



Performance Share Plan

2024 Award

**Rewarding and connecting
you to our long-term success**

How the KPSP works

Kingfisher has given, or granted, you a KPSP Award of free share options otherwise known as nil cost options. These aren't shares yet, but each share option gives you the right to acquire shares in the future.

Typically, your Award unlocks and can be used to buy shares, subject to any pre-determined conditions being met, from April 2027 – three years after it's granted. This is known as the vesting date. You'll then have just under seven years to turn your Award into shares before it expires – which is called exercising your Award.

Once you exercise your Award, you can choose to sell your shares, or keep them and become a Kingfisher shareholder! (See [page 10](#) for more information). While we give you the shares for free, please be aware they're likely to be subject to tax ([see page 11](#)).

Once you exercise your Award, you can choose to sell your shares, or keep them.

How the KPSP works



Components of the KPSP

There are two kinds of KPSP Awards, which have conditions attached:

- **Restricted Share (RS) Award:** this is restricted by time, and will become available after three years, providing you're still a Kingfisher colleague and haven't handed in your notice.
- **Performance Share (PS) Award:** this is performance-based. The portion of the Award that becomes available after three years, provided you're still a Kingfisher colleague and haven't handed in your notice, is determined by the level of achievement against the performance conditions attached to the award.

Most colleagues are granted both RS and PS Awards. Your role and grade determine the value of, and the proportion of RS and PS Awards granted to you.



Calculating your KPSP Award

The size of your KPSP Award is based on:

1. The value of your Award – this is a percentage of your base salary.
2. The average share price over the three trading days before the grant of your Award.

To see how this works in practice, see Ash's story on [page 7](#).

You can find specific details about your Award by logging in to EquatePlus or referring to your Award Letter. There's more information about EquatePlus on [page 9](#).

What it means to be a shareholder

By being granted a KPSP Award, you have the chance to become a shareholder in the future. At that point, you'll own part of Kingfisher and enjoy all the benefits of being a shareholder.



Dividends

Kingfisher pays a portion of its profit to shareholders, typically twice a year. If you exercise your KPSP Award and hold your shares in the ShareStore Nominee Account, cash dividends will be paid and used to purchase additional Kingfisher shares. You may be subject to tax upon the receipt of dividends.



Voting

Shareholders have a say on key business matters. You can vote on important decisions at our Annual General Meeting (AGM) and any other ad hoc General Meetings, alongside other shareholders. Details will be sent to your email address and loaded on to your EquatePlus account ahead of the event.

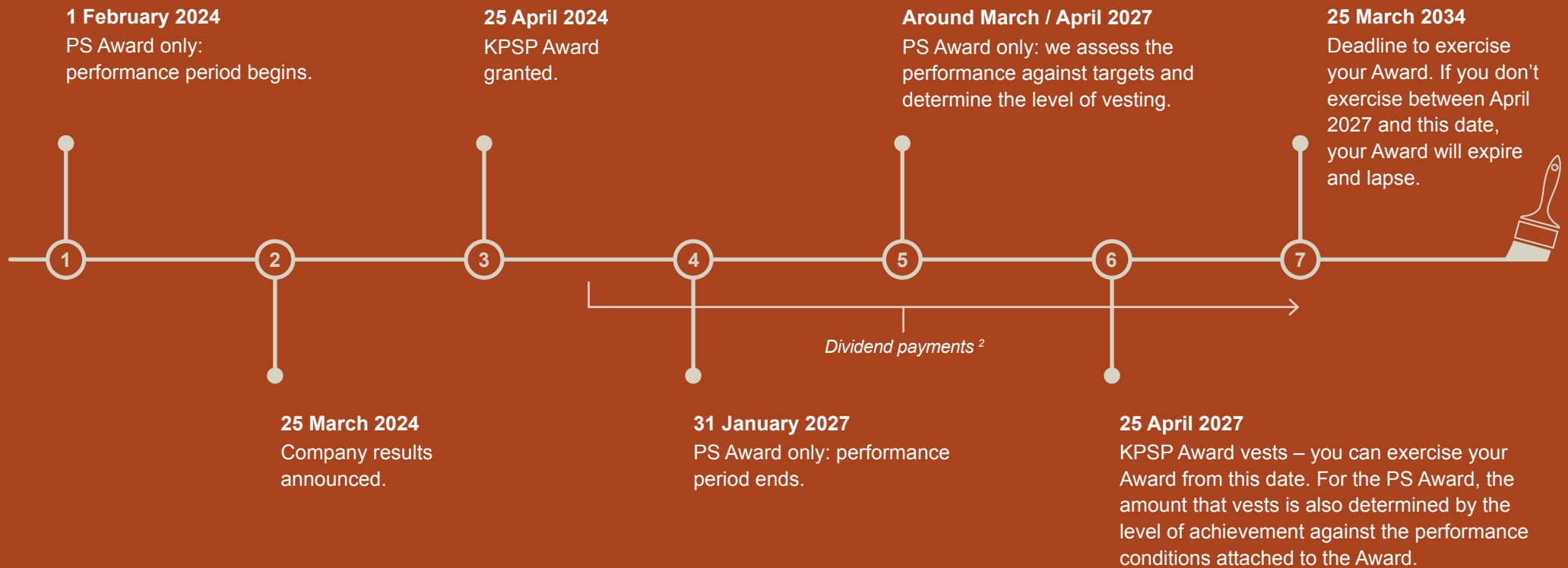


Potential for growth

When you own part of Kingfisher, you benefit from any increase in our value. If our share price goes up, then the value of any shares you own also increases. It means you directly benefit from the success you help to create. Please be aware that our share price is influenced by a range of factors, including the wider market and economy – this means their value can fluctuate and fall as well as rise.

Together
we are all
accountable
for and are
directly
connected to
our success
through the
KPSP.

The 2024 KPSP journey¹



¹ This timeline will mirror most people's typical journey, but there may be exceptions. If this applies to you, your Award Letter will set out the specific details.

² You are not a shareholder until you exercise your Award, but we'll treat you as such with dividends. You'll accrue the value of any dividends we pay to our shareholders, on your original Award. These will be given in the form of additional options each time a dividend is paid, and are subject to the same conditions as your original Award.

Ash's story: During the lifecycle of the KPSP



Ash has been granted a KPSP 2024 Award.

Ash has a base salary of **£150,000**. Based on their job level, they're receiving an Award that is both PS (30% of base salary) and RS (20% of base salary).

Assuming Kingfisher's average share price in the three days before their Award is granted is **£2.25**, this is what Ash can expect.

	PS Award	RS Award
When Ash's Award is granted	30% of base salary = £45,000 Results in a grant of 20,000 share options ($£45,000 \div £2.25$)	20% of base salary = £30,000 Results in a grant of 13,333 share options ($£30,000 \div £2.25$)
When Ash's Award vests	Ash has continued to work for the Kingfisher Group for three years. Kingfisher has also met 50% of its PS performance targets overall. 50% of the Award will vest, so 10,000.	Ash has continued to work for the Kingfisher Group for three years. 100% of the Award will vest, so all 13,333.
When Ash decides to exercise	Ash now has 23,333 options to exercise at any point in the next seven years, before the expiry date. ¹ After six months, they choose to exercise their Award and hold the shares. ² Ash gets 23,333 Kingfisher shares, ³ which means they: <ul style="list-style-type: none"> • Receive dividends when Kingfisher pays any (in the form of more shares) • Can vote on key business decisions at Kingfisher's General Meetings. 	

This example is for illustrative purposes only.

¹ Ash may also get more options at this point, equal to the value of all dividends paid to shareholders (on the original Award) since the grant.

² Ash is sometimes subject to trading restrictions, in line with our Group Share Dealing Policy (see page 12).

³ At this point, Ash may need to pay income tax and social security, so may decide to sell some shares to cover the cost (see page 11).

Ash's story: The journey after the KPSP



When Ash sells their shares¹

Having owned the shares for two years, Ash decides to sell their shares. When their Award was granted, **23,333 shares** would have been worth **£52,499.25**.

Kingfisher's share price changes with time, so let's look at a few scenarios of what Ash's Kingfisher shares could now be worth.

Kingfisher share price at time of sale

£2.00

Value of Ash's shares

£46,666.00

Kingfisher share price at time of sale

£2.25

Value of Ash's shares

£52,499.25

Kingfisher share price at time of sale

£2.50

Value of Ash's shares

£58,332.50

You can check the estimated value of your KPSP Award – or shares in your ShareStore Nominee Account, if you've exercised – at any time, by going to the EquatePlus portal. This is linked to the live Kingfisher share price, delayed by 15 mins.

This example is for illustrative purposes only.

¹ At this point, Ash may need to pay income tax and social security, so may decide to sell some shares to cover the cost (see [page 11](#)).

Accepting your Award

You can view and manage your KPSP Award, as well as any other Kingfisher share plan(s) you may be part of, on the EquatePlus portal and the EquateMobile app. This is a secure online portal brought to us by Computershare, the company we have appointed to support the administration and management of the KPSP.

Take action...

To benefit from your KPSP Award, you **must** accept it on your EquatePlus portal.

1



Visit [Equateplus.com](https://equateplus.com)
or login to the
EquateMobile app

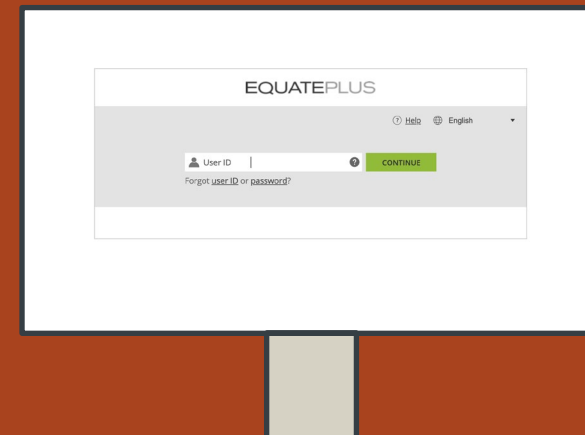
2



Once you've logged in,
you'll find a prompt on
your home page in
'Your Tasks' to accept
your KPSP Award

Accepting your Award confirms you understand and accept Kingfisher's malus and clawback conditions – see [page 12](#) for more details.

New to EquatePlus?



You'll receive your EquatePlus login details from Computershare by email. You'll need to complete some onboarding steps to activate your account before you can accept your Award.




For further access support, contact [Computershare](#) (see details on [page 17](#)).

After three years...

Your Award will vest after three years, providing you're still employed within the Kingfisher Group and are not working your notice period. For the PS element of an Award, the amount that vests is also determined by the level of achievement against the performance conditions attached to the Award.

Exercising your Award

You'll be notified when your Award vests. For now, you don't need to do anything, but here are the options you can choose from when the time comes:

<p>1</p>  <p>Exercise and Sell:</p> <p>Exercise your Award and sell your KPSP shares and receive proceeds into your bank account following the deduction of any income tax and social security liability due to be settled by payroll.</p>	<p>2</p>  <p>Sell to Cover</p> <p>Sell enough shares to cover any income tax and social security liability due to be settled by your payroll. Keep your remaining shares in the ShareStore Nominee Account on EquatePlus.*</p>	<p>3</p>  <p>Exercise</p> <p>Pay any income tax and social security liability in cash upfront and hold all your shares in the ShareStore Nominee Account on EquatePlus.*</p>
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* Your shares will be held electronically in the ShareStore, our company Nominee Account, at no cost to you. There's more information about being a shareholder on [page 5](#).



Remember: It doesn't cost you anything to acquire the shares, but you may have income tax and social security to pay on the value of the shares acquired when you exercise your Options (see [page 11](#)).

Important tax information

It's likely that you'll need to pay tax on your Award.

How much will depend on your country of residence, your decision to exercise, and your personal circumstances. In countries where we're legally required to withhold your taxes on your behalf, we will process this through payroll. In some cases, you are responsible for settling these amounts with your local tax authority.

<p>April 2024 When your Award is granted</p>	<p>Typically, there is no income tax or social security to pay.</p>
<p>April 2027 – March 2034 When you exercise your Award</p>	<p>You may need to pay income tax and social security at your marginal rate on the value of the options you exercise. This is due whether you keep or sell your shares. There are several ways you can choose to pay any income tax and social security liability:</p> <ul style="list-style-type: none"> • Exercise and Sell: paying the amount of tax and social security you owe from the proceeds of selling shares • Sell to Cover: where a portion of shares are sold to cover the amount of tax and social security you owe. You'll receive the balance of the shares in the ShareStore Nominee Account on EquatePlus • Exercise: paying the amount of tax and social security you owe from your own pocket, enabling you to keep all your shares in the ShareStore Nominee Account on EquatePlus
<p>When you sell your shares from the ShareStore Nominee Account</p>	<p>If you keep your shares and sell them in the future for a higher price, you may need to pay tax on any gain you make.</p>

Please note that we cannot provide you with personalised tax advice. If you are in any doubt as to the tax treatment relating to your participation in the KPSP, you may wish to seek independent legal or tax advice before deciding to exercise your Award or selling any shares.

Terms and conditions

Some additional terms that apply...



Share Dealing Policy

You must never deal or encourage someone else to trade our shares on the basis of inside information. Using inside information about the Group may give an unfair advantage, and making an investment in these circumstances would be a criminal offence.

You must adhere to the Group Share Dealing Policy at all times. This means there may be periods where you'll be restricted from trading – including exercising your Award. Please refer to the Group Share Dealing Policy for further detail.



Malus and Clawback

We may reduce or cancel your Award or recover options (Malus) and recover shares or profits from any sale (Clawback) if, in summary:

- The Company's financial results were materially misstated and such misstatement resulted in bonus awards and incentive awards vesting to a greater extent than would have been the case had the misstatement not occurred; and/or
- The determination of a cash or share Award had been made in error or on inaccurate or misleading information; and/or
- The participant has caused reputational damage to the Company; and/or
- Evidence comes to light of material misconduct by the participant.

Clawback can take place up to two years after vesting, so five years from your KPSP Award grant. Please refer to the Kingfisher Malus and Clawback Policy for more details.

If circumstances change

During the lifecycle of the KPSP, there may be changes in either your personal situation or the KPSP itself.

Leaving Kingfisher

1. If you leave before your Award vests, you'll lose it. There are some exceptions to this – you may keep some of your Award if you leave as a “good leaver”. This includes but is not limited to:



Ill health, injury or disability



Redundancy



Your employer or employing business transferring out of Kingfisher Group



Retirement



Any other reason that the Committee decides

Typically, in these circumstances, your Award will vest at the usual time on a pro-rated basis. You'll have six months from the vesting date to exercise your Award before it expires.

Death in service: should you pass away before your Award vests, your Award will vest on a pro-rated basis, on or shortly after the date on which we are notified, and your estate will have 12 months from the date of your death to exercise your Award.

2. If you leave after your Award vests but have not exercised it, you'll lose it. However, if you leave as a “good leaver”, as described above, then you'll then have 6 months to exercise after you leave.

Adjustments of Awards

The KPSP's administration and operation may change during its lifetime, which can include adjustments to conditions attached to the Award. Any changes must be in line with the KPSP plan rules and will be determined by the Remuneration Committee (RemCo). If this happens, we will inform affected participants at the relevant time.

Appendix 1

Measuring our performance

For colleagues granted an RS Award only, this appendix does not apply to you. Your Award will vest as long as you remain employed and have not handed in your notice at the time of vesting.

For colleagues granted a PS Award, the number of share options that vest is determined by the level of achievement against the performance conditions attached to the Award. The measures and target ranges used for the PS have been selected to support the delivery of the long term aims of the Powered by Kingfisher strategy and have been set taking into account internal and, where relevant, externally disclosed targets.

As these targets are assessing our long term aims, performance is assessed at the end of a three-year performance period. For each PS Award, the performance period is the start of the financial year for when the Award is made and ends on 31 January, three years later. This means for the 2024 Award, the performance period starts on 1 February 2024 and ends on 31 January 2027 with performance assessed as of 31 January 2027.

Each Award has its own set of measures and targets which have been selected by the Remuneration Committee to be relevant for that performance period. Detailed below are the measures for the 2024 KPSP.

The measures and target ranges have been selected to support the delivery of the long term aims of the Powered by Kingfisher strategy

Appendix 1

Measuring our performance

Performance measure	Further detail	Proportion of Award (weighting)
Adjusted basic Earnings Per Share (EPS)	This measures our profitability and indicates how much money the company makes per share.	25%
Return on Capital Employed (ROCE)	This measures how effective we are at using our capital to generate sustainable returns.	25%
Relative Total Shareholder Return (RTSR)	This measures the value created for shareholders through share price growth and dividends compared to a selected group of peers.	25%
A basket of Environmental, Social and Governance (ESG) measures	These measures provide a direct link to the core elements of our Responsible Business agenda. For the 2024 KPSP, measures include reduction in carbon emissions, the sale of Sustainable Home Products and gender diversity.	25% <i>(each measure is weighted equally within the basket so 8.33% each)</i>

Further detail can be found in your Award Letter including target ranges, however in summary:

- We have Threshold and Stretch targets for the EPS, ROCE and RTSR performance measures and for the ESG measures, we have Threshold, Target and Stretch targets.
- How much of your Award vests will be based on where performance falls within this scale. Below the Threshold targets, there is no vesting under the performance measure, if we meet or exceed Stretch targets, vesting is 100% under that performance measure. There is 25% vesting for Threshold performance and 50% vesting for Target performance. There is straight line vesting between each of the targets.
- Each measure is assessed independently.
- For the 2024 KPSP, performance is assessed using the audited results for FY2026/27.

Appendix 2

Key terms explained

Here is a list of share plan terms you'll see along your KPSP journey:

Award	The share options you receive as part of the KPSP.
Clawback	Enables us to recover shares or cash that have been received. More details are available in our Malus and Clawback Policy.
Dividend equivalent	An amount, equivalent to the value of our dividends paid on the number of shares subject to the original Award prior to exercise, putting you in the position as if you were a shareholder during this period. These are added to your account around the time a dividend is paid.
EquatePlus	Computershare's secure online portal, where you can view and manage your KPSP at any time.
Exercise	Your decision to turn your Award into shares.
Grant date	The date you receive your Award.
Inside information	Information about Kingfisher that has yet to be made public – and if it were, would likely have an impact on our share price.
Malus	Our ability to reduce an Award before vesting. More details are available in our Malus and Clawback Policy.
Performance period	The three-year period during which our company performance impacts your KPSP PS. This is normally 1 February in the year you receive your Award to 31 January in the year your Award vests.

Performance (PS) Share Awards	A component of the KPSP made up of share options that are performance-based. The amount that vests, typically after 3 years, is determined by the level of achievement against the performance conditions attached to the Award.
Remuneration Committee (RemCo or Committee)	A committee made up of Kingfisher Board members which makes decisions on pay and benefits. It has overall responsibility for the KPSP.
Restricted Share (RS) Awards	A component of the KPSP, made up of share options restricted by time. These typically vest after three years, providing you remain employed with us.
Share options	The right to acquire shares in the future at a specified price. Each share option can be turned into one share from a specified future date, subject to continued employment. Some of these are also subject to performance targets being met.
ShareStore Nominee Account	Our company-wide account where shares can be held electronically without cost to you.
Vesting date	The date from which you can exercise your Award.
Vesting period	A waiting period from when your Award is granted, up to the vesting date when you can exercise your Award.

Stay informed

You can view further information relating to the KPSP at any time by going to the EquatePlus portal.

In addition to this guide, you'll also find:

- Your KPSP Award Letter
- Kingfisher's Malus and Clawback Policy
- Kingfisher's KPSP Privacy Notice

Can't access your EquatePlus account?

If you have any queries relating to your EquatePlus account, please contact our Share Plan Administrator, Computershare. Lines are open Sunday 10pm – Friday 10pm CET:

- UK 0808 2343577
- IRE 1800 201087
- ROW +800 4020 0034

Further information

If you want to find out more about your KPSP, or require support, you can:

- Visit our dedicated microsite at kingfisher-shareplan.com/gb/kpsp/
- Contact the Share Plans Team by emailing shareplan.enquiries@kingfisher.com

Legal points to note:

- *Your KPSP doesn't form part of or affect your contract of employment or your employment relationship and doesn't give you the right to continued employment.*
- *A KPSP Award does not form any part of your remuneration and is not pensionable.*
- *Being selected for a KPSP Award in any given year doesn't mean that you'll be considered for any future KPSPs.*
- *The KPSP Rules include specific conditions under which you waive any claims to any compensation or other benefit in respect of the KPSP when you leave employment.*
- *This guide describes the main features of the KPSP and how it works but does not override the terms and conditions within the Rules, or any relevant legislation.*