

SIGNET JEWELERS LIMITED

MATTERS RESERVED TO THE BOARD FOR APPROVAL

The following matters have been reserved to the Board for approval:

1 Board Membership and Board Committees

- a. Main Board succession and subsidiary board appointments and removals.
- b. Terms and conditions of directors and senior executives.
- c. Terms of reference of chairman and other executive directors.
- d. Terms of the Charters and membership of board committees.

2 Management Issues

- a. Changes to the Group's management and control structure.
- b. Appointment or removal of company secretary.
- c. Changes in the rules of the company pension scheme, changes to benefits payable there-under and changes of trustees.
- d. Introduction of and major changes in employee share schemes and share option and profit share allocations.
- e. Prosecution, defence or settlement of litigation involving more than £250,000 or being otherwise material to the interests of the company.
- f. Directors' and officers' liability insurance.
- g. Approval of press releases concerning matters decided by the board.

3 Financial Matters

- a. Approval of the Group's strategy and the annual budget and quarterly forecasts.
- b. Approval of all circulars, listing particulars and financial information to be provided to shareholders and lenders.
- c. Changes relating to the Group's capital structure or its status as a listed company.
- d. Approval of any significant change in accounting policies or practices.

- e. Formulation and implementation of treasury policies (including foreign exchange exposures).
- f. Approval of half-year and full-year financial statements.
- g. Approval of the interim dividend and recommendation of the final dividend.
- h. Approval and implementation of policies for capital expenditure and disposals for fixed assets.
- i. Approval of material contracts of the Company or any subsidiary in the ordinary course of business and contracts of the Company or any subsidiary not in the ordinary course of business e.g. loans and other financial facilities save that facilities up to £20m may be approved by the Finance Committee.
- j. Acquisitions or disposals of share capital or assets whether by contract or bid.
- k. Recommendations for remuneration, appointment and removal of auditors.
- l. Risk management strategy.
- m. Internal control arrangements.

4 Corporate Policies

- a. Formulation and implementation of a Code of Securities Transactions.
- b. Formulation and implementation of Social, Ethical and Environmental policy.
- c. Formulation and implementation of Health and Safety policy.
- d. Formulation and implementation of an environmental policy.
- e. Formulation of policy regarding charitable donation.
- f. Payment of political donations.

This list is not inclusive of all matters which are required to be approved by the Board and the Board reserves to itself the authority to require its approval to any other matters to be undertaken by Group companies.

Adopted by the Board in October 2008