

PART XIII
DEFINITIONS

The following definitions shall apply throughout this document—excluding Part X “*Accountant’s Reports and Financial Information*” and Part XI “*Interim Financial Information of the Group for the 26 week period ended 2 August 2008*”—unless the context requires otherwise:

“ 401(k) Plan ”	the 401(k) retirement savings plan operated by Sterling Jewelers Inc., a subsidiary in the Group;
“ Accountant’s Report ”	the report prepared by KPMG Audit plc set out in Part X of this document;
“ ACE ”	a training system developed by the Group’s UK division called the “Amazing Customer Experience”;
“ Admission and Disclosure Standards ”	the requirements contained in the publication “Admission and Disclosure Standards” dated July 2005 containing, among other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange’s main market for listed securities;
“ Admissions ”	the LSE Admission and the NYSE Admission;
“ ADS Depository ”	Deutsche Bank Trust Company Americas;
“ APB ”	Accounting Principles Board;
“ Audit Committee ”	the audit committee established by the Board to monitor financial risks in the Company’s businesses, as described in Section 4 of Part VII “ <i>Directors, Senior Management and Corporate Governance</i> ”;
“ Bermuda Companies Act ”	The Companies Act 1981 of Bermuda, as amended;
“ Board ”	the board of directors of the Company;
“ business day ”	a day (excluding Saturday, Sunday and public holidays) on which banks generally are open for business in the City of London for the transaction of normal banking business;
“ Bye-laws ”	the bye-laws of the Company to be adopted immediately following the Scheme becoming effective;
“ Capita IRG Trustees ”	Capita IRG Trustees Limited;
“ Capita Registrars ”	Capita Registrars (a trading name of Capita Registrars Limited), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
“ Capital Reduction ”	the proposed reduction of share capital of Signet provided for by the Scheme;
“ Chairman ”	Sir Malcolm Williamson;
“ Combined Code ”	the Combined Code on Corporate Governance;
“ Committees ”	the Audit Committee, the Remuneration Committee and the Nomination and Corporate Governance Committee;
“ Common Shareholders ”	persons registered in the Company’s register of members as holders of Common Shares;
“ Common Shares ”	the common shares of par value US\$0.009 each in the capital of the Company or, following the Share Capital Consolidation, the common shares of par value US\$0.18 each in the capital of the Company, as the context requires;
“ Companies Act ”	the Companies Act 2006 (to the extent it is in force at the date of publication of this document);
“ Company ”	Signet Jewelers Limited, a company registered in Bermuda with registered number 42069;

“Council”	the Council for Responsible Jewellery Practices;
“Court”	the High Court of Justice in England and Wales;
“Court Meeting”	the meeting or meetings of the holders of the Scheme Shares to be convened by order of the Court pursuant to Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme, including any adjournment of such meeting;
“Court Orders”	the Scheme Court Order and the Reduction Court Order;
“CREST”	the system of paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended from time to time);
“CREST Transfer Form”	the form of stock transfer in use from time to time within CREST for a transfer of a certificated unit of a participating security to a CREST member to be held by a CREST member in uncertificated form;
“Custodian”	any custodian or custodians or any nominee of any such custodian as may from time to time be appointed by the Depositary under the terms of the Deed Poll;
“DCP”	the deferred compensation plan operated by the Group;
“Deed Poll”	a deed poll documenting the trust relationship by which the Depositary will hold the Common Shares on trust for the holders of Depositary Interests;
“Deposit Agreement”	the amended and restated deposit agreement dated 23 September 2004, as amended and restated on 14 October 2004, between Signet, the ADS Depositary and Signet ADS holders, containing the terms applicable to the Signet ADSs;
“Depositary”	Capita IRG Trustees Limited;
“Depositary Interest Holders”	holders of Depositary Interests;
“Depositary Interests”	the dematerialised depositary interests issued in respect of Common Shares in uncertificated form by the Depositary in the manner described under “Additional Information—CREST, Depositary Interests and the Deed Poll”, title to which is evidence by entry on the Depositary Interest register maintained by the Depositary;
“Depositary Nominee”	Capita IRG Trustees Nominees Limited;
“Directors”	the directors of the Company whose names appear in Section 1 of Part VII of this document;
“Disclosure and Transparency Rules”	the disclosure and transparency rules of the FSA;
“dollars”, “US dollars”, “\$”, “cents” and “c”	the lawful currency of the United States of America;
“DTC”	the Diamond Trading Company, a subsidiary of De Beers Consolidated Mines Limited;
“EBITARR”	earnings before interest, tax, amortisation, rents, rates and operating lease expenditure;
“EBITDA”	earnings before interest, tax, depreciation and amortisation;
“EEA State”	a state which is a contracting party to the agreement on the European Economic Area signed on 2 May 1992, as it has effect for the time being;
“EITF”	Emerging Issues Task Force;
“EPOS”	electronic point of sale;

“Ernest Jones”	the Group’s UK jewellery stores trading under the name Ernest Jones;
“€”	the single currency of the member states of the European Communities that adopts or has adopted the euro as its lawful currency in accordance with legislation of the European Communities relating to Economic and Monetary Union;
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST;
“Exchange Agent”	American Stock Transfer & Trust Company;
“Facility Agreement”	A \$520 million unsecured multi-currency five year revolving credit facility agreement entered into by the Group on 26 June 2008;
“FASB”	Financial Accounting Standards Board;
“FIN”	FASB interpretation;
“First Court Hearing”	the hearing of the Court for the sanction of the Scheme;
“FSA”	the Financial Services Authority acting in its capacity as the competent authority for listing in the UK for the purposes of Part VI of FSMA;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“FTSE 250”	the capitalisation-weighted index of 250 companies on the London Stock Exchange being the 101 st to 350 th largest companies with listings on the exchange;
“General Meeting”	the general meeting of Signet held on 19 August 2008 in order to pass certain resolutions necessary to give effect to the Scheme;
“Group”	Signet (or, following the Scheme becoming effective, the Company) and its subsidiaries (as defined in the Bermuda Companies Act), as the context requires;
“Group Chief Executive”	Terry Burman;
“Group Finance Director”	Walker Boyd;
“Group Scheme”	the defined benefit plan operated by the Group for UK based staff;
“H.Samuel”	the Group’s UK jewellery stores trading under the name H.Samuel;
“Historical Financial Information”	the US GAAP Historical Financial Information for the Group set out in Part X of this document;
“HMRC”	Her Majesty’s Revenue & Customs;
“IFRS”	International Financial Reporting Standards as issued by the International Accounting Standards Board;
“ISA”	an individual savings account in the UK;
“Jared”	the US destination superstores operated by the Group trading as Jared The Galleria Of Jewelry;
“Kay”	the US mall stores operated by the Group trading as Kay Jewelers;
“Lazard”	Lazard & Co., Limited;
“Leslie Davis”	the Group’s UK jewellery stores trading under the name Leslie Davis;
“LIBOR”	the London interbank offered rate;
“Listing Rules”	the listing rules made by the UKLA pursuant to Part VI of FSMA;
“Listing, Prospectus, Disclosure and Transparency Rules”	the Listing Rules, the Prospectus Rules and the Disclosure and Transparency Rules;
“London Stock Exchange” or “LSE”	London Stock Exchange plc;

“LSE Admission”	admission of the Common Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities becoming effective in accordance with, respectively, the Listing Rules and the Admission and Disclosure Standards;
“LTIP”	the 2005 Long-Term Incentive Plan;
“Marks & Morgan”	the chain of US regional stores operated by the Group trading as Marks & Morgan;
“Model Code”	the Model Code published by the UKLA at Annex 1 of Listing Rule 9 of the Listing Rules;
“Net Debt”	cash and cash equivalents, less borrowings falling due within one year and borrowings falling due in more than one year;
“New Signet Group”	the Company prior to the Scheme Effective Date and the Group, including all of its subsidiaries (as defined in the Bermuda Companies Act), after the Scheme Effective Date, as the context requires;
“New Signet Shares”	the ordinary shares of \$0.009 each in the capital of Signet to be issued credited as fully paid to the Company in accordance with the terms of the Scheme;
“New York Stock Exchange” or “NYSE”	New York Stock Exchange LLC;
“NYSE Admission”	admission of the Common Shares to trading on the New York Stock Exchange;
“Nomination and Corporate Governance Committee”	the director nomination and corporate governance committee established by the Board to consider and make recommendations to the Board concerning the composition of the Board and its compliance with corporate governance practice as described in Section 4 of Part VII “ <i>Directors, Senior Management and Corporate Governance</i> ”;
“Note Purchase Agreement”	a US private placement note term series purchase agreement entered into by the Group on 30 March 2006;
“Notes”	fixed rate investor certificate notes;
“OECD”	the Organisation for Economic Cooperation and Development;
“Official List”	the official list maintained by the UKLA pursuant to Part VI of FSMA;
“Overseas Shareholder”	Signet Shareholders or Common Shareholders resident in, or citizens or nationals of, or who have a registered address in, jurisdictions other than the United Kingdom or the United States, as the context requires;
“Panel”	the Panel on Takeover and Mergers;
“Payment Notice”	a notice given by the Board to a Shareholder if, after the payment due date, the whole or any part of any call or instalment remains unpaid, requiring him to pay the amount due, together with accrued interest;
“Pensions Regulator”	the regulatory body for work-based pension schemes in the UK;
“pounds”, “pounds sterling”, “sterling”, “£”, “pence”, and “p”	the lawful currency of the United Kingdom;
“Proposal”	the proposed Scheme of Arrangement, the Share Capital Consolidation, the delisting of the Signet Shares from the Official List, the cancellation of the existing quotation of Signet ADSs on the NYSE and the listing of the Signet Jewelers Limited Shares on the NYSE and the Official List;
“Prospectus”	this document;
“Prospectus Rules”	the prospectus rules made by the FSA under Part VI of FSMA;
“Reduction Court Order”	the order of the Court confirming the Capital Reduction;
“Reduction Record Time”	6.00 p.m. on the business day immediately prior to the date of the Second Court Hearing;
“Registrar”	the Registrar of Companies in England and Wales;
“Registrars”	Capita Registrars (Jersey) Limited, 12 Castle Street, St. Helier, Jersey JE2 3RT;

“Remuneration Committee”	the remuneration committee established by the Board to consider and make recommendations to the Board as to the remuneration of Company’s directors and senior executives, as described in Section 4 of Part VII “ <i>Directors, Senior Management and Corporate Governance</i> ”;
“Reuters”	Thomson Reuters PLC;
“Risk Management Committee”	the risk management committee established by the Board to monitor and control risks in the Company’s businesses;
“ROCE”	return on capital employed calculated as operating profit divided by quarterly average capital employed excluding goodwill;
“SAYE”	save as you earn;
“Scheme” or “Scheme of Arrangement”	the scheme of arrangement proposed to be made under Part 26 of the Companies Act between Signet and the holders of Scheme Shares as set out in Part V of the Scheme Circular, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Signet and the Company;
“Scheme Circular”	the circular sent to Signet Shareholders and Signet ADS holders dated 24 July 2008;
“Scheme Court Order”	the order of the Court sanctioning the Scheme under section 899 of the Companies Act;
“Scheme Effective Date”	the date on which the Scheme becomes effective in accordance with its terms;
“Scheme Record Time”	5.00 pm. on the business day immediately preceding the Scheme Effective Date;
“Scheme Shares”	<ul style="list-style-type: none"> (i) the Signet Shares in issue at the date of the Scheme; (ii) any Signet Shares issued after the date of the Scheme and before the Voting Record Time; or (iii) any Signet Shares issued at or after the Voting Record Time and before the Reduction Record Time either on terms that the original or any subsequent holders of such shares are to be bound by the Scheme, or in respect of which their holders are, or have agreed in writing to be, bound by the Scheme;
“Scheme Shareholders”	holders of Scheme Shares;
“SEC”	US Securities and Exchange Commission;
“Second Court Hearing”	the hearing of the Court for the confirmation of the Capital Reduction provided for by the Scheme;
“Securities Act”	the United States Securities Act of 1933 (as amended);
“SEE”	social, ethical and environmental matters;
“SFAS”	Statement of Financial Accounting Standards;
“Share Capital Consolidation”	the consolidation of Common Shares as described in this document, being the consolidation after the Scheme becomes effective of every twenty Common Shares issued pursuant to the Scheme into one Common Share;
“Share Plans”	the Signet Jewelers Limited Long-Term Incentive Plan 2008, the Signet Jewelers Limited International Share Option Plan 2008, the Signet Jewelers Limited US Stock Option Plan 2008, the Signet Jewelers Limited UK Approved Share Option Plan 2008, the Signet Jewelers Limited Sharesave Plan 2008, the Signet Jewelers Limited Irish Sharesave Plan 2008 and the Signet Jewelers Limited US Employee Stock Savings Plan 2008;

“Shareholder Meetings”	the Court Meeting and the General Meeting;
“Shareholders”	Common Shareholders or Signet Shareholders, as the context requires;
“Sharesave Scheme”	the Company’s Sharesave Scheme described in Section 12 of Part XII of this document;
“SID”	the senior independent director;
“Signet”	Signet Group plc, a public company incorporated in England and Wales with registered number 477692;
“Signet ADS”	American depositary shares, each representing ten Signet Shares and evidenced by Signet American Depositary Receipts quoted on the NYSE;
“Signet ADS holders”	holders (including beneficial holders) of Signet ADSs;
“Signet American Depositary Receipts”	American depositary receipts, each evidencing one Signet ADS;
“Signet Board”	the board of directors of Signet;
“Signet Share Plans”	the Signet 1993 Executive Share Option Scheme, the Signet UK Inland Revenue Approved Share Option Plan 2003, the Signet US Share Option Plan 2003, the Signet International Share Option Plan 2003, the Signet 2005 Long-Term Incentive Plan, the Signet Sharesave Scheme, the Signet Sharesave Scheme (Republic of Ireland) and the Signet Employee Stock Savings Plan under section 423 of the US Code;
“Signet Shares”	ordinary shares of US\$0.009 each in the capital of Signet;
“Signet Shareholders”	persons registered in Signet’s register of members as holders of Signet Shares;
“Subscriber”	Pembroke Company Limited, the existing holder of one Common Share, which took such share as subscriber on the incorporation of the Company;
“Subscriber Share”	the initial authorised share capital of the Company of \$0.009 divided into one Common Share of par value \$0.009 issued to Pembroke Company Limited;
“Takeover Code”	the City Code on Takeovers and Mergers issued from time to time by or on behalf of the Panel;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“United Kingdom Listing Authority” or “UKLA”	the UK Listing Authority, being the FSA acting as the competent authority for the purposes of Part VI of FSMA;
“United States” or “US”	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia;
“US Code”	the United States Internal Revenue Code of 1986 (as amended);
“US GAAP”	generally accepted accounting principles in the US;
“US GAAP Historical Financial Information”	the US GAAP historical financial information for the Group set out in Part X of this document;
“VAT” or “Value Added Tax”	value added tax;
“Voting Record Time”	6.00 p.m. on the day that is two days before the First Court Meeting or, if the First Court Meeting is adjourned, 6.00 p.m. on the day which is two days before the date of such adjourned meeting; and
“Website”	www.signetjewelers.com, the Company’s public website.

For the purpose of this document, references to one gender include the other gender.