

# Corporate Governance Guidelines

*Adopted by the Board on November 17, 2021*



## 1. The Role of the Board

The Board's prime objective is the sustainable enhancement of business performance and shareholder value. It is responsible for determining all major policies, ensuring that effective strategies and management are in place, assessing performance of Signet Jewelers Limited ("Signet" or the "Company" and collectively with its subsidiaries and affiliated entities, the "Group") and its senior management, and reviewing the systems of internal control. The Board is currently comprised of twelve members. The Board delegates the day-to-day management of the Company to the Chief Executive Officer and other senior executives of the Company and provides oversight of management.

The Board also seeks to present to shareholders, potential investors and other interested parties a balanced and coherent assessment of the Company's strategy, financial position and prospects. Board members are expected to attend Board meetings and review materials relating to those meetings in advance.

The Board monitors developments in corporate governance, including under the Companies Act 1981 of Bermuda, the NYSE Listing Standards, SEC requirements, the Sarbanes-Oxley Act and the Dodd-Frank Act. The Board reviews its performance and procedures in light of changing expectations regarding best practice and makes amendments, where it believes appropriate, to take account of them.

### a. Separate and Independent Chairman

The Company has a Chairman of the Board who is separate from its Chief Executive Officer and whom the Board has determined to be independent under the listing standards of the NYSE. The Board considers it to be important for its effectiveness and efficiency to maintain a clear division of responsibilities between the running of the Board and the executive responsibility for the running of the Company's business; therefore, the Board has agreed that the roles of Chairman and Chief Executive Officer should be separate.

The division of responsibilities between the Chairman and the Chief Executive Officer has been specifically agreed by the Board.

In summary, the Chairman is responsible for:

- effective running of the Board, including an ongoing evaluation of its performance and that of the individual directors, and the Board's compliance with corporate governance requirements and best practices;
- consulting with and advising executive management about planned presentations to the Board, involving but not limited to, topics of longer-term strategy, medium term plans, annual budgeting or, at the Chairman's discretion, any other significant matters;
- consulting with and advising the Chief Executive Officer on contemplated executive management personnel selections, organizational alignment and responsibilities, and compensation recommendations;
- keeping the other independent directors appropriately informed of developments within the business and shareholders' attitude toward the Company; and
- safeguarding Signet's reputation and representing it both internally and externally.

In summary, the Board has agreed that the Chief Executive Officer is responsible for:

- the executive leadership of the business;
- developing and presenting to the Board, strategy, medium term plans and budgets;
- within this framework, the performance of the business;
- complying with legal and corporate governance requirements, together with the social, ethical and environmental principles of Signet; and
- making recommendations on the appointment and compensation of Executive Officers and management development.

**b. Executive Sessions of Independent Directors**

Independent directors meet regularly in executive session without management participation. At those meetings the Chairman presides. This encourages open discussion. In addition, at least once per year the independent directors, excluding the Chairman, meet separately in executive session to consider the independent Chairman's performance. At those meetings, the Chair of the Governance & Technology Committee presides.

**c. Independent Directors Constitute a Majority of the Board**

The Board currently comprises of one executive Director and eleven independent directors including the Chairman.

The Board has affirmatively determined that each of the non-executive directors is "independent" under the NYSE listing standards.

In considering "independence" the Board considers any commercial, consulting, legal, accounting, charitable or any other business or non-business relationships that a Director or such director's immediate family may have with the Company.

**d. Management Development and Succession Planning**

The Board periodically reviews management development and succession planning with respect to senior management positions and engages the Chief Executive Officer in such discussions. The Board considers from time to time as appropriate potential successors to the Chief Executive Officer in the event of such person no longer serving in that position. The Chief Executive Officer reports at least annually to the Board on succession planning and the Company's program for management development.

**e. Director Orientation and Continuing Education and Board Access To Management and Independent Advisor**

On appointment, new directors take part in an induction program and are given an opportunity to familiarize themselves with Signet's business, procedures and investor perceptions. In addition to meeting with management, this process includes briefings from Signet's external auditor, lawyers and financial advisers. Directors are kept informed of the latest developments and best practices in corporate governance and attend relevant courses or receive appropriate training to equip them to carry out their duties. The independent directors are given regular opportunities to see the operations of the business and have access to management, staff and, as necessary and appropriate, independent advisors.

#### **f. Board Evaluation**

The performance of the Board, its Committees and individual members is rigorously monitored at least annually to ensure that each director continues to contribute effectively and demonstrates commitment to the role. The Board has a formal written procedure for the evaluation process, which is coordinated and overseen by the Governance & Technology Committee. The Board also periodically engages an independent third party to evaluate directors, Committees and the Board. The process is designed to help in assessing the future development needs of the Board and the directors.

#### **g. Board Committees**

Certain matters are delegated to Board Committees, each with Charters setting out defined terms of reference, procedures, responsibilities and powers. The principal committees are the Audit, Governance & Technology, Human Capital Management and Compensation, Corporate Citizenship & Sustainability Committees and Finance, and the Corporate Secretary acts as secretary to all of them.

The Governance & Technology Committee recommends to the Board for approval the directors to be appointed to each Committee, after consultation with the Chair of each Committee, and with consideration of the views, experiences and characteristics of individual directors. The Board appoints the Chair of each Committee.

#### **h. Board Diversity**

The benefits of having a diverse Board are recognized and embraced by the Company. A diverse Board will include differences in skill, industrial experience, background, ethnicity, gender and other qualities. These differences will be considered in determining the best composition of the Board and when possible should be balanced appropriately. At the same time candidates will be considered on merit and against agreed objective criteria.

The Governance & Technology Committee oversees the annual Board performance evaluation. As part of this review, it will consider the balance of skills, experience, independence and knowledge of the Board, while ensuring diverse representation.

#### **i. Directors' Term Limits, Tenure and Retirement**

The Board believes that it is an advantage to have the continuous contribution of directors over a period of time during which they are able to develop awareness and insight of the Company and thereby be able to make a valuable contribution to the Board as a whole.

Subject to the Company's Bye-Laws and annual evaluation process, the Board's policy is that each independent director must retire from the Board of Directors by not standing for re-election at the next annual general meeting of the Company's shareholders following the earlier of such director's: (i) 15th anniversary of service on the Board or (ii) 75th birthday, unless the Board in its absolute discretion determines that it is in the best interests of the Company and its shareholders to extend the Director's service for an additional period of time; provided however, that no more than two directors are impacted at any one annual general meeting of shareholders by this provision. In such circumstances the director(s) with the shortest tenure on the Board and otherwise impacted by this provision shall be deferred until a subsequent annual meeting of shareholders for retirement.

## **2. The Audit Committee**

The Audit Committee has a written Charter, which is reviewed annually. The Audit Committee's responsibilities include the review of the appropriateness and effectiveness of the Company's accounting policies and financial procedures and oversight of the external auditor's work, including the scope and result of the audit. The Audit Committee also reviews the effectiveness of the internal auditors, and the Disclosure Control Committee, the application of the Company's whistleblowing procedures and the Company's cybersecurity protocols.

The Audit Committee reviews the whistleblowing procedures annually and receives reports quarterly on all matters raised to the Company and on actions taken. The Audit Committee also reviews the effectiveness of the Company's internal control and risk management procedures and reports to the Board on these matters. This review is based on a report submitted via the Risk Committee, which includes the Company's prioritized risk register. In addition to the management self-certification process, the Audit Committee receives regular updates on divisional and Company based internal audit activity throughout the year and reviews reports submitted to the Board by the Company's external auditor. The Audit Committee reviews, discusses with management and approves for submission to the Board all Company audited financial statements, as well as approving trading statements, and quarterly reports and results announcements.

The external auditor's objectivity and independence is monitored by the Audit Committee which also has the primary responsibility for recommending to shareholders for approval the appointment of the external auditor, determining its fees and making an annual assessment of the external auditor's independence (including consideration of a written disclosure by the external auditor of all relationships with the Company). The planned rotation of partners and staff of the external auditor, together with a cooling off period before anyone from the external auditor joins the Company, also assist in maintaining the independence of the external auditor. The Audit Committee has reviewed and approved a policy for the provision of audit and non-audit services by the external auditor which is compliant with SEC requirements. The policy requires that the Audit Committee approves in advance all audit and non-audit work carried out by the external auditor (subject to a de minimis amount, this being then reported to the Audit Committee on a quarterly basis). The approval process requires disclosure of the objectives and scope of services to be performed in addition to the fee structure. The Audit Committee also reviews all approved services and fees at subsequent meetings.

The Audit Committee has an established channel of direct communication with the external auditor who normally attends meetings by invitation except in relation to certain aspects of their own appointment, assessment of their independence and determination of their fees. The Chairman, the Chief Executive Officer, the Chief Financial Officer and others also attend the meeting by invitation. The Audit Committee meets at least once a year with both the external auditor and internal auditors without executive management being present. The Audit Committee also meets on two occasions during the year with management to assess the risk and internal audit function and for the purpose of being briefed on business and technical developments. The Vice President, Internal Audit also reports to the Committee on the processes in relation to the review of business risks.

All members of the Audit Committee are independent, as defined by the SEC and the NYSE listing rules, and the only remuneration members of the Audit Committee receive, from the Company, is as directors. All of the members of the Audit Committee have significant financial experience either as a result of positions held in other companies or from advising on financial matters.

### **3. Governance & Technology Committee**

The Governance & Technology Committee has a written Charter which is reviewed annually. The Governance & Technology Committee has responsibility for reviewing the overall corporate governance of the Company, and the composition, balance and diversity of the Board and its Committees, as well as Board and senior management succession. The Governance & Technology Committee's responsibilities also include overseeing and reviewing the Company's cybersecurity and data privacy risks and protocols, and overseeing and providing guidance on technology matters relating to the Company as an omnichannel enterprise, including matters pertaining to eCommerce, information technology, digital capabilities and data analytics.

The Governance & Technology Committee reviews on a periodic basis and makes recommendations to the Board in relation to succession planning for the positions of Chief Executive Officer and Chairman of the Board and oversees succession planning for other senior management positions based on their effectiveness and ability to add value to the business. In the event of the retirement or emergency departure of the Chief Executive Officer, the Governance & Technology Committee and the Board will implement temporary measures until a replacement Chief Executive Officer is appointed.

Once the Governance & Technology Committee has agreed on a job specification, the services of external recruitment agencies may be used to identify suitable candidates for Chief Executive Officer and Board appointments. The Governance & Technology Committee carries out interviews with such candidates in accordance with a formalized process, as well as evaluates incumbent individual directors. The review of any independent director, who is serving beyond six years from first being elected to the Board, is considered with particular care. No director is involved in any decision about their own re-appointment.

When the role of the Chairman or any matter relating to succession to that role is discussed, the Chairman may be consulted, but the responsibility for preparing a job specification and making any recommendation to the Board rests solely with the Governance & Technology Committee. The Governance & Technology Committee also reviews a number of other senior appointments within the Company, such as that of the Corporate Secretary.

#### **4. Human Capital Management and Compensation Committee**

The Human Capital Management and Compensation Committee has a written Charter, which is reviewed annually. The Human Capital Management and Compensation Committee's role is to: (i) set the compensation policy for executive direct reports to the Chief Executive Officer and to recommend the compensation policy for the Chief Executive Officer and to ensure that they are fairly rewarded for their individual contributions to Company performance, having due regard for the interests of shareholders, the financial and commercial health of the Company and pay and other conditions throughout the Company, and (ii) provide oversight on behalf of the Board relating to overall management of human capital, including culture, diversity and inclusion, compensation programs benefits and wellbeing strategy, talent and performance management, and succession planning. It is also the role of the Human Capital Management and Compensation Committee to ensure that the Company's compensation policies remain competitive.

The Human Capital Management and Compensation Committee recommends to the Board for approval the compensation of the Chairman of the Board and of the Chief Executive Officer. The compensation of the executive direct reports to the Chief Executive Officer is set by the Committee based on recommendations made by the Chief Executive Officer after consultation with the Chairman. The Human Capital Management and Compensation Committee also reviews at least quarterly any equity awards granted to employees by the Chief Executive Officer under the Chief Executive Officer's delegation of authority by the Human Capital Management and Compensation Committee. Where executive directors are

involved in assisting the Human Capital Management and Compensation Committee, care is taken to recognize and avoid possible conflicts of interest.

The Human Capital Management and Compensation Committee has developed the following sub-principles that it applies:

- The compensation program must align the interests of senior management with those of shareholders. This is achieved by delivering a significant portion of total compensation for named executive officers as incentives dependent on factors that should reflect long-term growth in shareholder value.
- The only element of guaranteed pay is base salary. The percentage of at-risk compensation increases in line with the responsibility and experience of each executive.
- Elements of compensation that are at risk should reward annual and multi-year exceptional performance.
- Compensation should include a retention component, to encourage high performing executives to remain with the Company.
- The compensation program should be constructed so that the named executive officers understand and are motivated to achieve the performance required to receive various levels of payments.
- The compensation program should encourage all executive officers to build a substantial holding of the Company's shares.

The Company has a share ownership policy applicable to the Board of Directors and executive officers to better align their interests with those of shareholders over the long-term. The Chief Executive Officer is expected to build a holding of Common Shares equal to at least five times their base salary within five years of commencing their role as Chief Executive Officer. In addition, the Chairman is expected to achieve a minimum share ownership value of \$700,000 within five years of selection as Chairman, and an equity retention requirement equal to three times the annual cash value of the independent directors' fees (currently \$140,000) to be achieved within five years of election to the Board of Directors is required by the independent directors. However, once achieved at any given share price, the requirement is considered to have been met notwithstanding any subsequent change in share price. The holding is to be maintained while the Chief Executive Officer remains an executive officer or the Chairman or independent Director remains a Director, as applicable, of the Company. Unvested time-based restricted shares and restricted stock units count toward the ownership requirements.

All members of the Human Capital Management and Compensation Committee are independent without any personal financial interest (other than as shareholders) in matters decided by the Human Capital Management and Compensation Committee. No executive director or senior manager is involved in determining their own compensation.

The Human Capital Management and Compensation Committee regularly uses external professional advice from independent compensation advisers and makes use of competitive independent market surveys.

The Human Capital Management and Compensation Committee reviews and recommends any amendment of fee levels or structure of fees, paid to the independent directors in consultation with the Governance & Technology Committee. The actual form and amount of compensation is determined by the Board after consideration of, among other factors, external comparisons, and the time commitment and the responsibilities of the independent directors and is reviewed annually.

## **5. The Corporate Citizenship & Sustainability Committee**

The Corporate Citizenship & Sustainability Committee has a written Charter, which is reviewed annually. The role of the Corporate Citizenship and Sustainability Committee is to set guidance and direction and oversee policies and progress on the Company's corporate citizenship and sustainability, as it relates to the Company's obligations as a responsible corporate citizen.

The Committee advises on the Company's transition from a Corporate Social Responsibility (CSR) strategy to a Corporate Sustainability Goals (CSGs) and Environmental, Social and Governance (ESG) strategy, including advising on engagement with external stockholders and other interested parties regarding corporate purpose and sustainability-related initiatives and programs. The Committee oversees the Company's CSGs and objectives as a responsible corporate citizen within the ESG areas, including how they align with the overall business strategy and protect and enhance the reputation and brand image of the Company. The Committee also monitors external developments that are likely to have a significant influence on the Company's reputation and its ability to conduct its business appropriately as a good corporate citizen. It is responsible for overseeing the implementation of appropriate communications policies and working effectively to build and protect the Company's reputation both internally and externally. It reviews the Company's engagement with external stakeholders and other interested parties. The Committee oversees the implementation and effectiveness of appropriate policies, initiatives, systems and supporting measures in furtherance of the CSGs and ESG objectives, such as to improve social conditions across the supply chain. It also advises on strategies related to the Signet Love Inspires Foundation, and oversees the implementation and effectiveness of appropriate community impact programs and philanthropic policies and monitors their application. The Committee collaborates with the Human Capital Management and Compensation Committee in its oversight of diversity, employee engagement and employee experience practices. It also reviews its annual Corporate Citizenship & Sustainability Report.

## **6. Finance Committee**

The Finance Committee has a written Charter, which is reviewed annually. The role of the Finance Committee is to review and guide strategic direction and oversee and offer advice to the Board and management pertaining to risks, opportunities, policies, processes and progress regarding: (i) corporate financing or refinancing transactions; and (ii) the Company's credit and finance program and portfolio.

The Finance Committee oversees and reports to the Board (and the Audit Committee, as appropriate) the Company's strategy and plan for its credit program, including regarding risk exposures and the steps and processes management has implemented to monitor and control such exposures, terms and impact on the Company's operations, financial statements and results. The Finance Committee reviews and provides strategic direction regarding any potential structures and related transactions and financing arrangements for the extension of credit or other financing options to the Company's customers proposed by management or, as appropriate, proposed by third parties, and make recommendations to the Board for final approval with respect thereto. The Finance Committee also reviews and provides strategic direction regarding corporate financing or refinancing transactions and arrangements proposed by management or, as appropriate, proposed by third parties, and make recommendations to the Board for final approval with respect thereto.

## **7. Claw Back Policy**

In the event of a material restatement of the Company's financial results, the Compensation Committee will recalculate all incentive compensation based on the restated results. If there was an underpayment based on the restated results, the Company will make up the difference. If there was any overpayment, the Company will formally request that all

recipients return such overpayment to the Company. If a present employee refuses, the amount of the overpayment will be deducted from any future incentive compensation earned. If a former employee refuses, the Company will consider legal action, balancing the amount to be recovered versus the cost of such legal action.

Additionally, the Committee may also provide that the participant's incentive compensation is recouped for material violations of our Code of Conduct and our Code of Ethics for Senior Officers or other conduct by the participant that is detrimental to the business or reputation of the Company.

## **8. Executive Management**

Signet comprises three operating divisions: North America, International and Other. The Executive Officers, as designated pursuant to applicable securities laws, are appointed by the Board. The Chief Executive Officer Chairs meetings of the Signet Leadership Team that consists of the Chief Financial Officer, the General Counsel, the Chief People Officer, President – Kay, Zales and Peoples, President - James Allen & the Chief Digital Innovation Advisor, the Chief Supply Chain Officer, the Chief Information Officer, the Chief Digital Officer, the Chief Marketing Officer, EVP – Global Store Operations, the SVP – Piercing Pagoda, the Chief Communications Officer and the Managing Director - UK who all report to the Chief Executive Officer. The Executive Officers and other members of the Signet Leadership Team are responsible for the performance of Signet and its compliance with the internal policies and procedures set by the Board. As part of this responsibility, the Executive Officers and other members of the Signet Leadership Team regularly report to the Board on the performance of Signet, the competitive environment and its relations with stakeholders.

## **9. Business Conduct and Ethics**

Signet strives to act in accordance with the laws and customs of each country in which it operates; to adopt proper standards of business practice and procedure; to operate with integrity; and to observe and respect the culture of each country in which it operates. To that end, the Company has adopted a statement of social, ethical and environmental principles and supporting policies applicable to all officers and employees of the Company and complies with the requirements of the NYSE. In addition, the Company has policies on business integrity, as well as more detailed guidance and regulations in the Company's staff induction, training and operational procedures. These policies meet the requirements of the NYSE, and include a code of business conduct and a code of ethics, as well as whistleblower complaint procedures.

## **10. Relations with Shareholders**

The Board recognizes the importance of relations with shareholders and communicates regularly with them about the Company's strategy, financial performance and prospects. It does this through documents distributed to shareholders, stock exchange announcements, the Company's website and in meetings. Conference calls on quarterly and annual results and the Holiday trading statement are open to all interested parties, including private shareholders, through the use of teleconferences and webcasting. Other presentations are available on the Company website. The Board recognizes that private investors have the opportunity to interact with the Board at general meetings of shareholders. All of the directors are required to attend the annual general meeting and the chairs of the Audit, Governance & Technology, Human Capital Management and Compensation, Corporate Citizenship & Sustainability and Finance Committees, in addition to the Chairman of the Board, are available to answer questions relating to the function of their respective Committees.

The Chief Executive Officer, Chief Financial Officer and the SVP Investor Relations & Treasury carry out an extensive program of meetings with institutional investors. Shareholders who wish to send communications to the Board of Directors, the Chairman or any other individual director may do so in writing, addressed to the Corporate Secretary at Signet Jewelers Limited, 375 Ghent Road, Akron, OH 44333.

The Board is kept informed of investment market attitudes to the Company by receiving regular reports on investor relations, copies of brokers' and/or analyst research, press cuttings and third-party surveys of investor perceptions.