

**PART VIII**  
**DEFINITIONS**

The following definitions apply throughout this document (other than Part V of this document and in the notices of the Shareholder Meetings in Parts IX and X of this document), unless the context otherwise requires:

<b>€ or euros</b>	the single currency of the participating member states of the European Union
<b>£ or pounds sterling</b>	the lawful currency of the UK being pounds sterling and “p” or “pence” shall mean one one-hundredth of one pound sterling
<b>ADS Depository</b>	Deutsche Bank Trust Company Americas
<b>ADS Record Date</b>	close of business in New York on 17 July 2008
<b>ADS Voting Instruction Card</b>	the voting instruction card to be sent to Signet ADS holders in connection with the Court Meeting and the Scheme GM
<b>Articles or Articles of Association</b>	the articles of association of Signet
<b>Australian Corporations Act</b>	the Corporations Act 2001 (Cwth) of Australia
<b>Bermuda Companies Act</b>	the Companies Act 1981 of Bermuda, as amended
<b>Board</b>	the board of directors of Signet
<b>business day</b>	a day on which the London Stock Exchange is open for the transaction of business
<b>Capita IRG Trustees Limited</b>	Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
<b>Capita Registrars</b>	Capita Registrars (a trading name of Capita Registrars Limited), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
<b>Capital Reduction</b>	the proposed reduction of share capital of Signet provided for by the Scheme
<b>certificated or in certificated form</b>	not in uncertificated form (that is, not in CREST)
<b>Certificated Holders</b>	Signet Shareholders who hold Signet Shares in certificated form
<b>Combined Code</b>	the Combined Code on Corporate Governance
<b>Companies Act</b>	the Companies Act 2006 (to the extent it is in force at the date of publication of this document)
<b>Companies Acts</b>	the Companies Act 1985 (as amended) and the Companies Act (to the extent it is in force at the date of publication of this document)
<b>Company or Signet</b>	Signet Group plc, a public limited company incorporated in England and Wales with registered number 477692 and, as the context requires, its subsidiaries and subsidiary undertakings
<b>Court</b>	the High Court of Justice in England and Wales
<b>Court Meeting</b>	the meeting or meetings of the Scheme Shareholders to be convened by order of the Court under Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme, notice of which is set out at Part IX of this document including any adjournment of such meeting
<b>Court Orders</b>	the Scheme Court Order and the Reduction Court Order
<b>CREST</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK in accordance with the CREST Regulations
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (as amended from time to time)

<b>CREST Transfer Form</b>	the form of stock transfer in use from time to time within CREST by which a Scheme Shareholder holding Scheme Shares in certificated form can dematerialise into uncertificated form
<b>Deposit Agreement</b>	the deposit agreement dated 23 September 2004, as amended and restated on 14 October 2004, between Signet, the ADS Depositary and the Signet ADS holders, containing the terms applicable to the Signet ADSs
<b>Depositary Interest</b>	a depositary interest representing an underlying Signet Jewelers Limited Share
<b>DI Depositary</b>	Capita IRG Trustees Limited
<b>DI Depositary Nominee</b>	Capita IRG Trustees Nominees Limited
<b>Director or Directors</b>	a director or the directors of Signet
<b>Disclosure and Transparency Rules or DTRs</b>	the disclosure and transparency rules made under Part 6 of the FSMA
<b>DTC</b>	the Depositary Trust Company
<b>Effective Date</b>	the date on which the Scheme becomes effective in accordance with its terms
<b>Euroclear UK</b>	Euroclear UK & Ireland Limited, the central securities depositary for the United Kingdom, Republic of Ireland, Isle of Man, Jersey and Guernsey
<b>Exchange Act</b>	the US Securities Exchange Act of 1934, as amended
<b>Exchange Agent</b>	American Stock Transfer & Trust Company
<b>First Court Hearing</b>	the hearing of the Court for the sanction of the Scheme
<b>FSA</b>	the Financial Services Authority (United Kingdom)
<b>FSMA</b>	the Financial Services and Markets Act 2000 of the United Kingdom, as amended
<b>HMRC</b>	Her Majesty's Revenue & Customs
<b>holder</b>	a registered holder, including any person(s) entitled by transmission
<b>IRS</b>	the US Internal Revenue Service
<b>ISA</b>	an individual savings account in the UK
<b>Listing Principles</b>	the high level enforceable principles contained in chapter 7 of the Listing Rules
<b>Listing Rules or LRs</b>	the listing rules made by the UK Listing Authority under the FSMA
<b>London Stock Exchange or LSE</b>	London Stock Exchange plc
<b>Model Code</b>	the Model Code on directors' dealings in securities set out in Listing Rule 9, Annex 1
<b>New Signet Shares</b>	the ordinary shares of US\$0.009 each in the capital of Signet to be issued credited as fully paid to Signet Jewelers Limited in accordance with the terms of the Scheme
<b>NYSE</b>	New York Stock Exchange LLC
<b>Official List</b>	the official list of UK listed securities maintained by the UK Listing Authority pursuant to the FSMA
<b>Overseas Shareholders</b>	Signet 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

<b>Panel</b>	the Panel on Takeovers and Mergers
<b>Proposal</b>	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
<b>Prospectus Directive</b>	Directive 2003/71/EC, implemented in the UK by the Prospectus Rules
<b>Prospectus Rules</b>	the prospectus rules made under Part VI of the FSMA
<b>Reduction Court Order</b>	the order of the Court confirming the Capital Reduction
<b>Reduction Record Time</b>	6.00 p.m. on the business day immediately prior to the date of the Second Court Hearing
<b>Registrar</b>	the Registrar of Companies in England and Wales
<b>Remuneration Committee</b>	the remuneration committee established by the Board to consider and make recommendations to the Board as to the remuneration of the Directors and senior executives
<b>S&amp;P Index Committee</b>	the committee responsible for monitoring the S&P US indices
<b>Scheme or Scheme of Arrangement</b>	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 this document, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Signet and Signet Jewelers Limited
<b>Scheme Court Order</b>	the order of the Court sanctioning the Scheme under section 899 of the Companies Act
<b>Scheme GM</b>	the general meeting of Signet, notice of which is set out at Part X of this document, and any adjournment thereof
<b>Scheme Record Time</b>	5.00 p.m. on the business day immediately prior to the date of the Effective Date
<b>Scheme Shares</b>	<ul style="list-style-type: none"> <li>(i) the Signet Shares in issue at the date of this Scheme;</li> <li>(ii) any Signet Shares issued after the date of this Scheme and before the Voting Record Time; and</li> <li>(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</li> </ul>
<b>Scheme Shareholders</b>	the holders of Scheme Shares
<b>SDRT</b>	stamp duty reserve tax
<b>Second Court Hearing</b>	the hearing of the Court for the confirmation of the Capital Reduction provided for by the Scheme
<b>Securities Act</b>	the US Securities Act of 1933, as amended
<b>SEC</b>	the US Securities and Exchange Commission
<b>Share Capital Consolidation</b>	the consolidation of Signet Jewelers Limited Shares as described in this document, being the consolidation effective immediately after the Scheme becomes effective, conditional on the consolidated shares being listed on the NYSE, of every twenty Signet Jewelers Limited Shares issued pursuant to the Scheme into one Signet Jewelers Limited Share

<b>Shareholder Meetings</b>	the Court Meeting and the Scheme GM
<b>Signet or Company</b>	Signet Group plc, a public limited company incorporated in England and Wales with registered number 477692 and, as the context requires, its subsidiaries and subsidiary undertakings
<b>Signet ADSs</b>	American Depositary Shares, each representing ten Signet Shares and evidenced by Signet American Depositary Receipts quoted on NYSE
<b>Signet ADS holders</b>	holders (including beneficial holders) of Signet ADSs
<b>Signet Group</b>	Signet and its subsidiaries and subsidiary undertakings and, after the Scheme becomes effective, Signet Jewelers Limited and its subsidiaries and subsidiary undertakings (as the context requires)
<b>Signet Jewelers Limited</b>	Signet Jewelers Limited, a company incorporated in Bermuda with registered number 42069
<b>Signet Jewelers Limited Bye-laws</b>	the new bye-laws of Signet Jewelers Limited to be adopted immediately following the Scheme becoming effective
<b>Signet Jewelers Limited Remuneration Committee</b>	the remuneration committee established by the board of directors of Signet Jewelers Limited to consider and make recommendations to the board of directors of Signet Jewelers Limited as to the remuneration of the directors and senior executives of Signet Jewelers Limited
<b>Signet Jewelers Limited Share Plans</b>	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
<b>Signet Jewelers Limited Shareholders</b>	persons registered in Signet Jewelers Limited's register of members as holders of Signet Jewelers Limited Shares
<b>Signet Jewelers Limited Shares</b>	common shares of par value US\$0.009 each in the capital of Signet Jewelers Limited, or following the Share Capital Consolidation, common shares of par value US\$0.18 each in the capital of Signet Jewelers Limited (as the context requires)
<b>Signet Share Plans</b>	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
<b>Signet Shareholders</b>	persons registered in Signet's register of members as holders of Signet Shares
<b>Signet Shares</b>	ordinary shares of US\$0.009 each in the capital of Signet
<b>Subscriber</b>	Pembroke Company Limited, the existing holder of one Signet Jewelers Limited Share, which took such share as subscriber on the incorporation of Signet Jewelers Limited
<b>subsidiary undertaking</b>	a subsidiary undertaking as that term is defined in section 1162(2) of the Companies Act
<b>Takeover Code</b>	the City Code on Takeovers and Mergers
<b>UK Listing Authority</b>	the FSA acting in its capacity as the competent authority for listing in the United Kingdom under Part VI of the FSMA

<b>uncertificated or in uncertificated form</b>	a share or other security recorded on the relevant register as being held in uncertificated form in CREST and title to which may be transferred by means of CREST
<b>United Kingdom or UK</b>	the United Kingdom of Great Britain and Northern Ireland
<b>United States or US</b>	the United States of America including each state therein, the District of Columbia, Puerto Rico, the United States Virgin Islands and each of the other territories and possessions of the United States of America
<b>US Code</b>	the United States Internal Revenue Code of 1986 (as amended)
<b>US GAAP</b>	the generally accepted accounting principles in the US
<b>US\$, US dollars and \$</b>	United States dollars and “US cent” shall mean one one-hundredth of one US dollar
<b>Voting Record Time</b>	6.00 p.m. on the day that is two days before the Court Meeting or, if the Court Meeting is adjourned, 6.00 p.m. on the day which is two days before the date of such adjourned meeting