



## 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 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 2022 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'company'), will be held at Storey Club, 4 Kingdom Street, Paddington, London W2 6BD on Wednesday, 22 June 2022 at 2:00pm.

Although the current plan is to hold a physical AGM, we will continue to review our AGM arrangements in light of the latest Government guidance, and therefore, shareholders are encouraged to monitor the 2022 AGM page of the company's website ([www.kingfisher.com/agm](http://www.kingfisher.com/agm)) for any updates.

We consider the AGM to be an important event in our calendar and a significant opportunity to engage with our shareholders. As such, we shall be holding a physical AGM this year, which will also be broadcast live on our dedicated AGM website on the day.

Please refer to page 12 for a step-by-step guide on how to access the broadcast. You will be prompted to enter your unique SRN and Pin which can be found on your form of proxy. Please note that the broadcast is provided for information purposes only. Shareholders will not be able to actively participate in or form part of the meeting, including vote. Shareholders who are unable to attend on the day of the AGM should appoint a proxy in advance so that their vote is counted.

### Voting at the AGM

Shareholders are strongly encouraged to submit a proxy vote in advance of the AGM. You can submit your proxy vote online or by returning the proxy form posted to you. This is explained further on pages 10 and 11.

Shareholders who are present at the AGM will be able to vote in real time with electronic keypads issued at registration.

The results of the voting on the AGM resolutions will be announced to the London Stock Exchange shortly after the meeting and published on our website.

### Business of the meeting

Most resolutions this year are standard matters that are dealt with as a matter of course at every AGM.

Explanatory notes on all the other business to be considered at this year's AGM appear on pages 4 to 9.

If you are unable to attend the meeting but would like to pose a question, you can do so in advance by email to [shareholder.enquiries@kingfisher.com](mailto:shareholder.enquiries@kingfisher.com). Please submit your questions by 10pm on Monday, 20 June 2022. Questions can also be asked during the meeting via the Lumi AGM platform. This is explained further on page 12.

### Directors' recommendation

The Board are of the opinion that all resolutions which are to be put to the 2022 AGM are in the best interests of its shareholders as a whole and, accordingly, unanimously recommend that they vote in favour of all the resolutions as the directors intend to do in respect of their own shareholdings.

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

Yours faithfully,

**Andrew Cosslett**  
Chair of the Board

8 April 2022

## Resolutions

**NOTICE is hereby given that this year's AGM will be held at Storey Club, 4 Kingdom Street, Paddington, London W2 6BD on Wednesday, 22 June 2022 at 2:00pm to transact the following business.**

Resolutions 1 to 18 will be proposed as ordinary resolutions and resolutions 19 to 22 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll. In this document (the 'Notice of AGM'), all references to the Act are to the Companies Act 2006.

### Resolution 1

THAT the company's annual accounts for the financial year ended 31 January 2022 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 that part containing the Directors' Remuneration Policy) (the 'DRR') set out on pages 89 to 104 of the Annual Report and Accounts be received and approved.

### Resolution 3

THAT the Director's Remuneration Policy (the 'Policy'), the full text of which is contained on pages 79 to 88 of the Annual Report and Accounts be received and approved, to take effect on the date of its adoption, being 22 June 2022.

### Resolution 4

THAT

- i. the Kingfisher Performance Share Plan (the 'Plan'), the principal terms of which are summarised on pages 4 to 7 of this Notice of AGM and the rules of which are produced to the meeting and initialled by the Chair for the purpose of identification, be and are hereby approved and that the directors be authorised to do all acts and things which they may consider necessary or expedient to carry the Plan into effect; and
- ii. the directors be and are hereby also authorised to approve schedules and subplans to the rules of the Plan, modifying the rules of the Plan to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such schedules or subplans are treated as counting against any limits on individual or overall participation in the Plan.

### Resolution 5

THAT a final dividend of 8.60 pence per ordinary share be declared for payment on 27 June 2022 to those shareholders on the register at the close of business on 20 May 2022.

### Resolution 6

THAT Bill Lennie be elected as a director of the company with effect from the end of the meeting.

### Resolution 7

THAT Claudia Arney be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 8

THAT Bernard Bot be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 9

THAT Catherine Bradley be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 10

THAT Jeff Carr be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 11

THAT Andrew Cosslett be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 12

THAT Thierry Garnier be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 13

THAT Sophie Gasperment be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 14

THAT Rakhi Goss-Custard be re-elected as a director of the company with effect from the end of the meeting.

### Resolution 15

THAT Deloitte LLP be re-elected 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 16

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

### Resolution 17

THAT in accordance with section 366 of the Act, the company and its subsidiaries are hereby authorised, at any time during the period for which this resolution has effect, to:

- iii. make political donations to political parties, political organisations other than political parties and/or independent election candidates not exceeding £75,000 in total; and
- iv. 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 end of the next AGM of the company or, if earlier, until the close of business on 31 July 2023.

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 18

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 £106,948,195; and
  - ii. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £213,896,391 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 end of the next AGM of the company (or if earlier, until the close of business on 31 July 2023):

- (B) subject to (C), all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this Resolution; and
- (C) paragraph (B) shall be without prejudice to the continuing authority of the directors to allot shares or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the company before the expiry of the authority pursuant to which such offer or agreement was made.

## Resolution 19

THAT if Resolution 18 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 to:

- (A) allotments for rights issues and other pre-emptive issues; and
- (B) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £16,042,229,

such authority to expire at the end of the next AGM of the company (or, if earlier, at the close of business on 31 July 2023 but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## Resolution 20

THAT if Resolution 18 is passed, the Board be authorised in addition to any authority granted under Resolution 18 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £16,042,229; 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 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 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 31 July 2023 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 21

THAT the company be generally and unconditionally authorised 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 204,229,526 being just under 10% of the company's issued share capital as at 28 March 2022;
- 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 (or, if earlier, the close of business on 31 July 2023); 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 22

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

**Chloe Barry**  
Company Secretary

8 April 2022

Registered office: 3 Sheldon Square,  
Paddington, London W2 6PX  
Registered in England. Company Number: 01664812

## Explanatory notes to the resolutions

Resolutions 1 to 18 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 19 to 22 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

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

The directors must lay before the shareholders the accounts of the company for the financial year ended 31 January 2022, the Strategic report, the Directors' report and the Independent Auditor's report on those accounts and on those parts of the Directors' Remuneration Report which have been audited.

### Resolution 2 – Approval of the Directors' Remuneration Report

Resolution 2, which is proposed as an ordinary resolution, seeks approval of the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy), which is set out in full on pages 89 to 104 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 – Approval of the Directors' Remuneration Policy

In June 2020, Kingfisher launched the 'Powered by Kingfisher' strategy. This strategic plan, with its focus on distinct retail banners addressing diverse customer needs and being 'powered' by the Group, involves developing and growing a long-term sustainable business underpinned by incremental growth in sales and profit.

However, the new strategy means that the variable pay components of the current policy, linked to the 'ONE Kingfisher' strategy are no longer fit for purpose.

With this in mind, in 2021, the Remuneration Committee (the 'Committee') undertook an extensive review of the existing Directors' Remuneration Policy and its implementation to determine which reward arrangements would be more suitable in driving the long-term strategic priorities of the Group.

The Committee also wanted to ensure that the arrangements are simpler and clearer for participants and other stakeholders and continue to align outcomes and actions with shareholders' expectations.

The Committee concluded that the current structure should be replaced with a more market aligned approach consisting of an Annual Bonus with part deferred into shares and a Performance Share Plan award granted annually.

It is therefore proposed that the current cash bonus, Alignment Shares and Delivering Value Incentive award be replaced with:

- an annual bonus with an opportunity of 200% of salary for the CEO and 190% of salary for the CFO. Anything earned over 100% of salary would be deferred into shares for three years. The bonus will be based on at least 70% of financial metrics; and
- a Performance Share Plan with an opportunity of 275% of salary for the CEO and 260% of salary for the CFO granted annually. Awards will be measured over three years, and for 2022, against Earnings per Share (EPS), Return on Capital Employed (ROCE), Relative total shareholder return (TSR) and ESG.

It is the Committee's view that the new incentive arrangements are appropriate for the Group and supportive of the strategy both in the structure and the choice of performance measures for the bonus and the Performance Share Plan.

Other minor additional changes are being made to the Directors' Remuneration Policy to align it with market best practice including:

- an increase to the CFO's shareholding requirement from 250% of salary to 270%.
- simplification of the base salary policy to allow the Committee to consider any appropriate benchmark which reflects the size and complexity of the company as well as the sector, and removal of the base salary increase cap of 8% per annum. This removal is to ensure alignment with market norms. The policy is clear that salary increases will typically be in line with the wider workforce.

The full Directors' Remuneration Policy is set out on pages 79 to 88 of the Annual Report and Accounts and sets out the company's proposed forward-looking policy on directors' remuneration (including payments to departing directors).

Resolution 3, which is proposed as an ordinary resolution, seeks approval of the proposed Directors' Remuneration Policy. As stated in the proposed Directors' Remuneration Policy, if Resolution 3 is passed, the proposed policy will commence on 22 June 2022.

Payments will continue to be made to directors and former directors (in their capacity as directors) pursuant to commitments under the current Directors' Remuneration Policy approved at the 2019 AGM (as well as commitments made before that date).

If the proposed Directors' Remuneration Policy is approved, it will remain valid for a period of three years. Shareholder approval must be renewed at least every three years, so a remuneration policy will be put to shareholders again no later than the AGM in 2025. If the company wishes to amend the Directors' Remuneration Policy it will need to put the revised policy to a shareholder vote before it can implement the revised policy. Following commencement of the Directors' Remuneration Policy, all payments by the company to directors or former directors must be made in accordance with the Directors Remuneration Policy (unless a payment has been approved by a separate shareholder resolution).

If shareholders do not approve the proposed Directors' Remuneration Policy for any reason, the company will, to the extent permitted by the Act, continue to make payments to directors under the Directors' Remuneration Policy approved on 9 July 2019 and will seek shareholder approval for a revised policy by the 2023 AGM.

### Resolution 4- Kingfisher Performance Share Plan

As part of the changes described under Resolution 3, the Remuneration Committee has decided to seek shareholder approval for a new incentive share plan, the Kingfisher Performance Share Plan (KPSP), which will be used for the grant of new share awards to executives and management in place of the Kingfisher Alignment Shares and Transformation Incentive Plan.

The Directors' Remuneration Policy, set out on pages 79 to 88 of the Annual Report and Accounts, sets out the Remuneration Committee's policy for directors in relation to the KPSP, including in relation to the performance conditions applied to the vesting of awards, the grant of awards on recruitment and the individual limits for awards.

Subject to shareholder approval of the KPSP at the AGM, the first grant of awards under the KPSP would be made following the 2022 AGM to selected employees including the executive directors (although awards to the executive directors will also be subject to the approval of the proposed Directors' Remuneration Policy).

The rules of the KPSP are summarised below. References to the Committee are to the Board or a duly authorised committee or duly authorised person. If passed, Resolution 4 will also enable the company to add schedules or subplans to the KPSP to enable the grant of options and awards to employees in overseas territories, taking account of local tax, exchange control and securities law issues. Any shares made available under such schedules or subplans will be treated as counting towards any limits on individual or overall participation in the KPSP.

#### Types of award

Four types of award may be granted over ordinary shares of the company ('Shares') under the KPSP: performance share awards ('PS Awards'), deferred bonus awards ('DB Awards'), restricted share awards ('RS Awards') and Recruitment Awards. PS Awards will be subject to performance conditions and continued employment. RS Awards will normally be subject to continued employment only. DB Awards defer part of the relevant participant's annual bonus into an award over shares. Recruitment Awards may be granted to compensate new employees for forfeited awards from the individual's previous employer or to make a grant on promotion. Awards under the KPSP may be satisfied by newly issued Shares, Shares transferred from treasury or Shares purchased in the market and held by an employee share benefit trust established by the company.

#### Eligibility

Any employee of the Kingfisher Group (including any executive director of the company) is eligible to participate in the KPSP at the discretion of the Committee. In addition, former employees (including former executive directors) of the Kingfisher Group who are awarded an annual bonus for a performance year may be granted DB Awards in relation to the relevant bonus.

#### Grant of awards

Awards may be granted in the period of 42 days beginning on:

- the day immediately following the date on which the KPSP is approved at the company's annual general meeting;
- the dealing day after the date on which the company announces its results for any financial period; or
- the day following the lifting of any dealing restrictions preventing such grant;

An award may also be granted at any other time when the Committee determines that the circumstances are, in its view, sufficiently unusual or exceptional to justify the grant of an award.

No awards may be granted later than 10 years after the approval of the KPSP by shareholders.

Awards may take the form of:

- an option to acquire Shares at nil or nominal cost; or
- a conditional right over Shares.

Awards under the KPSP are neither pensionable nor transferable (other than on death). No payment will be required for the grant of an award.

#### Vesting period

An award will not normally vest prior to the end of its normal vesting period. PS Awards will normally vest on the third anniversary of the date of grant, subject to the extent that any applicable performance conditions have been satisfied. DB Awards will normally vest on the third anniversary of the date of grant. RS Awards and Recruitment Awards will normally vest on such date or dates as the Committee may determine on grant. The date of grant will normally be the start date for certain purposes relating to leavers, corporate events, and dividend equivalents under the KPSP.

A different period may be specified on grant, or the vesting period may be shortened in accordance with the rules of the KPSP, for example, as a result of a change of control or in certain circumstances on cessation of employment. An award which has been granted on recruitment to replace a forfeited award may have a vesting period of less than three years to reflect the vesting date of the forfeited award.

#### Holding periods

Awards may be granted to executive directors of the company and if the Committee so determines, selected senior executives subject to a post-vesting holding period. The holding period will normally be two years following vesting. In the event of cessation of employment during the holding period, the participant will normally remain subject to the post-vesting holding period.

#### Performance conditions

PS awards may vest subject to the satisfaction of performance conditions selected by the Committee, which will determine the extent to which the awards will vest at the end of the vesting period. The period over which performance conditions will be measured shall normally be not less than three years unless, for instance, the award has been granted on recruitment to replace a forfeited award whose performance conditions had less than three years to run.

The Committee has discretion to amend the performance conditions in respect of any award if one or more event(s) have occurred which lead the Committee reasonably to consider that it would be appropriate to do so, provided that such an amended performance condition is not materially less difficult to meet. It also has the discretion to waive performance targets or other conditions applying to the awards, where it considers this to be appropriate.

#### Individual limits

The maximum value of Shares which may be put under awards granted to an eligible employee is:

- a. for KPSP Awards, in each financial year of the company up to the relevant percentage of the employee's base salary. The relevant percentage is the maximum percentage of base salary of the Chief Executive Officer over which a PS Award can be granted as permitted under the Policy in place at the time of grant. Under the proposed Policy the maximum percentage of an employee's base salary would therefore be 275%;
- b. for DB Awards, such percentage up to 100% of the individual's annual bonus as the Committee determines will be deferred as a DB Award; and
- c. for RS Awards, up to 125% of base salary in each financial year of the company.

## Explanatory notes to the resolutions

In each case, the market value of the Shares used to determine the individual limit will, at the discretion of the Committee, either be the average of the closing middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange over a period determined by the Committee, not exceeding three consecutive dealing days preceding the date of grant, or the closing middle market quotation on the dealing day before the date of grant.

The KPSP also permits the grant of Recruitment Awards (whether or not to replace awards forfeited by the employee from their previous employer). No formal individual limits apply to Recruitment Awards. The Committee would aim to minimise the cost to the company but buy-out awards are not subject to a formal maximum. Any awards would be broadly no more valuable than those being replaced.

### Dilution limits

The maximum number of new issue shares that may be allocated under the KPSP must not exceed the following limits:

- i. in any 10-year period, the aggregate number of new issue shares allocated under the KPSP, when added to the number of new issue shares allocated under all other employee share plans operated by the company must not exceed 10% of the issued ordinary share capital of the company from time to time; and
- ii. in any 10-year period, the aggregate number of new issue shares allocated under the KPSP, when added to the number of new issue shares allocated under all other executive employee share plans operated by the company, must not exceed 5% of the issued ordinary share capital of the company from time to time.

While institutional guidelines require it, treasury Shares will be treated as newly issued for the purposes of these limits. Awards which are renounced or lapse will not count towards these limits. In addition, awards which will be satisfied with existing Shares purchased in the market fall outside these limits.

### Leaving employment

Any unvested awards held by a participant will normally lapse unless they have remained in employment with the Group until the end of the vesting period. If they have not, unvested awards will normally lapse on the earlier of any notice being given or the cessation of employment.

Where the participant is a "good leaver" their awards will be treated differently. A participant will only be treated as a "good leaver" where they leave employment before the end of the vesting period as a result of:

- death, ill-health, injury or disability;
- retirement with the agreement of their employer;
- redundancy;
- the company or business for which they work being sold out of the Group; or
- any other reason not otherwise specified in the KPSP, if the Committee at its discretion so decides.

Where the individual is a "good leaver" (as defined in prior paragraph) their unvested awards will not lapse but will ordinarily continue, subject to the rules of the KPSP, and will vest at the end of the original vesting period, to the extent that any applicable performance conditions have been met.

There shall in addition, other than for DB Awards, be a pro rata reduction of the number of Shares to reflect the period between the start date and the date of the cessation of employment as a proportion of the pro rata period, which commences on the start date and normally ends on the normal vesting date.

Where the Committee determines that reducing the extent to which the award will vest:

- as a result of applying the applicable performance conditions, and/or
- to reflect the period between the start date and the date of the cessation of employment as a proportion of the pro rata period

is inappropriate, it may decide in its absolute discretion that the number of Shares that vest will be such higher number of Shares as it determines (but not exceeding the number of Shares that are subject to the award).

The Committee may also determine that an award will vest on the date of cessation of employment, subject to the same provisions relating to the reduction of awards as set out above.

If a participant's employment ceases because of death, their award shall vest on or shortly after the date of death, subject to the same provisions relating to the reduction of awards as set out above for good leavers.

### Vesting of awards

To the extent that an award vests, the participant will be entitled to receive Shares. The award of a participant who has continued in employment until the end of the vesting period which has been structured as an option will generally be exercisable until one month before the tenth anniversary of its grant date. The period for exercising awards structured as options by leavers and as a result of corporate events is typically for a reduced period of time in accordance with the rule of the KPSP.

The Committee may in its absolute discretion determine that an award will vest to a different extent from that determined in accordance with the performance conditions and other terms applying to the award where in the opinion of the Committee this is appropriate, taking into account factors including (but not limited to) the overall performance of the Group.

### Dividend equivalents

The Committee has the discretion to increase the number of Shares the subject of an award by reference to the value of dividends that would have accrued on the vested Shares between the start date and the date of issue or transfer of the vested Shares. The value of such dividends may be paid out in Shares or cash. The Committee may include or exclude the value of part or all of any special dividend.

#### Malus and clawback

In certain circumstances, the Committee has discretion, if it believes the circumstances warrant this, to adjust, (including, if appropriate, reducing to zero) the number of Shares under an award before it vests. The circumstances are:

- where there has been a material misstatement of the company's results;
- the Committee determining that the assessment of any performance condition in respect of an award was based on error, or inaccurate or misleading information;
- the Committee determining that one or more action or events have caused the Group serious reputational damage; and/or
- the Committee determining that there are material misconduct issues in respect of the individual.

In addition, the Committee has discretion to clawback Shares which have vested in substantially similar circumstances to those set out above for malus during the period of two years following the vesting of awards other than DB awards where clawback can be applied in the period of three years from the grant of the relevant DB award. Clawback may be effected, among other means, by requiring the transfer of Shares, payment of cash or reduction of awards.

#### Corporate transactions

In the event of a change of control of the company, a scheme of arrangement or a winding up of the company, awards will vest to the extent determined by the Committee, and to the extent that any applicable performance conditions have been met. The Committee may also determine that awards will vest on a demerger and certain other corporate events to the extent the Committee determines.

There shall, other than for DB Awards, in addition be a pro rata reduction of the number of Shares to reflect the period between the start date and the date of the relevant event as a proportion of the pro rata period for the award.

Where the Committee determines that reducing the extent to which the award will vest:

- as a result of applying the applicable performance conditions, or
- to reflect the period between the start date and the date of the relevant event as a proportion of the pro rata period

is inappropriate, it may decide in its absolute discretion that the number of Shares that vest will be such higher number of Shares as it determines (but not exceeding the number of Shares that are subject to the award).

In the event of a change of a control of the company as the result of an internal reorganisation, the Committee may alternatively decide that awards will not vest but that unvested awards will instead be replaced with equivalent awards over shares in the acquiring company.

#### Variations in share capital

Awards may be adjusted, including to the number of Shares under Award, at the discretion of the Committee if there is a variation in the share capital of the Company, such as a rights or bonus issue, or in the event of a demerger or special dividend.

#### Alternative settlement

At its discretion, the Committee may decide to satisfy awards granted under the KPSP with a payment in cash or Shares equal to any gain that a participant would have made had the relevant award been satisfied with Shares. In addition, awards may be granted as cash based Share awards where it is not practicable to provide awards in Shares.

#### Rights attaching to Shares

Shares allotted or transferred under the Plan will rank equally with all other Shares for the time being in issue (except for rights attaching to such Shares by reference to a record date prior to the date of transfer or issue). The company will apply for the listing of any new Shares allotted under the KPSP.

#### Amendments

The KPSP may at any time be altered by the Committee. However, any alterations to the rules governing:

- eligibility;
- limits on participation and the number of new Shares or treasury Shares available under the KPSP;
- the basis for determining a participant's entitlement to and the terms of Shares or cash provided under the KPSP; and
- the adjustment of awards on a variation in the share capital of the company,

which are to the advantage of participants must be approved in advance by shareholders in general meeting, except for any minor alteration to benefit the administration of the KPSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or Group companies.

The Committee may not make any amendment to existing awards that would be to the material disadvantage of the relevant participants except where relevant participants are notified of such amendment and the majority of those participants approve such amendment.

#### Overseas schedules and subplans

The KPSP has a subplan which permits the grant of share awards to eligible employees in France under French tax provisions for qualified free shares and takes account of the requirements of the relevant provisions. Awards may be made under the subplan no later than 76 months after the subplan is approved.

Furthermore, if passed, Resolution 4 will enable the company to add schedules or subplans to the KPSP to enable the grant of options and awards to employees in overseas territories, taking account of local tax, exchange control and securities law issues. Any shares made available under such schedules or subplans will be treated as counting towards any limits on individual or overall participation in the KPSP.

#### **Resolution 5 – Authorisation to pay a 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 8.60 pence for each ordinary share. This is in addition to the interim dividend of 3.80 pence for each ordinary share which was paid on 12 November 2021, making a total of 12.40 pence for the year for each ordinary share.

## Explanatory notes to the resolutions

### Resolution 6 – Election of director

Bill Lennie, whose appointment was announced by the Board on 28 March 2022 and will become effective from 1 May 2022, now stands for election by shareholders in accordance with the company's articles of association ('the Articles').

Bill's biography is set out in Appendix 1 to this Notice of AGM and on our website.

The Board is of the view that Bill will bring substantial industry expertise to the Board, which he gained at the largest home improvement company in the world, having spent 26 years with The Home Depot, Inc., most recently as Executive Vice President, Outside Sales and Services. The Board believe that Bill's deep knowledge of merchandising and global sourcing, as well as his experience developing successful trade and services strategies will be a remarkable asset to Kingfisher.

The Board considers that the information set out here, and which was included in the announcement concerning his appointment, is sufficient to enable our shareholders to make an informed decision in respect of the election of Bill Lennie. The Board unanimously recommends Bill's election.

### Resolutions 7 to 14 – Re-election of directors

The Board, led by the Chair of the Board, has considered each of the directors' skills and commitment and has concluded that each of them makes positive and effective contributions to the meetings of the Board and the Committees on which they sit. This view was supported by feedback received following the completion of the internal board effectiveness evaluation conducted during the year and discussed in more detail in the Annual Report and Accounts.

Each of the non-executive directors has given an assurance to the Board that they remain committed to their role as a director and will ensure that they devote sufficient time to their duties, including attendance at Board and Committee meetings.

The Board is content that each non-executive director standing for re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgment.

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 their re-election.

In support of the UK Corporate Governance Code 2018 (the 'Code') requirement for the Board to set out the reasons why it believes that the non-executive directors standing for re-election should be re-elected, biographies of each of the directors are provided in Appendix 1 to this Notice of AGM, on pages 55 and 56 of the Annual Report and Accounts, and are also available 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 15 and 16 – 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 15 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 next general meeting at which accounts are presented.

Resolution 16 is a separate resolution which proposes to grant authority to the Audit Committee to determine the auditor's remuneration.

### Resolution 17 – 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 Act contain restrictions on companies making donations or incurring expenditure in relation to EU political parties, other political organisations, or independent election candidates. The PERA and Part 14 of the Act 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 PERA and the Act 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 PERA and 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 18 – 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 £106,948,195 (representing 680,765,090 ordinary shares of 15<sup>5/7</sup> pence each). This amount represents approximately 33.3% of the issued ordinary share capital of the company as at 28 March 2022, 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 £213,896,391 (representing 1,361,530,180 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 66.6% of the issued ordinary share capital of the company as at 28 March 2022, 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 31 July 2023 or the conclusion of the 2023 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 19 – 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.

The directors have no present intention to avail of this authority, other than to satisfy options under the company's share option schemes.

This authority will expire on the earlier of 31 July 2023 or the conclusion of the 2023 AGM of the company.

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

**Resolution 20 – 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 19, 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 Group 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 31 July 2023 or the conclusion of the 2023 AGM of the company.

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

**Resolution 21 – 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 204,229,526 ordinary shares, representing 10% of the issued share capital of the company as at 28 March 2022, the latest practicable date prior to the publication of this Notice of AGM.

This authority shall expire on the earlier of 31 July 2023 or the conclusion of the 2023 AGM of the company.

The directors have no present intention to exercise the authorities sought under this Resolution.

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 28 March 2022 (the latest practical date prior to the publication of this Notice of AGM) was 49,931,833 which represents 2.44% of the issued share capital at that date. If the authority to purchase shares was exercised in full, these options would represent 2.94% of the company's issued share capital.

**Resolution 22 – Notice period for general meetings other than AGMs**

Changes made to the Act 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 22. 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 2.00pm on Monday, 20 June 2022 (or in the event of any adjournment, 2.00pm 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).

### Duly appointed proxies and corporate representatives

4. Please contact the company's Registrar before 2.00pm on Monday, 20 June 2022 on 0370 702 0129 for your unique SRN and PIN. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

### Appointment of proxies

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 Monday, 20 June 2022.
6. A member who is entitled to vote at the AGM may appoint more than one proxy to vote instead of him/her, 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.
7. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 10 below) will not prevent a shareholder attending the AGM in person and voting themselves should they wish to do so.
8. 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

9. 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

10. 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 <https://www.euroclear.com/services/en/provider-homepage/euroclear-uk-international.html>). 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 2.00 pm on Monday, 20 June 2022. 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.
11. 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

12. 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

13. 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

14. In order to revoke a proxy instruction, you will need to inform the company using one of the following methods:
- by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - by sending an email with the subject header of "Kingfisher plc – Termination of Proxy Appointment" to: Externalproxyqueries@computershare.co.uk. Please note that this email address can only be used for the termination of previously registered proxy appointments (any other instructions included in the email will not be actioned and will be ignored). In order for the termination to be effective, the email must include the security details from the Form of Proxy (Control Number and SRN). In order that we may contact you to verify the termination of the proxy appointment, please provide a contact telephone number and where possible, attach to the email a letter signed by the registered holder to enable the verification to be affected.

In either case, the revocation notice must be received by the company's Registrar, no later than 2.00pm on Monday, 20 June 2022. 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

15. 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 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.
16. The statement of the rights of shareholders in relation to the appointment of proxies in notes 5 and 6 above does not apply to Nominated Persons. The rights described in these Notes can only be exercised by shareholders of the company.

### Corporate Representatives

17. 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

18. Any member attending the meeting in person or viewing the broadcast 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.

19. Questions may be asked in person on the day or submitted online at <https://web.lumiagm.com/184-280-158> from 1:00 pm, on Wednesday, 22 June 2022. The Company Secretary will read online questions aloud before the Board provides an answer.
20. Shareholders may also pose a question in advance by email to [shareholder.enquiries@kingfisher.com](mailto:shareholder.enquiries@kingfisher.com). Answers to questions submitted by 10.00pm on Monday, 20 June 2022 will be published on the company's website.

### Documents on display

21. 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.
22. The draft rules of the KPSP will be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of sending this document.
23. All these documents will also be on display at the place of the AGM at least 15 minutes before the AGM until its conclusion.
24. The company's current Articles are available to view at [www.kingfisher.com](http://www.kingfisher.com).

### Issued Shares and Total Voting Rights

25. As at 28 March 2022 (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 2,042,295,271 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

26. 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

27. 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.
28. 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 Wednesday, 11 May 2022, being the date six clear weeks before the AGM.
29. 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.

## 2022 AGM Broadcast Guide

To view the 2022 AGM broadcast visit <https://web.lumiagm.com/184-280-158> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

**Meeting ID: 184-280-158**  
**To login you must have your SRN and Pin**

### Access

Enter **web.lumiagm.com/184-280-158** into your web browser.

You will then be required to enter your SRN and Pin.

**You will be able to log into the site on Wednesday, 22 June 2022 from 1.00pm**

To enter as a shareholder, select **'I have a login'** and enter your SRN and Pin. If you are a visitor, select **'I am a guest'**

As a guest, you will be prompted to complete all the relevant fields including: title, first name, last name and email address.

**Please note, only shareholders have the right to ask questions**

### Broadcast

When successfully authenticated, the home screen will be displayed. You can view company information, ask questions and watch the broadcast.

The broadcast will appear at the side automatically once the meeting has started.



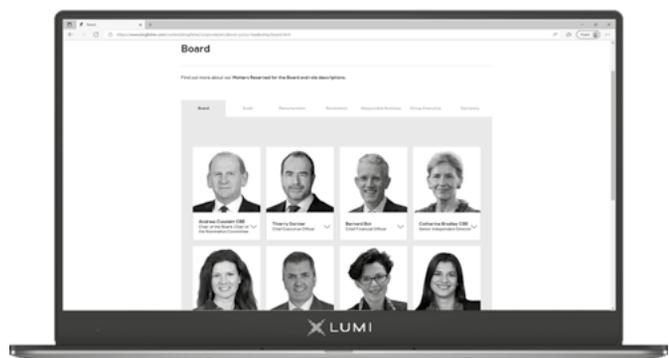
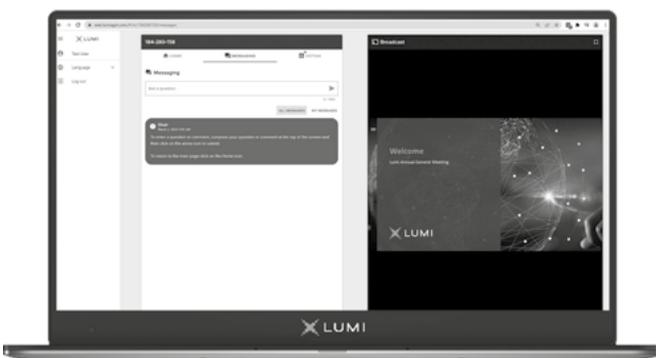
### Questions

Any shareholder or appointed proxy attending the meeting is eligible to ask questions. If you would like to ask a question, select the messaging icon. Messages can be submitted at any time during the Q&A session up until the Chair closes the session. Type your message within the chat box at the top of the messaging screen. Once you are happy with your message click the send button. Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chair. This is to avoid repetition.

### Documents

Meeting relevant documents can be found on the documents section within the navigation bar.

Data usage for streaming the annual shareholders' meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and the network connection (3G, 4G).



## 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 Shareholder Reference Number (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
- the transactional history of all your holdings registered with Computershare.

In certain circumstances it may be necessary for Computershare to send a unique activation code to your registered address to allow you full access to your Investor Centre account.

### Dividends

The company pays all cash dividends through direct payment to shareholder bank accounts. Shareholders who have not yet notified our Registrar of their preferred payment option should do so without delay. Please note that this does not affect those shareholders who have subscribed for the Dividend Reinvestment Plan (DRIP).

The Board is pleased to propose a final dividend of 8.60 pence per ordinary share in relation to 2021/22. If approved, the final dividend will be paid on 27 June 2022 to shareholders on the register at close of business on 20 May 2022.

### 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 on Wednesday, 22 June 2022 at Storey Club, 4 Kingdom Street, Paddington, London W2 6BD.

### Time

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

### Refreshments

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

### Shareholders requiring assistance

Induction loop facilities will be available in the meeting room.

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

### Getting to the venue

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

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

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

- Kings Cross, Liverpool Street, or St Pancras 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 leave the station via Exit 3 Grand Union Canal adjacent to the Hammersmith & City underground lines and Bishops Bridge Road taxi rank. Once out of the station, bear left under Bishops Bridge and follow the signs towards Sheldon Square and Kingdom Street. Kingdom Street is on the far side of Sheldon Square. Storey Club is located at the end of Kingdom Street on the right.



## Appendix 1 – Biographies

### Andrew Cosslett CBE, Chair of the Board N R

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

**Skills and experience:** Andrew's early career was with Unilever in a variety of branding and marketing roles. He then spent 14 years at Cadbury Schweppes in senior international roles before becoming CEO for InterContinental Hotels Group (IHG).

Andrew was at IHG for six years, creating value by leveraging the power of its brands alongside executing a programme of significant transformational and cultural change. He served as CEO for Fitness First, where he was instrumental in successfully repositioning the business and brand. Andrew served as a non-executive director of the Rugby Football Union (RFU) from 2012, where he was appointed chairman from 2016 until 2021. Andrew received a Commander of the Order of the British Empire (CBE) for services to the RFU in the 2022 New Year's Honours List.

**External appointments:** Andrew has been appointed as an independent non-executive director and chair designate of ITV plc with effect from 1 June 2022, and will become non-executive chair, with effect from 29 September 2022.

### 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 as 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 a member of its remuneration committee.

### Bernard Bot, Chief Financial Officer

**Appointed:** October 2019

**Skills and experience:** Bernard is a seasoned CFO having served in that capacity 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, and a member of its audit committee.

### 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 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. She also serves as a member of the Panel on Takeovers and Mergers and is the lead non-executive director for the Department for Digital, Culture, Media and Sport.

#### Key

A Audit Committee N Nomination Committee R Remuneration Committee ○ Chair

RB Responsible Business Committee

## Appendix 1 – Biographies

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

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

**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 Johnson Electric Holdings Limited, a Hong Kong listed company. She is also non-executive director of easyJet plc where she chairs its finance committee, and abrdrn plc where she is a member of its audit committee. Catherine also serves on the board of the Value Reporting Foundation.

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

**Appointed:** June 2018

**Skills and experience:** Jeff became CFO of Reckitt Benckiser Group plc on 9 April 2020. Reckitt Benckiser has operations in over 60 countries and a large number of globally trusted household brands and products. Jeff previously held an executive finance role with Reckitt Benckiser earlier in his career. Most recently, Jeff was CFO of Koninklijke Ahold Delhaize N.V. (Ahold Delhaize), one of the world's largest retail groups. Jeff was also previously group finance director at both FirstGroup plc and easyJet plc, and held a senior finance role at Associated British Foods plc, as well as a non-executive director role at McBride plc.

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

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

**Appointed:** December 2018 **Representative to the Kingfisher Colleague Forum:** Until December 2021 forum.

**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.

**External appointments:** Sophie is a senior advisor at the Boston Consulting Group. Sophie is also a non-executive director of Accor, where she chairs the appointments, compensation and CSR committee. Sophie has announced that she will be stepping down as non-executive director from the Accor board in May 2022. She is also a non-executive director of Givaudan S.A., the D'Ieteren group, and is the lead independent director on the board of Cimpress, a NASDAQ-listed technology company.

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

**Appointed:** February 2016

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

**External appointments:** Rakhi is currently a non-executive director of Schroders plc, Rightmove plc, and Tim Holdco Limited.

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

**Appointment date:** effective from 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