

SUPPLEMENT DATED 18 SEPTEMBER 2019 TO THE OFFERING CIRCULAR DATED 16 MAY 2019



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 16 May 2019 (the **Offering Circular**), which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC (as amended or superseded), and any relevant implementing measure in a relevant Member State of the European Economic Area (the **Prospectus Directive**), constitutes a supplementary prospectus for the purposes of Article 16 of the Prospectus Directive 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. The Financial Conduct Authority, as the UK competent authority under the Prospectus Directive, has approved 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 Half Year Results (the **Half Year Results**) for the half financial year ended 31 July 2019, (b) to update the disclosure in the section titled "Alternative Performance Measures" in the Offering Circular and (c) to update the Issuer's "Significant or Material Change" statement.

Half Year Results to 31 July 2019

On 18 September 2019 the Issuer published the Half Year Results. A copy of the Half Year Results has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the 2019/2020 Interim Condensed Financial Statements (unaudited) in the Half Year Results (contained in Part 2 of the Half Year Results), and the auditor's independent review report thereon and the notes thereto, 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 from the specified office of the Paying Agent and (ii) will be available for viewing on the website of the London Stock Exchange.

Alternative Performance Measures

This Supplement replaces the table following the introductory language on pages 75 to 76 of the Offering Circular, in its entirety with the following table:

| APM | Definition of APM | Reconciliation¹ | Rationale for inclusion |
|----------------------------|--|---|---|
| Gross margin | Gross margin represents gross profit as a percentage of sales. | Gross profit as a percentage of Sales. | Measure of operating performance. |
| Gross profit | Gross profit represents sales from the supply of home improvement products and services (excluding VAT), less the associated cost of those sales. | Sales less Cost of Sales. | Measure of profit margin. |
| Free cash flow | Free cash flow represents cash generated from operations (excluding exceptional items) less the amount spent on interest, tax and capital expenditure during the year (excluding business acquisitions and disposals and asset disposals). | Operating profit, plus other non-cash items (including depreciation, amortisation, share-based compensation charges, share of post-tax joint venture results, pension operating costs and profit/loss on non-property disposals), less change in working capital, pension and provisions, net rent paid, net interest paid, tax paid and gross capital expenditure. | Measure of how much cash the business generates that can be used for expansion, capital returns and other purposes. |
| Net cash flow | Net cash flow represents the total movement in the net debt balance during the year excluding the movement in lease liabilities, exchange differences and other non-cash movements. | Free cash flow, less cost of acquisitions, returns to shareholders, cost of share purchase for employee incentive scheme and disposal of assets and other disposals. | Measure of how much cash the business generates after the use for expansion, capital returns and other purposes. |
| EBITDA | EBITDA represents earnings before interest, tax, depreciation and amortisation. | EBITDA is calculated as retail profit less central and transformation profit and loss costs and before depreciation and amortisation. | Measure of operating performance. |
| Net debt to EBITDA | Net debt to EBITDA represents the ratio of net debt to EBITDA. | The ratio of net debt to EBITDA expressed as a multiple. | Measure of operating performance. |
| Like-for-like sales growth | Like-for-like (LFL) sales growth represents the constant currency, year on year sales growth for | LFL sales are calculated by taking the constant currency movement in | Measure to reflect the Group's performance on a comparable basis. |

¹ Reconciliations are made to Kingfisher's 2019/2020 Interim Condensed Financial Statements (unaudited) in the Half Year Results (including the auditors' independent review report thereon and the notes thereto) for the half-financial year ended 31 July 2019, as incorporated by reference in the Offering Circular by virtue of this Supplement.

stores that have been open for more than one year. LFL sales year on year, expressed as a percentage.

Constant currency represents changes in total sales, LFL sales, digital sales, gross margin and retail profit reflecting the year on year movements after translating the prior year comparatives at the current year's average exchange rates. Year on year movements calculated using prior year comparatives translated at the current year's average exchange rate. Measure used to eliminate the effects of exchange rate fluctuations on the reported results.

In addition, the introductory sentence, table showing Kingfisher's net debt to EBITDAR reconciliation and related footnotes on page 78 of the Offering Circular are replaced with the following:

A summary of Kingfisher's net debt to EBITDA reconciliation is as follows²:

| | 2019/20 Moving annual total £m | 2018/19 Year end £m |
|-------------------------------|--------------------------------------|---------------------------|
| Retail profit | 900 | 924 |
| Central costs | (51) | (49) |
| Transformation P&L costs | (84) | (120) |
| Depreciation and amortisation | 544 | 535 |
| EBITDA ⁽¹⁾ | 1,309 | 1,290 |
| Net debt | 2,384 | 2,542 |
| Net debt to EBITDA | 1.8x | 2.0x |

⁽¹⁾ Retail profit less central and transformation profit and loss costs before depreciation and amortisation.

General Information

There has been no significant change in the financial or trading position of the Group since 31 July 2019 and no material adverse change in the financial position or prospects of the Group since 31 July 2019.

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

Any documents themselves incorporated by reference in the document incorporated by reference into the Offering Circular by this Supplement shall not form part of this Supplement. Any non-incorporated parts of the document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular. The content of websites or URLs referred to in this Supplement, or in the document incorporated by reference by virtue of this Supplement, does not form part of this Supplement or the Offering Circular.

² Source: Kingfisher's Half Year Results.

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 which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Offering Circular.