# Governance, Nominations and Sustainability Committee Charter

SIGNET JEWELERS

*Last Reviewed and Amended by the Board on March 4, 2026*

*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 Governance, Nominations and Sustainability 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; (d) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary; (e) overseeing the Company's corporate responsibility and sustainability strategies and key initiatives..

## 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 Officer 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 appropriate 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:

Board and Committee Composition, Nomination and Independence

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, review for effectiveness and modify as necessary Company 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. recommend to the Board for approval the members of the Board that meet the financial literacy requirements of the New York Stock Exchange and "audit committee financial expert" as such term is defined under applicable SEC rules;

5. recommend to the Board for approval (a) the membership of the Audit, Human Capital Management and Compensation, Technology, and Finance Committees, in consultation with the chairs of those committees; and (b) the assignment of committee chairs;

6. review standards for assessing "independence" and recommend appropriate changes to the Board for approval;

7. 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;

Succession-Planning and Board Refreshment

8. review on a periodic basis and make recommendations to the Board in relation to succession planning for the positions of Chief Executive Officer and Chairman of the Board and also oversee succession planning for other senior management positions;

9. review the Board's leadership structure in light of the specific characteristics and circumstances of the Company;

10. design, with input from management, an appropriate orientation program for new directors and identify appropriate director development and education opportunities;

11. 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 pursuant to the Director Refreshment Policy;

Corporate Governance and Sustainability Oversight

12. coordinate and oversee the annual self-evaluation of the Board, its committees and individual directors;

13. review the form and amount of director compensation at least annually, in consultation with the Human Capital Management and Compensation Committee;

14. review and report to the Board on a periodic basis with regard to matters of corporate governance of the Company, including with respect to changes to applicable law, rules, regulations and New York Stock Exchange listing rules and corporate governance trends and developments, and the implementation and effectiveness of (and recommending to the Board for approval when necessary any changes to) the documents, policies, and procedures in the Company's corporate governance framework, including the Company's Corporate Governance Guidelines, Memorandum of Association and Bye-laws;

15. oversee the Company's corporate responsibility and sustainability strategies and key initiatives, including activities, risks and opportunities and how these areas impact the overall corporate strategy, business operations and financial condition of the Company and align with the objectives of protecting and enhancing the reputation, brand image and external representation of the culture of the Company;

16. review management's monitoring of external developments (both opportunities and risks) that may significantly impact the Company's reputation and/or its corporate responsibility and sustainability initiatives, including developments in reporting frameworks or guidance and related regulatory changes;

17. oversee the implementation and effectiveness of key corporate responsibility and sustainability strategies, including oversight of policies, initiatives, systems and supporting measures, relevant metrics and milestones (such as the Company's Corporate Sustainability Goals ("CSGs"));

18. collaborate, as needed, with the Audit Committee in its oversight of internal controls and risk management and with the Human Capital Management & Compensation Committee in its oversight of human capital management matters as they relate to the Company's overall corporate responsibility and sustainability strategies and initiatives;

Disclosures and Stakeholder Engagement

19. review and approve the nominating, governance and sustainability-related disclosures, including those 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;

20. preview key themes and goals of the Company's annual "Corporate Citizenship & Sustainability Report", and review disclosures required by rules adopted by applicable U.S. State and Federal agencies pertaining to the Board's oversight of climate change risks and the Board's expertise with respect to such risks within the Company's periodic reports or proxy statement, as applicable;

21. review on a periodic basis, and as necessary when specific issues arise, relations with the Company's shareholders, advise 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) and advise on engagement with external stakeholders (e.g. investor relations, trade groups, rating organizations, etc.) regarding corporate governance, corporate responsibility and sustainability matters;

22. review shareholder proposals submitted for the Annual General Meeting of Shareholders, as appropriate.

Reporting and Self-Evaluation

23. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board request; and

24. review annually its charter and its own effectiveness and compliance with its charter, and recommend any changes to the Board.