

## SUPPLEMENT DATED 8 MAY 2012 TO THE OFFERING CIRCULAR DATED 4 APRIL 2012



### **Kingfisher plc**

*(Incorporated in England and Wales with limited liability under registered number 1664812)*

**€2,500,000,000**

### **Euro Medium Term Note Programme**

This Supplement (the **Supplement**) to the Offering Circular dated 4 April 2012 (the **Offering Circular**), which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the €2,500,000,000 Euro Medium Term Note Programme (the **Programme**) established by Kingfisher plc (the **Issuer**). Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular issued by the Issuer and any other supplements to the Offering Circular issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### **Purpose of this Supplement**

The purpose of this Supplement is (a) to incorporate by reference certain parts of the Issuer's annual report (the **Annual Report**) for the financial year ended 28 January 2012 (which includes the auditors report and audited consolidated annual financial statements for the financial year ended 28 January 2012) and (b) to include a new "Significant or Material Change" statement.

#### **Annual Report for the financial year ended 28 January 2012**

On 27 April 2012 the Issuer published the Annual Report. A copy of the Annual Report has been filed with the Financial Services Authority and, by virtue of this Supplement, the Annual Report (save for (i) the section headed 'FINANCIAL BENEFITS' and (ii) the table headed '4. ANNUALISED BENEFITS TARGETED FOR YEAR FIVE' (each on page 7 of the Annual Report)) is incorporated in, and forms part of, the Offering Circular.

Copies of any or all of the documents which are incorporated by reference in the Offering Circular (i) can be obtained from the registered office of the Issuer and (ii) will be available for viewing on the website of the London Stock Exchange.

#### **General Information**

There has been no significant change in the financial or trading position of the Group since 28 January 2012 and no material adverse change in the financial position or prospects of the Group since 28 January 2012.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in, or incorporated by reference into, the Offering Circular, the statements in (a) above will prevail.

For the purposes of Article 28.4 of Commission Regulation (EC) No 809/2004, any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular or this Supplement.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of Directive 2003/71/EC (the Prospectus Directive) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Save as disclosed in this Supplement there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.