority of this resolution will be disclosed in next year’s annual report.

### **RESOLUTION 16 – 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 £116,875,058 (representing 743,750,374 ordinary shares of 15<sup>5/7</sup> pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 12 April 2017, 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 £233,750,117 (representing 1,487,500,749 ordinary shares of 15<sup>5/7</sup> pence each), including within such limit the nominal amount of any shares issued under paragraph i) of this resolution. This amount represents approximately two-thirds of the issued ordinary share capital of the Company as at 12 April 2017, 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 13 September 2018, or the conclusion of the AGM of the Company to be held in 2018.

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

### **RESOLUTION 17 – 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.

Except as provided in the next paragraph, this authority would be, as in previous years, limited to allotments or sales in connection with pre-emptive offers or otherwise up to an aggregate nominal amount of £17,531,258 (representing 111,562,556 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued share capital of the Company as at 12 April 2017, being the latest practicable date prior to the publication of this Notice of AGM. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group’s Statement of Principles regarding cumulative use of authorities within a rolling three-year period where the Principles provide that issues in excess of 7.5% should not take place without the prior consultation with shareholders.

Allotments made under the authorisation in paragraph (ii) of resolution 16 would be limited to allotments by way of a rights issue only (subject to the right of the Directors to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

This authority will expire on the earlier of 13 September 2018, or the conclusion of the AGM of the Company to be held in 2018.

#### **RESOLUTION 18 – 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 223,125,112 ordinary shares, representing 10% of the issued share capital of the Company as at 12 April 2017, the latest practicable date prior to the publication of this Notice of AGM.

The Directors intend to use this authority to conduct share purchases to return capital to shareholders. This is in accordance with the Company's commitment to return c£600m of capital to shareholders over a three year period commencing 1 February 2016. This being in addition to the annual ordinary dividend. Under the authority granted to purchase shares granted at the 2016 AGM, the Company has returned £130,680,398 through the purchase of 38,153,451 ordinary shares in the Company.

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 12 April 2017 (being the latest practical date prior to the publication of this Notice) was 36,086,796. The proportion of issued share capital that they represented at that time was 1.62% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 1.80%.

#### **RESOLUTION 19 – NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN AGMS**

Changes made to the Companies Act 2006 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.

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.

#### **RESOLUTION 20 – ADOPTION OF NEW ARTICLES OF ASSOCIATION**

This resolution seeks approval to adopt new Articles of Association (New Articles) to take account of developments in market practice since the articles were last updated in 2014.

The key changes made include:

- updates, in line with the requirements of the UK Corporate Governance Code, to provide for the automatic retirement, and the submission for appointment or re-appointment, of all Directors at each AGM. References to retirement by rotation have therefore been removed;
- the addition of new provisions enabling meetings to be held electronically as well as physically in accordance with the Companies (Shareholders' Rights) Regulations 2009 and the Companies Act 2006. The changes will allow for meetings to be held and conducted in such a way that persons who are not present together at the same place may attend, speak and vote at the meeting by electronic means. This will allow the Board greater flexibility to align with technological advances and changes in investor sentiment and market practice. However, nothing in the amendments will preclude physical general meetings being held, which would permit the company to hold general meetings both physically and electronically. The Board's current intention is to continue to hold physical general meetings;
- amendments to further clarify our existing articles on the payment of dividends electronically; and
- an update to provide the Company with greater flexibility when dealing with the shares of untraced shareholders. The new provisions replace the requirements to place notices in newspapers with a requirement for the Company to use reasonable steps to trace the shareholder, including sending a final notice to the last known address of the shareholder, before deciding whether to sell the shares. Any proceeds generated may be used as the Board sees fit.

A copy of the proposed New Articles and the current Articles of Association, marked up to show all proposed changes, are available for inspection at [kingfisher.com](http://kingfisher.com), the Company's registered office and the offices of Freshfields Bruckhaus Derringer LLP, 65 Fleet Street, London EC4Y 1HS, from the date of this Notice of AGM until the date of the meeting. The documents will then be available at the AGM venue on the day of the meeting until its conclusion.

## Further information about the AGM

### ENTITLEMENT TO ATTEND AND VOTE

1. Only those members registered on the Company's register of members at 6.00pm on Friday, 9 June 2017 (or in the event of any adjournment, 48 hours before the time of the adjourned meeting) shall be entitled to attend 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 and vote at the meeting.
2. In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person 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 information regarding the AGM

3. Information regarding the AGM, including the information required by section 311A of the Companies Act 2006, is available at [kingfisher.com](http://kingfisher.com).

### Appointment of proxies

4. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM. A member may appoint more than one proxy in relation to the AGM, 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. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar whose contact details are set out on page 10.
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 2.00pm on Friday, 9 June 2017.**
6. 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 and voting in person should they wish to do so.
7. 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

8. It is possible for you to submit your proxy votes online. Further information on this service can be found on your proxy form, or if you receive communications from us electronically, voting information will be contained within your email broadcast.

### Appointment of proxies through CREST

9. 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 2.00pm on Friday, 9 June 2017. 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.

10. 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 members

11. 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 will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### Changing proxy instructions

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.



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 Company's Registrar, Computershare Investor Services PLC.

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

13. 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, Bridgewater 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 2.00pm on Friday, 9 June 2017.

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

#### Nominated persons

14. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 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.

15. 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

16. 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

17. Any member attending the meeting 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.

#### Shareholder requisition rights

18. Under section 338 and section 338A of the Companies Act 2006, a member or members meeting the qualification criteria in those sections have the right to require the Company i) to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless
- a. (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); or
  - b. it is defamatory of any person; or
  - c. it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it. The request must be received by the Company not later than Tuesday, 2 May 2017 (being the later of the dates falling six weeks before the AGM and the time of giving this notice of AGM), and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

19. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the

statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

#### Documents on display

20. The following documents will be available for inspection from today's date at the offices of Freshfields Bruckhaus Deringer (65 Fleet St, London EC4Y 1HT) during normal business hours on any weekday (Saturday, Sundays and public holidays excepted) until the Annual General Meeting and also at the meeting venue at least 15 minutes prior to the meeting until its conclusion:
- copies of the service contracts of the executive directors of the Company;
  - copies of the letters of appointment of the non-executive directors of the Company; and
  - a copy of the proposed New Articles and the current Articles of Association, marked up to show all proposed changes

#### Issued Shares and Total Voting Rights

21. As at 12 April 2017 (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 of 2,231,251,123 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, [kingfisher.com](http://kingfisher.com).

#### Electronic addresses

22. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.

### 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 on your share certificate or dividend tax voucher, 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 Computershare, 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 Shareholder Reference Number which you will find on your share certificate/tax vouchers. 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; and
- download forms.

Computershare will also send a unique activation code to your registered address, which you can use to:

- update your bank details;
- view and manage your dividend payments;
- access your electronic tax vouchers; and
- view your holding's transactional history.

#### KEY DATES

First quarter results	24 May 2017
2016/17 final dividend	19 June 2017
Second quarter results	17 August 2017
Half-year results	20 September 2017
2017/18 interim dividend	10 November 2017
Third quarter results	21 November 2017
Final results	March 2018

#### Dividends

Shareholders can elect for dividends to be paid by mandate directly to a UK bank or building society account. For the benefit of shareholders' resident in any of the Eurozone countries, the Company offers the option to receive dividends in Euros.

The Company also offers shareholders a Dividend Reinvestment Plan (DRIP).

Further information is available on our website, [kingfisher.com](http://kingfisher.com).

#### 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 by visiting [kingfisher.com/shareholders](http://kingfisher.com/shareholders) and following the online instructions.

## Annual General Meeting information

### TIME

The meeting will start at 2.00pm. Please arrive no later than 1.50pm for registration.

### REFRESHMENTS

Tea and coffee will be served between 1.30pm and 1.55pm. Similar light refreshments will be available after the meeting.

### VENUE

The meeting will be held on Tuesday, 13 June 2017 at the Hotel Novotel London Paddington, 3 Kingdom Street, London W2 6BD.

### SHAREHOLDERS WITH SPECIAL NEEDS

We have arranged for induction loop facilities to be available in the meeting room.

The venue is easily accessible by wheelchair users and has lift access.

### GETTING TO THE VENUE:

**BUS:** the nearest stops are Westbourne Terrace on Bishop's Bridge Road (23, 27, 36, 7 and N7) and Paddington Station on Eastbourne Terrace (15 & 205).

**TUBE:** Take the Bakerloo, Circle, District or Hammersmith & City line to Paddington Station.

**MAINLINE:** Paddington Station is the nearest mainline station. For those travelling to London by rail, the venue is easily accessible from the following stations:

- St Pancras Station: take either the Hammersmith & City or Circle underground line to Paddington Station.
- Liverpool Street Station: take either the Hammersmith & City or Circle underground line to Paddington Station.
- Waterloo Station: Take the Bakerloo underground line to Paddington Station.

Once at Paddington Station head towards the Hammersmith & City underground line, which runs adjacent to platform 8. Once out of the station, turn left along the waterline and follow the signs towards Sheldon Square and Kingdom Street. Follow the waterline until you reach Starbucks, at which point turn left. On the far side of Sheldon Square you will see Kingdom Street with the Hotel Novotel at the far left end. There is visible signage from this point.



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