



## 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 2024 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'company'), will be held on Thursday, 20 June 2024 at 2.00pm at No.11, Cavendish Square, London W1G 0AN.

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 once again 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 our new venue and how to get there can be found on page 10 of this Notice of AGM.

### Business of the meeting

The resolutions to be considered at this year's AGM are set out on pages 2 and 3 and explanatory notes follow on pages 4 to 6.

### The Board and leadership

We have announced today that after seven years as Chair, I have decided not to stand for re-election, and will therefore step down from the Board of Directors at the conclusion of this year's AGM. It has been a privilege to serve as Kingfisher's Chair over the last seven years. I will be succeeded by Claudia Arney, who has served as an independent non-executive director of the company since November 2018.

On appointment, Claudia will step down from her existing position as Chair of the Remuneration Committee and will be succeeded by Rakhi Goss-Custard, who has served as an independent non-executive director of the company since February 2016, including as a member of the Remuneration Committee since March 2018. Both Claudia's and Rakhi's appointments will take effect at the conclusion of this 2024 AGM.

The full announcement may be viewed on the company's website: [www.kingfisher.com](http://www.kingfisher.com) and relevant biographies can be found in Appendix 1 to this Notice of AGM, on pages 70 and 71 of the Annual Report and Accounts, and on the company's website.

### Directors' recommendation

The directors are of the opinion that all resolutions which are to be put to the 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.

### Voting

Whether or not you plan to attend, you are strongly encouraged to submit a proxy vote in advance of the AGM so that your vote is counted. You can submit your proxy vote online or by returning the proxy form posted to you and it will not prevent you from attending in person on the day. This is explained further on pages 6 and 7. Shareholders who are present at the AGM will also be able to vote at the meeting. The results will, as soon as reasonably practicable, be announced to the London Stock Exchange and published on our website.

### Asking a question

Shareholders who are present at the AGM will be able to ask a question in person and are encouraged to submit their question when registering on their arrival at the meeting. If you are unable to attend the meeting or would like to pose a question in advance, you can do so by email. Please send your question to [shareholder.enquiries@kingfisher.com](mailto:shareholder.enquiries@kingfisher.com) by 2.00pm on Tuesday, 18 June 2024. This is explained further on page 8.

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

Yours faithfully,

**Andrew Cosslett**  
Chair of the Board

15 April 2024

## Resolutions

**NOTICE is hereby given that this year's AGM will be held at No.11, Cavendish Square, London W1G 0AN on Thursday, 20 June 2024 at 2:00pm to transact the following business.**

Resolutions 1 to 15 will be proposed as ordinary resolutions and resolutions 16 to 19 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 2024 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 88 to 95 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 25 June 2024 to those shareholders on the register at the close of business on 17 May 2024.

#### Resolutions 4 to 11

THAT each of the following be re-elected as directors of the company by separate resolution:

**4. Claudia Arney**

**5. Bernard Bot**

**6. Catherine Bradley**

**7. Jeff Carr**

**8. Thierry Garnier**

**9. Sophie Gasperment**

**10. Rakhi Goss-Custard**

**11. Bill Lennie**

#### Resolution 12

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 13

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

#### Resolution 14

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 15

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 £98,129,304; and
  - ii. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £196,258,608 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 19 September 2025:

- (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.

## Special Resolutions

### Resolution 16

THAT if Resolution 15 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; 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 £14,719,395

such authority to expire at the end of the next AGM of the company or, if earlier, at the close of business on 19 September 2025 but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### Resolution 17

THAT if Resolution 15 is passed, the Board be authorised in addition to any authority granted under Resolution 16 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 £14,719,395; and
- (B) 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.

such authority to expire at the end of the next AGM of the company or, if earlier, at the close of business on 19 September 2025 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, 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<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 187,388,867 being just under 10% of the company's issued share capital as at 8 April 2024;
- 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 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 19

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

15 April 2024

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

## Explanatory notes to the resolutions

Resolutions 1 to 15 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 16 to 19 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 – Annual Report and Accounts

The directors must present to the meeting the Annual Report and Accounts for the financial year ended 31 January 2024, 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 – 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 88 to 95 of the Annual Report and Accounts. The vote is advisory and does not affect the future remuneration paid to any director.

### Resolution 3 – Final dividend

The Board of Directors has proposed a final dividend of 8.60 pence per ordinary share. In addition to the interim dividend of 3.80 pence per ordinary share paid on 17 November 2023, this makes a total dividend of 12.40 pence for the year per ordinary share. If approved, the final dividend will be paid on 25 June 2024 to shareholders on the register at 17 May 2024. Further details on dividends can be found on the company's website: [www.kingfisher.com](http://www.kingfisher.com).

### Resolutions 4 to 11 – Re-election of directors

As outlined above and announced separately, Andrew Cosslett will step down from the Board of Directors and from his role as Chair at the conclusion of this year's AGM and therefore is not standing for re-election. Andrew will be succeeded by Claudia Arney, who has served as an independent non-executive director of the company since November 2018 and currently also chairs the Board's Remuneration Committee. On appointment, Claudia will step down as Chair of the Remuneration Committee and will be succeeded by Rakhi Goss-Custard. Rakhi has served as an independent non-executive director since February 2016 and has been a member of the Remuneration Committee since March 2018. Both Claudia's and Rakhi's appointments will take effect at the conclusion of this 2024 AGM. Claudia will also succeed Andrew as Chair of the Nomination Committee.

The Board, led by the Chair of the Board, has considered the skills and commitment of those directors standing for re-election and has concluded that each of them makes a positive and effective contribution to the meetings of the Board and the Committees on which they sit. This view was supported by individual, personalised feedback shared during the internal board effectiveness review, which was conducted during the year and is discussed in more detail in the Annual Report and Accounts on page 74.

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 continue to 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 standing for re-election. 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 each director standing for re-election should be re-elected, biographies are provided in Appendix 1 to this Notice of AGM, on pages 70 and 71 of the Annual Report and Accounts, and on the company's website: [www.kingfisher.com](http://www.kingfisher.com).

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

### Resolutions 12 and 13 – 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 12 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 13 is a separate Resolution which proposes to grant authority to the Audit Committee to determine the auditor's remuneration.

### Resolution 14 – Political donations and political expenditure

The company does not intend to change its current practice of not making donations to political parties or incurring 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.

### **Resolution 15 – 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 £98,129,304 (representing 624,629,562 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 8 April 2024, 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 £196,258,608 (representing 1,249,259,124 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 8 April 2024, 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 19 September 2025 or the conclusion of the 2025 AGM of the company.

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

### **Resolutions 16 and 17 – Authority to disapply pre-emption rights**

Resolutions 16 and 17 give the directors the authority to allot ordinary shares (or sell any ordinary shares which the company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The Statement of Principles on Disapplying of Pre-emption Rights published by the Pre-Emption Group in November 2022 (the 'Pre-Emption Principles') allow an annual disapplication of pre-emption rights to include: (i) 10 per cent of issued ordinary share capital to be issued on an unrestricted basis; (ii) an additional 10 per cent of issued ordinary share capital to be used for either an acquisition or specified capital investment; and (iii) a follow-on offer of an additional 2 per cent to existing holders of securities not allocated shares under an issue made under either of the (i) or (ii).

At this time, the Board considers it appropriate to seek authority to disapply pre-emption rights for 5 per cent of issued share capital on an unrestricted basis and an additional 5 per cent for either an acquisition or specified capital investment.

Resolution 16 authorises the directors to allot new equity securities, or to sell treasury shares for cash, in each case on a non-pre-emptive basis:

- (A) by way of rights issue, open offer or other pre-emptive offer of securities to existing shareholders in proportion to their existing shareholdings and to holders of other equity securities if required by the rights of those securities (subject to certain exclusions); or
- (B) up to a nominal amount of £14,719,395 equivalent to approximately 5 per cent of the total issued ordinary share capital.

Resolution 17 authorises the directors to allot new equity securities (or sell treasury shares) for cash, on a non-pre-emptive basis, up to a further aggregate nominal value of £14,719,395, which represents approximately 5 per cent of the total issued ordinary share capital, in connection with an acquisition or other capital investment as contemplated by the Pre-Emption Principles.

The board confirms that it intends to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles.

The directors have no present intention to avail of the authorities under Resolutions 16 and 17, however, the Board considers that it is in the best interests of the company and its shareholders generally that the company should 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.

The authorities sought under Resolutions 16 and 17 will expire on the earlier of 19 September 2025 or the conclusion of the 2025 AGM of the company.

### **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 187,388,867 ordinary shares, representing 10 per cent of the issued share capital of the company as at 8 April 2024, the latest practicable date prior to the publication of this Notice of AGM.

This authority shall expire on the earlier of 19 September 2025 or the conclusion of the 2025 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 8 April 2024 (the latest practical date prior to the publication of this Notice of AGM) was 67,923,838 which represents 3.62 per cent 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 2023 AGM, these options would represent 4.42 per cent of the company's issued share capital.

## Explanatory notes to the resolutions (continued)

### Resolution 19 – 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 19. 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 Tuesday, 18 June 2024 (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](http://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 Tuesday, 18 June 2024.
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.
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](http://www.investorcentre.co.uk/eproxy). Further information on this service can be found on your proxy form, or if you receive communications from us electronically, within your email broadcast.

## Appointment of proxies through CREST

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](http://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 Tuesday, 18 June 2024. 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](mailto: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 Tuesday, 18 June 2024. 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.
18. Questions may be asked in person on the day. Shareholders may also pose a question in advance either by email to [shareholder.enquiries@kingfisher.com](mailto:shareholder.enquiries@kingfisher.com) or when they register on arrival at the meeting. Answers to questions submitted by email before 2.00pm on Tuesday, 18 June 2024 will be published on the company's website. The Company Secretary will read questions submitted after 2.00pm on Tuesday, 18 June 2024, and those submitted on registration at the meeting, 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 and the non-executive directors' letters of appointment 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. All these documents will also be on display at the place of the AGM at least 15 minutes before the AGM until its conclusion.
22. The company's current Articles of Association are available to view at [www.kingfisher.com](http://www.kingfisher.com).

## Issued Shares and Total Voting Rights

23. As at 8 April 2024 (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 1,873,888,686 ordinary shares. One share equals one vote. Details of the number of shares and voting rights in the company are available on the company's website: [www.kingfisher.com](http://www.kingfisher.com).

## Electronic addresses

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

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

25. 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.
26. 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 Thursday, 9 May 2024, being the date six weeks before the AGM.
27. 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

28. 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.
29. The company may not charge any shareholders requesting any such website publication in complying with sections 527 or 528 of the Act.
30. 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](http://www.investorcentre.co.uk). All you will need is your registered address details and your SRN which you will find on your share certificate or dividend confirmation. You will be able to:

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

### Electronic communications/electronic proxy voting

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

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

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

## AGM information

### Venue

The meeting will be held at No.11, Cavendish Square, London W1G 0AN.

### Date and Time

The meeting will be held on Thursday, 20 June 2024 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 refreshment areas, and the meeting room.

### Getting to the venue

No.11 Cavendish Square is situated in the heart of London's West End. The venue is within walking distance from both Oxford Circus and Bond Street underground tube stations.

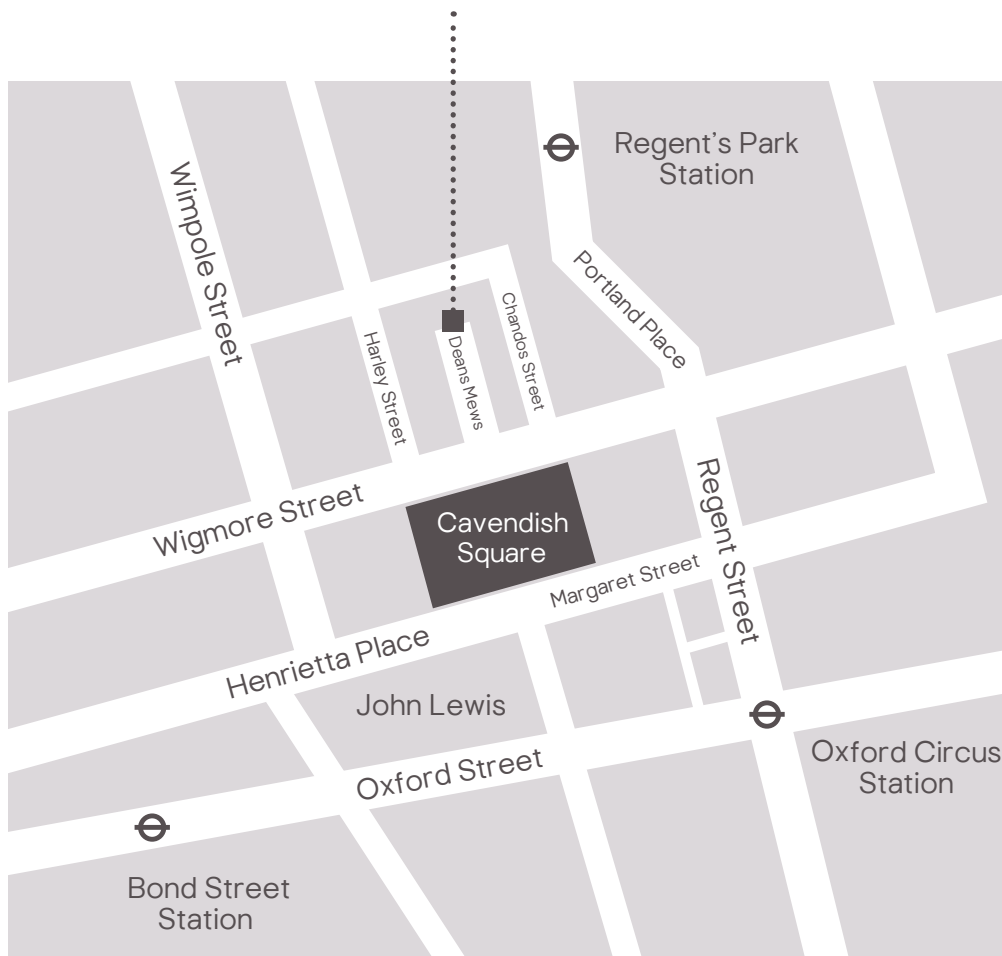
Tube: for Oxford Circus, take either the Bakerloo, Central or Victoria underground lines. The venue is approximately a 6 minute walk from the tube station.

For Bond Street, take either the Central, Elizabeth or Jubilee underground lines. The venue is approximately a 7 minute walk from the tube station.

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

- Kings Cross, St Pancras, Euston or Victoria station: take the Victoria line to Oxford Circus.
- Liverpool Street Station: take either the Central line to Oxford Circus or the Elizabeth line to Bond Street.
- London Bridge station: take the Jubilee line to Bond Street.
- Waterloo or Charing Cross Station: take the Bakerloo line to Oxford Circus.

### No.11 (King's Fund) entrance in Deans Mews



## Appendix 1 – Biographies

### 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 Telecity Group plc, chair of the remuneration committee at Halfords plc, non-executive director at Ocado Group plc, and non-executive director 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 is due to step down from the Board of Derwent on 10 May 2024 after nine years as a Director. Claudia 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.

### 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.

### 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 of easyJet plc where she chairs its finance committee. She is also currently a non-executive director and chair of the nomination and corporate governance committee at Johnson Electric Holdings Limited, a Hong Kong listed company, and abrdrn plc where she is chair of the audit committee, and chair of its wholly-owned subsidiary Interactive Investor Limited. Catherine is due to step down from the Board of abrdrn plc at its upcoming AGM on 24 April 2024. She will remain chair of Interactive Investor Limited.

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

**Appointed:** June 2018

**Skills and experience:** Jeff brings substantial international finance experience to the Board, particularly within the consumer and retail sectors. Until the end of March 2024, Jeff served as CFO of Reckitt Benckiser Group plc, a British multinational consumer goods company with operations in over 60 countries and a large number of globally trusted household brands and products. Jeff also held an executive finance role with Reckitt Benckiser earlier in his career. Prior to joining Reckitt, 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 a non-executive director of Tate & Lyle plc.

### Key

A Audit Committee N Nomination Committee R Remuneration Committee ○ Chair

RB Responsible Business Committee

## Appendix 1 – Biographies (continued)

### 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 and the president of EDRA/GHIN, the European DIY Retail Association and the Global Home Improvement Network.

### Sophie Gasperment, Non-Executive Director

RB N R

**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'leteren group SA/NV, and is the lead independent director on the board of Cimpress 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 and Rightmove plc.

**External appointments:** Rakhi is a non-executive director of Schroders plc. She is also a non-executive director of Trainline plc where she chairs the remuneration committee.

### 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