

**KINGFISHER PLC**  
**(the 'Company')**

**RESPONSIBLE BUSINESS COMMITTEE TERMS OF REFERENCE**

**1. Membership**

- 1.1. The Committee shall comprise at least three members.
- 1.2. The members of the Committee shall include the Chief Executive, Chief Offer and Sourcing Officer, Chief People Officer, Chief Executive, Screwfix and two non-executive directors. Appointments to the Committee shall be made by the Board on recommendation of the Nomination Committee and in consultation with the Chair of the Committee.
- 1.3. Only members of the Committee and members of the Board who are not Committee members have the right to attend Committee meetings. Other individuals may be invited at the discretion of the Chair to attend Committee meetings if their attendance is considered important to the areas of business being discussed.
- 1.4. The Chair of the Committee will be a non-executive director.

**2. Secretary**

The Company Secretary or their designee shall be secretary to the Committee.

**3. Quorum**

The quorum shall be any three members, one of whom must be a non-executive director or their designate.

**4. Frequency of Meetings**

The Committee shall meet at least twice a year and otherwise as required.

**5. Notice of Meetings**

- 5.1. Meetings of the Committee shall be called by the secretary at the request of the Chair of the Committee or any of its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee in advance of the meeting.

**6. Minutes of Meetings**

- 6.1. The secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all members of the Board and the Group Company Secretary unless, exceptionally, it would be inappropriate to do so.

**7. Duties**

The Committee shall:

- 7.1. oversee the delivery of the Kingfisher Responsible Business strategy.

- 7.2. provide collective advice and assurance to the Group Executive and the Board on all matters relating to responsible business practices. This includes setting targets for approval by the Board, monitoring performance against the Responsible Business priorities and fundamentals, and overseeing the business in their delivery against same.
- 7.3. ensure that the necessary policies and frameworks are in place to allow Kingfisher plc and its subsidiaries (together the 'Group') to conduct its business in a responsible manner, including in relation to environmental, social, and ethical matters. This must include the Group's impact on customers, colleagues, supply chain, the communities and the environment in which Kingfisher companies operate.
- 7.4. oversee, on behalf of the Board, the effectiveness of the management controls and any external reviews undertaken designed to manage the risks associated with health, safety, environment and social issues, and monitor compliance with these responsibilities and commitments.
- 7.5. work and liaise as necessary with other Board committees.

## **8. Reporting Responsibilities**

- 8.1. The Chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Responsible Business Committee shall report to the Board and Group Executive on any significant matters.
- 8.3. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 8.4. Under section 172 of the Companies Act, Board directors are required to consider the company's full range of stakeholders when making decisions. The Committee shall recommend to the Board a disclosure on how section 172 has been complied with throughout the year for inclusion in the Company's annual report.

## **9. Other Matters**

The Committee shall:

- 9.1. investigate any activity within its terms of reference, as well as any matter referred to it by the Board for consideration, and to obtain, at the Company's expense, outside legal or other professional advice.
- 9.2. be authorised to seek any information it requires from any employee of the Group in order to perform its duties.
- 9.3. allow the sub-delegation of any or all its responsibilities as it sees fit, including the establishment of sub-groups to take forward specific work or resolve specific issues as they arise.
- 9.4. have access to sufficient resources in order to carry out its duties, including access to the Group Company Secretary for advice and assistance as required.
- 9.5. ensure periodic review of its own membership and performance and, at least annually, review its constitution and terms of reference and recommend any changes it considers necessary to the Board for approval.

Approved by the Board of Directors on 25 January 2023