



# NOTICE OF MEETING

THURSDAY, 14 JUNE 2012 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 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 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 10.30am and 10.55am and light refreshments will be available for a period after the meeting in the room next to the Great Western Suite.

### **VENUE**

The meeting will be held on Thursday, 14 June 2012 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.

Dear Shareholder

#### ANNUAL GENERAL MEETING

I am pleased to enclose the Notice of Meeting for the 2012 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company'), which will be held at the Hilton London Paddington Hotel on Thursday, 14 June 2012 at 11.00am. The AGM provides an opportunity, which I hope you will take, to communicate with your Board of directors.

#### 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 the new Kingfisher Sharesave Plan.

If you are unable to attend the meeting, but have any questions on the business to be considered at the AGM, we would like to hear from you ahead of the meeting. Please send them to me at 2012AGM@kingfisher.com. Whilst we cannot answer questions individually, we will provide responses to the topics most frequently raised and post these on our website and will make them available at the AGM.

#### YOUR VOTE COUNTS

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

- i) submitting your vote online;
- ii) completing, signing and returning a 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 each 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. 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

Your Board of directors believe 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 recommend that 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  
13 April 2012

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, 14 June 2012 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

THAT the audited accounts for the year ended 28 January 2012 together with the directors' and auditors' report thereon be received.

#### RESOLUTION 2

THAT the directors' remuneration report for the year ended 28 January 2012 be approved.

#### RESOLUTION 3

THAT a final dividend of 6.37 pence per ordinary share be declared for payment on 18 June 2012 to those shareholders on the register at the close of business on 4 May 2012.

#### RESOLUTION 4

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

#### RESOLUTION 5

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

#### RESOLUTION 6

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

#### RESOLUTION 7

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

#### RESOLUTION 8

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

#### RESOLUTION 9

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

#### RESOLUTION 10

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

#### RESOLUTION 11

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

#### RESOLUTION 12

THAT Mark Seligman be appointed as a director of the Company.

#### RESOLUTION 13

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

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

#### RESOLUTION 15

THAT in accordance with section 366 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect be hereby authorised to:

- a) make donations to political parties and independent election candidates;
- b) make donations to political organisations other than political parties; and
- c) incur political expenditure,

provided that in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £75,000 per company and together with those made by any such subsidiary and the Company shall not exceed in aggregate £75,000.

Such authority shall apply (unless previously renewed, varied or revoked by the Company in general meeting) until the conclusion of the next AGM of the Company (or if earlier, until close of business on 31 July 2013).

For the purpose of this resolution, the terms 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Companies Act 2006.

#### RESOLUTION 16

THAT 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 £124,107,897; and
- ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £248,215,795 (including within such limit any shares issued or rights granted under paragraph i) above) in connection with an offer by way of a rights issue:
  - a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - b) to holders of other equity securities as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Such authority shall apply (unless previously renewed, varied or revoked by the Company in general meeting) until the conclusion of the next AGM of the Company (or if earlier, until the close of business on 31 July 2013), but in each case, so that the Company may make offers or enter into any agreements during this 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**

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 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 £18,616,184,

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 2013) 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**

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 $\frac{5}{7}$  pence each in the capital of the Company provided that:

- i) the maximum number of ordinary shares which may be purchased is 236,933,259 being 10% of the Company's issued share capital as at 13 April 2012;
- ii) the minimum price (exclusive of stamp duty and expenses) which may be paid for an ordinary share is 15 $\frac{5}{7}$  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 2013); 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**

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

**RESOLUTION 20**

THAT:

- i) the Kingfisher Sharesave Plan (the 'Plan'), the rules of which are summarised on pages 6 and 7 and are produced to the meeting and initialled by the Chairman for the purposes of identification, be hereby approved and the directors be hereby authorised to adopt the rules of the Plan (subject to any amendments required or considered desirable by HMRC in order to obtain approval to the Plan under Schedule 3 of the Income Tax (Earnings & Pensions) Act 2003); and
- ii) the directors be hereby authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the Plan and the directors be hereby authorised to establish further plans based on the Plan, modified 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 further plans are treated as counting against any limits on individual or overall participation in the Plan.

By order of the Board

**Kathryn Hudson**

**Company Secretary**

13 April 2012

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

## EXPLANATORY NOTES TO THE RESOLUTIONS

### Resolution 1 – Report and accounts

The directors must lay before the shareholders the accounts of the Company for the financial year ended 28 January 2012, the directors' report and the report of the auditors of the Company on those accounts.

### Resolution 2 – 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 35 to 46 of the 2012 Annual Report and Accounts.

### Resolution 3 – Final dividend

Shareholders are asked to approve the final dividend payable for each ordinary share held and the proposal recommended by the directors in this resolution is 6.37 pence for each ordinary share. This is in addition to the interim dividend of 2.47 pence for each ordinary share that was paid on 11 November 2011, making a total of 8.84 pence for the year for each ordinary share.

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

The Board, led by the Chairman, 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 21 of the Annual Report and Accounts and also on the Company's website [www.kingfisher.com](http://www.kingfisher.com). The Board unanimously recommends the re-appointment of each director.

Mark Seligman was appointed to the Board as Senior Independent Director on 1 January 2012. He is currently a Non-Executive Director of BG Group plc, where he is also Chairman of the Audit Committee. He serves as an alternate member of the Panel on Takeovers and Mergers, is Chairman of the Industrial Development Advisory Board, a Member of the Regional Growth Fund advisory panel and Non-Executive Deputy Chairman of G4S, where he is also Chairman of the Audit Committee.

Mark Seligman's initial appointment period is for three years which can be terminated at any time on three months' notice without compensation.

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

Resolution 13 proposes the re-appointment of Deloitte LLP as auditors until the next general meeting at which accounts are presented.

Resolution 14 is a separate resolution which seeks authority for 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 PERA 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 PERA 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 PERA 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 £124,107,897 (representing 789,777,532 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 2012, 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 £248,215,795 (representing 1,579,555,064 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 2012, 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 2013 (the last date by which the Company must hold an AGM in 2013) and the conclusion of the AGM of the Company held in 2013.

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 £18,616,184 (representing 118,466,629 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 13 April 2012, being the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative use of authorities within a rolling three-year period where the Principles provide that issues in excess of 7.5% should not take place without prior consultation with shareholders.

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

This authority will expire at the earlier of 31 July 2013 (the last date by which the Company must hold an AGM in 2013) and the conclusion of the AGM of the Company held in 2013.

### Resolution 18 – Purchase of own shares

This resolution renews the authority granted 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 2012 (being the latest practical date prior to the publication of this Notice) was 76,401,491. The proportion of issued share capital that they represented at that time was 3.22% 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 3.58%.

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

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

Before the coming into force of the Shareholders' Rights Regulations 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 would be compliant with this requirement.

### Resolution 20 – Approval of the Kingfisher Sharesave Plan

#### General

Under the Kingfisher Sharesave Plan (the 'Plan'), eligible employees are entitled to apply for the grant of an option to acquire ordinary shares in the Company at a price determined shortly before invitations to apply for the options are issued. An option is granted over such number of ordinary shares that can be acquired using the proceeds of a related savings contract. The option price may be set at a discount (of up to 20 per cent or such percentage as maybe allowed from time to time by Her Majesty's Revenue & Customs (HMRC)) to the market value of the ordinary shares at that time. Employees are required to save monthly through a contractual savings arrangement over a period of either three or five years. A tax free bonus is payable on completion of the relevant savings contract for UK employees. At the end of the savings period, the employee may either exercise the option using the savings and bonus for a period of six months or have the savings and bonus repaid. Employees who save for a period of five years may leave their savings with the savings carrier for a further two years, at which point an enhanced bonus is payable.

#### Eligibility

Eligible employees are employees of the Company and participating subsidiaries who have been employed for a minimum period (not exceeding five years). All employees eligible to participate must do so on similar terms although that entitlement may vary by reference to levels of remuneration, length of service or any similar factors.

#### Employee contributions

The maximum amount an employee may save monthly over the three-year or five-year period is £250 per month, or such other amount as may be permitted from time to time by HMRC. The Board can impose a lower savings limit and the minimum amount an employee may save per month is set by the Board and can be no less than £5.

#### Invitation Period

The invitation period for the grant of options will generally be within the 42 day period after the date on which the Company releases its results for a financial period, or the day following any general meeting of the Company, or in circumstances judged by the Board to be exceptional.

#### Early exercise

An option holder who ceases to be an employee of a member of the Company's group in certain circumstances (for example due to injury, disability, redundancy, or following a change in control of the employing company or transfer of the employing business) may exercise an option within six months of ceasing to be an employee. If an option holder dies, his personal representatives may exercise the option within twelve months of the earlier of the date of death or the bonus date of the option. If an option holder ceases to be an employee of a member of the Company's group for any reason other than those specified, prior to three years from the date of grant of the option, the option will lapse. If there is a takeover, scheme of arrangement or winding-up of the Company, options will generally be exercisable for six months (except in the case of an internal reorganisation where options which are not rolled over will lapse). Options may only be exercised to the extent of the repayment under the related savings contract on the date of exercise.

#### Limits on the issue of Shares

The Plan may be operated using new issue ordinary shares, treasury shares or market purchased ordinary shares. The use of new issue ordinary shares under the Plan is limited to 10 per cent of the issued share capital of the Company from time to time, taking into account shares issued or to be issued over the previous ten year period under all employee share schemes adopted by the Company. Ordinary shares subject to options or awards which have lapsed or been surrendered are excluded when calculating this limit. For the purposes of calculating this limit, treasury shares of the Company will be treated the same as new issue ordinary shares, unless the share incentive scheme guidelines of the Association of British Insurers are amended to permit treasury shares to be disregarded.

#### Exchange of options

If there is a change of control of the Company following a general offer to acquire the whole of the issued share capital of the Company or all its ordinary shares, or following a compromise or arrangement, option holders may be given the opportunity to exchange their options for options over ordinary shares in another company.

#### Adjustments of options

Subject to the approval of HMRC, if there is a capitalisation or rights issue, a consolidation, a subdivision, a reduction or any other variation in the share capital of the Company, the Board may make the adjustments it considers appropriate to the number of ordinary shares under option and the option price.

### General provisions

Options are personal to option holders and, except on the death of an option holder, cannot be assigned, transferred or otherwise disposed of. Participation in the Plan is not pensionable.

### Amendments to the Sharesave Plan

The rules of the Plan can be amended at any time by the Board. However, no amendment to the advantage of option holders can be made without the prior approval of shareholders in a general meeting if an amendment relates to the provisions in the Plan rules relating to:

- who can participate;
- the limits on the number of ordinary shares that can be acquired under the Plan in total and/or by each option holder;
- the basis for determining an option holder's entitlement to and the terms on which ordinary shares can be acquired under the Plan;
- any adjustment in the event of a variation in the share capital of the Company; and
- the amendment provisions themselves,

unless the amendment is necessary or desirable in order to obtain or maintain HMRC approval of the Plan, or is minor and to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or for any member of the Company's Group.

Additional schedules to the rules of the Plan can be adopted by the Board to operate the Plan in overseas countries.

While the Plan is intended to remain approved by HMRC, no amendment to a key feature of the Plan may be made without HMRC's prior approval.

No options can be granted more than ten years after the date on which the Plan is approved by the Company in a general meeting.

### FURTHER INFORMATION ABOUT THE 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, 12 June 2012 (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, 12 June 2012.

5. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 7 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

#### Electronic submission of proxy form

6. 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

7. 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 voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am on Tuesday, 12 June 2012. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. 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.

#### Nominated persons

9. 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.

10. 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.

#### Corporate Representatives

11. 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 if two or more representatives purport to vote in respect of the same shares:

- a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- b) in other cases, the power is treated as not exercised

#### Questions at the AGM

12. Any member attending the meeting has the right to ask questions. The Company must answer any question relating to the business being dealt with at the AGM, except in certain circumstances, including (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interest of the Company or the good order of the meeting that the question be answered.

#### Attendance

13. Only those shareholders registered on the Register of Members of the Company as at close of business on Tuesday, 12 June 2012 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.

#### Shareholder requisition rights

14. 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 1 May 2012, 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.
15. 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

16. The terms and conditions of appointment of all directors will be available for inspection at the AGM for at least fifteen minutes before the meeting and until its conclusion.

A copy of the rules of the Kingfisher Sharesave Plan may be inspected at the Company's registered office address and at Allen & Overy LLP, One Bishops Square, London, E1 6AD during usual business hours from the date of this document up to and including the close of the meeting. A copy will also be available at the AGM for at least fifteen minutes before the meeting and until its conclusion.

#### Total Voting Rights

17. As at 13 April 2012 (being the latest practicable date prior to publication of this notice) the Company's issued share capital comprised of 2,369,332,596 ordinary shares, all carrying one vote each. Therefore, the total voting rights in the Company as at 13 April 2012 were 2,369,332,596.

#### 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 number is 0870 702 0129

Computershare can also be contacted at:

Computershare Investor Services PLC  
The Pavillions  
Bridgewater Road  
Bristol  
BS99 6ZZ

#### 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.