

NOTICE OF MEETING

Tuesday, 9 June 2015 at 11.00am
Park Plaza Victoria London, 239 Vauxhall Bridge Road,
London SW1V 1EQ

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.

Venue

The meeting will be held on Tuesday, 9 June 2015 in the Edward Suite on conference level 2 at Park Plaza Victoria London, 239 Vauxhall Bridge Road, London SW1V 1EQ.

Transport and directions to the venue

By rail or underground:

From Victoria Station:

The Park Plaza Victoria Hotel is located within walking distance of the Victoria Train, Coach, Bus and Underground Stations. Victoria underground station can be reached on the Victoria, Circle and District Lines. From Victoria Station walk south along Wilton Road for 100 metres. The Park Plaza Victoria will be on your left.

From London Paddington National Railway Station (approx 25 mins):

Take the London Underground Bakerloo line southbound to Oxford Circus. Change for the southbound Victoria line to Victoria. Exit Victoria station and walk south along Wilton Road for 100 metres. The Park Plaza will be on your left.

From Kings Cross & St. Pancras National Railway Stations (approx 15 mins):

Take the London Underground Victoria Line southbound to Brixton. Exit Victoria station and walk south along Wilton Road for 100 metres. The Park Plaza will be on your left.

Shareholders with special needs

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

Kingfisher plc registered office: 3 Sheldon Square, Paddington, London W2 6PX.
Registered in England No. 1664812

Dear Shareholder

Annual General Meeting

I am pleased to enclose the Notice of Meeting for the 2015 Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company'), which will be held at Park Plaza Victoria London on Tuesday, 9 June 2015 at 11.00am. The AGM provides an opportunity, which I hope you will take, to communicate with the Board of Directors.

The business to be considered

All Resolutions are standard matters that are normally dealt with at every AGM.

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 2015AGM@kingfisher.com. Whilst we cannot answer questions individually, we will provide responses to the topics most frequently raised and post these on our website, as well as making them available at the AGM.

How to vote:

You can vote by:

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

All resolutions will be put to vote on a poll. The 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.

Recommendation

The directors of the Company 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. The directors unanimously recommend that you vote in favour of all the proposed resolutions, as the directors intend to do in respect of their own 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 faithfully

Daniel Bernard

Chairman
21 April 2015

NOTICE is hereby given that the Annual General Meeting (the 'AGM') of Kingfisher plc (the 'Company') will be held at Park Plaza Victoria London, 239 Vauxhall Bridge Road, London SW1V 1EQ on 9 June 2015 at 11.00am to transact the following business.

Resolutions 1 to 16 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 31 January 2015 together with the directors' and auditor's report thereon be received.

Resolution 2

THAT the Directors' Remuneration Report set out on pages 46 to 75 of the Annual Report and Accounts for the year ended 31 January 2015 be received and approved.

Resolution 3

THAT a final dividend of 6.85 pence per ordinary share be declared for payment on 15 June 2015 to those shareholders on the register at the close of business on 15 May 2015.

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

Resolution 9

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

Resolution 10

THAT Véronique Laury be appointed as a director of the Company.

Resolution 11

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

Resolution 12

THAT Karen Witts be re-appointed as a director of the Company.

Resolution 13

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

Resolution 14

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

Resolution 15

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

- i) make political donations to political parties, political organisations other than political parties and/or independent election candidates not exceeding £75,000 in total; and
- ii) incur political expenditure not exceeding £75,000 in total, provided that the aggregate amount of any such donations and

expenditure shall not exceed £75,000 during the period from the date of this resolution until the conclusion of the next

AGM of the Company or, if earlier, until the close of business on 1 August 2016.

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

Resolution 16

THAT 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 £122,526,910; and
- ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £245,053,820 (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 1 August 2016), 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) 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 £18,379,036;
- ii) 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 as 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,

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 1 August 2016) 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 15⁵⁷ 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 233,915,010, being just under 10% of the Company's issued share capital as at 17 April 2015;
- ii) the minimum price (exclusive of all expenses) which may be paid for an ordinary share is 15⁵⁷ pence;
- iii) the maximum price (exclusive of all expenses) which may be paid for each ordinary share is the higher of:
 - a) the 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 preceding the day on which the ordinary share is contracted to be purchased; and
 - b) the 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 all expenses);
- iv) this authority shall expire at the conclusion of the next AGM (or, if earlier, the close of business on 1 August 2016); 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.

By order of the Board

Clare Wardle

Company Secretary

21 April 2015

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

Explanatory notes to the resolutions

Resolution 1 – Receipt of the Report and Accounts

The directors must lay before the shareholders the accounts of the Company for the financial year ended 31 January 2015, the Directors' Report and the report of the Independent Auditor's Report on those accounts.

Resolution 2 – Approval and 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 46 to 75 of the Annual Report and Accounts. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.

Resolution 3 – Authorisation to pay the final dividend

Shareholders must approve the final dividend payable for each ordinary share held and the proposal recommended by the directors in this resolution is 6.85 pence for each ordinary share. This is in addition to the interim dividend of 3.15 pence for each ordinary share that was paid on 14 November 2014, making a total of 10.00 pence for the year for each ordinary share (excluding the special dividend of 4.20 pence for each ordinary share paid on 25 July 2014).

Resolutions 4 to 12 – Re-appointment of directors

The Board, led by the Chairman, has considered each of the directors and has concluded that each of them makes positive and effective contributions to the meetings of the Board and the committees on which they sit and that they demonstrate commitment to their roles. Biographies of each of the directors are provided on pages 30 and 31 of the Annual Report and Accounts and appear on the Company's website at www.kingfisher.com. The Board unanimously recommends the re-appointment of each of the directors.

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

Resolution 13 proposes the re-appointment of the Company's existing auditor, 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 auditor's remuneration.

Resolution 15 – Political donations and expenditure

The Company does not intend to change its current practice of not making donations to political parties in the European Union (EU). However, the Political Parties, Elections and Referendums Act 2000 (PPERA) and the Companies Act 2006 contain restrictions on companies making donations or incurring expenditure in relation to EU political parties, other political organisations or independent election candidates. The PPERA and Part 14 of the Companies Act 2006 define political parties, other political organisations and independent election candidates very widely and, as a result, it is possible that they may include, for example, donations to bodies concerned with policy review and law reform, the representation of the business community or sections of it, or the representation of other communities or special interest groups which it is in the shareholders' interest for the Company to support. Amongst other things, the PPERA and the Companies Act 2006 prohibit the Company and its subsidiaries from making donations or incurring expenditure in relation to political parties, other political organisations or independent candidates in excess of an aggregate of £5,000 in any 12 month period, unless such donations have been authorised by the Company's shareholders. The Company

is therefore seeking authority under this resolution to make donations or incur expenditure of up to £75,000 in aggregate in order to prevent an inadvertent breach of the PPERA and the Companies Act 2006.

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 £122,526,910 (representing 779,716,703 ordinary shares of 15⁵⁷ pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 17 April 2015, the latest practicable date prior to publication of this Notice of AGM.

In line with guidance 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 £245,053,820 (representing 1,559,433,406 ordinary shares of 15⁵⁷ 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 17 April 2015, the latest practicable date prior to publication of this Notice of AGM.

The authorities sought under this resolution will expire on the earlier of 1 August 2016 (the last date by which the Company must hold an AGM in 2016) and the conclusion of the AGM of the Company held in 2016.

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, as in previous years, limited to allotments or sales in connection with pre-emptive offers or otherwise up to an aggregate nominal amount of £18,379,036 (representing 116,957,505 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 17 April 2015, being the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative use of authorities within a rolling three-year period where the Principles provide that issues in excess of 7.5% should not take place without prior consultation with shareholders.

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

This authority will expire on the earlier of 1 August 2016 (being the last date by which the Company must hold an AGM in 2016) and the conclusion of the AGM of the Company to be held in 2016.

Resolution 18 – Purchase of 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. Any shares purchased under this authority may either be cancelled or held as treasury shares. 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 17 April 2015 (being the latest practical date prior to the publication of this Notice) was 24,997,557. The proportion of issued share capital that they represented at that time was 1.07% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 1.19%.

Resolution 19 – Notice period for general meetings other than AGM

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increased 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 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 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.

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

Further information about the AGM

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at 6.00pm on 5 June 2015 (or in the event of any adjournment, 48 hours 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.

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.

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 5 June 2015.
5. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 8 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
6. 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 you choose to withhold your vote or no voting indication is given, your proxy will vote or abstain from voting at his/her discretion.

Electronic submission of proxy form

7. It is possible for you to submit your proxy votes online. Further information on this service can be found on your proxy form, or if you receive communications from us electronically, voting information will be contained within your email broadcast.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required

for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am on 5 June 2015. 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.

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrar, Computershare Investor Services PLC whose contact details are set out on page 8.

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

12. 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, Bridgewater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other

authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

- by sending an email with the subject header of “Kingfisher plc – Termination of Proxy Appointment” to: Externalproxyqueries@computershare.co.uk. Please note that this email address can only be used for the termination of previously registered proxy appointments (any other instructions included in the email will not be actioned and will be ignored). In order for the termination to be effective, the email must include the security details from the Form of Proxy (Control Number and SRN). In order that we may contact you to verify the termination of the proxy appointment, please provide a contact telephone number and where possible, attach to the email a letter signed by the registered holder to enable the verification to be effected.

In either case, the revocation notice must be received by the Company’s Registrar Computershare Investor Services PLC no later than 11am on 5 June 2015.

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

Nominated persons

13. 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.
14. 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

15. 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

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

Shareholder requisition rights

17. Under section 338 and section 338A of the Companies Act 2006, a member or members meeting the qualification criteria in those sections have the right to require the Company i) to give to members of the Company entitled

to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless

- 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.
18. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it. The request must be received by the Company not later than 1 May 2015 (being the later of the dates falling six weeks before the AGM and the time of giving this notice of AGM), and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
 19. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: i) the audit of the Company’s accounts (including the auditors’ report and the conduct of the audit) that are to be laid before the AGM; or ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Documents on display

20. The following documents will be available for inspection at the meeting venue at least 15 minutes prior to the meeting until its conclusion:
 - copies of the service contracts of the executive directors of the Company; and
 - copies of the letters of appointment of the non-executive directors of the Company

Issued Shares and Total Voting Rights

21. As at 17 April 2015 (being the latest practicable date prior to publication of this Notice) the Company’s issued share capital comprised of 2,339,150,109 ordinary shares, all carrying one vote each. Therefore, the total voting rights in the Company as at 17 April 2015 were 2,339,150,109. Details of the number of shares and voting rights in the Company are available on the Company’s website (www.kingfisher.com).

Shareholder information

Shareholder helpline

The Shareholder helpline (tel. 0870 702 0129) is run by the Company's Registrar, Computershare Investor Services plc, and is available on UK business days between Monday and Friday, 8.30am and 5.30pm. The helpline also has automated self-service functionality which is available 24 hours a day, 7 days a week. Using the Shareholder Reference Number on your share certificate or dividend 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

Registrar's Investor Centre

Investor centre is a free, secure share management website provided by Computershare, the Company's Registrar. Managing your shares online means you can access information quickly and securely, and minimise postal communications.

To register visit www.investorcentre.co.uk – all you will need is your registered address details and your Shareholder Reference Number which you will find on your share certificate/tax vouchers. 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

Computershare will also send a unique activation code to your registered address, which you can use to:

- update your bank details
- view and manage your dividend payments
- access your electronic tax vouchers
- view your holding's transactional history

Results and Financial Diary

| | |
|----------------------------|-------------------|
| First quarter results | 28 May 2015 |
| Pre-close first half sales | 23 July 2015 |
| Interim results | 15 September 2015 |
| Third quarter results | 24 November 2015 |
| Preliminary results | March 2016 |

Dividends

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 (DRIP). Further information can be found on our website at 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 and following the online instructions.