

# Nomination and Corporate Governance Committee Charter



Adopted by the Board on February 28, 2019

*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 Nomination and Corporate Governance Committee (the "Committee") shall assist the Board of Directors (the "Board") of Signet Jewelers Limited (the "Company") in fulfilling its oversight responsibilities by: (a) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (b) overseeing the Company's policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of Board candidates; (c) developing, recommending to the Board and overseeing implementation of the Company's Corporate Governance Guidelines; and (d) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

## **II. Membership**

Members of the Committee shall be appointed by the Board.

The Committee shall be made up of at least three 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.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

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

## **III. Secretary**

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

## **IV. Quorum**

The quorum necessary for the transaction of business shall be two. 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 twice a year and additionally as circumstances dictate. Only members of the Committee and the Secretary of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board or the Chief Executive 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.

Subject to the Company's Bye-laws, the Committee may also act by a resolution signed by all members of the Committee.

## **VI. Notice of Meetings**

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chair 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 five working days before the date of the meeting, or some shorter period in circumstances where providing notice of at least five 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 Chair 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.

The Committee is authorized to obtain, at the Company's expense, 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, director search and recruitment 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:

1. regularly review the structure, size and composition (including whether the Board includes directors possessing particular desired qualities, such as independence, sound judgment, skills, knowledge, diversity and experience, taking into account the challenges and opportunities facing the Company) of the Board compared to its current structure, size and composition and make recommendations to the Board with regard to any changes;
2. establish, implement, modify as necessary and review Company disclosures concerning the standards, policies and procedures for identifying, reviewing and selecting candidates for nomination to the Board, including: (a) the qualifications and criteria for nomination (which are to be approved by the Board); (b) the consideration of diversity in the identification of Board nominee candidates and the effectiveness of any such policy with respect to diversity; and (c) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders;
3. be responsible for identifying, screening and reviewing individuals qualified to serve as directors, consistent with qualifications and criteria approved by the Board (including evaluation of incumbent directors for potential re-nomination, having given due regard to their specific experience, qualifications, attributes, skills, performance, independence, diversity and ability to continue to contribute to the Board in light of the knowledge, skills and experience required in light of the Company's business and structure), and recommend to the Board candidates (a) for nomination for election or re-election by the shareholders, and (b) to fill any Board vacancies that are to be filled by the Board as and when they arise;
4. review standards for assessing "independence" and recommend appropriate changes to the Board for approval;
5. review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the New York Stock Exchange;
6. review the leadership needs of the Company and make recommendations to the Board in relation to succession planning for the position of Chief Executive Officer of the Company and for other senior management positions, as applicable;
7. review the Board's leadership structure in light of the specific characteristics and circumstances of the Company;
8. design, with input from management, an appropriate orientation program for new directors and identify appropriate director development and education opportunities;

9. recommend to the Board for approval (a) the membership of the Audit, Compensation and CSR Committees, in consultation with the chairs of those committees; and (b) the assignment of committee chairs;
10. make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including (a) the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract, and (b) in relation to any letter of resignation submitted by a director;
11. coordinate and oversee the annual self-evaluation of the Board, its committees and individual directors, and management;
12. review the form and amount of director compensation at least annually, in consultation with the Compensation Committee;
13. review on a periodic basis, and as necessary when specific issues arise, relations with the Company's shareholders and advise the Board on policies to further effective communications with such shareholders, which may include meetings between directors and significant shareholders from time to time and other communication opportunities;
14. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of Corporate Governance Guidelines;
15. monitor and review the Board Diversity Policy and its effectiveness on an annual basis and report to the Board with respect to any proposed amendments;
16. periodically review the Company's Memorandum of Association and Bye-laws in light of changes to applicable law, rules, regulations and New York Stock Exchange listing rules, as well as corporate governance trends and developments, and recommend appropriate changes for approval by the Board (which may then submit such changes to the Company's shareholders for approval);
17. review on a regular basis the overall corporate governance of the Company and recommend improvements to the Board for approval when necessary;
18. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests;
19. make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
20. review and approve the nominating and governance-related disclosure required by applicable rules and regulations of the Securities and Exchange Commission to be included in the Company's Annual Report on Form 10-K or proxy statement, as applicable; and
21. review annually its charter and its own effectiveness and compliance with its charter, and recommend any changes to the Board.