

# Corporate Citizenship & Sustainability Committee Charter



Adopted by the Board on February 26, 2021

*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 Corporate Citizenship & Sustainability Committee (the "Committee") is a Committee of the Board of Directors (the "Board") of Signet Jewelers Ltd. (the "Company"). The purpose of the Committee shall be to set guidance and direction and oversee and offer advice to the Board and management regarding policies and progress on the Company's corporate citizenship and sustainability, as it relates to the Company's obligations as a responsible corporate citizen.

Signet, a purpose-inspired company, advances its corporate citizenship and sustainability goals and practices in alignment with the 2030 United Nations Sustainable Development Goals, these areas include, without limitation, Environmental (e.g., energy management, climate change, carbon footprint, waste management, responsible sourcing and greenhouse gas emission levels), Social (e.g., corporate culture, community impact and philanthropy, human rights, social impact, responsible supply chain management, diversity, equity and inclusion) and Governance (e.g., product safety, ethics and integrity) collectively referred to as "ESG" and are reflected in the Company's ESG pillars.

## **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 two times a year and additionally as circumstances dictate.

The Committee Chair may, in their discretion, invite any individual either internal or external to attend for all or part of any meeting as and when considered appropriate.

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. Authority**

The Committee is empowered to:

- (a) investigate any activity in order to perform its duties;
- (b) obtain, at the Company's expense, outside legal or independent professional advice and such advisors may attend meetings as necessary; and
- (c) appoint sub-committees to consist of any member(s) of the Committee or to include appropriate members of management to investigate any particular issue.

#### **IX. 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:

- (a) Advise on the Company's transition from a CSR strategy to a CSG and ESG strategy including advising on engagement with external stakeholders (e.g. investor relations, trade groups, organizations that rate ESG progress, etc.) and other interested parties regarding corporate purpose & culture, and sustainability-related initiatives and programs;
- (b) Advise on the Company's Corporate Sustainability Goals ("CSGs") and objectives as a responsible citizen within the ESG areas, including how they align with the overall business strategy and protect and enhance the reputation, brand image and external representation of the culture of the Company;
- (c) Advise on external developments in ESG frameworks, especially as it relates to corporate reputation and culture, to enhance the awareness of our Company's programs with external stakeholders;
- (d) Oversee the implementation and effectiveness of appropriate policies, initiatives, systems and supporting measures, including overseeing and monitoring relevant metrics and milestones, in furtherance of the CSGs and ESG goals and objectives such as to improve social conditions across the supply chain;
- (e) Advise on strategies related to the Signet Love Inspires Foundation, and oversee the implementation and effectiveness of appropriate community impact programs and philanthropic policies and monitor their application;
- (f) Advise on appropriate communications policies to build and protect the Company's reputation both internally and externally;
- (g) Monitor external developments which are likely to have a significant influence on the Company's reputation and/or its ability to conduct its business appropriately as a good citizen;
- (h) Collaborate with the Human Capital Management and Compensation Committee in its oversight of diversity, equity and inclusion, employee engagement and employee experience practices;
- (i) Propose and implement an annual work plan for each calendar year;
- (j) Review annually its Charter and compliance with its Charter and its own effectiveness and recommend changes to the Board; and
- (k) Review the Company's annual "Corporate Citizenship & Sustainability Report".