

SIGNET JEWELERS LIMITED

DISCLOSURE CONTROL COMMITTEE

CHARTER

I. Purpose

The Disclosure Control Committee (“the Committee”) of Signet Jewelers Limited (the “Company”) has been established to assist the Group Chief Executive and Group Finance Director (the “Senior Officers”) to fulfill their responsibility for oversight of the accuracy and timeliness of Company disclosures. The purpose of the Committee is to implement and maintain internal procedures for the collection, evaluation, disclosure, and dissemination as appropriate, of information (whether written, oral and/or electronic), and to ensure that information required to be filed by regulation or publicly disclosed by the Group is properly identified, recorded, processed, summarised, verified and reported in accordance with applicable law and/or regulation and on an accurate and consistent basis.

II. Responsibilities

The Committee shall, under the direct supervision and oversight of the Senior Officers:

1. ensure the timely and accurate disclosure of all information that is required to be so disclosed to meet the Company’s legal and regulatory obligations;
2. define, implement, maintain and develop the Company’s disclosure controls and procedures, which are designed to ensure that: (a) financial and non-financial information that the Company must file with, or submit to, the U.S. Securities and Exchange Commission (the “SEC”) and the UK Listing Authority (the “UKLA”), or disclose in oral, written and/or electronic format to the securities markets is recorded, processed, summarised and disclosed accurately, on a timely basis; and in accordance with applicable rules, regulations and standards; and (b) both financial and non-financial information is accumulated and communicated to management, including the Senior Officers, as necessary or appropriate to allow timely decisions regarding such disclosure (the “Disclosure Controls and Procedures”);
3. monitor and evaluate the integrity and effectiveness of the Company’s Disclosure Controls and Procedures, including the elements of internal control over financial reporting that are subsumed by or overlap with the Disclosure Controls and Procedures, and communicate (i) on a regular basis with the Senior Officers regarding the Committee’s findings, and (ii) with the Audit Committee and/or the Board as necessary or appropriate;
4. review and supervise the preparation of the Company’s: (i) periodic and current reports, proxy statements, annual reports to shareholders,

information statements, registration statements, periodic trading updates and any other materials filed with or submitted to the SEC and the UKLA; (ii) private offering memoranda; (iii) press releases containing financial information, earnings guidance provided to the extent necessary or appropriate under applicable rules and regulations, information about material acquisitions or dispositions, or other information material to the Company's shareholders; (iv) presentations to analysts, rating agencies and lenders; (v) conference call scripts and other proposed disclosures of material, nonpublic information about the Company expected to be made orally, or in written and/or electronic format, whether in speeches, interviews, conference calls, webcasts or conferences; (vi) disclosure of financial and non-financial information relating to the Company or its securities that is displayed on the Company's website or pursuant to any other publicly accessible electronic medium; and (vii) correspondence containing financial information broadly disseminated to shareholders (collectively, the "Disclosure Statements");

5. regularly gather from the Board, committees of the Board and business units (wherever located) information that may be subject to disclosure under applicable rules and regulations and report such information to the Group Company Secretary;
6. review information forthcoming through various internal control reviews and audits to determine what might be recommended to management as being subject to disclosure;
7. examine, advise and make recommendations about how and when the Company should disclose material non-public information and to supervise the verification process and maintenance of verifying evidence of any public announcements made;
8. advise the Senior Officers and the Audit Committee as to whether to update any forward-looking or other statements in previous disclosures by way of a further announcement;
9. recommend any necessary corrective action to the Senior Officers and the Audit Committee in the event of misreporting or misstatement;
10. discuss with the Senior Officers relevant information with respect to the Committee's procedures and the preparation of the Disclosure Statements;
11. certify to the Senior Officers prior to the filing of each periodic report (a) that the Committee has performed the responsibilities assigned to it under this charter and (b) as to the Committee's conclusions resulting from its evaluation of the effectiveness of the Disclosure Controls and Procedures;
12. report regularly to the Senior Officers and the Audit Committee on its activities; and
13. review annually its charter and its own effectiveness and compliance with its charter, and recommend any changes to be approved by the Senior Officers and ratified by the Audit Committee.

III. Authority

The Committee acts at the direction of and subject to the direct supervision and oversight of the Senior Officers. The Senior Officers have authorized the Committee to conduct or authorize investigations into any matters within its scope of responsibility. The Committee is empowered to:

- (a) investigate any activity within the terms of its Charter;
- (b) seek any information that it requires from any employee and all employees are directed to co-operate with any requests made by the committee, and have access to all books, records and facilities of the Company; and
- (c) obtain, at the Company's expense, outside legal or independent professional advice and such advisors may attend meetings as necessary.

IV. Composition

The Committee will consist of the following members;

- Group Finance Director;
- Group Company Secretary;
- Director of Investor Relations; and
- Group Financial Controller.

Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.

The Chairman of the Committee will be the Group Finance Director. 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.

V. 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.

VI. Meetings

Meetings of the Committee shall be summoned at the request of any of its members. The Committee shall meet as and when required in order to carry out its duties pursuant to this charter, including but not limited to, prior to the release of quarterly earnings announcements and prior to the filing of the Company's periodic reports.

Due to the nature of the Committee's purpose, several meetings are likely to be called on an ad hoc and informal basis. However where possible 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 as soon as practicable before the time of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate.

The Senior Officers at their option may at any time assume any or all of the responsibilities of the Committee identified in this charter, including, for example, approving Disclosure Statements when time does not permit the full Committee to meet. The Committee may designate two or more officers, at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve Disclosure Statements (other than periodic reports) when time does not permit the full Committee to meet.

Only members of the Committee have the right to attend Committee meetings. Other individuals, however, such as the Chairman of the Board, Group Chief Executive, other directors and external advisers such as the Company's auditors and outside counsel, may be invited to attend all or any part of any meeting as and when appropriate.

Adopted by the Board on February 23, 2010