

**KINGFISHER PLC
(THE 'COMPANY')**

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (THE 'COMMITTEE')

1. Membership

- 1.1. The Committee shall consist of not less than three members. The Committee shall be appointed by the Board, in consultation with the Chairman of the Committee. All the members shall be independent non-executive Directors.
- 1.2. Only members of the Committee and members of the Board who are not Committee members have the right to attend Committee meetings. Other individuals and representatives of the external advisers may also attend all or part of any meeting at the invitation of the Committee.
- 1.3. The Chairman of the Committee shall be appointed by the Board who should be either the Chairman of the Board or an independent non-executive Director. In the absence of the Chairman of the Committee the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the appointment of his or her successor as the Chairman of the Board.

2. Secretary

The Group Company Secretary or their designee shall act as secretary to the Committee.

3. Quorum

A quorum shall be two members. No member shall be in attendance when their own performance or re-appointment is being considered.

4. Frequency of meetings

The Committee shall meet at least twice a year and at such other times as required.

5. Notices of meetings

- 5.1. Meetings of the Committee shall be called by the Chairman of the Committee or the Secretary at the request of the Chairman of the Committee or its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each member of the Committee in advance of the meeting.
- 5.3. The Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration of the issues.

6. Minutes of meetings

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

7. Engagement with Shareholders

The Chairman of the Committee should attend the Annual General Meeting to answer shareholder questions on the Committee's activities and seek engagement with shareholders on significant matters related to the Committee's responsibilities.

8. Purpose and Duties

The primary purpose of the Committee is to ensure there is a formal, rigorous, and transparent procedure for appointments to the Board. The Committee should oversee the development of a diverse pipeline and ensure that plans are in place for orderly succession for appointments to the Board and to senior management positions, so as to maintain an appropriate balance of skills and experience.

In the conduct of its duties, the Committee should give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.

8.1 The Committee shall be responsible for:

- 8.1.1. regularly reviewing the structure, size and composition (including the balance of skills, experience, independence, knowledge and diversity) of the Board and its committees, taking account of the Company's strategic priorities, and making recommendations to the Board with regard to any changes;
- 8.1.2. ensuring orderly succession plans are in place for Board and Senior Management positions and overseeing the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Group and the skills and expertise needed on the Board in the future;
- 8.1.3. keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 8.1.4. identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.1.5. before any appointment is made by the Board, evaluating the balance of skills, knowledge, experience and diversity on the board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment and the time commitment expected;
- 8.1.6. in identifying suitable candidates the committee shall: (i) use open advertising or the services of external advisers to facilitate the search; (ii) consider candidates from a wide range of backgrounds; and (iii) consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position;
- 8.1.7. ensuring that, on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 8.1.8. ensuring that an appropriate policy is in place, setting targets and measurable objectives to promote diversity and inclusion on the Board and in senior management and to increase the gender and ethnicity balance of those in senior management and their direct reports.

- 8.1.9. reviewing annually the time commitment expected of non-executive Directors and the number of external directorships held. Individual evaluation should be used to assess whether each Director continues to contribute effectively; and
 - 8.1.10. reviewing the results of the board performance evaluation process that relate to the composition of the Board and Committees, and succession planning.
- 8.2. The Committee shall make recommendations to the Board concerning:
- 8.2.1. any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
 - 8.2.2. suitable candidates as new directors and succession for existing directors;
 - 8.2.3. membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chairmen of those Committees;
 - 8.2.4. the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required;
 - 8.2.5. the re-election by shareholders of any Board Director under the annual re-election provisions of the UK Corporate Governance Code or the retirement by rotation provisions in the company's articles of association, having due regard to their performance and ability, and why their contribution is important to the company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the board, taking into account the length of service of individual directors, the chair and the board as whole;
 - 8.2.6. any matters relating to the continuation in office of any Board Director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
 - 8.2.7. the appointment of any Board Director to an executive or other officer position on the Board.
- 8.3. The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

9. Reporting Responsibilities

- 9.1. The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 9.3. The Committee shall produce a report to be included in the Company's annual report about its activities, including:
 - 9.3.1. the membership of the Committee, the number of meetings, the attendance of members, and matters covered during the year;
 - 9.3.2. the appointment process, its approach to succession planning and how both support developing a diverse pipeline;
 - 9.3.3. if any external search consultancy was engaged, it should be identified in the annual report, together with a statement about any connection that the consultants have with the Company or individual directors;

- 9.3.4. how the board evaluation has been conducted, the nature and extent of an external evaluator's contact the Board and individual directors, the outcomes and actions taken and how it has influenced or will influence Board composition;
- 9.3.5. the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and
- 9.3.6. the gender and ethnicity balance of those in senior management and their direct reports.

10. Other matters

The Committee shall:

- 10.1. investigate any matters within its terms of reference, as well as any matter referred to it by the Board for consideration, and to obtain, at the Company's expense, outside legal or other professional advice;
- 10.2. have access to sufficient resources to carry out its duties, including access to the Group Company Secretary for advice and assistance as required;
- 10.3. ensure periodic review of its own membership and performance and, at least annually, review its constitution and terms of reference and recommend any changes it considers necessary to the Board for approval;
- 10.4. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.5. work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly; and
- 10.6. make the Committee's terms of reference publicly available.

APPROVED BY THE BOARD OF DIRECTORS: 22 OCTOBER 2020