

COMPENSATION COMMITTEE CHARTER

This Charter is intended as a component of the flexible framework within which the Board of Directors, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Memorandum of Association and Bye-laws, it is not intended to establish by its own force any legally binding obligations.

I. Purpose

The Compensation Committee (the "Committee") shall: (a) assist the Board of Directors (the "Board") of Signet Jewelers Limited (the "Company") in fulfilling its oversight responsibilities by: (i) reviewing and approving corporate goals and objectives relevant to compensation of the Company's Chief Executive and the Company's other executive officers (as agreed from time to time); (ii) in consultation with the Chairman of the Board and/or the Chief Executive as appropriate evaluating the performance of the Chief Executive and other executive officers (as agreed from time to time); in light of those goals and objectives; (iii) determining and approving the compensation of the Chief Executive and the Company's other executive officers (as agreed from time to time); (iv) reviewing management incentive compensation policies and programs, and exercising discretion in the administration of such programs; and (v) reviewing and approving equity compensation programs (subject to overall shareholder approval as appropriate) and exercising discretion in the administration of such programs; and (b) prepare the report of the Committee required by the regulations of the Securities and Exchange Commission (the "SEC").

II. Membership

Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination and Corporate Governance Committee in consultation with the Chairman of the Compensation Committee.

The Committee shall be made up of at least 3 members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with the Board's definition of "independence" and applicable rules of the New York Stock Exchange.

In addition, no director may serve on the Committee unless he or she (a) is a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (b) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Appointments to the Committee shall be for a period of up to one year, which may be extended annually, provided the director continues to satisfy the criteria for membership on the Committee. Any member may be removed by the Board, with or without cause, at any time.

The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

III. Secretary

The Group Company Secretary or their nominee shall act as the Secretary of the Committee.

IV. Quorum

The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

V. Meetings

The Committee shall meet at least three times a year and additionally as circumstances dictate.

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate as determined by the Committee in its discretion.

VI. Notice of Meetings

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chairman or any other member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than 5 working days before the date of the meeting, or some shorter period in circumstances where providing notice of at least 5 working days is not practicable. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

VII. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Minutes of Committee meetings shall be circulated for review and approval to all Committee members.

VIII. Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

IX. Authority

The Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties and has access to all books, records, facilities and personnel of the Company.

The Committee is authorized to form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

In connection with its duties the Committee is authorized by the Board to obtain, at the Company's expense, any outside legal or other professional advice to assist it in carrying out its activities. The Committee has the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisers hired to assist the Committee (including sole authority to approve the fees payable to such advisers and other retention terms), who shall be accountable ultimately to the Committee.

X. Responsibilities and Duties

The following responsibilities are set forth as a guide to fulfilling the Committee's purposes with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities as directed by the Board from time to time, and take any actions reasonably related to the mandate of this charter.

The Committee shall:

a. establish and review periodically the Company's overall management compensation philosophy, policy and total compensation structure, which is to be designed to ensure that members of management are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company after taking due consideration of the interests of the Company and its shareholders;

the policy, will be based on sound, clearly stated principles which recognise the long term interests of the Group, its shareholders and employees. The principles which, are reviewed from time to time, are set out below:

- (i) Results which should consistently outperform the average of the industry sector.
- (ii) It is recognised that to consistently deliver above industry average performance Signet will need to retain, and where necessary attract, executives of well above industry average ability and Leadership potential.
- (iii) It is also recognised that retaining, and where necessary recruiting, senior executives of this calibre will require that the Group provide competitive levels of total compensation.

- (iv) Generally, Signet's executive directors and other senior executives should be compensated at about the median of industry total compensation, based on current surveys of relevant companies appropriate to the executive's position and geographic location. The actual compensation of each executive will be based on performance (both of the Group and the individual executive), potential (i.e. the executive's potential to grow in responsibility and performance), and scarcity (i.e. the availability of candidates to replace the executive should he/she leave the Group).
- (v) Total compensation for executive directors and other senior executives should be highly geared towards performance with the proportion of "at risk" pay increasing disproportionately according to: a) the level of performance achieved and b) the seniority of the executives and their ability to influence results. Excluding pension contributions, the provision of a company car and private health insurance, there should be only one element of guaranteed compensation; base salary. The performance related portion of total compensation should reward short term and long term performance separately, with the potential level of payment being weighted in favour of the latter. Short term achievement should be recognised through the annual bonus plan with long term achievement being rewarded through and participation in long term incentive plans.
- (vi) Surveys will be undertaken on a regular basis to ensure that total compensation packages remain in the range described in (iv) above. Recognising that some 70% of Signet's sales and profits are generated in the US and that significant differences in compensation practices exist between the US and the UK, separate surveys will be conducted in each country;
- b. review and approve corporate goals and objectives, including performance targets, relevant to the compensation of the Company's executive officers, including annual and long-term performance goals and objectives;
- c. review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans as well as plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans, programs or policies;
- d. review and recommend to the Board for the adoption by shareholders as necessary any equity-based compensation plan for employees of the Company, and any modification of any such plan, and review at least annually the awards made pursuant to such plans;
- e. administer the Company's equity-based compensation plans for employees as provided by the terms of such plans, including authorizing all awards made pursuant to such plans, and monitor compliance by management with such rules, policies and guidelines for the issuance of awards pursuant to such plans as the Committee or the Board may establish;

- f. review, approve and recommend to the Board the adoption of any non-equity-based incentive compensation plan for employees of the Company and any material modification of any such plan, and review at least annually the awards made pursuant to such plans;
- g. review, approve and recommend to the Board the adoption of any employee retirement plan, and other material employee benefit plans, and any material modifications of any such plan;
- h. review employment, compensation, benefit and severance agreements for executive officers and other members of senior management, and make recommendations to the Board for approval;
- i. in consultation with the Chairman and/or Chief Executive as appropriate, evaluate at least annually the performance of the Company's executive officers (including the Chief Executive) against corporate goals and objectives including performance targets and, based on this evaluation, determine the total individual compensation earned by each executive director and other senior executives officers (including bonuses, incentive payments options or other equity awards and any material perquisites) based on this evaluation;
- j. determine and approve the compensation level (including bonuses, incentive payments, options or other equity awards and any material perquisites) for other members of senior management of the Company as the Committee or the Board may from time to time determine to be appropriate;
- k. review the form and amount of director compensation at least annually, and make recommendations to the Board after consultation with the Nomination and Corporate Governance Committee;
- l. approve any major changes in employee benefits structures throughout the Company;
- m. review at least annually the Company's compensation policies and practices for executives and employees generally to ensure that they do not inadvertently encourage risk taking;
- n. with respect to any compensation consultant who has been engaged by the Committee to provide advice on the amount or form of executive or director compensation, review and approve any engagement of such consultant to provide any other services to the Company and review at least annually the nature of any services provided to the Company by any other compensation consultant who provided advice or recommendations on the amount or form of executive or director compensation to the Committee or to management, as well as all remuneration provided to such consultant;
- o. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests;
- p. make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

- q. review the Company's Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board that it be included in the Company's Annual Report on Form 10-K or proxy statement, as applicable;
- r. prepare the report of the Committee required to be included in the Company's Annual Report on Form 10-K or proxy statement, as applicable, in accordance with applicable rules and regulations of the SEC; and
- s. review annually its charter and its own effectiveness and compliance with its charter, and recommend any changes to the Board.

Adopted by the Board on 23 February, 2011