



**Thursday, 16 June 2011 at 11.00am**  
**The Hilton London Paddington Hotel**  
**146 Praed Street, London W2 1EE**

**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 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 document, 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.

**Annual General Meeting information**

**Time**  
 The meeting will start at 11.00am. Please arrive no later than 10.50am for registration.

**Refreshments**  
 Tea and coffee will be served between 10.20am and 10.55am and light refreshments will be available for a period at the end of the meeting in the room next to the Great Western Suite.

**Venue**  
 The meeting will be held on Thursday, 16 June 2011 in the Great Western Suite on the first floor of the Hilton London Paddington Hotel. The address of the hotel is 146 Praed Street, London W2 1EE.

**Transport and directions to the venue**

**By rail or underground:**  
 As the hotel is connected with Paddington Station, you can enter it from inside the station. The underground network includes the Bakerloo, District, Circle and Hammersmith & City Lines. The Heathrow Express connects Heathrow Airport with Paddington Station in 15 minutes.

**By road:**  
 Located on Praed Street, approximately half a mile north from Marble Arch, Oxford Street and Hyde Park, the hotel can be reached by car from the A40 exit Edgware Road/Harrow Road following signs to Paddington Station.

**Shareholders with special needs**  
 We have arranged for induction loop facilities to be available in the meeting room.

13 April 2011

Dear Shareholder

**Annual General Meeting**

I am pleased to enclose the Notice of Meeting for the 2011 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company'), which will be held at the Hilton London Paddington Hotel on Thursday, 16 June 2011 at 11.00am. The AGM provides an opportunity, which I hope you will take, to communicate with your directors. You will find attached to this letter:

- The Notice of Meeting, setting out the resolutions to be proposed, together with the explanatory notes, and guidance notes for shareholders who wish to vote electronically or by post; and
- Voting forms (proxy/voting instructions).

**The business to be considered**

Resolutions 1 to 19 are standard matters that are normally dealt with at every AGM. Resolution 20 seeks approval from shareholders for authorisation to amend the exceptional individual limit of 300% of salary in Rule 4.6(b) of the Kingfisher 2006 Performance Share Plan to 500%. Further information regarding this proposed amendment can be found in the notes to this Notice and within the directors' remuneration report.

If you are unable to attend the meeting, but have any questions on the business to be discussed at the AGM, we would like to hear from you ahead of the meeting. Please send them to me at 2011AGM@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.

**Your vote counts**

Your vote is important to us. You can vote by:

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

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

For those attending the AGM, an interactive electronic voting system will provide an immediate display of poll results. 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 available at the meeting and will, shortly afterwards, be announced to the London Stock Exchange and published on the Company's website at [www.kingfisher.com](http://www.kingfisher.com).

**Recommendation**

The Board believes that all the proposals to be considered at the AGM will promote the success of and are in the best interests of the Company and its members as a whole and unanimously recommends you vote in favour of them, as your directors intend to do in respect of their own beneficial shareholdings.

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 sincerely,

**Daniel Bernard**  
Chairman

NOTICE is hereby given that the Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company') will be held at the Hilton London Paddington Hotel, 146 Praed Street, London, W2 1EE on Thursday, 16 June 2011 at 11.00am to transact the following business.

Resolutions 1 to 16 and 20 will be proposed as ordinary resolutions and resolutions 17 to 19 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

#### **Resolution 1 Receipt of the report and accounts**

THAT the audited accounts for the year ended 29 January 2011 together with the directors' and auditors' report thereon be received.

#### **Resolution 2 Approval of the directors' remuneration report**

THAT the directors' remuneration report for the year ended 29 January 2011 be approved.

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

THAT a final dividend of 5.145 pence per ordinary share be declared for payment on 20 June 2011 to those shareholders on the register at the close of business on 6 May 2011.

#### **Resolution 4 Re-appointment of director**

THAT Mr P Cagni be re-appointed as a director of the Company.

#### **Resolution 5 Re-appointment of director**

THAT Ms C Chapman be re-appointed as a director of the Company.

#### **Resolution 6 Re-appointment of director**

THAT Mr D Bernard be re-appointed as a director of the Company.

#### **Resolution 7 Re-appointment of director**

THAT Mr A Bonfield be re-appointed as a director of the Company.

#### **Resolution 8 Re-appointment of director**

THAT Mr I Cheshire be re-appointed as a director of the Company.

#### **Resolution 9 Re-appointment of director**

THAT Mr A Dahlvig be re-appointed as a director of the Company.

#### **Resolution 10 Re-appointment of director**

THAT Ms J Kong be re-appointed as a director of the Company.

#### **Resolution 11 Re-appointment of director**

THAT Mr J Nelson be re-appointed as a director of the Company.

#### **Resolution 12 Re-appointment of director**

THAT Mr K O'Byrne be re-appointed as a director of the Company.

#### **Resolution 13 Re-appointment of auditors**

THAT Deloitte LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

#### **Resolution 14 Authority to agree the auditors' remuneration**

THAT the Audit Committee of the Board be authorised to determine the remuneration of the auditors.

#### **Resolution 15 Political donations and expenditure**

THAT in accordance with section 366 of the Companies Act 2006, Kingfisher plc 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 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, on 31 July 2012.

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 Authority to allot new shares**

THAT 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 £123,826,267; and
- ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £247,652,535 (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, at the close of business on 31 July 2012), but in each case, so that the Company may make offers or enter into any agreements during the period which would or might require relevant securities to be allotted or rights to subscribe for or convert any security shares into shares to be granted, after expiry of this authority and the directors may allot relevant securities and grant such rights in pursuance of that offer or agreement as if this authority had not expired.

## Resolution 17 Authority to disapply pre-emption rights

THAT subject to the passing of resolution 16, the directors be and are hereby generally and unconditionally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(2) of the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, as if section 561 of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited:

- i) to the allotment of equity securities in connection with an offer of equity securities (but in case of the authority granted under paragraph ii) of resolution 16), by way of a rights issue only);
  - a) to ordinary shareholders in proportion (as nearly may be practicable) to their respective existing holdings; and
  - b) to holders of other equity securities, as required by the rights of those securities or, as the directors otherwise consider necessary,
- ii) in the case of the authority granted under paragraph i) of resolution 16, to the allotment (otherwise than under paragraph i) above) of equity securities up to a nominal value of £18,573,940,

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 authorities shall apply until the conclusion of the next AGM (or if earlier, the close of business on 31 July 2012) but in each case, so that the Company may make offers or enter into any agreements during the period which would or might require equity securities to be allotted, after the expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired.

## Resolution 18 Authority to purchase own shares

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% pence each in the capital of the Company provided that:

- i) the maximum number of ordinary shares which may be purchased is 236,395,602 being just under 10% of the Company's issued share capital as at 13 April 2011;
- ii) the minimum price (exclusive of stamp duty and expenses) which may be paid for an ordinary share is 15% pence;

- iii) the maximum price (exclusive of stamp duty and expenses) which may be paid for each ordinary share is the higher of:
  - a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the ordinary share is contracted to be purchased; and
  - b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as stipulated by Article 5(1) of the Buy Back and Stabilisation Regulations 2003 (in each case exclusive of expenses); and
- iv) the authority shall expire at the conclusion of next year's AGM (or, if earlier, on 31 July 2012); and
- v) 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 19 Notice period for general meetings other than an annual general meeting

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

## Resolution 20 Amendment to the Rules of the Kingfisher 2006 Performance Share Plan

THAT the amendment to the Rules of the Kingfisher 2006 Performance Share Plan (the 'PSP') to increase the exceptional individual limit of 300% of salary in Rule 4.6(b) of the PSP to 500% of salary (as defined in Rule 4.6(i) of the PSP) and as marked up in the copy of the Rules produced to the Meeting and initialled by the Chairman for identification purposes, be and is hereby approved and that the directors or a duly authorised committee of them be authorised to do all that they may consider necessary to give effect to this amendment.

By order of the Board

### Nick Folland

Company Secretary

13 April 2011

Registered Office: 3 Sheldon Square, London W2 6PX

## Explanatory notes to the Notice of Annual General Meeting ('AGM')

### Entitlement to attend and vote

1. Only those members registered on the Company's Register of Members at 6.00pm on Tuesday, 14 June 2011 (or in the event of any adjournment, at 6.00pm on the date which is two working days prior to the adjourned meeting) shall be entitled to attend and vote at the AGM. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of persons to attend and vote at the AGM.

### Website giving information regarding the AGM

2. 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

3. 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 whose contact details are set out on page 8.
4. To be valid any proxy form or other instrument appointing a proxy must be received at the office of the Registrar no later than 11.00am on Tuesday, 14 June 2011.
5. 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 if he/she wishes to do so.

### Nominated persons

6. 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.
7. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3 and 4 above does not apply to Nominated Persons. The rights described in these Notes can only be exercised by shareholders of the Company.

### 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.

### CREST electronic proxy voting

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 <http://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am on Tuesday, 14 June 2011. 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 Application 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 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 system 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.

### The Company's Total Voting Rights

11. As at 13 April 2011 (being the latest practicable date prior to publication of this notice) the Company's issued share capital comprised of 2,363,956,018 ordinary shares, all carrying one vote each. Therefore, the total voting rights in the Company as at 13 April 2011 were 2,363,956,018.

### Corporate Representatives

12. 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.

## Attendance

13. Only those shareholders registered on the Register of Members of the Company as at close of business on Tuesday, 14 June 2011 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their names at that time (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting). 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.
14. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if i) to do so would interfere unduly with the preparation for the AGM 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) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## Shareholder requisition rights

15. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements 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 (a) (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), (b) it is defamatory of any person, or (c) 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, must be received by the Company not later than 3 May 2011, being the date six clear weeks before the 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.
16. 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.

## Inspection of documents

17. The following documents will be available for inspection at the registered office of the Company on any weekday (excluding public holidays) during normal office hours from the date of this Notice of AGM until the date of the AGM and at The Hilton London Paddington Hotel for at least 15 minutes before the AGM until its conclusion:
- the service contracts for each executive director;
  - the letters of appointment for each non-executive director; and
  - the amended rules of the PSP.

## The business of the AGM – explanatory notes

### 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 29 January 2011, the directors' report and the report of the auditors of the Company on those accounts.

### Resolution 2 – Approval of the directors' remuneration report

The directors' remuneration report has been prepared in accordance with the Companies Act 2006 (and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008). The directors' remuneration report meets the requirements of the Listing Rules and describes how the Board has applied the principles of good governance relating to directors' remuneration. As required by the Companies Act 2006, an ordinary resolution to approve the report is proposed at the AGM. The report is set out in full on pages 41 to 53 of the 2011 Annual Report and Accounts.

### 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 5.145 pence for each ordinary share. This is in addition to the interim dividend of 1.925 pence for each ordinary share that was paid on 12 November 2010, making a total of 7.07 pence for the year for each ordinary share.

### Resolutions 4 to 12 – Re-appointment of directors

Mr Pascal Cagni was appointed to the Board on 17 November 2010. He is currently Vice President and General Manager of Apple Europe, Middle-East, India and Africa, and has been with Apple for ten years in a variety of positions. His previous experience includes roles at NEC, Compaq and Booz Allen Hamilton. He has also held positions as a non-executive director on the board of Egg Banking plc, the online banking arm of Prudential plc, from 2002 to 2006, and on the board of Atari, the computer games company.

Ms Clare Chapman was appointed to the Board on 2 December 2010. She is currently Director General of Workforce, for the NHS and Social Care, and has been in this position since 2007. Her previous experience includes Group HR director of Tesco plc from 1999 to 2006 and HR vice president of Pepsi Cola's West and Central European operations from 1994 to 1999. She is also a non-executive director of TUI Travel plc and chairman of its remuneration committee.

Both Mr Cagni's and Ms Chapman's initial appointment periods are for three years and can be terminated at any time on three months' notice without compensation.

The new UK Corporate Governance Code (the 'New Code') published on 28 May 2010 will apply to the Company for the first time for the financial year commencing 29 January 2011. The Board has decided

to voluntarily adopt the provision of the New Code which recommends that all directors should seek re-appointment by shareholders on an annual basis at this year's AGM. The New Code will apply to the Company's financial year commencing 30 January 2011.

Separate resolutions will be proposed for each of these re-appointments. The Board has carried out formal evaluations of all non-executive 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. Biographies of each of the directors are provided on page 29 of the Annual Report and Accounts and appear on the Company's website at [www.kingfisher.com](http://www.kingfisher.com). The Board unanimously recommends the re-appointment of each director.

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

Resolution 13 proposes the re-appointment of the Company's existing auditors, Deloitte LLP, 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 auditors' 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, with the representation of the business community or sections of it, or with 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 PERPA and the Companies Act 2006 prohibit the Company or its subsidiaries from making donations or incurring expenditure in relation to political parties, other political organisations or independent candidates in a 12 month period in excess of an aggregate of £5,000, unless such donations have been authorised by the Company's shareholders. The Company is therefore seeking authority under this resolution up to £75,000 in aggregate in order to prevent an inadvertent breach of the PERPA and the Companies Act 2006.

#### **Resolution 16 – Authority to allot new shares**

Paragraph i) of this resolution would give the directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £123,826,267 (representing 787,985,339 ordinary shares of 15½ pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 13 April 2011, the latest practicable date prior to publication of this Notice of AGM.

In line with guidance issued by the Association of British Insurers, 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 £247,652,535 (representing 1,575,970,678 ordinary shares of 15½ 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 13 April 2011, the latest practicable date prior to publication of this Notice of AGM.

The authorities sought under this resolution will expire on the earlier of 31 July 2012 (the last date by which the Company must hold an AGM in 2012) and the conclusion of the AGM of the Company held in 2012.

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.

As at the date of this Notice of AGM, no ordinary shares are held by the Company as 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, similar to previous years, limited to allotments or sales in connection with pre-emptive offers or otherwise up to an aggregate nominal amount of £18,573,940 (representing 118,197,801 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 13 April 2011, 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 i) b) of resolution 17 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 at the earlier of 31 July 2012 (the last date by which the Company must hold an AGM in 2012) and the conclusion of the AGM of the Company held in 2012.

#### **Resolution 18 – Authority to purchase own shares**

This resolution renews the authority that was given at last year's AGM, authorising the Company to purchase its own ordinary shares in the market. The maximum number of shares that can be bought under this authority must not exceed 10% of the issued ordinary shares of the Company. The maximum price payable must not exceed the higher of 105% of the average of the middle market quotations for the ordinary shares of the Company, as derived from The London Stock Exchange Daily Official List, for the five business days immediately prior to the date of purchase and that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003. The directors do not intend to exercise the Company's power to purchase its own shares other than in circumstances where they believe this would result in an increase in earnings per share and be in the best interests of shareholders generally.

The total number of options to subscribe for ordinary shares that were outstanding at 13 April 2011 (being the latest practical date prior to the publication of this Notice) was 16,881,475. The proportion of issued share capital that they represented at that time was 0.71% 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 0.79%.

## Resolution 19 – Notice period for general meetings other than AGM

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

Until the Shareholders' Rights Regulations came into force on 3 August 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 on 14 clear days' notice, shareholders are asked to approve Resolution 19. 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.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The Company is compliant with this requirement.

## Resolution 20 – Kingfisher 2006 Performance Share Plan

This authorises the Board to increase the exceptional individual limit from 300% of salary to 500%. As explained in the directors' remuneration report ('DRR') this is to enable recipients to receive a single award in 2011 in lieu of awards which would otherwise be made in 2011, 2012 and 2013. This is felt appropriate to incentivise the completion of the recovery programme and in the interests of shareholders, as the single award is smaller than the individual awards would have been. The award will be subject to demanding performance conditions as set out in the DRR. In addition, the Remuneration Committee has recently amended the Rules, consistent with best practice guidelines, to include provision for claw-back in certain circumstances.

## Shareholder information

### Shareholder helpline

The Shareholder helpline is run by Kingfisher's Registrar, Computershare Investor Services plc, and is available on UK business days between Monday and Friday, 8.30am to 5.00pm. The helpline also has automated self-service functionality which is available 24 hours a day, 7 days a week. Using your Shareholder Reference Number on your share certificate or dividend tax voucher, the self-service functionality will allow you to:

- Confirm the latest share price
- Confirm your current shareholding
- Confirm your payment history
- Order a Change of Address, Dividend Bank Mandate or Stock Transfer Form

The number to call is 0870 702 0129.

## Registrar's Investor Centre

Investor Centre is a free, secure share management website provided by Kingfisher's Registrar. Managing your shares online means you can access information quickly and securely, and minimise postal communications. This service will allow you to:

- View your share portfolio and see the latest market price of your shares
- Elect to receive your shareholder communications online
- Calculate the total market price of each shareholding
- View price histories and trading graphs
- Update bank mandates and change address details
- Use online dealing services

To take advantage of this service, please log in at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) and enter your shareholder reference number and Company name. This information can be found on your last dividend voucher or share certificate.

## Results and Financial Diary

First quarter results	2 June 2011
Pre-close first half sales	21 July 2011
Interim results	15 September 2011
Third quarter results	1 December 2011
Fourth quarter results	February 2012
Preliminary results	March 2012

## Dividend

Shareholders can elect for dividends to be paid by mandate directly to a UK bank or building society account. For the benefit of shareholders resident in any of the eurozone countries, the Company offers the option to receive dividends in euros. The Company also offers shareholders a Dividend Reinvestment Plan. Further information can be found on our website at [www.kingfisher.com](http://www.kingfisher.com).

## 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
- 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.