



# Notice of Kingfisher plc 2018 Annual General Meeting

Tuesday, 12 June 2018 at 2.00pm

Hotel Novotel London Paddington,  
3 Kingdom Street, London W2 6BD

**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, together with the accompanying documents, 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

### Annual General Meeting

I am pleased to enclose the Notice of Meeting for the 2018 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company'), which will be held at the Hotel Novotel London Paddington, 3 Kingdom Street, London W2 6BD on Tuesday, 12 June 2018 at 2.00pm. The AGM provides a valuable opportunity, which I hope you will take, for shareholders to share their views and communicate with our Board of Directors.

Further information on the AGM, the location of the venue and how to get there can be found on page 11 of this Notice.

### The business to be considered

Most resolutions are standard matters that are normally dealt with at every AGM.

Explanatory notes on all the other business to be considered at this year's AGM appear on pages 5 to 7.

If you are unable to attend the meeting, but have any questions about the business to be discussed at the AGM, we would like to hear from you ahead of the meeting. Please send questions to me at [AGM2018@kingfisher.com](mailto:AGM2018@kingfisher.com). Whilst we cannot answer questions individually, we will provide responses to the topics most frequently raised and post these on our website, as well as making them available at the AGM.

### How to vote:

You can vote by:

- i. submitting your vote online;
- ii. completing, signing and returning the enclosed proxy form; or
- iii. attending and voting at the AGM.

Further information on voting and the applicable deadlines for voting online and via proxy are set out on pages 7 to 10 of this document.

All resolutions will be put to vote on a poll, where each shareholder has one vote for every share held. The Board believe that this results in a more accurate reflection of the views of all shareholders, and will ensure that all their votes are recognised, whether or not they are able to attend the meeting.

For those attending the AGM, an interactive electronic voting system will be used. The results from this interactive electronic voting system will reflect both proxy votes submitted prior to the meeting and the votes cast by those shareholders present at the meeting. The results of the voting on the resolutions will be displayed at the conclusion of the meeting and will, shortly after the meeting, also be announced to the London Stock Exchange and published on the Company's website.

### Recommendation

The Board believe that all the resolutions to be put to the AGM, as set out in the following pages of this Notice of Meeting, are in the best interests of the Company's members as a whole and will promote the success of the Company. The Directors unanimously recommend that you vote in favour of all proposed resolutions, as the Directors intend to do in respect of their own shareholdings.

We advise that Andrew Bonfield will not be seeking re-appointment at the AGM and will be stepping down as a Director of the Board with effect from the end of the AGM.

The directors and I look forward to seeing as many of you as possible at our meeting and we thank you for your continued support.

Yours faithfully,

**Andy Cosslett**  
Chairman

20 April 2018

NOTICE is hereby given that the Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company') will be held at the Hotel Novotel London Paddington, 3 Kingdom Street, London W2 6BD on Tuesday, 12 June 2018 at 2.00pm to transact the following business.

Resolutions 1 to 16 will be proposed as ordinary resolutions and resolutions 17 to 20 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

#### **Resolution 1**

THAT the Company's annual accounts for the financial year ended 31 January 2018 together with the Directors' Report and Independent Auditor's Report on those accounts be received.

#### **Resolution 2**

THAT the Directors' Remuneration Report (excluding that part containing the Directors' Remuneration Policy) set out on pages 70 to 93 of the Annual Report and Accounts for the year ended 31 January 2018 be received and approved.

#### **Resolution 3**

THAT a final dividend of 7.49 pence per ordinary share be declared for payment on 18 June 2018 to those shareholders on the register at the close of business on 4 May 2018.

#### **Resolution 4**

THAT Jeff Carr be appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 5**

THAT Andy Cosslett be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 6**

THAT Pascal Cagni be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 7**

THAT Clare Chapman be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 8**

THAT Anders Dahlvig be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 9**

THAT Rakhi Goss-Custard be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 10**

THAT Véronique Laury be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 11**

THAT Mark Seligman be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 12**

THAT Karen Witts be re-appointed as a Director of the Company with effect from the end of the meeting.

#### **Resolution 13**

THAT Deloitte LLP be re-appointed as auditor of the Company to hold office 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 Companies Act 2006, the Company and its subsidiaries are hereby authorised, at any time during the period for which this resolution has effect, 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, provided that the aggregate amount of any such donations and provided that in each case expenditure shall not exceed £75,000 during the period from the date of this resolution until the conclusion of the next AGM of the Company or, if earlier, until the close of business on 12 September 2019.

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 Companies Act 2006.

#### **Resolution 16**

THAT

(A) the Directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006, 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 £113,005,751; and
- ii. comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £266,011,502 (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 consider it 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 conclusion of the next AGM of the Company (or if earlier, until the close of business on 12 September 2019);

(B) subject to paragraph (C), all existing authorities given to the Directors pursuant to section 551 of the Companies Act 2006 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 if resolution 16 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

(A) 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 £16,950,862,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 12 September 2019 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 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 Companies Act 2006) 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 Companies Act 2006 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 £16,950,862; and

(B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other 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.

Such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 12 September 2019 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 the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) 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 215,738,252, being just under 10% of the Company's issued share capital as at 6 April 2018;
- 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 conclusion of the next AGM (or, if earlier, the close of business on 12 September 2019); 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 20**

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

**Paul Moore**  
Group Company Secretary

20 April 2018

Registered office: 3 Sheldon Square, Paddington, London W2 6PX

Registered in England. Company Number: 01664812

## Explanatory notes to the resolutions

Resolutions 1 to 16 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 17 to 20 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. Voting on all resolutions will be by way of a poll.

### Resolution 1 – Receipt of the Report and Accounts

The Directors must lay before the shareholders the accounts of the Company for the financial year ended 31 January 2018, the Directors' Report and the report of the Independent Auditor 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 70 to 93 of the Annual Report and Accounts.

Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director.

### Resolution 3 – Authorisation to pay the final dividend

Shareholders must approve the final dividend payable for each ordinary share held and the proposal recommended by the directors in this resolution is 7.49 pence for each ordinary share. This is in addition to the interim dividend of 3.33 pence for each ordinary share which was paid on 10 November 2017, making a total of 10.82 pence for the year for each ordinary share.

### Resolution 4 – Appointment of Director

Jeff Carr, whose appointment as a Director was announced by the Board on 16 March 2018, now stands for appointment by shareholders in accordance with the Company's articles of association.

Jeff's biography is set out below for your convenience, and is also available on the Company's website. The Board is of the view that the information set out here, and which was included in the announcement confirming the appointment, is sufficient to enable shareholders to make an informed decision in respect of the appointment of Jeff Carr.

The Board unanimously recommends this appointment.

Jeff will, subject to this appointment, succeed Andrew Bonfield as the Chairman of Kingfisher's Audit Committee with effect from the conclusion of the Annual General Meeting.

### Jeff Carr

Appointed to the Board effective 1 June 2018.

**Expertise and Experience:** Jeff is currently Chief Financial Officer of Koninklijke Ahold Delhaize N.V. ("Ahold Delhaize"), one of the world's largest retail groups. Ahold Delhaize is headquartered in the Netherlands, operates across Europe and the US, and has a strong physical and e-commerce offering.

Jeff was previously Group Finance Director at both FirstGroup plc and easyJet plc, and held senior finance roles at Associated British Foods plc and Reckitt Benckiser Group plc. He was also previously a non-executive director at McBride plc.

### Resolutions 5 to 12 – Re-appointment of Directors

The Board, led by the Chairman, has considered each of the Directors 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, and that they demonstrate commitment to their roles. This view was supported by feedback received following the completion of the internally-facilitated board effectiveness review.

The Board is satisfied that each non-executive director offering themselves for re-appointment is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

Biographies of each of the directors are provided on pages 52 and 53 of the Annual Report and Accounts and are also available from the Company's website: [www.kingfisher.com](http://www.kingfisher.com).

The Board unanimously recommends the re-appointment of each of the directors.

### Resolutions 13 and 14 – Re-appointment of the auditors and auditors' remuneration

The auditors 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 have been in office since the 2009/10 financial year) until 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 expenditure

The Company does not intend to change its current practice of not making donations to political parties in the European Union (EU). However, the Political Parties, Elections and Referendums Act 2000 (PPERA) and the Companies Act 2006 contain restrictions on companies making donations or incurring expenditure in relation to EU political parties, other political organisations or independent election candidates. The PERPA and Part 14 of the Companies Act 2006 define political parties, other political organisations and independent election candidates very widely 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 PPERA and the Companies Act 2006 prohibit the Company and its subsidiaries from making donations or incurring expenditure in relation to political parties, other political organisations or independent 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 PPERA and the Companies Act 2006. Any donations made or expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report.

### **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 £113,005,751 (representing 719,127,507 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 6 April 2018, 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 £226,011,502 (representing 1,438,255,014 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 6 April 2018, 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 12 September 2019, or the conclusion of the 2019 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.

### **Resolution 17 – 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.

Except as provided in the next paragraph, this authority would be, as in previous years, limited to allotments or sales in connection with pre-emptive offers or otherwise up to an aggregate nominal amount of £16,950,862 (representing 107,869,126 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 6 April 2018, being the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative use of authorities within a rolling three-year period where the Principles provide that issues in excess of 7.5% should not take place without prior consultation with shareholders.

Allotments made under the authorisation in paragraph ii) of resolution 16 would be limited to allotments by way of a rights issue only (subject to the right of the directors to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

This authority will expire on the earlier of 12 September 2019, or the conclusion of the AGM of the Company to be held in 2019.

This resolution has been drafted to align with the approach recommended by the Pre-Emption Group and its Statement of Principles.

### **Resolution 18 – Authority to disapply pre-emption rights for an additional five percent**

This resolution would give the Directors the authority, in addition to any authority granted under Resolution 17, to allot equity securities for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

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 12 September 2019, or the conclusion of the AGM of the Company to be held in 2019.

This resolution has been drafted to align with the approach recommended by the Pre-Emption Group and its Statement of Principles.

## Resolution 19 – 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 215,738,252 ordinary shares, representing 10% of the issued share capital of the Company as at 6 April 2018, the latest practicable date prior to the publication of this Notice of AGM.

The Directors intend to use this authority to conduct share purchases to return capital to shareholders. This is in accordance with the Company's stated intention to return c£600m of capital to shareholders over the three year period commencing on 1st February 2016, in addition to the annual ordinary dividend. This was announced at the Capital Markets Day on 25 January 2016. Since this date, and as at 6th April 2018, the Company has so far returned £173,596,560 through the purchase of 57,091,761 ordinary shares in the Company.

When conducting purchases under this authority, the Company will comply with the EU 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 6 April 2018 (being the latest practical date prior to the publication of this Notice) was 34,666,406. The proportion of issued share capital that they represented at that time was 1.61% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 1.79%.

## Resolution 20 – Notice period for general meetings other than AGMs

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 clear days unless shareholders have approved a shorter notice period, which cannot be less than 14 clear days.

Until the Shareholders' Rights Regulations came into force in 2009, the Company was able to call general meetings, other than an annual general meeting, on 14 clear days' notice without obtaining such shareholder approval. 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 10.00pm on Friday, 8 June 2018 (or in the event of any adjournment, 10.00pm on the date two 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 Companies Act 2006, is available at [www.kingfisher.com](http://www.kingfisher.com).

### Appointment of proxies

4. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM. A member may appoint more than one proxy in relation to the AGM, 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. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar Computershare Investor Services plc.
5. 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, 8 June 2018.
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 and voting in person 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 his/her discretion.

### Electronic submission of proxy form

8. It is possible for you to submit your proxy votes online. Further information on this service can be found on your proxy form, or if you receive communications from us electronically, voting information will be contained 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 the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available

from <https://www.euroclear.com/site/public/EUI>). 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 & Ireland 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, 8 June 2018. 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 his/her 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 members

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 will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### 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 Company's Registrar, Computershare Investor Services plc.

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 6ZY. 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 effected.

In either case, the revocation notice must be received by the Company's Registrar Computershare Investor Services PLC no later than 2.00pm on Friday, 8 June 2018.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

#### Nominated persons

14. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was 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, he/she 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 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.

## Shareholder requisition rights

18. Under section 338 and section 338A of the Companies Act 2006, a member or members meeting the qualification criteria in those sections have the right to require the Company i) to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless
- (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); or
  - it is defamatory of any person; or
  - it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it. The request must be received by the Company not later than Tuesday, 1 May 2018 (being the later of the dates falling six weeks before the AGM and the time of giving this notice of AGM), and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

19. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

## Documents on display

20. The following documents will be available for inspection from today's date at the offices of Freshfields Bruckhaus Deringer (65 Fleet St, London EC4Y 1HT) during normal business hours on any weekday (Saturday, Sundays and public holidays excepted) until the Annual General Meeting and also at the meeting venue at least 15 minutes prior to the meeting until its conclusion:
- copies of the service contracts of the executive directors of the Company;
  - copies of the letters of appointment of the non-executive directors of the Company; and
  - a copy of the articles of association.

## Total Voting Rights

21. As at 6 April 2018 (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 of 2,157,382,522 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

22. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.

## Shareholder information

### Shareholder helpline

The Shareholder helpline (tel. 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 Shareholder Reference Number 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 Computershare, 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 Shareholder Reference Number 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 your holding's transactional history.

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.

### Key Dates

First quarter results	24 May 2018
2017/18 final dividend	18 June 2018
Second quarter results	16 August 2018
Interim results	19 September 2018
2018/19 interim dividend	9 November 2018
Third quarter results	21 November 2018
Preliminary results	March 2019

### Dividends

In November 2017, Kingfisher announced plans to simplify the way we pay dividends to shareholders. From the 2018/19 interim dividend, cash dividends will only be paid by direct credit to shareholders nominated bank accounts.

Shareholders who currently receive their cash dividend by cheque must notify our Registrar, Computershare Investor Services plc, of their preferred payment method, being:

- Paid directly to a nominated UK bank account, or
- Paid directly to a nominated SEPA Euro bank account, or
- Paid directly to a nominated bank account in your local currency (via the Global Payments Service), or
- Reinvest dividend in return for additional Kingfisher shares through the Dividend Reinvestment Plan.

Shareholders who already receive their dividends via one of the above payment methods do not need to take any action.

To ensure that you continue to receive your dividend from November 2018 onwards, you must notify Computershare of your preferred payment method. This can be done either online at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) or by contacting Computershare directly.

If we have not received payment instructions from you before the November 2018 dividend payment date, we will be unable to pay your dividends, and these will be held in an account by Computershare. Dividends will not accrue interest and you may be charged a fee by Computershare to receive this.

Should you have any questions, please contact our Registrar, Computershare using the details below or view our FAQs at [www.kingfisher.com/dividends](http://www.kingfisher.com/dividends).

### 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 by visiting [www.kingfisher.com/shareholders](http://www.kingfisher.com/shareholders) and following the online instructions.

## Annual General Meeting information

### Time

The meeting will start at 2.00pm. Please arrive no later than 1.50pm for registration.

### Refreshments

Tea and coffee will be served between 1.30pm and 1.55pm and similar light refreshments will be available for a period after the meeting.

### Venue

The meeting will be held on Tuesday, 12 June 2018 at the Hotel Novotel London Paddington, 3 Kingdom Street, London W2 6BD.

### Shareholders with special needs

We have arranged for induction loop facilities to be available in the meeting room.

The venue has step-free access to the registration and refreshments area, and a lift is available to the meeting room.

### Getting to the venue:

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

**TUBE:** Take the 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:

- St Pancras Station: take either the Hammersmith & City or Circle underground line to Paddington Station.
- Liverpool Street Station: take either the Hammersmith & City or Circle underground line to Paddington Station.
- Waterloo Station: Take the Bakerloo underground line to Paddington Station.

Once at Paddington Station head towards the Hammersmith & City underground line running adjacent to platform 8 and leave the station via Exit 3 Grand Union Canal. Once out of the station, bear left and follow the signs towards Sheldon Square and Kingdom Street. Follow the waterline until you reach Starbucks Coffee Shop, at which point turn left. On the far side of Sheldon Square you will see Kingdom Street with the Novotel at the end (signage visible from this point).





**Kingfisher plc,  
3 Sheldon Square,  
Paddington,  
London W2 6PX**

**Telephone: +44 (0)20 7372 8008  
[www.kingfisher.com](http://www.kingfisher.com)**