



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 of AGM, 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 2023 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'company'), will be held on Tuesday, 27 June 2023 at 2.00pm at Storey Club, 4 Kingdom Street, Paddington, London W2 6BD.

We consider the AGM to be an important event in our calendar and a significant opportunity for the Board of Directors to engage with our shareholders. This year the AGM will be a physical meeting and we hope that shareholders will take this opportunity to join us in person and to engage and share their views 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 13 of this Notice of AGM.

Shareholders who are unable to attend the AGM should appoint a proxy in advance so that their vote is counted.

How to vote:

Shareholders are strongly encouraged to submit a proxy vote in advance of the AGM. You can submit your proxy vote online or by returning the proxy form posted to you. This is explained further on pages 9 and 10.

Shareholders who are present at the AGM will be able to vote on the resolutions proposed at the meeting. The results will, as soon as reasonably practicable, be announced to the London Stock Exchange and published on our website.

Business of the meeting

Most resolutions this year 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 5 to 8.

If you are unable to attend the meeting but would like to pose a question, you can do so in advance by email to shareholder.enquiries@kingfisher.com. Please provide your questions by 2.00pm on Friday, 23 June 2023. This is explained further on page 10.

Directors' recommendation

The directors are of the opinion that all resolutions which are to be put to the 2023 AGM are in the best interests of the company and its shareholders as a whole and, accordingly, unanimously recommend that you vote in favour of all the resolutions as they intend to do in respect of their own shareholdings.

The directors and I look forward to seeing you at the AGM and thank you for your continued support.

Yours faithfully,

Andrew Cosslett
Chair of the Board

11 April 2023

Resolutions

NOTICE is hereby given that this year's AGM will be held at Storey Club, 4 Kingdom Street, Paddington, London W2 6BD on Tuesday, 27 June 2023 at 2:00pm to transact the following business.

Resolutions 1 to 17 will be proposed as ordinary resolutions and resolutions 18 to 21 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll and all valid proxy votes cast will count towards the poll votes. In this document (the 'Notice of AGM'), all references to the Act are to the Companies Act 2006.

Ordinary Resolutions

Resolution 1

THAT the company's Annual Report and Accounts for the financial year ended 31 January 2023 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 the Directors' Remuneration Policy, set out on pages 80 to 88 of the Directors' Remuneration Report), as set out in the Annual Report and Accounts be received and approved.

Resolution 3

THAT a final dividend of 8.60 pence per ordinary share be declared for payment on 3 July 2023 to those shareholders on the register at the close of business on 26 May 2023.

Resolution 4

THAT Claudia Arney be re-elected as a director of the company.

Resolution 5

THAT Bernard Bot be re-elected as a director of the company.

Resolution 6

THAT Catherine Bradley be re-elected as a director of the company.

Resolution 7

THAT Jeff Carr be re-elected as a director of the company.

Resolution 8

THAT Andrew Cosslett be re-elected as a director of the company.

Resolution 9

THAT Thierry Garnier be re-elected as a director of the company.

Resolution 10

THAT Sophie Gasperment be re-elected as a director of the company

Resolution 11

THAT Rakhi Goss-Custard be re-elected as a director of the company.

Resolution 12

THAT Bill Lennie be re-elected as a director of the company.

Resolution 13

THAT Deloitte LLP be re-appointed as auditor of the company to hold office from the conclusion of this meeting 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 Act, the company and any company which at any time during the period for which this resolution has effect, is a subsidiary of the company, be authorised 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, as such terms are defined in Part 14 of the Act during the period beginning on the date of the passing of this resolution and ending on the date of the next annual general meeting of the company, provided that the aggregate of all expenditure under paragraphs (i) and (ii) shall not exceed £75,000 in total.

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 16

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 £101,553,115; and
 - ii. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £203,106,231 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 otherwise consider 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 end of the next AGM of the company or, if earlier, until the close of business on 26 September 2024:

- (B) subject to (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 17

THAT:

- i. the Kingfisher Sharesave Plan (the 'Plan'), the principal terms of which are summarised on pages 6 and 7 and a copy of the rules of which is produced to the meeting and initialled by the Chair for the purposes of identification, be approved;
- ii. the directors be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the Plan; and
- iii. the directors be authorised to establish additional schedules to the rules of the Plan or further plans based on the Plan, modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such schedules and further plans are treated as counting against any limits on individual or overall participation in the Plan.

Special Resolutions

Resolution 18

THAT if Resolution 16 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:

- (A) to allotments for rights issues and other pre-emptive issues;
- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £30,465,934; and
- (C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the company determines to be of a kind contemplated by paragraph 3 of Section 2B of 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 26 September 2024 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 19

THAT if Resolution 16 is passed, the Board be authorised in addition to any authority granted under Resolution 18 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 £30,465,934 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the company determines to be either an acquisition or a specified 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; and

Resolutions continued

(B) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the company determines to be of a kind contemplated by paragraph 3 of Section 2B of 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 26 September 2024 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 20

THAT the company be generally and unconditionally authorised, in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 15^{5/7} 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 193,927,018 being just under 10% of the company's issued share capital as at 28 March 2023;
- ii. the minimum price (exclusive of all expenses) which may be paid for an ordinary share is 15^{5/7} 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 end of the next AGM of the company; 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 21

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the next AGM of the company.

By order of the Board

Chloe Barry
Company Secretary

11 April 2023

Registered office: 1 Paddington Square, London,
England W2 1GG
Registered in England. Company Number: 01664812

Explanatory notes to the resolutions

Resolutions 1 to 17 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 18 to 21 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 Annual Report and Accounts

The directors must lay before the shareholders the Annual Report and Accounts of the company for the financial year ended 31 January 2023, 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 77 to 100 of the Annual Report and Accounts. The vote is advisory and does not affect the future remuneration paid to any director.

Resolution 3 – Authorisation to pay a final dividend

The Board of Directors has proposed a final dividend of 8.60 pence for each ordinary share. This is in addition to the interim dividend of 3.80 pence for each ordinary share which was paid on 11 November 2022, making a total of 12.40 pence for the year for each ordinary share. Subject to the approval of Resolution 3, the final dividend will be paid on 3 July 2023 to shareholders on the register at 26 May 2023. Further details on dividends can be found on the company's website: www.kingfisher.com, including information on payment options, the Dividend Reinvestment Plan and historical dividends.

Resolutions 4 to 12 – Re-election of directors

The Board, led by the Chair of the Board, 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 evaluation, which was conducted by Independent Audit during the year and discussed in more detail in the Annual Report and Accounts on page 68.

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 standing for re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

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 and in supporting management to deliver the 'Powered by Kingfisher' strategy. As such, the Board unanimously recommends the re-appointment of each of the directors. The re-appointment of each director will take effect from the conclusion of the meeting.

In support of the UK Corporate Governance Code 2018 (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, biographies of each of the directors are provided in Appendix 1 to this Notice of AGM, on pages 64 and 65 of the Annual Report and Accounts, and are also available on the company's website: www.kingfisher.com.

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

Resolutions 13 and 14 – 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 13 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 conclusion of the next general meeting at which accounts are presented.

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 political expenditure

The company does not intend to change its current practice of not making donations to political parties or to incur political expenditure. However, the definitions of 'political donations' and 'political expenditure' under Part 14 of the Act are very wide 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 Act prohibits the company and its subsidiaries from making donations or incurring expenditure in relation to political parties, other political organisations or independent election 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 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.

Explanatory notes to the resolutions continued

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 £101,553,115 (representing 646,423,399 ordinary shares of 15^{5/7} pence each). This amount represents approximately one third of the issued ordinary share capital of the company as at 28 March 2023, 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 £203,106,231 (representing 1,292,846,798 ordinary shares of 15^{5/7} 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 28 March 2023, 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 at the conclusion of the next AGM of the company or, if earlier, at the close of business on 26 September 2024.

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

Resolution 17 – Approval of the Kingfisher Sharesave Plan

General

The Kingfisher Sharesave Plan (the 'Plan') is a UK "all employee" share option plan, which is intended to satisfy the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 as amended and re-enacted from time to time in order to provide UK tax-advantaged options to UK employees. Eligible employees are entitled to apply for the grant of an option to acquire ordinary shares ('Shares') in Kingfisher plc, (the 'company') at a price determined shortly before invitations to apply for the options are issued. An option is granted over such number of Shares that can be acquired using the proceeds of a related savings contract. The option price may be set at a discount (of up to 20 per cent or such percentage as maybe allowed from time to time by HM Revenue & Customs ('HMRC')) to the market value of the Shares at that time. Employees are required to save monthly through a contractual savings arrangement over a period of either three or five years. A tax-free bonus may be payable on completion of the relevant savings contract for UK employees (as at the latest practicable date prior to the publication of this Notice of AGM, the bonus rate was 0%). At the end of the savings period, the employee may either exercise the option using the savings and bonus for a period of six months or have the savings and bonus repaid.

The company's legacy Sharesave plan, originally approved by shareholders in 2012, expired in 2022. The Plan was adopted by the Board on 15 September 2022 to enable the company's continued operation of a Sharesave plan on substantially the same terms as the legacy plan.

Resolution 17 seeks shareholder approval of the Plan to enable new issue and treasury Shares to be used to satisfy options granted under the Plan. The Plan will expire on the tenth anniversary of the date of shareholder approval.

A copy of the rules of the Plan will be available for inspection as noted in note 20.

Eligibility

Eligible employees are employees of the company and participating members of the Group who have been employed for a minimum period (not exceeding five years). All employees eligible to participate must do so on similar terms although that entitlement may vary by reference to levels of remuneration, length of service or any similar factors.

Employee contributions

The maximum amount an employee may save monthly over the three-year or five-year period is £500 per month, or such other amount as may be permitted from time to time by HMRC. The Board can impose a lower savings limit. The minimum amount an employee may save per month is set by the Board and can be no less than £5. The Committee may scale down the amount of the monthly contributions if applications exceed the number of shares available for the grant of options.

Invitation period

The invitation period for the grant of options will generally be within the 42-day period after the date on which the company releases its results for a financial period, or the day following any general meeting of the company, or in circumstances judged by the Board to be exceptional.

Exercise of options

Options may normally only be exercised during the six-month period following the maturity date of the related savings contract and, if not exercised by the end of that period, will lapse. This may be after the third or fifth anniversary of the start date of the related savings contract.

Early exercise

An option holder who ceases to be an employee of a member of the company's group in certain circumstances (for example due to injury, disability, redundancy, or following a change in control of the employing company or transfer of the employing business) may exercise an option within six months of ceasing to be an employee. If an option holder dies, their personal representatives may exercise the option within twelve months of the earlier of the date of death or the bonus date of the option. If an option holder ceases to be an employee of a member of the company's group for any reason other than those specified, prior to three years from the date of grant of the option, the option will lapse. If there is a takeover or scheme of arrangement in respect of the company, options will generally be exercisable for six months (except in the case of an internal reorganisation where options may be rolled over). In the event of a winding-up of the company, options will generally be exercisable for two months. Options may only be exercised to the extent of the repayment under the related savings contract on the date of exercise.

Limits on the issue of Shares

Subject to shareholder approval of the Plan, options granted under the Plan since its adoption by the Board may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market. In any ten-year period, the company may not grant options or awards under the Plan or any other employee share plans adopted by the company or any other company under the company's control if such grant would cause the number of Shares issued under the plans to exceed ten per cent. of the company's issued ordinary share capital at the proposed date of grant.

The satisfaction of options and awards with treasury shares will be treated as an issue of Shares for the purposes of the above limits for so long as institutional shareholder guidelines recommend this. If options and awards are to be satisfied by a transfer of existing Shares, the percentage limits stated above will not apply.

Exchange of options

If there is a change of control of the company following a general offer to acquire the whole of the issued share capital of the company or all its ordinary shares, or following a compromise or arrangement, option holders may be given the opportunity to exchange their options for options over ordinary shares in another company.

Adjustments of options

If there is a capitalisation or rights issue, a consolidation, a subdivision, a reduction or any other variation in the share capital of the company, the Board may make the adjustments it considers appropriate to the number of Shares under options and the option price.

General provisions

Options are personal to option holders and, except on the death of an option holder, cannot be assigned, transferred or otherwise disposed of. Participation in the Plan is not pensionable.

Amendments to the Plan

The rules of the Plan can be amended at any time by the Board. However, no amendment to the advantage of option holders can be made without the prior approval of shareholders in a general meeting if an amendment relates to the provisions in the Plan rules relating to:

- who can participate;
- the limits on the number of ordinary shares that can be acquired under the Plan in total and/or by each option holder;
- the basis for determining an option holder's entitlement to and the terms on which ordinary shares can be acquired under the Plan;
- any adjustment in the event of a variation in the share capital of the company; and
- the amendment provisions themselves.

unless the amendment is necessary or desirable in order to ensure or maintain the Plan's compliance with relevant legislation, or is minor and to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or for any member of the company's Group.

Additional schedules to the rules of the Plan or further plans based on the Plan can be adopted by the Board to operate the Plan in overseas countries, subject to the same overall limits as detailed above.

Duration of the Plan

The Plan will terminate on, and no further options may be granted after, the tenth anniversary of the date the Plan is approved by shareholders of the company in general meeting, but the rights of existing option holders will not be affected.

Resolution 18 – 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. (Part B) of this Resolution would provide the directors with the authority to allot equity securities or sell treasury shares up to a nominal amount equal to £30,465,934. This is up to a nominal amount equal to 10% of any allotment of equity securities or sale of treasury shares.

The directors have no present intention to avail of this authority but would like the flexibility to do so in appropriate circumstances.

This authority will expire on the earlier of 26 September 2024 or the conclusion of the 2024 AGM of the company.

This Resolution has been drafted to align with the approach recommended by the Pre-Emption Group and its Statement of Principles published in November 2022 (the 'Pre-Emption Principles').

Explanatory notes to the resolutions continued

Resolution 19 – Authority to disapply pre-emption rights for an additional ten percent

This Resolution would give the directors the authority in addition to any authority granted under Resolution 18, to make non-pre-emptive issues of ordinary shares in connection with either an acquisition or specified capital investment as contemplated by the Pre-Emption Principles.

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 26 September 2024 or the conclusion of the 2024 AGM of the company.

This Resolution has been drafted to align with the approach recommended by the Pre-Emption Group.

Resolution 20 – 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 193,927,018 ordinary shares, representing 10% of the issued share capital of the company as at 28 March 2023, the latest practicable date prior to the publication of this Notice of AGM.

This authority shall expire on the earlier of 26 September 2024 or the conclusion of the 2024 AGM of the company.

When conducting purchases under this authority, the company will comply with the UK 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 28 March 2023 (the latest practical date prior to the publication of this Notice of AGM) was 56,903,926 which represents 2.93% of the issued share capital at that date. If the authority to purchase shares was exercised in full, in addition to the outstanding authority granted at the 2022 AGM, these options would represent 3.57% of the company's issued share capital.

Resolution 21 – Notice period for general meetings other than AGMs

Under the Companies (Shareholders' Rights) Regulations 2009 the notice period required for general meetings of the company is 21 clear days unless shareholders have approved a shorter notice period, which cannot be less than 14 clear days.

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 21. 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 close of business on Friday, 23 June 2023 (or in the event of any adjournment, close of business on the date two days (excluding non-working days) 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 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.

Appointment of proxies

4. 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, 23 June 2023.
5. A member who is entitled to vote at the AGM may appoint more than one proxy to vote on their behalf, 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. 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.
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 in person and voting themselves 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 their discretion.

Electronic submission of proxy form

8. It is possible for you to submit your proxy votes online by logging on to 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

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com). 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 & International 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, 23 June 2023. 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 their 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 holders

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 (i.e. the first-named joint holder recorded in the company's share register) will be accepted.

Changing proxy instructions

12. 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

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, Bridgwater Road, Bristol, BS99 6ZZ. 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 affected.

In either case, the revocation notice must be received by the company's Registrar, no later than 2.00pm on Friday, 23 June 2023. Appointment of a proxy does not preclude you from attending the AGM in person and voting yourself. If you have appointed a proxy to attend the AGM your proxy appointment will automatically be terminated.

Nominated persons

14. Any person to whom this Notice of AGM 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 them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
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 in person 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.
18. Questions may be asked in person on the day. Shareholders may also pose a question in advance by email to shareholder.enquiries@kingfisher.com. Answers to questions submitted by 2.00pm on Friday, 23 June 2023 will be published on the company's website. The Company Secretary will read questions submitted after 2.00pm on Friday, 23 June 2023, aloud before the Board provides an answer.
19. 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.

Documents on display

20. Copies of the executive directors' service contracts, the non-executive directors' letters of appointment and the Sharesave Plan rules will be available for inspection from today's date at the offices of Freshfields Bruckhaus Deringer (100 Bishopsgate, London EC2P 2SR) during normal business hours on any weekday (Saturday, Sundays and public holidays excepted) until the AGM.
21. The draft rules of the Sharesave Plan will be available for inspection on the National Storage Mechanism at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of sending this document.
22. All these documents will also be on display at the place of the AGM at least 15 minutes before the AGM until its conclusion.
23. The company's current Articles of Association are available to view at www.kingfisher.com.

Issued Shares and Total Voting Rights

24. As at 28 March 2023 (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 1,939,270,197 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.

Electronic addresses

25. 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.

Members' rights under sections 338 and 338A of the Act

26. Under sections 338 and 338A of the Act, shareholders satisfying the threshold requirements in these sections have the right to require the company:
- to give, to members of the company entitled to receive notice of the next AGM, notice of a resolution which may properly be moved and is intended to be moved at that meeting; and
 - to include in the business to be dealt with at an AGM any matter (other than a proposed resolution) which may properly be included in the business.
27. A matter will not be included in the business at the AGM if:
- (i) it is defamatory of any person; (ii) it is frivolous or vexatious; or (iii) it is received after Tuesday, 16 May 2023, being the date six clear weeks before the AGM.
28. Such a request may be in hard or electric copy form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request.

Audit Concerns under section 527 of the Act

29. Under section 527 of the Act, shareholders satisfying the threshold requirements in this section have the right to require the company to publish a statement on its website, setting out any matter relating to:
- the audit of the company's accounts that are to be laid before the AGM; or
 - any circumstance connected with an auditor of the company ceasing to hold office since the previous AGM.
30. The company may not charge any shareholders requesting any such website publication in complying with sections 527 or 528 of the Act.
31. Where the company is required to place a statement on its website, it must forward the statement to the auditor not later than the time when it publishes the statement on the website. The business which may be dealt with at the AGM includes any website statement relating to audit concerns.

Shareholder information

Shareholder helpline

The Shareholder helpline number 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 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. 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).

The Board is pleased to propose a final dividend of 8.60 pence per ordinary share in relation to 2022/23. If approved, the final dividend will be paid on 3 July 2023 to shareholders on the register at close of business on 26 May 2023.

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 and following the instructions.

AGM information

Venue

The meeting will be held at Storey Club, 4 Kingdom Street, Paddington, London W2 6BD.

Date and Time

The meeting will be held on Tuesday, 27 June 2023 and start at 2.00pm. Please arrive no later than 1.50pm for registration.

Refreshments

Light refreshments will be served between 1.15pm and 1.55pm. Tea and coffee will be available for a period after the meeting.

Shareholders requiring assistance

Induction loop facilities will be available in the meeting room.

The venue has lift access available to the registration and refreshments' areas, and the meeting room.

Getting to the venue

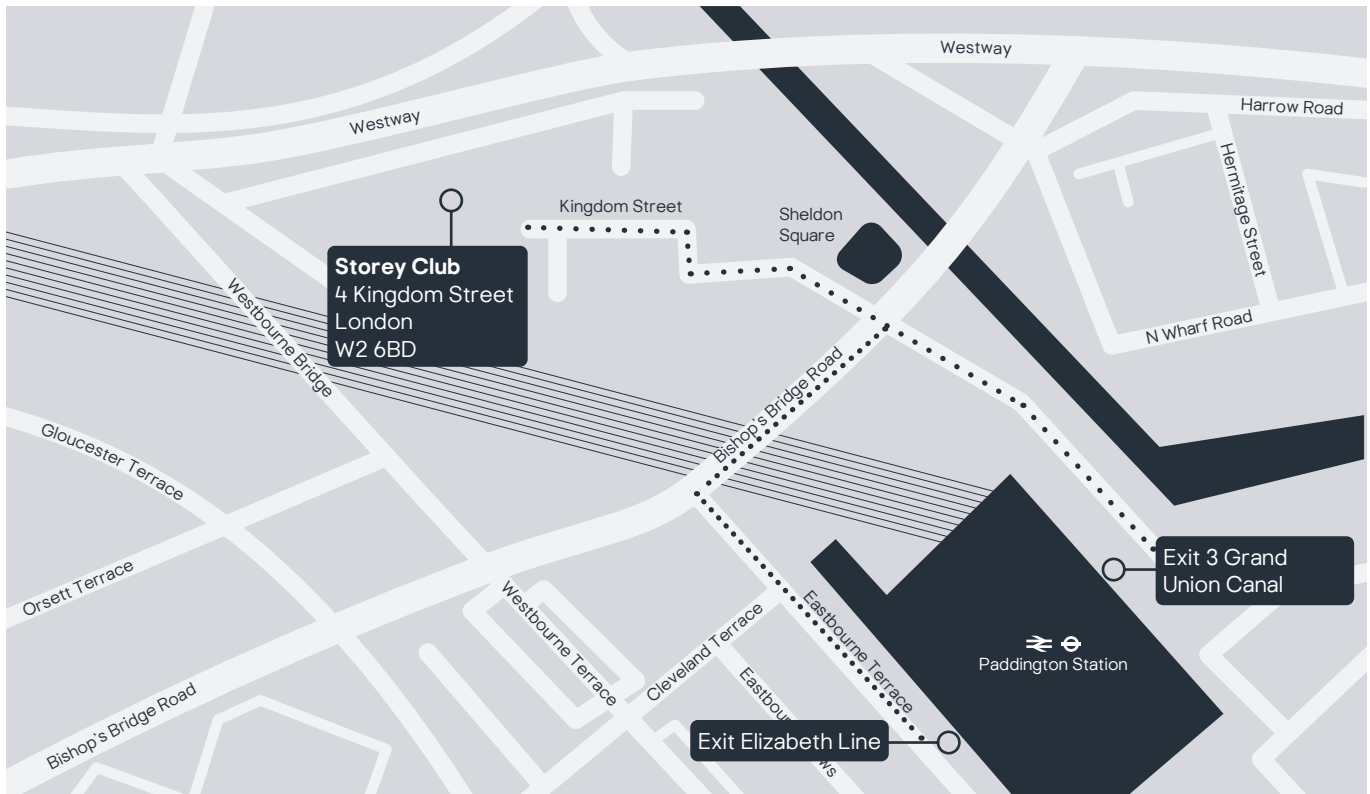
Paddington Station is the nearest mainline and tube station and is approximately a 15 minute walk from Storey Club.

Tube: take the Elizabeth, Bakerloo, Circle, District or Hammersmith & City line to Paddington Station.

Mainline: for those travelling to London by rail, the venue is easily accessible from the following stations:

- Kings Cross, St Pancras or Euston Station: take either the Hammersmith & City or Circle underground line to Paddington Station.
- Liverpool Street Station: take the Elizabeth, Hammersmith & City or Circle underground line to Paddington Station.
- London Bridge, Canon Street or Victoria Station: take the Circle underground line to Paddington Station.
- Waterloo or Charing Cross Station: Take the Bakerloo underground line to Paddington Station.

If travelling via the Elizabeth Line, once at Paddington Station leave onto Eastbourne Terrace and walk north-west towards Cleveland Terrace, turn right onto Bishop's Bridge Road and then turn left at the traffic lights onto Sheldon Square, follow the path round and turn left onto Kingdom Street. Storey Club is located at the end of Kingdom Street on the right. For all other tube lines, leave Paddington Station via Exit 3 Grand Union Canal adjacent to the Hammersmith & City underground lines and Bishops Bridge Road taxi rank. Once out of the station, bear left under Bishops Bridge and follow the signs towards Sheldon Square and Kingdom Street. Kingdom Street is on the far side of Sheldon Square.



Key: Walking route from Paddington Station

Appendix 1 – Biographies

Andrew Cosslett CBE, Chair of the Board N R

Appointed: April 2017 **Chair of the Board:** June 2017

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 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 served as a non-executive director of the Rugby Football Union (RFU) from 2012, where he was appointed chair from 2016 until 2021. Andrew was appointed Commander of the Order of the British Empire (CBE) in 2022.

External appointments: Andrew is non-executive chair of ITV plc. Please see page 70 of the Annual Report and Accounts for further details of Andrew's time commitment.

Thierry Garnier, Chief Executive Officer RB

Appointed: September 2019

Skills and experience: Thierry spent 20 years in senior roles at Carrefour, the French multi-national retailer. Before joining Kingfisher, he was a member of the Carrefour group executive committee and CEO of Carrefour Asia. From 2003 to 2008, Thierry was the managing director of Supermarkets for Carrefour France. Following his success in this role he became CEO of Carrefour International and a member of the group executive committee in 2008, where he became responsible for operations in Asia, Latin America and various European countries. In 2016, Thierry was awarded the Chevalier de l'Ordre National de la Légion d'Honneur (France).

External appointments: Thierry is a non-executive director of Tesco plc.

Bernard Bot, Chief Financial Officer

Appointed: October 2019

Skills and experience: Bernard is a seasoned CFO having served in this 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 as a partner and leader of its worldwide Post and Logistics group.

External appointments: Bernard is a non-executive director of A.P. Møller-Mærsk A/S.

Claudia Arney, Non-Executive Director N R

Appointed: November 2018

Skills and experience: Claudia brings a wealth of experience of business transformation and building digital capabilities to the Board having previously held non-executive roles, including interim chair of the Premier League, senior independent director of Teletext Group plc, chair of the remuneration committee at Halfords plc, non-executive director at Ocado Group plc, and governance committee chair at Aviva plc. Claudia began her career at McKinsey & Company, before holding roles at Pearson, the Financial Times, Goldman Sachs, and HM Treasury. She was also group managing director, digital at EMAP.

External appointments: Claudia is currently chair of Deliveroo plc, and non-executive director and remuneration committee chair at Derwent London plc. She also serves as a member of the Panel on Takeovers and Mergers and is the lead non-executive board member for the Department for Digital, Culture, Media and Sport.

Key

A Audit Committee N Nomination Committee R Remuneration Committee ○ Chair

RB Responsible Business Committee

Catherine Bradley CBE, Senior Independent Director **A N R**

Appointed: November 2020 **Representative to the Kingfisher Colleague Forum:** From June 2022.

Skills and experience: Catherine provides substantial expertise to the Board in the field of finance, risk management and corporate governance, having previously been a non-executive director of the Financial Conduct Authority, the UK financial regulator, where she chaired its audit committee. Catherine also served as an independent member of the supervisory board of PEUGEOT S.A. where she chaired its finance and audit committee. Prior to embarking on her non-executive career, Catherine had a 30-year career in investment banking based in the US, the UK and Asia. She has French and British citizenship and was appointed a Commander of the Order of the British Empire (CBE) in June 2019.

External appointments: Catherine is a non-executive director and chair of the nomination and corporate governance committee at Johnson Electric Holdings Limited, a Hong Kong listed company. She is also a non-executive director of easyJet plc where she chairs its finance committee, and abrdn plc where she is chair of the audit committee.

Jeff Carr, Non-Executive Director **A N R**

Appointed: June 2018

Skills and experience: Jeff became CFO of Reckitt Benckiser Group plc in April 2020. Reckitt Benckiser 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 also previously group finance director at both FirstGroup plc and easyJet plc, and held a senior finance role at Associated British Foods plc, as well as a non-executive director role at McBride plc.

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

Sophie Gasperment, Non-Executive Director **N RB**

Appointed: December 2018

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 managing director of L'Oréal UK & Ireland, and executive chair and global chief executive officer of The Body Shop, as well as 12 years as non-executive director at Accor where she chaired the Nominations, Remunerations and CSR Committee.

External appointments: Sophie is a senior advisor at the Boston Consulting Group. She is also a non-executive director of Givaudan S.A., the D'Ieteren group SA/NV, and is the lead independent director on the board of Cimpres plc, a NASDAQ-listed technology company.

Rakhi Goss-Custard, Non-Executive Director **A N R RB**

Appointed: February 2016

Skills and experience: Rakhi is an experienced non-executive director, with expertise in digital retailing, strategy, analytics, and operational execution. She spent 12 years at Amazon in various senior leadership positions running many of Amazon's key categories, including high growth, mature and digital categories, in addition to being responsible for pricing across the UK. Prior to joining Amazon, Rakhi held roles at TomTom and in management consultancy in the United States. She was previously a non-executive director of Intu Properties plc.

External appointments: Rakhi is a non-executive director of Schroders plc and Rightmove plc. She is also a non-executive director of Trainline plc where she chairs the remuneration committee. Rakhi is due to step down from the Board of Rightmove plc at its upcoming AGM on 5 May 2023. Please see page 70 of the Annual Report and Accounts for further details of Rakhi's time commitment.

Bill Lennie, Non-Executive Director **A N**

Appointed: May 2022

Skills and experience: Bill brings substantial industry experience to the Board, having spent 26 years at The Home Depot, Inc., the largest home improvement company in the world, where he had an outstanding track record of delivery supporting their remarkable growth during this period. Bill was most recently executive vice president, outside sales and services at Home Depot and retired in 2021. During his time there, he held many senior leadership roles including president, Canada and senior vice president, international merchandising, private brands, and global sourcing. Bill has a deep knowledge of merchandising and global sourcing, and experience in developing successful trade and services strategies. Before his time at Home Depot, Bill was merchandising manager for Lowe's Companies Inc. and millwork plant manager for Menards Inc.

External appointments: None.

Key

A Audit Committee **N** Nomination Committee **R** Remuneration Committee **○** Chair

RB Responsible Business Committee

