

KINGFISHER PLC

TERMS OF REFERENCE OF THE RESPONSIBLE BUSINESS COMMITTEE (the 'Committee')

1. Membership

- 1.1. Only members of the Committee have the right to attend Committee meetings.
- 1.2. The members of the Committee shall include the Chief Executive, Chief Offer and Sourcing Officer, Chief People Officer and two Non Exec Directors.
- 1.3. Other individuals may be invited at the discretion of the Chair to attend Committee meetings if their attendance is considered important to the areas of business being discussed.
- 1.4. The Chair of the Committee will be a Non Exec Director.

2. Secretary

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

3. Quorum

A quorum shall be any three members present in person, or connected by means of any communication device, one of whom must be a Non Exec Director or their designate.

4. Frequency of Meetings

Meetings shall be held at least two times a year.

5. Notice of Meetings

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

6. Minutes of Meetings

- 6.1. The Secretary shall record the decisions and actions taken at all meetings of the Committee.
- 6.2. The Secretary shall circulate the decisions and actions of meetings to the Committee members.

7. Duties

- 7.1. The duty of the Responsible Business Committee is to provide collective advice and assurance to the Group Executive Committee & Plc Board on all matters relating to responsible business practices. This includes the setting of targets for approval by the Board, and the progress of performance against the Responsible Business platforms and the fundamentals, overseeing the business in their delivery against same.
- 7.2. The Committee will be responsible for ensuring the Group conducts its business in a responsible manner, including in relation to environmental, social and ethical matters. This must include the Group's impact on customers, colleagues, supply chain, the communities and the environment in which Kingfisher companies operate.

- 7.3. The Committee will oversee, on behalf of the Board, the effectiveness of the management controls and any external reviews undertaken designed to manage the risks associated with health, safety, environment and social issues, and to monitor compliance with these responsibilities and commitments.

8. Reporting Responsibilities

- 8.1. The Responsible Business Committee shall report to the Plc Board and Group Executive Committee on any significant matters.
- 8.2. Under section 172 of the Companies Act, Board directors are required to consider the company's full range of stakeholders when making decisions. The Responsible Business Committee will provide the Board with a recommendation on how section 172 has been complied with throughout the year for inclusion in the annual report disclosure starting 2020/21.

9. Other Matters

The Committee shall:

- 9.1. investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
- 9.2. allow the sub-delegation of any or all its responsibilities as it sees fit, including the establishment of sub-groups to take forward specific work or resolve specific issues as they arise.
- 9.3. be provided with the necessary resources from Kingfisher plc that it may reasonably require in fulfilling its responsibilities.
- 9.4. obtain specialist third party advice and to secure the attendance of third parties with relevant skills and expertise as it considers necessary at the cost of Kingfisher plc.
- 9.5. Review its structure and effectiveness after a period of two years to assess if a separate committee is still required or whether the duties can be covered within the Plc Board