

Key information

1. **Policy owner** – Bruno Silveira, Group Head of Compliance
2. **Policy status** – **mandatory** for all Kingfisher Colleagues.
3. **Policy adopted** – by Group Head of Compliance
4. **Policy validation** – by Group Ethics and Compliance Committee on 26 November 2021
5. **Policy questions** – Bruno Silveira/ Legal & Compliance/ bruno.silveira@kingfisher.com

Policy vision

At Kingfisher, we are committed to maintaining an open culture with the highest standards of honesty and accountability.

Ensuring that all Kingfisher Colleagues avoid creating potential Conflicts of Interest and identify and report conflicts they face or observe are key ways of ensuring our business is operated with integrity.

The most effective way to address Conflicts of Interest is to avoid doing anything that may create one and to be transparent with your manager when a potential or apparent Conflict of Interest arises. We recognise that some conflicts are unavoidable. Such cases must be managed transparently and appropriately.

This Policy assists Kingfisher Colleagues in identifying such actual or apparent conflicts and provides a framework for managing and addressing Conflicts of Interest. It is the duty of every Kingfisher Colleague to read this Policy to understand their obligations to manage and report their own, and others' Conflicts of Interest.

Definitions of *italicised* words are set out in the Definitions section later in this Policy.

Contents

Key information	1
Policy vision	1
Contents	1
The policy	2
The process	3
Bringing our policies to life	5

We review and amend our policies at least annually, so please ensure you are reading the current version available on the Kingfisher intranet.

Issue 1, 26112021

Support and questions	5
Definitions	5
Related documents	6

The policy

This Policy applies to all Kingfisher Colleagues and Third-Parties and sets out the key principles and processes in place to identify, prevent or mitigate Conflicts of Interest.

A Conflict of Interest occurs when an individual is confronted with choosing between the duties and demands of their position representing the Kingfisher Group and their own private interests, be they personal or business related.

Conflicts of Interest may arise from time to time in the course of an individual's activities and decisions. They may arise in their work for the Kingfisher and impede them in their duty to act in the best interests of the Kingfisher.

It is the responsibility of every Kingfisher Colleague to avoid Conflicts of Interest and report to their managers when an actual or potential Conflict of Interest arises. For example, they must avoid creating Conflicts of Interest by not engaging with business partners with whom they have a personal interest or connection or can otherwise benefit from financially. Equally they should not set up any competing business – this may be a breach of their employment contract in any event.

Kingfisher Colleagues and their family members must never use confidential information of the Group, customers, and suppliers for any financial gain.

Kingfisher Colleagues must never allow their personal interests to influence a decision at work.

Even if nothing wrong is intended, the appearance of conflicting interests can negatively impact our reputation and the Group's image.

The Group Head of Compliance has overall responsibility for this Policy. However, it is the responsibility of each Kingfisher Colleague and Third Party to comply with this Policy ensuring that it is applied.

Unless the applicable laws of a jurisdiction in which a Kingfisher Group Entity operates impose more stringent requirements (in which case, those more stringent requirements will apply), the

We review and amend our policies at least annually, so please ensure you are reading the current version available on the Kingfisher intranet.

Issue 1, 26112021

following standards should, at all times, be complied with throughout the Kingfisher Group when conducting business.

The process

All Colleagues and Third Parties are expected to comply with Kingfisher principles and processes to identify, prevent and mitigate Conflicts of Interest.

Conflicts of Interest Process

If a potential or actual Conflict of Interest arises, each Kingfisher Colleague is obliged to disclose the conflict in full, in the first instance to their manager and agree a resolution to the Conflict.

The Conflict of Interest and agreed resolution then must be registered in the form of the [Conflicts of Interest Declaration Form](#) for review of the relevant [Local Compliance Officer](#). The Kingfisher Colleague must then take no further part in the matter which has caused the Conflict of Interest until such time as the Local Compliance Officer has approved the resolution agreed between the Colleague and their line manager.

Disclosure must contain appropriate levels of information to enable a resolution. This should include:

- The nature of the conflict
- A description of all relevant parties
- Any potential financial or non-financial benefits that could be received by the employee or their family member.

The confidentiality of all disclosures will be respected as far as practicable.

Once a conflict has been disclosed, the method of resolution will depend on the nature of the conflict disclosed.

Examples of Conflicts of Interest and how they can be avoided:

- *Example 1:* A contract is proposed between Kingfisher and a company in which you or a family member have a material financial or personal interest.
How can you avoid it? You should not be involved in or try to influence the procurement process related to such company, not even discuss with any Kingfisher Colleague about the company and the procurement process. You should follow the Conflict of Interest process, registering the resolution agreed with your line manager (e.g. you will not be

We review and amend our policies at least annually, so please ensure you are reading the current version available on the Kingfisher intranet.

Issue 1, 26112021

involved in the procurement process) via the [Conflicts of Interest Declaration Form](#).

- **Example 2:** A Third Party supplier offers products or discounts on building supplies to you or a family member.
How can you avoid it? You should never accept products or discounts offered by suppliers to you or a member of your family unless this is cleared by your Local Compliance Officer via the Conflicts of Interest process.
- **Example 3:** You or a close family member is offered a partnership in a business that competes in the same jurisdiction Kingfisher is attempting to enter.
How can you avoid it? You should refrain from accepting such partnership and follow the Conflict of Interest process.
- **Example 4:** You are a board member or senior executive of a Kingfisher Company and your duty to Kingfisher conflicts with another duty that you have as a board member or executive to another company or charity.
How can you avoid it? This may be an unavoidable conflict. In any case, you should discuss with your manager and your Local Compliance Officer alternatives to mitigate the risks and then follow the Conflicts of Interest process.
- **Example 5:** You are involved in the recruitment process of a member of your family with Kingfisher.
How to avoid it? You should not be involved in or try to influence the recruitment process related to your family member, not even discuss it with any Kingfisher Colleague. You should declare a conflict of interest with any key Kingfisher regular supplier to your Local Compliance Officer.

Any relationship between a Kingfisher Colleague and a Government Official who is in a position to influence Kingfisher's business in any country must be disclosed to the relevant Local Compliance Officer in accordance with this Policy.

Dispensations and exceptions

- Dispensations and exceptions to this Policy may be sought from the Kingfisher Group Head of Compliance.

Proven Violations

We review and amend our policies at least annually, so please ensure you are reading the current version available on the Kingfisher intranet.

Issue 1, 26112021

Proven violations of provisions of the law, as well as Group Policies, may lead to severe disciplinary actions taken against the offending Kingfisher Colleague or Third-Party. Such action could involve:

- (a) a formal reprimand
- (b) suspension
- (c) legal proceedings; and/or
- (d) termination of employment or Third-Party contracts.

Bringing our policies to life

We all have a part to play in implementing this Policy and upholding Kingfisher's commitment to conduct the Group's business in a responsible and transparent manner.

Everyone within the Kingfisher Group is required to comply with this Policy.

You should be aware that breaches of this Policy may result in an investigation that could lead to disciplinary action, up to and including dismissal. Depending on the circumstances, such breaches may also constitute a civil and/or criminal offence.

Support and questions

If you have any questions about this Policy, or if you are uncertain how to apply or follow the process you can email codeofconduct@kingfisher.com.

Definitions

For the purposes of this Policy:

Conflict of Interest means a divergence between the duties and demands of an individual's position representing an organisation and their own private interests, be they personal or business related.

Government Official means any individual regardless of rank or title who is employed or appointed by or otherwise represents a public authority (political or non-political) which is

We review and amend our policies at least annually, so please ensure you are reading the current version available on the Kingfisher intranet.

Issue 1, 26112021

understood to be a national, state or local government office or agency, embassy, defence/military unit, state-owned enterprise, along with any governmental (e.g. EU, UN, NATO, OECD) or quasi-governmental (e.g. WTO, IMF) organisation. For the avoidance of doubt this includes anyone who holds a judicial position of any kind, members of a royal family, any elected representative of any kind, members of political authorities, employees of local authorities and government departments or companies wholly or mainly owned by a public body or any person holding public authority or discharging a public service mission.

"Kingfisher Colleagues" or **"Colleagues"** means all persons working for a Kingfisher Entity or on its behalf in any capacity, including employees at all levels, directors, officers, contractors, agency workers, seconded workers, volunteers, and interns.

"Kingfisher Entity" or **"Entity"** means all companies that are part of the Kingfisher Group, including Banners and Group Functions.

"Third Party" means all suppliers, vendors, service providers, intermediaries, agents, business partners, external consultants, charities, advisors or entities contracted or proposed to be contracted or engaged by Kingfisher.

Related documents

- [Anti-Bribery and Corruption Policy](#)
- [Whistleblowing Policy](#)
- Integrity Due Diligence Policy
- [Gifts and Hospitality Policy](#)
- [Conflicts of Interest Declaration Form](#)

We review and amend our policies at least annually, so please ensure you are reading the current version available on the Kingfisher intranet.

Issue 1, 26112021