

# Sheldon Holdings Limited

## Strategic report

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The Directors, in preparing this strategic report, have complied with section 414C of the Companies Act 2006.

### Principal activities

Sheldon Holdings Limited (the "Company") operates as an investment company within the Kingfisher plc group (the "Group").

### Business Review

The profit for the year, after taxation, amounted to £41,282,000 (2023/24: £1,489,786,000). The profit for the year decreased due to lower dividend income received and impairment charges relating to Sheldon Euro Investments Limited and Martin Pecheur Holdings Limited, partially offset by a reduction in net finance costs.

The Company has received £129,246,000 (2023/24: £1,499,546,000) of dividend income and recognised £89,709,000 (2023/24: £nil) in impairment losses in relation to investment in subsidiaries.

Net assets at 31 January 2025 were £5,201,726,000 (2023/24: £5,160,444,000). This is predominately composed of investments in subsidiaries.

The Company continues to hold a tax asset of £69,840,000 in relation to a charging notice from HM Revenue & Customs. See note 8.

### Principal risks and uncertainties

The Company is a wholly-owned subsidiary of the Kingfisher plc Group. From the perspective of the Directors, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The review of the business of Kingfisher plc and its subsidiaries, which provides a comprehensive analysis of the main trends and factors likely to affect the development, performance and position of the business, and a description of the principal risks and uncertainties facing the business can be found on pages 60 to 65 of the 2024/25 Kingfisher plc Annual Report and Accounts.

### Financial risk management

The Company operates as an investment company within the Group, and as such is exposed to a variety of financial risks, which include interest and currency risk, liquidity and credit risk.

As part of the Group these risks are managed centrally by Group Treasury, which operates a duly approved Treasury Policy and a risk management programme that ensures that the impact of such risks is minimised. Further information on the Group's financial risk management policies can be found on pages 173 to 176 in note 25 of the 2024/25 Kingfisher plc Annual Report and Accounts.

### Key performance indicators

The Directors manage the Company's operations on a group basis and so the Directors of the Company believe that analysis using key performance indicators for the Company is not necessary for an understanding of the development, performance or position of the business of the Company, other than the above mentioned net assets and profit for the year. The Group's development, performance and position is discussed in the 2024/25 Kingfisher plc Annual Report and Accounts, which does not form part of this report.

# Sheldon Holdinas Limited

## Strategic report (continued)

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### Section 172(1) and stakeholder engagement statement

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with Section 172 (s172) of the Companies Act 2006 (the Act). When making decisions, Directors have regard to the matters in s172, including the interests of stakeholders relevant to the Company, the impact of the Company's operations on the community and environment, and the Company's desire to maintain a reputation for high standards of business conduct as well as its long-term success. During the year, the Directors considered these factors in the context of investments in the Company's subsidiaries, taking into account the likely consequences of their decisions in the long term, the interests and views of members of the Kingfisher plc Group (the 'Group') and our relationship with our lenders. Actions and behaviours are governed by the robust governance framework of the Group), which includes, but is not limited to, Group policies and the Kingfisher Code of Conduct.

The purpose of the Company is primarily to act as an investment company within the Group and as such the Company's key stakeholders are its affiliates within the Group in which it operates. The Company has had no commercial business, and no employees, customers or suppliers other than Group companies during the period and while there may be cases where the Board judges that it should engage directly with certain stakeholder groups or on certain issues, the breadth of stakeholder considerations that would often apply in operating or commercial trading companies have generally not applied to the decisions made by the Directors and generally stakeholder engagement best takes place at an operational or Group level. As well as being a more efficient and effective approach, this also helps the Company achieve a greater positive impact on environmental, social, and other issues than by engaging as an individual company. Please see pages 21 to 24 of the 2024/25 Kingfisher plc Annual Report and Accounts for details of operational and Group-level stakeholder engagement with the Company's stakeholders as well as those of the Group.

### Future developments

The Directors expect the general level of activity to remain consistent with 2024/25 in the forthcoming year and no changes to principal activities are expected.

### Post balance sheet events

On 18 February 2025, Sheldon Euro Investments Limited was dissolved. The investment has been fully impaired during the financial year 2024/25.

In March 2025, HMRC repaid tax and interest (totalling £69,353k) previously assessed in relation to the European Commission's ruling in respect of the state aid investigation into the Group Financing Exemption section of the UK controlled foreign company rules. This followed the annulment of this decision by the European Court of Justice in September 2024.

On 18 June 2025, a new entity, Kingfisher Information Technology Services (Romania) SRL, was incorporated in Romania and is fully owned by Sheldon Holdings Limited.

Approved by the Board of Directors and authorised for issue on 31 July 2025. Signed on its behalf by:

Signed by:  
  
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C. Barry  
Director