

SIGNET JEWELERS LTD  
Form 20-F  
April 01, 2009  
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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 20-F

x Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended January 31, 2009

Commission file number 0-16945

## SIGNET JEWELERS LIMITED

(Exact name of Registrant as specified in its charter)

BERMUDA

(Jurisdiction of incorporation or organization)

Clarendon House

2 Church Street

Hamilton HM11

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**Bermuda**

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class Common Shares of \$0.18 each</b>	<b>Name of Each Exchange on which Registered The New York Stock Exchange The London Stock Exchange</b>
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Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Number of Common Shares of \$0.18 each, outstanding on January 31, 2009: **85,277,255**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP  IFRS  Other

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No



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### ***REFERENCES***

Unless the context otherwise requires, references to the Group, Signet, we, us, our, and similar terms refer to Signet Jewelers Limited (and before September 11, 2008 to Signet Group plc) and its consolidated subsidiaries. References to the Company are to Signet Jewelers Limited.

References to Predecessor Company are to Signet Group plc prior to the reorganization that was effected on September 11, 2008 and financial and other results and statistics for fiscal 2008 and prior periods relate to the Group prior to such reorganization.

### ***PRESENTATION OF FINANCIAL INFORMATION***

All references to pounds, pounds sterling, sterling, £, pence, and p are to the lawful currency of the United Kingdom. All references to US dollars, \$, cents and c are to the lawful currency of the United States of America. The Group prepares its financial statements in US dollars.

Percentages in tables have been rounded and accordingly may not add up to 100%. Certain financial data has been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data.

### **Fiscal Year**

Signet's fiscal year ends on the Saturday nearest to January 31. As used herein fiscal 2011, fiscal 2010, fiscal 2009 and fiscal 2008 refer to the week periods ending January 29, 2011, January 30, 2010, January 31, 2009 and February 2, 2008 respectively. As used herein, fiscal 2007 refers to the 53 week period ending February 3, 2007, fiscal 2006 and fiscal 2005 refer to the 52 week periods ending January 28, 2006 and January 29, 2005 respectively.

### ***FORWARD-LOOKING STATEMENTS***

This document contains statements which are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements, based upon management's beliefs as well as on assumptions made by and data currently available to management, appear in a number of places throughout this document and include statements regarding, among other things, our results of operation, financial condition, liquidity, prospects, growth, strategies and the industry in which the Group operates. Our use of the words expects, intends, anticipates, estimates, may, forecast, objective, plan or target, and other similar expressions are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to a number of risks and uncertainties, including but not limited to general economic conditions, the merchandising, pricing and inventory policies followed by the Group, the reputation of the Group, the level of competition in the jewelry sector, the price and availability of diamonds, gold and other precious metals, seasonality of the Group's business and financial market risk.

Important factors which may cause actual results to differ include, but are not limited to, those described in Item 3D Risk factors of this document.

Save as required by applicable law, rules or regulations, the Company undertakes no obligation to release publicly the results of any revisions to any forward-looking statements in this document that may occur due to any change in the directors' expectations or to reflect events or circumstances after the date of this document.

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**SIGNET JEWELERS LIMITED**

**ANNUAL REPORT ON FORM 20-F**

**FISCAL YEAR ENDED JANUARY 31, 2009**

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**Table of Contents****PART I****ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION****A. SELECTED FINANCIAL DATA**

The financial data included below as at and for fiscal 2009, fiscal 2008 and fiscal 2007 have been derived from our audited consolidated financial statements included in Item 18 Financial Statements of this annual report on Form 20-F. The financial data for these periods should be read in conjunction with the financial statements, including the notes thereto, and Item 5 Operating and Financial Review and Prospects of this Form 20-F. The financial data included below as at and for fiscal 2006 and fiscal 2005 have been derived from our previously published consolidated audited financial statements not included in this document.

The financial statements of the Group for fiscal 2008, fiscal 2007, fiscal 2006 and fiscal 2005 were prepared in accordance with International Financial Reporting Standards, which differs in certain respects from accounting principles generally accepted in the United States ( US GAAP ). The Group has converted the comparatives to US GAAP.

Historic per share data have been adjusted to take account of the one-for-20 reverse share split (share consolidation) undertaken as part of the move of the primary listing of the shares of the Group's parent company, effective September 11, 2008.

**Selected financial data**

	<b>Fiscal 2009 \$m</b>	<b>Fiscal 2008<sup>(1)</sup> \$m</b>	<b>Fiscal 2007<sup>(1)(2)</sup> \$m</b>	<b>Fiscal 2006<sup>(1)</sup> \$m</b>	<b>Fiscal 2005<sup>(1)</sup> \$m</b>
<b>Income statement:</b>					
Sales	<b>3,344.3</b>	3,665.3	3,559.2	3,154.1	3,004.8
Cost of sales	<b>(2,264.2)</b>	(2,414.6)	(2,266.3)	(1,990.1)	(1,881.3)
Gross margin	<b>1,080.1</b>	1,250.7	1,292.9	1,164.0	1,123.5
Selling, general and administrative expenses	<b>(969.2)</b>	(1,000.8)	(979.6)	(876.8)	(797.6)
Impairment of goodwill	<b>(516.9)</b>				
Relisting costs	<b>(10.5)</b>				
Other operating income, net	<b>119.2</b>	108.8	91.5	83.3	71.8
Operating (loss)/income	<b>(297.3)</b>	358.7	404.8	370.5	397.7
Interest income	<b>3.6</b>	6.3	16.7	4.3	3.4
Interest expense	<b>(32.8)</b>	(28.8)	(34.2)	(20.5)	(21.6)
(Loss)/income before income taxes	<b>(326.5)</b>	336.2	387.3	354.3	379.5
Income taxes	<b>(67.2)</b>	(116.4)	(134.6)	(116.3)	(123.7)
Net (loss)/income	<b>(393.7)</b>	219.8	252.7	238.0	255.8
(Loss)/earnings per share	<b>\$(4.62)</b>	\$2.58	\$2.92	\$2.74	\$2.96



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Dividends per share	<b>\$1.45</b>	\$1.45	\$1.43	\$1.19	\$1.12
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	Fiscal 2009 \$m	Fiscal 2008 <sup>(1)</sup> \$m	Fiscal 2007 <sup>(1)(2)</sup> \$m	Fiscal 2006 <sup>(1)</sup> \$m	Fiscal 2005 <sup>(1)</sup> \$m
<b>Balance sheet:</b>					
Working capital	1,675.9	1,776.3	1,723.5	1,211.9	1,127.3
Total assets	2,953.9	3,599.4	3,508.2	2,863.1	2,873.5
Net assets	1,609.7	2,321.2	2,227.9	2,062.9	1,995.8
Cash and cash equivalents	96.8	41.7	152.3	92.9	193.5
Loans and overdrafts	(187.5)	(36.3)	(5.5)	(267.4)	(100.4)
Long term debt	(380.0)	(380.0)	(380.0)		(251.0)
Total shareholders equity	1,609.7	2,321.2	2,227.9	2,062.9	1,995.8
Common shares in issue (million)	85.3	85.3	85.7	86.9	86.8
<b>Cash flow:</b>					
Capital expenditure	(114.9)	(140.4)	(124.4)	(136.6)	(131.1)
Investment in working capital	(25.3)	(171.9)	(172.6)	(114.8)	(160.9)
Depreciation and amortization	114.5	113.9	98.4	83.2	77.6
Net debt <sup>(4)</sup>	(470.7)	(374.6)	(233.2)	(174.5)	(157.9)
<b>Ratios:</b>					
Gearing <sup>(3)</sup>	29.2%	21.2%	13.9%	11.5%	10.9%
ROCE <sup>(4)</sup>	9.6%	17.3%	22.4%	22.3%	26.3%
Fixed charge cover <sup>(4)</sup>	1.5x	1.8x	2.0x	2.0x	2.2x
Amended fixed charge cover <sup>(5)</sup>	1.9x	n/a	n/a	n/a	n/a
<b>Store data:</b>					
Stores numbers (at end of period)					
US	1,401	1,399	1,308	1,221	1,156
UK	558	563	581	593	602
Percentage (decrease)/increase in same store sales					
US	(9.7)%	(1.7)%	6.2%	7.1%	5.9%
UK	(3.3)%	2.0%	1.2%	(8.2)%	3.0%
Group	(8.2)%	(0.7)%	4.8%	2.4%	5.0%
Number of employees (full-time equivalents)	16,915	17,243	16,836	15,652	15,145

(1) Based on audited IFRS, translated to US GAAP.

(2) 53 week year.

(3) Net debt as a percentage of total shareholders' equity excluding goodwill.

(4) Net debt, ROCE and fixed charge cover are defined on pages 38, 38 and 58, respectively.

(5) Calculated under the terms of the amended fixed charge cover calculation defined under the amended agreements on page 58.

**B. CAPITALIZATION AND INDEBTEDNESS**

Not applicable.

**C. REASONS FOR THE OFFER AND USE OF PROCEEDS**

Not applicable.

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### **D. RISK FACTORS**

**Spending on goods that are, or are perceived to be luxuries, such as jewelry, is discretionary and depends on general economic conditions. Therefore adverse changes in the economy may unfavorably impact the Group's sales and earnings**

Jewelry purchases are discretionary and are dependent on general economic conditions, particularly as jewelry is often perceived to be a luxury purchase. Therefore adverse changes in the economy, such as those currently being experienced, may unfavorably impact the Group's sales and earnings.

The success of the Group's operations depends to a significant extent upon a number of factors relating to discretionary consumer spending. These include economic conditions, and perceptions of such conditions by consumers, employment, the rate of change in employment, the level of consumers' disposable income and income available for discretionary expenditure, business conditions, interest rates, consumer debt and asset values, availability of credit and levels of taxation for the economy as a whole and in regional and local markets where the Group operates.

**About half of the Group's US sales are made utilizing credit provided by the Group. Therefore a deterioration in the consumers' financial position could adversely impact sales and earnings**

Any significant deterioration in general economic conditions or increase in consumer debt levels may inhibit consumers' use of credit and decrease the consumers' ability to satisfy the Group's requirement to authorize credit and could in turn have an adverse effect on the Group's sales. Furthermore, any downturn in general or local economic conditions in the markets in which the Group operates may adversely affect its collection of outstanding credit accounts receivable, its net bad debt charge and hence earnings.

**The Group's share price may be volatile**

The Group's share price may fluctuate substantially as a result of variations in the actual or anticipated financial results and financing conditions of the Group and of other companies in the retail industry. In addition, the stock market has experienced price and volume fluctuations that have affected the market price of many retail and other shares and that have often been unrelated or disproportionate to the operating performance of these companies.

**Restrictions on the Group's ability to make distributions to shareholders may adversely impact the share price**

The adverse impact of the current economic downturn on the Group's financial performance, and the outlook in the medium term, resulted in the Group's Board deciding in January 2009 that it was currently inappropriate to make any form of distribution to shareholders. In addition, the amended revolving credit facility agreement and amended note purchase agreement entered into on March 13, 2009 contains terms that restrict the Group from making distributions to shareholders (see page 58). As such, the Company can give no assurances that any form of distribution will be made to shareholders in the near future.

**The concentration of a significant proportion of sales and an even larger share of profits in the fourth quarter means results are very dependent on the performance during that period**

The Group's business is highly seasonal, with a significant proportion of its sales and operating profit generated during its fourth quarter, which includes the Christmas season. The Group expects to continue to experience a seasonal fluctuation in its sales and earnings. Therefore the Group has limited ability to compensate for shortfalls in fourth quarter sales or earnings by changes in its operations and strategies in other quarters, or to recover from any extensive disruption, for example due to sudden adverse changes in consumer confidence, inclement weather conditions having an impact on a significant number of stores in the last few days

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immediately before Christmas Day or disruption to warehousing and store replenishment systems. A significant shortfall in results for the fourth quarter of any financial year would therefore be expected to have a material adverse effect on the Group's annual results of operations. Disruption at lesser peaks in sales at Valentine's Day and Mother's Day would impact the results of the Group to a lesser extent.

### **The Group is dependent upon the availability of equity and debt financing to fund its operations**

The Group is dependent upon the availability of equity and debt financing to fund its operations and growth. If the Group's access to capital becomes significantly constrained, the Group's financing costs would be likely to increase, the financial condition of the Group will be harmed and future results of operations will be adversely affected.

Therefore management prepares annual budgets, medium term plans and headroom models which help to identify the future capital requirements, so that appropriate facilities can be put in place on a timely basis. If these models are inaccurate, adequate facilities may not be available.

The Group's borrowing agreements include various financial covenants. A material deterioration in the financial performance of the Group could result in a covenant being breached. If the Group were to breach a financial covenant it would have to renegotiate its terms with current lenders or find alternative sources of finance if current lenders required early repayment.

The changes in general credit market conditions affect the Group's ability to arrange, and the cost of arranging, credit facilities. Since 2007 market conditions have materially worsened and as a result the Group's ability to raise debt has decreased and the cost of medium and long term debt has increased.

In addition, the Group's reputation in the financial markets and its corporate governance practices can influence the availability of capital, the cost of capital and its share price.

### **Movements in the pound sterling to US dollar exchange rates impacts the results and balance sheet of the Group**

The Group publishes its consolidated annual financial statements in US dollars. The Group held approximately 88% of its total assets in US dollars at January 31, 2009 and generated approximately 76% of its sales and 75% of its net operating income before goodwill impairment and relisting costs in US dollars for the financial year then ended. The remainder of the Group's assets, sales and operating income are in the UK. Therefore the Group's results and balance sheet are subject to fluctuations in the exchange rate between the pound sterling and the US dollar. Accordingly, any decrease in the weighted average value of the pound sterling against the US dollar would decrease reported sales and operating income. Historically, the Signet Board has chosen not to hedge the translation effect of exchange rate movements on the results of the Group given that there is little movement of cash between the Group's US and UK divisions.

Where pounds sterling are used to fund the cash flow requirements of the Group, any decrease in the weighted average value of the pound sterling against the US dollar would increase the amount of the Group's consolidated borrowings.

In addition, the prices of materials and certain products bought on the international markets by the UK division are denominated in US dollars, and therefore the division has an exposure to exchange rate fluctuations on the cost of goods sold. The Group does use hedging instruments in respect of US dollars for transactions carried out by its UK division, within treasury guidelines previously approved by the Signet Board.

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**Fluctuations in the availability and pricing of polished diamonds and gold, which account for the majority of the Group's merchandise costs, could adversely impact the Group's earnings**

The jewelry industry generally is affected by fluctuations in the price and supply of diamonds, gold and, to a lesser extent, other precious and semi-precious metals and stones.

An inability to increase retail prices to reflect higher commodity costs would result in lower profitability. Historically jewelry retailers have been able, over time, to increase prices to reflect changes in commodity costs. However, particularly sharp increases and volatility in commodity costs usually result in a time lag before increased commodity costs are fully reflected in retail prices. There is no certainty that such price increases will be sustainable, so downward pressure on gross margins and earnings may occur.

The Group undertakes some hedging of its requirement for gold through the use of options, forward contracts and outright commodity purchasing. It does not hedge against fluctuations in the cost of diamonds. The Group also hedges the exposure of the UK division to the US dollar with regard to diamond and other costs of goods sold. The cost of raw materials is only part of the costs involved in determining the retail selling price of jewelry with labor costs also being a significant factor.

Diamonds are the largest product category sold by the Group. The supply and price of diamonds in the principal world markets are significantly influenced by a single entity – the Diamond Trading Company ( DTC ), a subsidiary of De Beers Consolidated Mines Limited. The DTC's share of the diamond supply chain has decreased over recent years and this may result in more volatility in rough diamond prices.

The availability of diamonds to the DTC and the Group's other suppliers is to some extent dependent on the political situation in diamond producing countries. Until alternative sources can be developed, any sustained interruption in the supply of diamonds from the significant producing countries could adversely affect the Group and the retail jewelry industry as a whole.

Due to the sharp decline in demand for diamonds in the second half of fiscal 2009, particularly in the US which accounts for about half of worldwide demand, the supply chain is currently overstocked with diamonds. Combined with the reduced levels of credit availability, the over supply of diamonds may result in much greater volatility in the price of loose polished diamonds of all sizes and qualities than has been experienced in recent years.

It is forecast that over the medium and longer term, the demand for diamonds will probably increase faster than the growth in supply; therefore the cost of diamonds is anticipated to rise over time, although short term fluctuations in price may occur.

While jewelry manufacture is the major final demand for gold, the cost of gold can at times be driven by investment transactions. Therefore the Group's cost of merchandise and earnings may be adversely impacted by investment market considerations.

**The inability of the Group to obtain merchandise that customers wish to purchase, particularly ahead of the fourth quarter, would adversely impact sales**

The abrupt loss or disruption of any significant supplier during the three month period (August to October) leading up to the fourth quarter would result in a material adverse effect on the Group's business. The sharp downturn in world diamond sales, the increased level of bankruptcies among jewelry retailers and the considerable worldwide tightening in credit availability has increased the probability that a supplier may cease trading.

Also, if management misjudged expected customer demand it could adversely impact the results by causing either a shortage of merchandise or an accumulation of excess inventory.

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The Group benefits from close commercial relationships with a number of suppliers. Damage to, or loss of, any of these relationships could have a detrimental effect on the Group's results. The Group holds regular reviews with major suppliers. The Group's most significant supplier accounts for 6% of merchandise.

The luxury and prestige watch manufacturers and distributors normally grant agencies to sell their ranges on a store by store basis, and most of the leading brands have been steadily reducing the number of agencies over recent years. The watch brands sold by Ernest Jones, and to a lesser extent Jared, help attract customers and build sales in all categories. Therefore the inability to obtain and retain watch agencies for a location could harm the performance of that particular store. In the case of Ernest Jones, the inability to gain additional prestige watch agencies is an important factor in, and could reduce the likelihood of, opening new stores, which could adversely impact sales growth.

### **An inability by the Group to recruit, train and retain suitably qualified staff could adversely impact sales and earnings**

In specialty jewelry retailing, the level and quality of customer service is a key competitive factor as nearly every in-store transaction involves the sales associate taking a piece of jewelry or a watch out of a display case and presenting it to the potential customer. Therefore the inability of the Group to recruit, train and retain suitably qualified sales staff could adversely impact sales and earnings.

### **Loss of confidence by consumers in the Group's brand names, poor execution of marketing programs and reduced marketing expenditure could have a detrimental impact on sales**

Primary factors in determining customer buying decisions in the jewelry sector include customer confidence in the retailer together with the level and quality of customer service. The ability to differentiate the Group's stores from competitors by its branding, marketing and advertising programs is an important factor in attracting consumers. If these programs are poorly executed or the level of support for them is reduced, it could harm the ability of the Group to attract customers.

The DTC promotes diamonds and diamond jewelry in the US. The level of support provided by the DTC and the success of the promotions influence the size of the total jewelry market in the US. As the DTC's market share has significantly reduced, it is changing its approach from generic marketing support of diamonds to one more closely associated with its own efforts to develop a brand such as the Forevermark. The loss of such generic marketing support could unfavourably impact the overall market for diamonds and diamond jewelry and adversely impact the Group's sales and earnings.

### **The retail jewelry industry is highly fragmented and competitive**

The retail jewelry industry is highly fragmented and competitive. If the Group's competitive position deteriorates, the Group's operating results or financial condition could be adversely affected. Aggressive discounting by competitors, including liquidating excess inventory and going out of business sales, may also adversely impact the Group's performance in the short term. This is particularly the case for easily comparable pieces of jewelry, of similar quality, sold through stores that closely resemble those that the Group operates.

As a result of the growth of Jared and the development of Kay outside of its enclosed mall base, the US division is increasingly competing with independent specialty jewelry retailers that are able to adjust their competitive action, for example on pricing, to local market conditions rather than adopting a national strategy.

While the Group's major competitors are other specialty jewelers, the Group also faces competition from other retailers including department stores, discount stores, apparel outlets and internet retailers that sell jewelry. In addition, other retail categories, for example electronics, and other forms of expenditure, such as travel, also compete for consumers' discretionary expenditure. Therefore the price of jewelry relative to other products

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influences the proportion of consumers' expenditure that is spent on jewelry. If significant price increases are implemented across a wide range of merchandise, the impact on earnings will depend on, among other factors, the pricing by competitors of similar products and the response by the consumer to higher prices. Such price increases may result in lower achieved gross merchandise margin dollars (see page 41 for definition) and adversely impact earnings.

### **Long term changes in consumer attitudes to jewelry could be unfavorable and harm jewelry sales**

Consumer attitudes to diamonds, gold and other precious metals and gemstones also influence the level of Group sales. Attitudes could be affected by a variety of issues including concern over the source of raw materials; the impact of mining and refining of minerals on the environment, the local community and the political stability of the producing country; labor conditions in the supply chain; the availability and consumer attitudes to substitute products such as cubic zirconia, moissanite and of laboratory created diamonds. A negative change in consumer attitudes to jewelry could adversely impact the Group's sales.

### **The inability to rent stores that satisfy the Group's operational and financial criteria could harm sales, as could changes in locations where customers shop**

The Group's results are dependent on a number of factors relating to its stores. These include the availability of property, the demographic characteristics of the area around the store, the design and maintenance of the stores, the availability of attractive locations within the shopping center that also meet our operational and financial criteria, the terms of leases and the Group's relationship with major landlords. In the US the Group leases 15% of its store locations from Simon Property Group and 14% from General Growth Management. The Group has no other relationship with any lessor relating to 10% or more of its store locations. If the Group is unable to rent stores that satisfy its operational and financial criteria, or if there is a disruption in the Group's relationship with its major landlords, the Group's sales could be adversely affected.

Given the length of property leases that the Group enters into, the Group is dependent upon the continued popularity of particular retail locations. In the US, the Group has historically been dependent on the continued success of enclosed malls as a shopping destination and the ability of enclosed malls, their tenants and other mall features to attract customers. The continued growth of Jared and the development of Kay off-mall locations mean that off-mall locations accounted for about 40% of the Group's US store space at the start of fiscal 2009 and that the US operation is dependent on the success of these other real estate locations. As the US division continues to test and develop new types of store locations there can be no certainty as to their success.

In the UK, the Group has a more diverse range of store locations, including some exposure to smaller retail centers which do not justify the investment required to refurbish the site to the current store format. Consequently the Group is gradually closing stores in such locations as leases expire or satisfactory property transactions can be executed. The ability to secure such property transactions is not certain and as a result the UK division may continue to operate a limited number of such stores. As the UK division is already represented in nearly all major retail centers, a small annual decrease in store space is expected in the medium term which will adversely impact sales growth.

The rate of new store development is dependent on a number of factors including obtaining suitable real estate, the capital resources of the Group, the availability of appropriate staff and management and the level of the financial return on investment required by the Group. In particular, the success of the Jared off-mall destination store concept, which accounts for the majority of the Group's net increase in new store space, will influence the future performance of the Group. A slowdown in the rate of new store development could adversely affect sales growth.

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### **The Group's success is dependent on the strength and effectiveness of its relationships with its various stakeholders whose behavior may be affected by the Group's management of social, ethical and environmental risks**

Social, ethical and environmental matters influence the Group's reputation, demand for merchandise by consumers, the ability to recruit staff, relations with suppliers and standing in the financial markets. The Group's success is dependent on the strength and effectiveness of its relationships with its various stakeholders: customers, shareholders, employees and suppliers. In recent years, stakeholder expectations of the Group have increased and the Group's success and reputation will depend on its ability to meet these higher expectations.

### **Inadequacies in and disruption to internal controls and systems could result in lower sales and increased costs**

The Group is dependent on the suitability, reliability and durability of its systems and procedures, including its accounting, information technology, data protection, warehousing and distribution systems. If support for a critical externally supplied software package ceased, the Group would have to implement an alternative software package or begin supporting the software internally. Disruption to parts of the business could result in lower sales and increased costs.

### **The failure to satisfy the accounting requirements for hedge accounting, or of a counterparty to a hedging contract, could adversely impact the Group's results**

The Group hedges some of its purchases of gold and US dollars. The failure to satisfy the requirements of the appropriate accounting requirements, or of a counterparty to a contract, could adversely impact the Group's results.

### **Adverse decision in legal actions for an unspecified amount**

In March 2008 a class action lawsuit for an unspecified amount was filed against Sterling Jewelers Inc., a subsidiary of Signet, in the New York federal court by private plaintiffs. In September 2008 the US Equal Opportunities Commission filed a separate lawsuit alleging that US store-level employment practices are discriminatory as to compensation and promotional activities. The Group denies these allegations and intends to defend them vigorously. If however it is unsuccessful in its defence, the Group could be required to pay substantial damages.

### **Changes to the regulatory requirements regarding the granting of credit to customers in the US could adversely impact sales**

Approximately 50 per cent of US sales utilize the Group's in-house credit programs. Therefore any change in regulations, or the application of regulations, relating to the provision of credit and associated services could adversely affect the Group's sales.

### **Failure to comply with labor regulations could harm the business**

Failure by the Group to comply with labor regulations could result in fines and legal actions. In addition, the ability of the Group to recruit and retain staff could be harmed.

### **Any difficulty integrating an acquisition or a business combination may result in expected returns and other projected benefits from such an exercise not being realized**

While the Group's strategy does not currently envisage an acquisition or business combination, the Group may in the future make acquisitions or be involved in a business combination. Any difficulty in integrating an acquisition or a business combination may result in expected returns and other projected benefits from such an exercise not being realized. A significant transaction could also disrupt the operation of the Group's current activities. The Group's borrowing agreements also place constraints on its ability to complete an acquisition which might constrain it from making a beneficial acquisition.



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**Assumptions used in calculating pension assets and liabilities impact the Group's results and balance sheet**

In the UK, the Group operates a defined benefit pension scheme (the Group Scheme), which ceased to admit new employees in 2004. The valuation of the Group Scheme's assets and liabilities partly depends on assumptions based on the financial markets as well as longevity and staff retention rates. This valuation is particularly sensitive to material changes in the value of equity investments held by the Group Scheme, changes in the UK AA rated corporate bond yields which are used in the measurement of the liabilities, changes in market expectations for long term price inflation and new evidence on projected longevity rates. Funding requirements and the income statement items relating to this closed Group Scheme are also influenced by these factors.

Under the UK Pensions Act 2004, the Pensions Regulator has powers to vary and impose funding arrangements which could be more onerous than may be agreed with or proposed to the trustees. In addition, the provisions of the Pensions Act 2004 may restrict the freedom of the Group to undertake certain re-organization steps or to effect returns on capital or unusual dividends without the prior agreement of the Group Scheme trustees, in consultation with the Pensions Regulator. A negative change in the assumptions used to calculate the value of the Group's pension assets and liabilities could adversely impact the Group's results and balance sheet.

**Loss of one or more key executive officers or employees could adversely impact the performance of the Group**

The Group's future success will depend substantially upon the ability of senior management and other key employees to implement the business strategy. While the Group has entered into employment contracts with such key personnel, the retention of their services cannot be guaranteed and the loss of such services or the inability to attract and retain other talented personnel could have a material adverse effect on the Group's ability to conduct its business. The Group Chief Executive has announced his intention to stand down on January 29, 2011.

**Investors may face difficulties in enforcing proceedings against Signet Jewelers Limited as it is domiciled in Bermuda**

It is doubtful whether courts in Bermuda would enforce judgments obtained by investors in other jurisdictions, including the US and the UK, against the Company or its directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against the Company or its directors or officers under the securities laws of other jurisdictions.

***ITEM 4. INFORMATION ON THE COMPANY***

**A. HISTORY AND DEVELOPMENT OF THE COMPANY**

Signet Group plc was incorporated in England and Wales on January 27, 1950 under the name Ratners (Jewellers) Limited. The name of the company was changed on December 10, 1981 to Ratners (Jewellers) Public Limited Company, on February 9, 1987 to Ratners Group plc, and on September 10, 1993 to Signet Group plc. On September 11, 2008, Signet Group plc became a wholly-owned subsidiary of Signet Jewelers Limited, a new company incorporated in Bermuda under the Companies Act 1981 of Bermuda, following the completion of a scheme of arrangement approved by the High Court of Justice in England and Wales under the UK Companies Act 2006. Shareholders of Signet Group plc became shareholders of Signet Jewelers Limited (the Company), owning 100% of the Company. The Company is governed by the laws of Bermuda.

The Group expanded rapidly by acquisition during the period 1984 to 1990. It first entered the US market in 1987 by acquiring Sterling Inc., a company based in Akron, Ohio. Kay Jewelers, Inc. was acquired in 1990. Since 1990 the only acquisition made by the Group was that of Marks & Morgan Jewelers Inc. in 2000.

Signet Group plc listed on the London Stock Exchange (the LSE) in 1968. In 1988, American Depositary Shares (ADSs) of Signet Group plc began trading on NASDAQ and in November 2004 the listing for the ADSs was moved to the New York Stock Exchange (the NYSE). On September 11, 2008 Signet Jewelers Limited's shares were listed on the NYSE and a secondary listing was obtained on the Official List of the United Kingdom Listing Authority.

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The Company's Memorandum of Association, which was adopted on June 24, 2008, and Bye-laws, which were adopted on September 2, 2008, are available from [www.signetjewelers.com](http://www.signetjewelers.com) gAbout Signet g Corporate Governance g Memorandum & Bye-laws. The Company's registered number is 42069, and its registered office is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda, telephone number (441) 296-5872. The Company's agent is Conyers Dill & Pearman, Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

Significant events that have occurred in the last five years are detailed below:

Mar 13, 2009	Amendment agreements to the revolving credit facility agreement and note purchase agreement became effective. Among other things, these agreements made the fixed charge cover covenant more lenient, reduced the amount available under the revolving credit facility by \$150 million to \$370 million, resulted in a \$100 million prepayment at par of notes on March 18, 2009, increased interest rates and restricts distributions to shareholders (see page 58).
Nov 13, 2008	Group Chief Executive, Terry Burman, announced his intention to retire on January 29, 2011.
Oct 24, 2008	The Group entered into a 364 day \$100 million asset backed variable funding note conduit securitization facility for general corporate purposes, replacing the \$200 million conduit entered into on October 26, 2007.
Sept 11, 2008	The Scheme of Arrangement became effective. The parent company of the Group became Signet Jewelers Limited and the primary listing of shares moved to the NYSE, with a simultaneous secondary listing of shares on the Official List of the United Kingdom Listing Authority. Immediately after the Scheme of Arrangement became effective, a share consolidation on a one-for-twenty basis was implemented. For American Depository Shareholders the consolidation was on a one-for-two basis.
Aug 19, 2008	Shareholders approved proposals to facilitate move of primary listing to the NYSE.
Jun 26, 2008	The Group entered into a \$520 million unsecured multi-currency five year revolving credit facility agreement, which replaced the existing \$390 million facility entered into in September 2004.
Oct 26, 2007	The Group entered into a 364 day \$200 million asset backed variable funding note conduit securitization facility for general corporate purposes.
Feb 5, 2007	The Group redenominated its share capital in US dollars. The nominal value of an ordinary share changed from 0.5 pence to 0.9 cents per share.
Jul 17, 2006	The Group announced that it had commenced a buyback of up to £50 million of its ordinary shares.
Mar 30, 2006	The Group entered into a \$380 million US private placement note purchase agreement, which funded on May 23, 2006, to refinance the maturing securitization program and for general corporate purposes.
Oct 18, 2004	The Group announced its intention to list Signet Group plc's ADSs on the NYSE from 16 November 2004, under the ticker symbol SIG. It was confirmed that the ADS ratio change had become effective on October 18, 2004 and that Deutsche Bank had been appointed as the depositary bank for Signet's ADSs.
Oct 8, 2004	The Group announced a change in its American Depository Share Ratio from 30:1 to 10:1 to become effective from October 18, 2004.

**Other**

The Group does not carry out research and development but does carry out market research. The Group tests business initiatives on a limited scale to judge their likelihood of satisfying the Group's return on investment criteria before applying significant resources to their development.

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The Group plans to invest about \$55 million on capital expenditure in fiscal 2010 which is expected to be funded from cash flow from operations. Capital expenditure in fiscal 2009 was \$114.9 million, in fiscal 2008 was \$140.4 million and in fiscal 2007 was \$124.4 million. The majority of the expenditure relates to either the fitting out of new stores or the refurbishment of existing stores. For further information regarding capital expenditures see Item 5B Liquidity and capital resources .

### **B. BUSINESS OVERVIEW**

Signet is the world's largest specialty retail jeweler by sales, with stores in the US, UK, Republic of Ireland and Channel Islands.

In the US, in 2008 the Group had an approximate 3.9% share of the \$65.8 billion total jewelry market (source: U.S. Bureau of Economic Analysis ( BEA )). The BEA figures are subject to frequent and sometimes large revisions. Signet operated 1,401 stores in 50 states at January 31, 2009. Its stores trade nationally in malls and off-mall locations as Kay Jewelers ( Kay ), and regionally under a number of well-established mall-based brands. Destination superstores trade nationwide as Jared The Galleria Of Jewelry ( Jared ). The US market accounts for just under 50% of worldwide jewelry sales (source: Jewelry Industry Research Institute). The Group is the largest specialty jeweler in the US with sales approximately one and a half times those of the next biggest such retailer.

In the UK, in 2007 Signet had an approximate 10% share of the £5.5 billion total jewelry market (source: Office for National Statistics ( ONS ) revised January 2009). The ONS figures are subject to frequent, and sometimes large revisions. Data for 2008 is due for publication on March 27, 2009.

The stores trade as H.Samuel, Ernest Jones, and Leslie Davis, and are situated in prime High Street locations (main shopping thoroughfares with high pedestrian traffic) or major shopping malls. The UK market accounts for approximately 7% of worldwide jewelry sales (source: Jewelry Industry Research Institute). The UK division operated 558 stores at January 31, 2009, including 14 stores in the Republic of Ireland. The UK business is the largest specialty retailer of fine jewelry in the UK with sales approximately 1.8 times those of the next biggest such retailer.

### **Trademarks and trade names**

Signet is not dependent on any material patents or licenses in either the US or the UK. However, Signet does have several well-established trademarks and trade names which are significant in maintaining its reputation and competitive position in the jewelry retailing industry. These registered trademarks and trade names include the following in Signet's US operations: Kay Jewelers; Jared The Galleria Of Jewelry; JB Robinson Jewelers; Marks & Morgan Jewelers; Belden Jewelers; Weisfield Jewelers; Osterman Jewelers; Shaw's Jewelers; Rogers Jewelers; LeRoy's Jewelers; Goodman Jewelers; Friedlander's Jewelers; Every kiss begins with Kay; Peerless Diamond; Hearts Desire; Perfect Partner; and Open Hearts by Jane Seymour. Trademarks and trade names include the following in Signet's UK operations: H.Samuel; Ernest Jones; Leslie Davis; Forever Diamond; and Perfect Partner.

The value of the Group's trademarks and trade names are material but are not reflected on the Group's balance sheet. Their value is maintained and increased by the Group's expenditure on staff training, marketing and store investment.

### **Business segments**

The Group's results derive from one business segment the retailing of jewelry, watches and associated services. The Group is managed as two geographical operating segments: the US division (approximately 76% of sales) and the UK division (approximately 24% of sales). Both divisions are managed by executive committees, which report through the Group Chief Executive to the Group Board. Each divisional executive committee is responsible for operating decisions within parameters established by the Group Board.

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The following tables set forth the Group's sales and operating performance in each of its geographical markets for each of the past three fiscal years.

Sales	Fiscal 2009		Fiscal 2008		Fiscal 2007 <sup>(1)</sup>	
	\$m	%	\$m	%	\$m	%
US trading	2,536.1	75.8	2,705.7	73.8	2,652.1	74.5
UK trading <sup>(2)</sup>	808.2	24.2	959.6	26.2	907.1	25.5
<b>Total</b>	<b>3,344.3</b>	<b>100.0</b>	<b>3,665.3</b>	<b>100.0</b>	<b>3,559.2</b>	<b>100.0</b>

Operating (loss)/income	Fiscal 2009	Fiscal 2009 impairment and relisting costs	Fiscal 2009 before goodwill impairment and relisting costs		Fiscal 2008		Fiscal 2007 <sup>(1)</sup>	
			\$m	%	\$m	%	\$m	%
US trading	(236.4)	(408.0)	171.6	74.5	265.2	73.9	318.9	78.8
UK trading	(37.4)	(108.9)	71.5	31.1	109.3	30.5	100.0	24.7
	(273.8)	(516.9)	243.1	105.6	374.5	104.4	418.9	103.5
Group functions	(23.5)	(10.5)	(13.0)	(5.6)	(15.8)	(4.4)	(14.1)	(3.5)
<b>Total</b>	<b>(297.3)</b>	<b>(527.4)</b>	<b>230.1</b>	<b>100.0</b>	<b>358.7</b>	<b>100.0</b>	<b>404.8</b>	<b>100.0</b>

(1) 53 week year

(2) includes sales made in the Republic of Ireland and Channel Islands

**Seasonality**

The Group's sales are seasonal, with the first and second quarters each normally accounting for slightly more than 20% of annual sales, the third quarter a little under 20% and the fourth quarter for about 40% of sales, with December being by far the most important month of the year. Due to operating leverage, the operating income of the Group is even more seasonal, with nearly all of the UK division's, and a little over 50% of the US division's operating income normally occurring in the fourth quarter. Group expenses occur broadly evenly during the year, while net financing expenses are higher in the second half of the year reflecting the peak in working capital requirements just ahead of the key holiday trading period.

**Operating philosophies**

The Group aims to build long term value by focusing on the customer and providing a superior merchandise selection in high quality real estate locations. Effective advertising draws consumers into our stores, where the objective is to provide outstanding service. The operating philosophies that help the Group achieve these aims are:

excellence in execution;

test before we invest;

continuous improvement; and

disciplined investment.

**Group strategy**

Over recent years the Group's long term strategy for delivering shareholder value has been to:

maintain a strong balance sheet;

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continue the achievement of sector leading performance standards on both sides of the Atlantic;

maximize store productivity in the US and the UK; and

grow new store space in the US.

However, fiscal 2009, particularly the fourth quarter, was very challenging. As a result the Board reviewed its strategy and made significant adjustments to reflect the changed economic environment. The Group's revised strategy is to enhance its position as the strongest operator in the middle market specialty retail jewelry sector and capitalize on the decrease in competition when consumer expenditure begins to recover. This involves maintaining a balance between the sustainable competitive advantages that the Group has established and the need to reduce risk, maximize profit and to strengthen the balance sheet through cash generation.

Sales will continue to be driven by leveraging the Group's competitive strengths with the objective of maximizing gross merchandise margin dollars. In late fiscal 2009 and early fiscal 2010, a meaningful expense saving program was implemented and significant inventory reductions are planned to align both more closely with lower sales levels. Capital expenditure has also been substantially reduced, with decreased spending planned on both existing operations and space growth. New store openings have been largely eliminated. In the current marketplace it is preferable, and a much lower risk strategy, to grow profitable market share by focusing on sales productivity in existing stores.

While the level of expenditure on jewelry is discretionary, the expression of romance and appreciation, for example through bridal jewelry and gift giving, remain very important human needs, as is self reward. Central to the Group's success is helping to satisfy those needs. Therefore the training of staff so that they can better understand the shopper's requirements, communicate the value of the merchandise selected and close the sale remains a high priority. The Group's supply chain and merchandising expertise, combined with its size and balance sheet strength, enables it to increase differentiation in the marketplace through its exclusive merchandise, while also offering a compelling value proposition in more basic ranges. The Group's marketing is effective and cost efficient, with its leading share of voice leveraged through national television advertising and customer relationship marketing, both of which benefit from scale. At a time when the specialty jewelry sector is undergoing an accelerated rate of consolidation as weak competitors exit the market, these advantages become even more important.

**US DIVISION**

**US market**

Total US jewelry sales, including watches and fashion jewelry, are provisionally estimated by the BEA to have been \$65.8 billion in calendar 2008. The BEA figures are subject to frequent and sometimes large revisions. The US jewelry market has grown at a compound annual growth rate of 5.5% over the last 25 years. Management believes that the jewelry category competes with other sectors, such as electronics, clothing and furniture, as well as travel and restaurants for consumers' discretionary spending.

**Fiscal 2009**

In calendar 2008, the US jewelry market grew by a provisional 0.4% (source: BEA), significantly below the 25 year average, reflecting the challenging economic environment. There was a marked contrast between total jewelry market growth and the performance of the specialty jewelry sector, which fell by 4.7% (source: US Census Bureau). Over the first three quarters of the year the two sectors performed broadly in line. However, provisional figures show the specialty sector under-performed significantly during the fourth quarter. As a result, the specialty sector saw a provisional decline in market share to 44.6% in calendar 2008 from 47.7% in calendar 2007. Management believes this decline occurred in parts of the jewelry sector in which it does not directly compete as the same store sales figures reported by department stores, who are the US division's main non-specialty competitor in the jewelry sector, suggested a performance not very dissimilar to the specialty market.

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### **US COMPETITIVE STRENGTHS**

#### **Store operations and human resources**

*The ability of the sales associate to explain the merchandise and its value is essential to most jewelry purchases*

Centrally prepared training schedules and materials are used by all stores and help ensure a consistently high level of customer service

All store managers are required to be trained diamontologists, so as to provide expert knowledge to customers

The US division employs over 5,000 trained diamontologists

Measurable daily store standards provide staff with clear performance targets

Each store receives a monthly customer experience report helping to identify opportunities to improve customer service

#### **Merchandising**

*Offering the consumer greater value and selection*

Leading supply chain capability among middle market specialty jewelers provides better value to the customer

Each store is merchandised on an individual basis so as to provide appropriate selection

Highly responsive demand-driven merchandise systems enable swifter response to changes in customer behaviour

24 hour re-supply capability means the item wanted by the customer is more likely to be in stock

#### **Marketing**

*Leading brands in middle market sector*

Largest marketing budget in specialty jewelry sector allowing more advertisement impressions than competitors

Kay and Jared are able to achieve leverage through national television advertising

A proprietry marketing database of over 25 million names provides significant opportunities for customer relationship marketing

#### **Real estate**

*Well designed stores in primary locations with high visibility and traffic flows*

The consistent application over time of strict real estate criteria has resulted in a high-quality store base

Well tested formats and locations reduce the risk of investing in new stores

The Group's high store productivity and financial strength make Signet an attractive tenant for landlords

**Credit operations**

*Ability to facilitate customer transactions*

About 50% of sales utilize in-house credit

Dedicated, proprietary scoring cards more accurately reflect Signet's customer than a typical third party scorecard

Manage credit in the context of our business rather than by a third party's priorities



**Table of Contents****US BRAND REVIEWS**

Location of Kay, Jared and Regional stores by state January 31, 2009

	<b>Fiscal 2010 Planned</b>	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007<sup>(1)</sup></b>
Total opened during the year	c.15	<b>77</b>	108	104
Kay	c.6	<b>57<sup>(2)</sup></b>	68	58
Jared	c.8	<b>17</b>	19	25
Regional brands	c.1	<b>3</b>	21	21
Total closed during the year	c.(75)	<b>(75)</b>	(17)	(17)
Kay	c.(18)	<b>(25)</b>	(6)	(7)
Jared				
Regional brands	c.(57)	<b>(50)<sup>(2)</sup></b>	(11)	(10)
Total open at the end of the year	c.1,342	<b>1,401</b>	1,399	1,308
Kay	c.914	<b>926</b>	894	832
Jared	c.179	<b>171</b>	154	135
Regional brands	c.248	<b>304</b>	351	341
Average sales per store in thousands <sup>(3)</sup>		<b>\$ 1,788</b>	\$ 1,996	\$ 2,089
Kay		<b>\$ 1,536</b>	\$ 1,710	\$ 1,815
Jared		<b>\$ 4,491</b>	\$ 5,341	\$ 5,676
Regional brands		<b>\$ 1,160</b>	\$ 1,344	\$ 1,517
(Decrease)/increase in net new store space	<b>(1)%</b>	<b>4%</b>	10%	11%
Percentage (decrease)/increase in same store sales		<b>(9.7)%</b>	(1.7)%	6.2%

(1) 53 week year.

(2) Includes 14 regional stores rebranded as Kay.

(3) Based only upon stores operated for the full financial year.

**Table of Contents****KAY JEWELERS**

Kay operated 926 stores in 50 states at January 31, 2009 (February 2, 2008: 894 stores). Since fiscal 2005 Kay has been the largest specialty retail jewelry brand in the US, based on sales, and has subsequently increased its leadership position. Kay targets households with an income of between \$35,000 and \$100,000. Such households account for about 40% of US jewelry expenditure. Details of Kay's performance over the last five years is given below:

	Fiscal 2009	Fiscal 2008	Fiscal 2007 <sup>(1)</sup>	Fiscal 2006	Fiscal 2005
Sales (million)	\$ 1,439.1	\$ 1,489.6	\$ 1,486.7	\$ 1,290.1	\$ 1,174.4
Stores at year end	926	894	832	781	742

(1) 53 week year

Kay sales were \$1,439.1 million during fiscal 2009 (fiscal 2008: \$1,489.6 million). The decline in sales was due to an 11% decline in the number of transactions partly offset by an increase in the average retail price of merchandise sold to \$331 (fiscal 2008: \$327), reflecting the price increases implemented during February and March 2008. During fiscal 2009 the number of Kay stores rose by 32 to 926. The Kay website was enhanced further and e-commerce sales increased significantly during fiscal 2009 but remain small in the context of the brand.

**Real estate**

Kay stores have historically been located in enclosed regional malls. Since 2002, new formats have been developed for locations outside of traditional malls, because management believes these alternative locations present an opportunity to reach new customers who are aware of the brand but have no convenient access to a store, or for customers who prefer not to shop in an enclosed mall. Such stores further leverage the strong Kay brand, marketing support and the central overhead. In addition, nearly all current retail developments undertaken in recent years by investors are in formats other than enclosed regional malls.

Recent net openings, current composition and planned openings in fiscal 2010 are shown below:

**Stores**

	Expected net change fiscal 2010	Stores at January 31, 2009	Net openings				
			Fiscal 2009	Fiscal 2008	Fiscal 2007 <sup>(1)</sup>	Fiscal 2006	Fiscal 2005
Enclosed mall	(10)	795	6 <sup>(2)</sup>	17	26	25	15
Off-mall	(2)	113	18	40	21	14	10
Outlet		18	8	5	4		
Total	(12)	926	32	62	51	39	25

(1) 53 week year

(2) Includes 14 regional stores rebranded as Kay.

**Table of Contents****JARED THE GALLERIA OF JEWELRY**

Jared is the leading off-mall destination specialty retail jewelry chain in its sector of the market, based on sales, with 171 stores as at January 31, 2009 (February 2, 2008: 154). The first Jared store was opened in 1993, and since its roll-out began in 1998 it has grown to become the fourth largest US specialty retail jewelry brand by sales. Each Jared is equivalent in size to about four of the division's mall stores, meaning that Jared, in space terms, is equivalent to nearly 700 mall stores. Its main competitors are independent operators. The next two largest such chains with some 23 and 20 stores respectively entered Chapter 11 proceedings in January 2009. Details of Jared's performance over the last five years are given below:

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal<sup>(1)</sup> 2007</b>	<b>Fiscal 2006</b>	<b>Fiscal 2005</b>
Sales (million)	<b>\$ 726.2</b>	<b>\$ 756.4</b>	<b>\$ 664.4</b>	<b>\$ 534.2</b>	<b>\$ 415.0</b>
Stores at year end	<b>171</b>	154	135	110	93

(1) 53 week year

Jared targets an under-served sector at the upper end of the middle market. This customer is more mature and has a higher income than that of Signet's US mall store customer. An important distinction of a destination store is that the potential customer visits the store with a greater intention of making a jewelry purchase, whereas in a mall there is a possibility that the potential shopper is undecided about the product category in which they will ultimately make a purchase.

The average retail price of merchandise sold in Jared stores during fiscal 2009, excluding a new charm bracelet launched in some stores, was \$764 (fiscal 2008: \$747), which was more than double that of a Signet US mall store. Jared targets households with an annual income of between \$50,000 and \$150,000. Such households account for about 50% of US jewelry expenditure.

Jared sales were \$726.2 million during fiscal 2009 (fiscal 2008: \$756.4 million). In the fourth quarter the Jared consumer was more adversely impacted by the economic environment than the division's mall customers. The portfolio of stores increased by 17 to 171, and the Jared website became transactional during fiscal 2009. Management plans to open eight Jared stores in fiscal 2010 and this format continues to account for the majority of the division's new store space.

A key point of differentiation, compared to a typical mall store, is Jared's higher quality of customer service. As a result of its larger size, more specialist staff are available and additional in-depth selling methodologies may be used, such as the "white glove" presentation of timepieces.

Every Jared store has an on-site design and repair workshop where most repairs are completed within one hour. The center also mounts loose diamonds in settings and provides a custom design service when required. Each store also has at least one diamond viewing room, a children's play area and complimentary refreshments.

**Real estate**

The typical Jared store has about 4,900 square feet of selling space and 6,100 square feet of total space. Jared locations are normally free-standing sites in shopping developments with high visibility and traffic flow, and positioned close to major roads. The retail centers in which Jared stores operate, normally contain strong retail co-tenants, including other category killer destination stores such as Barnes & Noble, Best Buy, Home Depot and Bed, Bath & Beyond, as well as some smaller specialty units.

**Table of Contents****US REGIONAL BRANDS**

Signet also operates mall stores under a variety of established regional trading names. The leading brands include JB Robinson Jewelers, Marks & Morgan Jewelers and Belden Jewelers. Nearly all of these stores are located in malls where there is also a Kay store and target a similar customer. As the average sales per store of these stores is less than that of the Kay chain, and they do not have the leverage of national TV advertising, regional brand stores are more likely to be closed than Kay stores. Details of regional brands performance over the last five years are given below:

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal<sup>(1)</sup> 2007</b>	<b>Fiscal 2006</b>	<b>Fiscal 2005</b>
Sales (million)	<b>\$ 370.8</b>	\$ 459.7	\$ 501.0	\$ 484.5	\$ 471.1
Stores at year end	<b>304</b>	351	341	330	321

(1) 53 week year

At January 31, 2009, 304 regional brand stores operated in 37 states (February 2, 2008: 351 stores in 37 states) and sales for fiscal 2009 were \$370.8 million (fiscal 2008: \$459.7 million). The average retail price of merchandise sold in a regional store during fiscal 2009 was \$346 (fiscal 2008: \$343). Management plans to reduce the number of regional brand stores by about 57 in fiscal 2010.

**Real estate**

The location of regional brand stores within a mall is similar to that of a Kay store, and consideration is given to changing a regional brand store to Kay where the overall return on capital employed, including any resulting impact on other stores operated by the US division, may be increased. In fiscal 2009, 14 regionally branded stores were converted to the Kay format. New regional chain stores are opened only if real estate satisfying the US division's investment criteria becomes available in their respective trading areas where marketing support can be cost effective.

**US FUNCTIONAL REVIEWS****Operating structure**

While the US division operates under 12 different brands, many functions are integrated to gain economies of scale. For example, store operations have a separate dedicated field management team for the mall brands, Jared and the in-store repair function, while there is a combined diamond sourcing function.

**US CUSTOMER SERVICE AND HUMAN RESOURCES****Introduction**

In specialty jewelry retailing, the level and quality of customer service is a key competitive factor as nearly every in-store transaction involves the sales associate taking a piece of jewelry or a watch out of a display case and presenting it to the potential customer. Therefore the ability to recruit, train and retain suitably qualified sales staff is important in determining sales, profitability and the rate of net store space growth. Consequently the US division has in place comprehensive recruitment, training and incentive programs and uses employee attitude and customer satisfaction surveys. A continual priority of the US division is to improve the quality of customer experiences in its existing stores, while providing sufficient staff that are well trained and with suitable experience to run the new stores being opened.

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During fiscal 2009, training focused on product knowledge and developing selling skills appropriate for the more challenging market place. Enhanced in-store technology reduced administrative burdens and improved efficiency of store, district and regional management. Benefits were seen in compliance monitoring, store feedback and the ability to identify store and divisional level opportunities to enhance training. Further improvements to repair services, an important driver of footfall and customer confidence, were also implemented. Reflecting lower sales volumes, store staff hours were reduced, and divisional head office staffing levels were decreased through attrition.

During fiscal 2010, training sales staff on product knowledge and developing selling skills appropriate for the more challenging marketplace will remain a priority. Focus will also be on increasing the efficiency of in-store execution and aligning store staff hours to sales volume, subject to minimum staffing levels. In addition, at the start of fiscal 2010 a further reduction in staffing levels at the divisional head office was implemented.

**US MERCHANDISING AND PURCHASING****Introduction**

Management believes that merchandise selection, availability, and value for money are critical factors to success for a specialty retail jeweler. In the US business, the range of merchandise offered and the high level of inventory availability are supported centrally by extensive and continuous research and testing. Best-selling products are identified and replenished rapidly through analysis of sales by a stock keeping unit. This approach enables the US division to deliver a focused assortment of merchandise to maximize sales and inventory turn, and minimize the need for discounting. Management believes that the US division is better able than its competitors to offer greater value and consistency of merchandise, due to its supply chain advantages.

**Average unit selling price (\$)**

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007</b>	<b>Fiscal 2006</b>	<b>Fiscal 2005</b>
Kay	<b>331</b>	327	317	305	282
Jared	<b>714</b>	747	719	697	644
Regionals	<b>346</b>	343	332	324	304

The average unit selling price was flat in fiscal 2009 compared to fiscal 2008. During the first nine months of fiscal 2009, the increase was 7% (mall brands up by 7% and Jared up by 5%), reflecting the price increases implemented in the first quarter. However, in the fourth quarter the consumer was seen to be trading down and the average unit selling price decreased by 10% (mall brands down by 7% and Jared down by 4%). The Jared average unit price excludes the impact of the launch of a new charm bracelet range in some stores. While all major merchandise categories were down over the year on a same store basis, the bridal category, which accounts for between 45% and 50% of sales, performed better than average, as did the proprietary Leo diamond range. The US division also successfully launched new, exclusive ranges, such as a specially designed collection by Jane Seymour and merchandise from Le Vian. The US division's merchandising and inventory expertise enabled it to respond promptly to the rapid and substantial changes in customer buying patterns in the fourth quarter, and to realign inventory levels by the end of fiscal 2009.

Management plans to expand the range of exclusive merchandise so as to further differentiate the US division's brands, and to assist in maximizing gross merchandise margin dollars. This latter objective will also be assisted by the US division's expertise and understanding of the industry's supply chain which enable it to take advantage of opportunities as they arise. Management plans to reduce inventory levels by about \$90 million, reflecting the current level of sales. This will be achieved by tight control of buying additional inventory rather than discounting, as the US division's procedures are designed to minimize clearance merchandise.

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### **Inventory management**

Sophisticated inventory management systems for merchandise testing, assortment planning, allocation and replenishment have been developed and implemented, thereby reducing the inventory risk by enabling management to identify and respond quickly to changes in consumers' buying patterns. The majority of merchandise is common to all US division mall stores, with the remainder allocated to reflect demand in individual stores. Management believes that the merchandising and inventory management systems, as well as improvements in the productivity of the centralized distribution center, have allowed the US division to achieve inventory turns at least comparable to those of competitors, even though it has a significantly less mature store base and undertakes more direct sourcing of merchandise.

### **Merchandise mix**

In fiscal 2009, the bridal category accounted for between 45% and 50% of merchandise sold. The table below sets out Signet's US merchandise sales mix as a percentage of sales:

#### **US division merchandise mix (excluding repairs, warranty and other miscellaneous sales)**

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007</b>
	<i>%</i>	<i>%</i>	<i>%</i>
Diamonds and diamond jewelry	<b>75</b>	75	75
Gold jewelry	<b>7</b>	7	7
Other jewelry	<b>11</b>	11	11
Watches	<b>7</b>	7	7

Programs have been developed in conjunction with certain vendors for the provision of branded jewelry merchandise. For example, the Leo Diamond range is sold exclusively by Signet in the US and the UK; the Peerless Diamond, an Ideal Cut diamond with a superior, measured return of light, is only available in Jared stores; and exclusive ranges of Le Vian jewelry, a prestigious fashion jewelry brand with a 500 year history, are sold in all US mall and Jared stores. During fiscal 2009, a range of jewelry designed by the actress and artist Jane Seymour was successfully launched. Management believes that the US division's merchandising process, market share and relationship with suppliers position the business as a very attractive partner to develop branded initiatives. Between 10% and 15% of sales in fiscal 2009 were from products exclusive to the US division.

### **Other sales**

While the design and repair service represents less than 10% of sales, it accounts for approximately 30% of transactions and has been identified by management as an important opportunity to build consumers' trust in the division. All Jared stores have a highly visible jewelry workshop, which is open the same hours as the store. The workshops meet the repair requirements of the store in which they are located as well as carrying out work for the US division's mall brand stores. As a result, nearly all customer repairs are carried out by the US division's own staff, unlike most other chain jewelers which carry out repairs through sub-contractors. The design and repair service has its own field management and training structure.

For over ten years, the US division has sold a lifetime repair warranty for jewelry. The warranty covers services such as ring sizing, refinishing and polishing, rhodium plating white gold, earring repair, chain soldering and the resetting of diamonds and gemstones that arise due to the normal usage of the merchandise. This work is carried out in-house. Warranties account for less than 10% of sales.

### **Direct sourcing of polished diamonds**

Management believes that the US division has a competitive cost and quality advantage because about 43% of diamond merchandise sold is sourced through contract manufacturing. This involves Signet purchasing loose

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polished diamonds on the world markets and outsourcing the casting, assembly and finishing operations to third parties. By using this approach the cost of merchandise is reduced, enabling the US division to provide better value to the consumer, which helps to increase market share and achieve higher gross margins. Contract manufacturing is generally utilized on basic items with proven, non-volatile, historical sales patterns that represent a lower risk of purchasing more or fewer than required.

The contract manufacturing strategy also allows the buyers to gain a detailed understanding of the manufacturing cost structure and improves the prospects of negotiating better prices for the supply of finished products.

### **Rough diamond initiative**

In fiscal 2006, a multi-year trial involving the purchase and contract cutting and polishing of rough diamonds was commenced by the Group to supply the US division. In the third quarter of fiscal 2009, given the current economic environment, the initiative was discontinued.

### **Sourcing of complete merchandise**

Merchandise is also purchased complete as a finished product where the complexity of the product is great, the merchandise is considered likely to have a less predictable sales pattern or where cost can be reduced. This strategy provides the opportunity to reserve inventory held by vendors and to make supplier returns or exchanges, thereby reducing the risk of purchasing more or fewer than required.

### **Merchandise held on consignment**

Merchandise held on consignment is used to enhance product selection and test new designs. This minimizes exposure to changes in fashion trends and obsolescence and provides the flexibility to return non-performing merchandise. At January 31, 2009, the US division held approximately \$202 million (February 2, 2008: \$221 million) of merchandise on consignment (see Note 11, included in Item 18 Financial Statements on page 136).

### **Suppliers**

In fiscal 2009, the five largest suppliers collectively accounted for approximately 22% (fiscal 2008: 20%) of the US division's total purchases, with the largest supplier accounting for approximately 8% (fiscal 2008: 7%). The US division's supply chain has become increasingly integrated on a worldwide basis, with diamond cutting and jewelry manufacturing being predominantly carried out in Asia, with little of the US division's merchandise now being manufactured in the US.

The division benefits from close commercial relationships with a number of suppliers and damage to, or loss of, any of these relationships could have a detrimental effect on results. Although management believes that alternative sources of supply are available, the abrupt loss or disruption of any significant supplier during the three month period (August to October) leading up to the Christmas season could result in a material adverse effect on performance. Therefore a regular dialogue is maintained with suppliers, particularly in the present economic climate.

The luxury and prestige watch manufacturers and distributors normally grant agencies to sell their ranges on a store by store basis. The watch brands that are sold at Jared stores help attract customers and build sales in all categories.

### **Raw materials and the supply chain**

The jewelry industry generally is affected by fluctuations in the price and supply of diamonds, gold and, to a much lesser extent, other precious and semi-precious metals and stones.

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The ability of the Group to increase retail prices to reflect higher commodity costs varies and an inability to increase retail prices could result in lower profitability. Historically jewelry retailers have been able, over time, to increase prices to reflect changes in commodity costs. However, particularly sharp increases and volatility in commodity costs usually result in a time lag before increased commodity costs are fully reflected in retail prices. The price of gold has increased significantly in recent years and although there was little change between the price at the beginning and end of fiscal 2009, it was very volatile during the year. Consequently, the US division's cost of gold increased during fiscal 2009 due to the use of average cost of inventory methodology, the slow inventory turn and the benefit of the Group's hedging activities unwinding. Diamonds in the qualities and sizes the Group buys have seen little inflation in fiscal 2009.

In early fiscal 2009, the US division implemented a wide range of price increases to reflect higher commodity costs. Management also seeks to partly offset increases in commodity costs by improving the efficiency of its supply chain.

The Group undertakes some hedging of its requirement for gold, which accounts for approximately 20% of the US division's cost of goods sold, through the use of options, forward contracts and commodity purchasing. It does not hedge against fluctuations in the cost of diamonds which account for about 55% of the US division's cost of goods sold. The cost of raw materials is only part of the costs involved in determining the retail selling price of jewelry, with labor costs also being a significant factor.

Diamonds and diamond jewelry are the largest product category sold by the Group. The supply and price of diamonds in the principal world markets are significantly influenced by a single entity, De Beers, through its subsidiary, the Diamond Trading Company, whose share of the diamond supply chain however, has been decreasing. Significant changes in the diamond supply chain in recent years have also resulted from changes in government policy in a number of diamond producing countries in Africa. In addition, the sharp downturn in worldwide demand for diamonds reflecting the challenging economic environment may result in further significant changes in the supply chain.

## **US MARKETING AND ADVERTISING**

### **Introduction**

Management believes customers' confidence in the retailer and store brand name recognition are important factors in determining buying decisions in the specialty jewelry sector because the majority of merchandise is unbranded. Therefore the US division continues to strengthen and promote its reputation by aiming to deliver superior customer service and build name recognition. The marketing channels used include television, radio, print, catalog, direct mail, telephone marketing, point of sale signage, in-store displays and the internet. In addition, promotional activity is also undertaken. Marketing activities are carefully tested and their success monitored by methods such as market research.

While marketing activities are undertaken throughout the year, the level of activity is concentrated at periods when customers are expected to be most receptive to marketing messages, which is before Christmas, Valentine's Day and Mother's Day. A significant majority of the marketing expenditure is on national television advertising and its cost is leveraged over time as the number of stores increases.

Statistical and technology-based systems are employed to support a customer marketing program that uses a proprietary database of over 25 million names to strengthen the relationship with customers through mail, telephone and email communications. The program targets current customers with special savings and merchandise offers during key trading periods. In addition, invitations to special in-store promotional events are extended throughout the year.

Historically, generic marketing activity undertaken by De Beers in the US to promote diamonds and diamond jewelry designs was important in influencing the size of the total jewelry market and the popularity of particular styles of jewelry. With the significant reduction by De Beers of its promotional expenditure on diamonds and diamond jewelry, management believes that marketing carried out by specialty jewelry retailers



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will become more important. Given the size of the marketing budgets for Kay and Jared, management believes this may increase the US division's competitive marketing advantage. The US division's five year record of gross advertising spend is given below:

	Fiscal 2009	Fiscal 2008	Fiscal 2007 <sup>(1)</sup>	Fiscal 2006	Fiscal 2005
Gross advertising spend (million)	\$ 188.4	\$ 204.0	\$ 184.5	\$ 152.8	\$ 135.5

(1) 53 week year

To reflect lower anticipated sales levels, marketing expenditure was concentrated on the most productive channels and brands in fiscal 2009. As a result of the unexpected sharp decline in fourth quarter sales, the ratio of gross advertising spend to sales during fiscal 2009 was again above planned levels at 7.4% (fiscal 2008: 7.5%). Dollar gross marketing expenditure decreased by 7.6% to \$188.4 million (fiscal 2008: \$204.0 million). Marketing efforts were focused on national television advertising for Kay and Jared, resulting in their share of voice growing. In addition, the promotional cadence was increased, particularly during the fourth quarter. In the third quarter an e-commerce capability was added to the Jared website.

As part of a meaningful cost reduction program in fiscal 2010, expenditure on marketing is planned to be reduced further. While the focus will continue to be on supporting both the Kay and Jared brands on national television, the expenditure on Kay will be reduced while that of Jared is expected to be broadly maintained. This reflects Kay's well established status as an industry leading brand, whereas Jared's brand awareness has greater potential to grow further. Radio advertising will be reduced.

**US REAL ESTATE**

Given the deteriorating environment, and the Group's strict investment criteria, action was taken in early fiscal 2009 to sharply slow the rate of net store space growth. This was achieved by reducing the number of stores opened and increasing store closures as leases expired, see page 18. Net store space in fiscal 2009 increased by a little under 4% (fiscal 2008: 10%), see table on page 41 for details. Capital expenditure in new and existing stores was \$56 million (fiscal 2008: \$88 million). Working capital investment, that is inventory and receivables, associated with space growth was \$67 million (fiscal 2008: \$119 million). In fiscal 2010 capital expenditure in new and existing stores is planned to be about \$23 million, with about \$29 million of working capital investment associated with additional space.

Recent and planned investment in the store portfolio is set out below:

	Fiscal 2010 Planned \$m	Fiscal 2009 \$m	Fiscal 2008 \$m	Fiscal 2007 <sup>(1)</sup> \$m
New store fixed capital investment	c.15	39.0	60.1	57.3
Other store fixed capital investment	c.8	17.3	28.0	29.9
Total store fixed capital investment	c.23	56.3	88.1	87.2
Working capital investment in new stores	c.29	66.5	118.8	119.4

(1) 53 week year

**US CREDIT OPERATIONS****Introduction**

In the US jewelry market it is necessary for specialty retailers to offer credit facilities to the consumer. Management regards the provision of an in-house credit program, rather than one provided by a third party, as a competitive advantage for a number of reasons:

the credit policies are decided by the US division's management taking into account the overall impact on the business rather than by a third party whose priorities may conflict with those of the division;

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authorization and collection models are based on the behavior of the division's consumers;

it allows management to establish and implement customer service standards appropriate for the business;

it provides a database of regular customers and their spending patterns;

investment in systems and management of credit offerings appropriate for the business can be facilitated; and

it maximizes cost effectiveness by utilizing in-house capability.

Furthermore the various credit programs help to establish long term relationships with customers and complement the marketing strategy by enabling a greater number of purchases, higher units per transaction and greater value sales.

In addition to interest bearing accounts, a significant proportion of credit sales are made using interest-free financing for one year or less, subject to certain conditions. In most US states customers are offered optional third party credit insurance.

**Credit administration**

Authorizations and collections are performed centrally at the US head office, rather than in each individual store. The majority of credit applications are processed and approved automatically after being initiated via in-store terminals, through a toll-free phone number or on-line through the US division's websites. All applications are evaluated by the scoring of credit data and using data obtained through third party credit bureaus. Collection procedures use risk-based calling and first call resolution strategies.

Since credit authorization and collection systems were centralized in 1994 the credit terms offered to customers have been little changed.

The net bad debt charge at 4.9% of total sales during fiscal 2009 (fiscal 2008: 3.4%) was well above the tight range of the past ten years. The increase in net bad debt was partially offset by higher income from the receivables portfolio. Credit participation increased somewhat to 53.2% during fiscal 2009 (fiscal 2008: 52.6%), reflecting a higher level of applications offset by a significant increase in the level of credit applications rejected. The fall in credit acceptance rates followed management action to reduce exposure to particular customer attribute groups and a lower proportion of customers satisfying the US division's credit requirements.

**Full year receivables performance**

	Fiscal 2009	Fiscal 2008	Fiscal 2007	Fiscal 2006	Fiscal 2005	Fiscal 2004	Fiscal 2003	Fiscal 2002	Fiscal 2001	Fiscal 2000	Fiscal 1999
Net bad debt to credit sales (%)	9.2	6.5	5.3	5.8	5.5	5.5	5.8	6.2	6.6	5.8	6.2
Average monthly collection rate (%)	13.1	13.9	14.6	14.5	14.8	14.8	14.5	13.9	13.9	14.0	13.9

The US division continued to apply its established credit standards, while monitoring the performance of the receivables very closely. As a result, a number of customer attributes were identified where the risk/reward profile for lending was no longer economic. Therefore at various times during the year the granting of credit to those customers ceased. This, together with the deterioration in consumers' financial position caused a material increase in the percentage of credit applications rejected. An independent consultant reviewed the performance and procedures of the US division in the first half of fiscal 2009 and suggested some incremental improvements to the collection strategies. In response to the increased credit risk among US consumers, the staffing levels in relation to the outstanding balances within the credit collection function were increased and enhanced systems and software were introduced to increase the sophistication of the collection strategies.

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As at January 31, 2009, the gross US receivables stood at \$886.1 million (February 2, 2008: \$900.6 million). There was a bad debt allowance of \$69.5 million at the fiscal 2009 year end (fiscal 2008: \$60.4 million). The average level of gross receivables during fiscal 2009 was \$840.5 million (fiscal 2008: \$795.4 million).

**Credit portfolio statistics**

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007</b>
Opening receivables (million)	<b>\$900.6</b>	\$828.8	\$721.3
Credit sales (million)	<b>\$1,349.2</b>	\$1,422.4	\$1,372.1
Closing receivables (million)	<b>\$886.1</b>	\$900.6	\$828.8
Credit sales as % of total sales	<b>53.2%</b>	52.6%	51.7%
Number of active credit accounts at year end	<b>893,740</b>	940,069	896,289
Average outstanding account balance	<b>\$1,028</b>	\$997	\$957
Average monthly collection rates	<b>13.1%</b>	13.9%	14.6%
Net bad debt to total sales	<b>4.9%</b>	3.4%	2.8%
Net bad debt to credit sales	<b>9.2%</b>	6.5%	5.3%
Period end bad debt allowance to period end receivables	<b>7.8%</b>	6.7%	6.0%

In fiscal 2010, the US division will continue to apply its established credit standards, monitor the performance of receivables very closely and cease to lend to customers where it has become uneconomical to do so. New score cards, lending requirements, information technology, systems support and collection strategies are being implemented. However, management believes that consumers' financial positions may continue to deteriorate which may lead to a further increase in the net bad debt ratio, although this may be somewhat offset by increased income from the credit portfolio.

**Third party credit sales**

In addition to in-house credit sales, the US stores accept major credit cards. Third party credit sales are treated as cash sales and accounted for approximately 38% (fiscal 2008: 39%) of total US sales during fiscal 2009.

**US MANAGEMENT TOOLS AND COMMUNICATIONS**

The US division's integrated and comprehensive information systems provide detailed, timely information to monitor and evaluate many aspects of the business. They are designed to support financial reporting and management control functions such as merchandise testing, loss prevention and inventory control, as well as reduce the time sales staff spend on administrative tasks and increase time spent on sales activities.

All stores are supported by the internally developed Store Information System, which includes electronic point of sale ( EPOS ) processing, in-house credit authorization and support, a district manager information system and constant connectivity for all retail locations for data communications including e-mail. The EPOS system updates sales, in-house credit and perpetual inventory replenishment systems throughout the day for each store. The store communications system was upgraded to broadband during fiscal 2008.

**US REGULATION**

The US division is required to comply with numerous US federal and state laws and regulations covering areas such as consumer protection, consumer privacy, consumer credit, consumer credit insurance, truth in advertising and employment legislation. Management endeavors to monitor changes in these laws to ensure that its practices comply with applicable requirements.

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### **UK DIVISION**

In the following discussion of the UK division, the commentary uses pounds sterling amounts as this reflects the way that the Group is managed and gives greater insight into the UK division's performance as it removes the impact of fluctuations in the US dollar to pounds sterling exchange rate.

#### **UK market**

The UK jewelry market grew at a compound rate of 5.3% per annum from 1997 to 2004. In recent years the market has been variable and declined by 2.2% in 2005, grew by 14.0% in 2006 and by 4.2% in 2007, the last full year for which data is available (source: ONS). ONS figures are subject to frequent, and sometimes large revisions. Data for calendar 2008 is due to be published on March 27, 2009. Per capita spend on jewelry in the UK remains at approximately half of the level of the US.

The growth of the UK jewelry market can also be estimated from the volume of hallmarking of jewelry items containing gold carried out by the Assay Offices in the UK. Hallmarking volumes grew at a compound rate of 2.2% from 1997 to 2004. In the last four years the volume has been variable and declined by 17.7% in 2005, by 14.2% in 2006, by 4.8% in 2007 and by 34.2% in 2008.

#### **Market structure**

The UK market includes specialty retail jewelers and non-specialty jewelry retailers, such as mail order catalogs, catalog showrooms, department stores, supermarkets and internet based retailers. The retail jewelry market is very fragmented and competitive, with a substantial number of independent specialty jewelry retailers. From business directories, management believes there are approximately 7,500 specialty retail jewelry stores in the UK, which is a similar figure to the previous year.

In the middle market H.Samuel competes with a large number of independent jewelers, only one of which has more than 100 stores. Some competition at the lower end of the H.Samuel product range also comes from a catalog showroom operator, discount jewelry retailers and supermarkets, many of whom have more stores than H.Samuel.

In the upper middle market Ernest Jones competes with independent specialty retailers and a limited number of other upper middle market jewelry brands, the largest three of which had 148, 65 and 31 stores respectively at January 31, 2009.

### **UK COMPETITIVE STRENGTHS**

#### **Store operations and human resources**

*The ability of the sales associate to explain the merchandise and its value is essential to most jewelry purchases*

Industry-leading training, with third party accreditation, helps staff provide good customer service

93% of store management have passed the Jewellery Education and Training Course 1 accredited by the National Association of Goldsmiths, demonstrating professionalism of staff

Management trained to support enhanced sales associate development programs and build general management skills

Commission based compensation program developed to improve recruitment and retention of top quality staff

#### **Merchandising**

*Consumer offered greater value and selection*

Leading supply chain capability in the UK jewelry sector, which provides better value to the customer

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Responsive demand-driven merchandise systems to enable swifter response to changes in customer behavior

Scale to offer exclusive products improves differentiation from competitors

24 hour re-supply capability means items wanted by customers are more likely to be in stock

### **Marketing**

*Leading brands in middle market sector*

Ability to leverage brand perception through scale of marketing spend

Leading integrated e-commerce and retail store service within the specialty jewelry sector

Marketing database of over 14 million names enables extensive customer relationship marketing

### **Real estate**

*Well designed stores in primary locations with high visibility and traffic flows*

Strict real estate criteria consistently applied over time has resulted in a high-quality store base

Revised store format, more suited to selling diamonds, fine jewelry and watches

Attractive tenant to landlords

### **UK BRAND REVIEWS**

#### **H.SAMUEL**

H.Samuel accounted for 13% of Group sales in fiscal 2009 (fiscal 2008: 14%), and is the largest specialty retail jewelry brand in the UK with an approximate 5% share of the total jewelry market. It serves the core middle market and its customers typically have an annual household income of between £15,000 and £40,000. The brand has nearly 150 years of jewelry heritage. It sells a broad range of gold and silver jewelry, an increasing proportion of diamond merchandise and a wide selection of watches, including Accurist, Citizen, DKNY, Fossil, Rotary, Seiko and Sekonda. It also sells an increasingly focused range of gifts and collectables such as Nao and Swarovski.

H.Samuel had 352 stores at January 31, 2009 (February 2, 2008: 359) and is represented in nearly all large and most medium sized shopping centers with an increasing focus on larger centers. Since September 2005 it has had an e-commerce capability, [www.hsamuel.co.uk](http://www.hsamuel.co.uk), which is the most visited UK specialty jewelry website (source: Hitwise).

H.Samuel sales were £250.3 million in fiscal 2009 (fiscal 2008: £256.7 million) and e-commerce sales grew strongly but remain small in the context of the division. The average retail price of merchandise sold in H.Samuel was £48 (fiscal 2008: £44), and sales per store decreased to £0.718 million in fiscal 2009 (fiscal 2008: £0.722 million).

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	Fiscal 2009	Fiscal 2008	Fiscal 2007 <sup>(1)</sup>	Fiscal 2006	Fiscal 2005
Sales (million)	£ 250.3	£ 256.7	£ 260.8	£ 256.2	£ 281.5
Stores at year end	352	359	375	386	398



**Table of Contents****H.Samuel store data**

	Fiscal 2009	Fiscal 2008	Fiscal 2007 <sup>(1)</sup>
Number of stores:			
Opened during year	5	1	
Closed during year	(12)	(17)	(11)
Open at end of year	352	359	375
Percentage (decrease)/increase in same store sales	(2.6)%	1.3%	0.7%
Average sales per store in millions (exc. VAT) <sup>(2)</sup>	£ 0.718	£ 0.722	£ 0.695
Average selling price	£48	£44	£42

(1) 53 week year.

(2) Including only stores operated for the full financial year.

Customer service is an increasingly key point of differentiation for H.Samuel and therefore staff training remains a priority. Historically the brand's customers self selected merchandise from window displays and primarily required a cash and wrap service. In 2001 this began to change as a more customer oriented store design was implemented. This is reflected in an increase over time in diamond jewelry and watch sales in the merchandise mix, and a rise in the average selling price.

Merchandising initiatives to increase further the differentiation of H.Samuel stores and to reinforce the brand perception as a specialty jeweler continue.

**H.Samuel merchandise mix (excluding repairs, warranty and other miscellaneous sales)**

	Fiscal 2009 %	Fiscal 2008 %	Fiscal 2007 %
Gold jewelry	30	31	31
Watches	26	25	24
Diamonds and diamond jewelry	22	22	21
Other jewelry	10	10	10
Gifts and other	12	12	14

In fiscal 2009 H.Samuel used television advertising supplemented by advertising in national newspapers and catalog distributions during the Christmas season. For the remainder of the year, a series of themed catalogs displayed in stores, mailed directly to targeted customers and distributed in newspapers were the primary form of marketing.

**Real estate**

In fiscal 2009, 15 refits or resites were completed (fiscal 2008: 16). At January 31, 2009, 251 stores, accounting for 77% of sales, traded in the more customer oriented store design.

Two refits and resites are planned in fiscal 2010. In future, the cost of store refurbishment is expected to reduce significantly as the structural costs of removing window based displays, to create the more customer oriented store design, will not be repeated. In addition, the period of time between store refits is expected to be longer for the customer oriented store format.

H.Samuel has increasingly focused on bigger stores in larger shopping destinations, where it is better able to offer more specialist customer service and a wider range of jewelry and benefit from the more customer oriented format. This reflects the changing shopping patterns of customers. The number of H.Samuel stores in smaller markets has therefore declined as leases expire or suitable real estate transactions became available. Over the last five years there has been a reduction of 46 stores.



**Table of Contents****ERNEST JONES**

Ernest Jones accounted for 11% of Group sales in fiscal 2009 (fiscal 2008: 12%), and is the second largest specialty retail jewelry brand in the UK with an approximate 4% share of the total jewelry market. It serves the upper middle market and its customers typically have an annual household income of between £30,000 and £50,000. It sells a broad range of diamond and gold jewelry as well as prestige watches such as Breitling, Cartier, Longines, Omega, Rado, Raymond Weil, Rolex and Tag Heuer. It also sells contemporary fashion watches such as Burberry, DKNY, Emporio Armani, Gucci, Hugo Boss and a range of traditional watches including Accurist, Rotary, Seiko and Tissot.

Ernest Jones had 206 stores at January 31, 2009 (February 2, 2008: 204) and is represented in nearly all large shopping centers. Since September 2006, Ernest Jones has had an e-commerce capability, www.ernestjones.co.uk, which is the second most visited UK specialty jewelry website (source: Hitwise).

Where local market size and merchandise considerations allow, a two-site strategy is followed using the Leslie Davis trading name. While having a similar customer profile to Ernest Jones, Leslie Davis is differentiated by a greater emphasis on fashion brands and the store design. There were 15 Leslie Davis stores at January 31, 2009 (February 2, 2008: 16).

Ernest Jones sales were £208.3 million in fiscal 2009 (fiscal 2008: £219.4 million), with e-commerce showing good growth. Sales per store in fiscal 2009 were £1.047 million (fiscal 2008: £1.105 million) and the average selling price was £202 (fiscal 2008: £180).

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007<sup>(1)</sup></b>	<b>Fiscal 2006</b>	<b>Fiscal 2005</b>
Sales (million)	<b>£ 208.3</b>	£ 219.4	£ 217.6	£ 208.5	£ 220.7
Stores at year end	<b>206</b>	204	206	207	204

**Ernest Jones store data<sup>(2)</sup>**

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007<sup>(1)</sup></b>
Number of stores:			
Opened during year	<b>5</b>		1
Closed during year	<b>(3)</b>	(2)	(2)
Open at end of year	<b>206</b>	204	206
Percentage (decrease)/increase in same store sales	<b>(4.0)%</b>	2.9%	1.7%
Average sales per store in millions (exc. VAT) <sup>(3)</sup>	<b>£ 1.047</b>	£ 1.105	£ 1.079
Average selling price	<b>£202</b>	£180	£163

(1) 53 week year.

(2) Including Leslie Davis stores.

(3) Including only stores operated for the full financial year.

During fiscal 2009 an enhanced store design, which had been successfully tested in fiscal 2008, was rolled out to 36 stores (including new stores). An increased emphasis was placed on customer relationship marketing. The quality of staff training was further improved, with over 47% of Ernest Jones staff having gained an externally recognized jewelry industry qualification.

Watch participation in the merchandise mix increased to 35% and Ernest Jones continues to develop its relationships with the leading watch distributors. Diamond jewelry sales declined to 33%.

**Table of Contents****Ernest Jones merchandise mix (excluding repairs, warranty and other miscellaneous sales)**

	Fiscal 2009 %	Fiscal 2008 %	Fiscal 2007 %
Gold jewelry	25	25	25
Watches	35	33	31
Diamonds and diamond jewelry	33	34	35
Other jewelry	5	6	6
Gifts and other	2	2	3
<b>Real estate</b>			

During fiscal 2009, 31 refits and resites were completed, including two Leslie Davis stores (fiscal 2008: 11 refits and resites were completed, including three Leslie Davis stores). At January 31, 2009, 82 stores, accounting for 47% of sales, traded in the more customer oriented format (February 2, 2008: 48). 15 refits and resites are planned for fiscal 2010.

The number of Ernest Jones stores has been broadly stable over the last five years. While further locations will be added depending on the availability of both suitable sites and prestige watch agencies, store numbers are expected to be little changed.

**UK FUNCTIONAL REVIEWS****UK CUSTOMER SERVICE AND HUMAN RESOURCES****Introduction**

Management regards customer service as an essential element in the success of its business, and the division's scale enables it to invest in industry-leading training. The Signet Jewellery Academy, a multi-year program and framework for training and developing standards of capability, is operated for all store staff. It utilizes a training system developed by the division called the "Amazing Customer Experience" (ACE).

In fiscal 2009, the UK division continued to implement its ACE, store manager and head office training programs. An ACE Index customer feedback survey, which management believes gives a more accurate reflection of customers' experiences, was implemented.

The UK divisional head office staff numbers were reduced in early fiscal 2010 as part of a cost reduction program. Store staff hours continued to be flexed, where possible, to reflect sales volumes. Training remains a priority to improve sales staff's product knowledge and selling skills.

**UK MERCHANDISING AND PURCHASING****Introduction**

Management believes that the UK division's leading position in the UK jewelry sector is an advantage when sourcing merchandise, enabling delivery of better value to the customer. An example of this is its capacity to contract with jewelry manufacturers to assemble products, utilizing directly sourced gold and diamonds. In addition, the UK division has the scale to utilize sophisticated merchandising systems to test, track, forecast and respond to consumer preferences.

The UK division sells an extensive range of merchandise including gold and silver jewelry, watches, diamond and gemstone set jewelry and gifts. As with other UK specialty retail jewelers, most jewelry sold is 9 carat gold, although sales of platinum have been increasing.

**Table of Contents****UK division merchandise mix (excluding repairs, warranty and other miscellaneous sales)**

	Fiscal 2009 %	Fiscal 2008 %	Fiscal 2007 %
Diamonds and diamond jewelry	27	28	28
Gold jewelry	28	28	28
Watches	30	29	28
Other jewelry	7	8	8
Gifts and other	8	7	8

The average unit selling price increased by 9% in fiscal 2009, reflecting price increases implemented in late fiscal 2008 and early fiscal 2009 and merchandise mix changes. The consumer was more cautious in the fourth quarter, with the average unit selling price in the first nine months having been up by 12% over the comparable period and up by only 4% in the fourth quarter. The watch category outperformed, particularly the prestige ranges in Ernest Jones. The key volume lines were increased and performed well. Good inventory management procedures and a better than expected performance in January 2009, resulted in inventories being at their planned level at the year end.

In fiscal 2010, further price increases have been implemented reflecting higher merchandise costs. Key volume lines are expected to be expanded further and management plans to improve the focus of the merchandise selection. It is anticipated that inventory will be reduced by about £10 million.

**Suppliers**

Merchandise is purchased from a range of suppliers and manufacturers and economies of scale and buying power continued to be achieved by combining the purchases of H.Samuel and Ernest Jones. In fiscal 2009 the five largest of these suppliers (four watch and one jewelry) together accounted for approximately 30% of total UK division purchases, with the largest accounting for just over 7%. Only a small percentage of merchandise is purchased on consignment (see note 11, included in Item 18 Financial Statements on page 136).

**Direct sourcing**

The UK division employs contract manufacturers for approximately 26% of the diamond merchandise sold, thereby achieving cost savings. Some 19% of the UK business gold jewelry is manufactured on a contract basis through a buying office in Vicenza, Italy.

**Raw materials**

Fine gold and loose diamonds account for about 18% and 13% respectively of the merchandise cost of goods sold. The cost of these are determined by international markets and the US dollar to pound sterling exchange rate. Other major categories of goods purchased are watches and other non-jewelry items. In total, between 20% to 25% of cost of goods purchased are made in US dollars. The price of fine gold in pounds sterling increased substantially during fiscal 2009 due to the weakness in the pound sterling against the US dollar. This also adversely impacted the cost of diamonds and some other merchandise. To mitigate these higher costs the UK division increased prices.

**Table of Contents****UK MARKETING AND ADVERTISING**

The UK division has strong and well-established brands and leverages them with advertising (television, print and online), catalogs and the development of customer relationship marketing techniques. Few of its competitors have sufficient scale to utilize all these marketing methods successfully. Marketing campaigns are designed to reinforce and develop further the distinct brand identities. The campaigns for both brands aim to expand the overall customer base and improve customer loyalty. The UK division's five year record of gross advertising spend is given below:

	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007<sup>(1)</sup></b>	<b>Fiscal 2006</b>	<b>Fiscal 2005</b>
Gross advertising spend (million)	<b>£ 12.6</b>	£ 14.6	£ 14.6	£ 15.1	£ 15.4

(1) 53 week year

Gross marketing spend was reduced to £12.6 million in fiscal 2009 (fiscal 2008: £14.6 million), a decrease of 13%, the ratio to sales being 2.8% (fiscal 2008: 3.1%). H.Samuel continued to use television advertising in the fourth quarter and also tested customer relationship marketing. For Ernest Jones, expenditure was focused on extending customer relationship marketing, which management believes has proven effective. The e-commerce capabilities of both H.Samuel and Ernest Jones were enhanced during the year.

In fiscal 2010, marketing expenditure is planned to be reduced further with more focused television advertising. There is planned to be an increased emphasis on customer relationship marketing and a continued development of e-commerce.

**UK REAL ESTATE**

Total store capital expenditure was £18.4 million (fiscal 2008: £9.3 million). There was a return to a more normal refit cycle in Ernest Jones following a successful test of a new store design in fiscal 2008 and an increase in store openings because of the completion of major new shopping centers in London, Liverpool and Bristol. At January 31, 2009, 60% of the UK division's stores (February 2, 2008: 50% of stores) were trading in the open consumer oriented format. At the year end there were 352 H.Samuel stores (February 2, 2008: 359) and 206 Ernest Jones stores (February 2, 2008: 204). In fiscal 2010, store fixed capital investment is planned to be about £8 million.

Recent and planned investment in the store portfolio is set out below:

	<b>Fiscal 2010 Planned</b>	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>	<b>Fiscal 2007</b>	
Store refurbishments and relocations	18	<b>46</b>	27	28	
New H.Samuel stores		<b>4</b>	1		
New Ernest Jones stores	1	<b>5</b>		1	
Store fixed capital investment	c.£	£8m	<b>£ 18m</b>	£ 9m	£ 8m

**UK INSURANCE LOSS REPLACEMENT BUSINESS**

While substantially all the UK division's sales are made directly to the consumer, management believes, based on its knowledge of the industry, that Signet is the leading UK jewelry retailer in the insurance loss replacement business. This involves the settlement of insurance claims by product replacement through jewelry stores rather than by cash settlements from the insurance company. A lower gross margin is earned on these transactions than on sales to individual customers. However, the UK division benefits from the resulting higher level of sales, greater customer traffic in the stores and the opportunity to create and build relationships with new customers. Given its nationwide store portfolio, breadth of product range and ability to invest in systems to support the business, the UK division has benefited from insurance companies settling claims in this manner. In fiscal 2009, the proportion of sales generated from the insurance loss replacement business increased slightly.

**Table of Contents****UK CREDIT OPERATIONS**

Following a successful test in early fiscal 2008, the UK division rolled out a third party own-label credit card program in time for the Christmas 2007 trading season. The program continued to grow in fiscal 2009. The roll out was supported by staff training. Drawing on the experience of the US division, the card offers customers a number of different credit options depending on transaction value and customer preference. The card is administered and funded by, and default risk resides with, a third party. The UK division pays a fee for this facility based on a percentage of the transaction value, which varies depending on which credit option is taken by the customer. In fiscal 2009, approximately 4% of the division's sales value was made through one of these credit programs (fiscal 2008: approximately 3%).

Bank credit card sales are treated as cash transactions and accounted for approximately 30% of sales during fiscal 2009 (fiscal 2008: 30%).

**UK MANAGEMENT TOOLS AND COMMUNICATIONS**

EPOS equipment, retail management systems, purchase order management systems and merchandise planning processes are in place to support financial management, inventory planning and control, purchasing, merchandising, replenishment and distribution and can ensure replacement within 24 hours of any merchandise being sold.

A perpetual inventory process allows store managers to check inventory by product category. These systems are designed to assist in the control of shrinkage, fraud prevention, financial analysis of retail operations, merchandising and inventory control.

**UK REGULATION**

Various laws and regulations affect Signet's UK operations. These cover areas such as consumer protection, consumer credit, data protection, health and safety, waste disposal, employment legislation and planning and development standards. Management monitors changes in these laws with a view to ensuring that the Group's practices comply with legal requirements.

**GROUP KEY PERFORMANCE INDICATORS****Historic key performance indicators**

The key performance indicators, set out below, were judged by the Board to be most useful in measuring the effectiveness of management in delivering the Group's former growth strategy and managing the business. In the current extremely challenging market conditions the Board does not believe that the historic key performance indicators, and in particular the related targets, are appropriate in judging the progress of the Group.

<b>Historic key performance indicator</b>	<b>Target over economic cycle</b>	<b>Performance over last 5 years</b>
Change in same store sales	up mid single digits	0.5%
Change in net store space	up 5% to 7%	6.2%
Change in total sales at constant exchange rates <sup>(1)</sup>	up 7% to 10%	4.1%
Change in operating income at constant exchange rates <sup>(1)</sup>	up 7% to 9%	(11.4)%
Return on capital employed, excluding goodwill	over 20%	19.6%

  

	<b>Target in fiscal 2009</b>	<b>Performance in fiscal 2009</b>
Movement in net debt excluding exchange adjustments and issue or purchase of Common Shares	an increase in net debt of between \$40 million and \$80 million	increase of \$72.7 million

(1) See table on page 48 for reconciliation of fiscal 2009 GAAP numbers, and below for definitions.





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### **Key performance indicators for fiscal 2010**

The Board has set the following key performance indicators which reflect market conditions and the Group's focus on risk reduction and cash generation:

Maintenance of gross merchandise margin (see page 41) at a level similar to fiscal 2009;

Cost savings of \$100 million excluding underlying inflation and any change in net bad debt provision;

Reduction in inventory of about \$100 million;

Capital expenditure of about \$55 million; and

Reduction in net debt, excluding exchange adjustment and issue or purchase of Common Shares, of between \$175 million and \$225 million.

### **Other performance data**

While performance data continues to be collected by management for many purposes, including training, performance appraisal of individuals, customer service, employment or environmental monitoring, and supply chain performance, none were selected as key performance indicators.

### **Definition of each historic key performance indicator is given below:**

#### **Same store sales performance**

The change in same store sales is determined by comparison of sales in stores that were open in both the current and the prior year. Sales from stores that have been open for less than 12 months are excluded from the comparison until their 12 month anniversary. Sales from the 12 month anniversary onward are compared against the equivalent prior period sales within the same store sales comparison. Stores closed in the current financial period are included up to the date of closure and the comparative period is correspondingly adjusted. Stores that have been relocated or expanded, but remain within the same local geographic market, are included within the comparison with no adjustment to either the current or comparative period. Stores that have been refurbished are also included within the comparison except for the period when the refurbishment is taking place, when those stores are excluded from the comparison both for the current year and for the comparative period. Comparisons at the divisional level are made in the local currency and consolidated Group comparisons are made at constant exchange rates and exclude the effect of exchange rate movements by recalculating the prior period results as if they had been generated at the weighted average exchange rate for the current period.

#### **Change in net store space**

Net change in store space is the percentage change in store selling space over the prior year measured as at the year end. Store selling space is the area that is open to the consumer and excludes staff rest areas, storage areas and unused space. All stores open on the last day of the financial year are included in the calculation.

#### **Change in total sales at constant exchange rates**

See Principal accounting policies Note 1d Revenue recognition in Item 18 Financial Statements on page 122 for a definition of sales. The Group comparison is made at constant exchange rates and excludes the effect of exchange rate movements by recalculating the prior period results as if they had been generated at the weighted average exchange rate for the current period.



**Table of Contents****Change in net operating income at constant exchange rates**

Net operating income is the total Group sales less cost of sales and administrative expenses, plus other operating income, all at constant exchange rates. Cost of sales and administrative expenses are defined on page 123.

**Return on capital employed ( ROCE )**

ROCE is calculated by dividing the annual operating income by the average monthly capital employed excluding goodwill for that year, expressed as a percentage. Capital employed includes other intangible assets, property, plant and equipment, other non-current receivables, inventories, trade and other receivables; less trade and other payables, deferred income and retirement benefit obligations.

**Movement in net debt excluding exchange adjustments and issue or purchase of Common Shares**

Movement in net debt is defined as the difference between net debt at the end of the period and that at the beginning of the period, excluding exchange adjustments, and the net movement in equity capital (proceeds from issue of shares less purchase of own shares). Net debt is the total of loans, overdrafts and long term debt less cash and cash equivalents.

**C. ORGANIZATIONAL STRUCTURE**

The Company has the following subsidiaries carrying on businesses which principally affect the earnings and assets of the Group. The Group is managed as two geographical operating segments, the US and the UK divisions.

	Principal activity	Country of incorporation or registration	Percentage shareholding
<b>US division</b>			
Sterling Inc.	Retail jeweler	US	100%
Sterling Jewelers Inc.	Retail jeweler	US	100%
Sterling Jewelers LLC	Retail jeweler	US	100%
Signet US Holdings, Inc.	Holding company	US	100%
<b>UK division</b>			
Checkbury Limited	Property holding company	UK	100%
Ernest Jones Limited	Retail jeweler	UK	100%
H.Samuel Limited	Retail jeweler	UK	100%
Leslie Davis Limited	Retail jeweler	UK	100%
Signet Group plc	Holding company	UK	100%
Signet Group Services Limited	Service company	UK	100%
Signet Holdings Limited	Holding company	UK	100%
Signet Trading Limited	Service company	UK	100%

**D. PROPERTY, PLANT AND EQUIPMENT**

Signet attributes great importance to the location and appearance of its stores. Accordingly, in both Signet's US and UK operations, investment decisions on selecting sites and refurbishing stores are made centrally, and strict real estate criteria are applied.

**US property**

Substantially all of Signet's US stores are leased. In addition to a minimum annual rental, the majority of mall stores are also liable to pay turnover related rent based on sales above a specified base level. In fiscal 2009, most of the division's mall stores only made base rental payments. Under the terms of a typical lease, the US business is required to conform and maintain its usage to agreed standards, including meeting required



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advertising expenditure as a percentage of sales, and is responsible for its proportionate share of expenses associated with common area maintenance, utilities and taxes of the mall. The initial term of a mall store lease is generally ten years. Towards the end of a lease, management evaluates whether to renew a lease and refit the store, using the same operational and investment criteria as for a new store. Where management is uncertain whether the location will meet the Group's required return on investment, but the store is profitable, the leases may be renewed for one to three years during which time the store's performance is further evaluated. There are typically about 200 such mall brand stores at any one time. Jared stores are normally opened on 20 year leases with options to extend the lease. Their rents are not turnover related. A refurbishment of a Jared store is normally undertaken every ten years. At January 31, 2009 the average unexpired lease term of US leased premises was six years and about half of leases had terms expiring within five years. The cost of refitting a store is similar to the cost of fitting out a new store which is about \$450,000 for a mall location and about \$900,000 for a Jared store. In fiscal 2010 and fiscal 2011, management expects the level of new store openings and refits to be substantially below recent years (see page 26). The investment will be financed by cash flow from operating activities.

The US division leases 15% of its store locations from Simon Property Group and 14% from General Growth Management, Inc. The division has no other relationship with any lessor relating to 10% or more of its store locations.

During the past five financial years, the US business generally has been successful in renewing its store leases as they expire and has not experienced difficulty in securing suitable locations for its stores. No store lease is individually material to the Group's US operations.

A 340,000 square foot head office and distribution facility is leased in Akron, Ohio. On February 2, 2007 a new 25 year lease was entered into for this facility. On January 1, 2007 a 25 year lease was entered into for a 86,000 square foot office building next door to the head office. Space surplus to the Group's requirements in this building is currently sublet or is available to be sublet. A 19,000 square foot repair center was opened during fiscal 2006 and is owned by the Group. There are no plans for any major capital expenditure related to the head office and distribution facilities.

**UK property**

At January 31, 2009, Signet's UK division traded from seven freehold premises, five premises where the lease had a remaining term in excess of 25 years and 546 other leasehold premises. The division's stores are generally leased under full repairing and insuring leases (equivalent to triple net leases in the US). Wherever possible Signet is shortening the length of new leases that it enters into, or including break clauses in order to improve the flexibility of its lease commitments. At January 31, 2009, the average unexpired lease term of UK premises with lease terms of less than 25 years was six years, and a majority of leases had either break clauses or terms expiring within five years. Rents are usually subject to upward review every five years if market conditions so warrant. An increasing proportion of rents are related to sales of the store, subject to a minimum annual value. For details of assigned leases and sublet premises see page 62.

At the end of the lease period, subject to certain limited exceptions, UK leaseholders generally have statutory rights to enter into a new lease of the premises on negotiated terms. As current leases expire, Signet believes that it will be able to renew leases, if desired, for present store locations or to obtain leases in equivalent or improved locations in the same general area. Signet has not experienced difficulty in securing leases for suitable locations for its UK stores. No store lease is individually material to the Group's UK operations.

A typical H.Samuel store has historically been refurbished every seven years and an Ernest Jones store every ten years. When a store is refurbished it is normally converted to a more customer oriented design. At January 31, 2009, 71% of H.Samuel stores and 40% of Ernest Jones stores traded in the converted format. It is anticipated that by the end of fiscal 2014 nearly all the UK stores will trade in the converted format. The Group is currently reviewing the refurbishment cycle for the converted H.Samuel stores as the customer oriented format

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has proven to have a greater durability than the former design. Once a store has been converted to the customer oriented format the cost of subsequent refurbishments is expected to be less. The investment will be financed by cash from operating activities. The cost of refitting an H. Samuel store is typically about £225,000 and for Ernest Jones is about £300,000.

Signet owns a 255,000 square foot warehouse and distribution center in Birmingham, where certain of the UK division's central administration functions are based as well as e-commerce fulfilment. The remainder are situated in a 36,200 square foot office in Borehamwood, Hertfordshire held on a 15 year lease entered into in 2005. The holding company functions are located in a 7,200 square foot office in central London, on a ten year lease which was entered into in 2005. There are no plans for any major capital expenditure related to offices or the distribution center in the UK.

### **Distribution capacity**

The capacity of the US distribution center was increased in fiscal 2009. As a result of the increased capacity and lower sales volume experienced in fiscal 2009, it is anticipated that there will be sufficient capacity to support medium term sales growth. The UK distribution center has sufficient capacity for the anticipated future requirements of the business.

### ***ITEM 4A. UNRESOLVED STAFF COMMENTS***

Not applicable.

### ***ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS***

The following discussion and analysis of the results of operation and financial condition is based upon the consolidated financial statements of the Group, which are prepared in accordance with accounting principles generally accepted in the United States ( GAAP ). The following information should be read in conjunction with the Group's financial statements and the related notes included in Item 18 of this annual report on Form 20-F. A number of non-GAAP measures are used by management to analyze and manage the performance of the business and a reconciliation to GAAP is provided where this occurs.

#### **A. OPERATING RESULTS**

The key drivers of operating profitability for the Group are the:

rate of sales growth;

achieved gross merchandising margin;

level of cost increases experienced by the Group;

balance between the change in same store sales and sales from new store space; and

movements in the US dollar to pound sterling exchange rate, as about 25% of the Group's sales and incomes are generated in the UK and the Group reports its results in US dollars.

These are discussed more fully below.

#### **Sales**

Sales performance in both the US and UK divisions is driven by the change in same store sales and contribution from net new store space.

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Same store sales are a function of the number of units sold and the average selling price. The average selling price can alter due to changes in the buying patterns of consumers. For example, historically the Group's customers have been purchasing larger, higher quality diamonds, which has lifted the average selling price.

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However, in the current challenging economic environment, the typical consumer has been trading down to smaller, lower quality diamonds. The average selling price is also influenced by changes in the pricing architecture. For example, in early fiscal 2009, price increases were implemented by both the US and UK divisions to reflect the increase in the cost of merchandise, primarily due to the higher cost of gold. Such price increases usually result in an initial reduction in the number of units sold followed by a recovery in volumes, but not to the prior level, all other factors being constant.

A new store typically has sales of about 60% that of a five year old store, and will only contribute to sales for part of the fiscal year in which it is opened. When investing in new space the Group has stringent operating and financial criteria. In the US, the Group had a target of 8% - 10% net new store space growth as management believed that there was considerable opportunity for space growth, especially in off-mall locations. Due to the very challenging economic environment in fiscal 2009, new space growth in the US was reduced to 4%, below the 11% and 10% achieved in fiscal 2007 and fiscal 2008, respectively. In fiscal 2010, it is anticipated that US net space will marginally decrease and net space is unlikely to grow until the economic environment becomes more favorable on a consistent basis and store sales productivity increases. In the UK, a slight decline in space has been typical as the H.Samuel chain withdrew from smaller sized retail markets with limited growth prospects.

**Net change in store space**

	US	UK	Group
Planned fiscal 2010	(1)%	(2)%	(1)%
Fiscal 2009	4%	1%	3%
Fiscal 2008	10%	(4)%	7%
Fiscal 2007	11%	(2)%	8%

In fiscal 2009, total Group sales fell to \$3,344.3 million (fiscal 2008: \$3,665.3 million), down by 8.8% on a reported basis and by 5.7% at constant exchange rates (see table on page 48). Same store sales decreased by 8.2% and net new store space contributed 2.5% to sales. See page 44 for further analysis.

**Gross merchandise margin**

The gross merchandise margin is the difference between the selling price achieved by the Group and the cost of merchandise sold expressed as a percentage of the sales price, and in retail jewelry is above the average for specialty retailers, reflecting the slow inventory turn. Gross merchandise margin dollars is the difference expressed in monetary terms. The trend in gross merchandise margin depends on Signet's pricing policy, movements in the cost of goods sold, changes in sales mix and the direct cost of providing services such as repairs. In early fiscal 2009 the Group increased prices in both the US and the UK.

In general, the gross merchandise margin of gold jewelry is above that of diamond jewelry, whilst that of watches and gift products is normally below that of diamond jewelry. Within the diamond jewelry category, the gross merchandise margin varies depending on the proportion of the merchandise cost accounted for by the value of the diamonds; the greater the proportion, the lower the gross margin. In addition, the gross merchandise margin of a Jared store is slightly below the mall brands, although at maturity the store contribution percentage of a Jared site is similar to that of a mall store. A change in merchandise mix will therefore have an impact on the Group's US and UK division's gross merchandise margin and a change in the proportion of sales from Jared will have an impact on the gross merchandise margin of both the US division and Group. In the US division over recent years to fiscal 2008, the growth of Jared and the increase in sales of higher value diamonds, both of which had been helping to drive same store sales growth, meant that the US gross merchandise margin was expected to show a small decline in most years.

Important factors in determining gross merchandise margin are the cost of polished diamonds and gold. In the US, about 55% of the cost of merchandise sold is accounted for by polished diamonds and about 20% is



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accounted for by gold. In the UK, diamonds and gold account for about 13% and 18% respectively of merchandise sold. The pound sterling to US dollar exchange rate also has a material impact as the significant proportion of the merchandise sold in the UK is purchased in US dollars. The Group uses gold and currency hedges to reduce its exposure to market volatility but does not do so for polished diamonds. For gold, the hedging period is normally less than one year. For currencies, the hedging period can extend to 24 months, although the majority will normally be for less than 12 months.

The cost of gold has steadily increased during the last three fiscal years, primarily reflecting increased investment demand rather than changes in the usage for jewelry manufacture. During fiscal 2009, the cost of gold at the start and end of the year was about \$900 per troy ounce. Since the start of fiscal 2010 the cost of gold has remained volatile and has consistently traded above the \$900 level. The future price of gold is uncertain.

The price of diamonds varies depending on their size, cut, color and clarity. The price of diamonds of the size and quality typically purchased by Signet has shown little variation over the last three fiscal years. The price of larger diamonds, in particular those of over three carats, saw significant price increases until the last six months of fiscal 2009, when they declined materially. The demand for diamonds is primarily driven by the manufacture and sale of diamond jewelry. Due to the sharp decline in demand for diamonds in the second half of fiscal 2009, particularly in the US which accounts for about half of worldwide demand, the supply chain is currently overstocked with diamonds. Combined with the reduced levels of credit availability, the oversupply of diamonds may result in much greater volatility in the price of loose polished diamonds of all sizes and qualities than has been experienced in recent years.

The Group uses an average cost inventory methodology and therefore the impact of movements in the cost of diamonds and gold on gross merchandise margin are smoothed. In addition, as jewelry inventory turns slowly, the impact takes some time to be fully reflected in the gross merchandise margin. As inventory turn is faster in the fourth quarter than in the other three quarters, changes in the cost of merchandise are more quickly reflected in the gross merchandise margin in that quarter.

In fiscal 2009, the Group's gross merchandise margin increased by 90 basis points. See page 46 for further analysis.

### **Cost of goods sold**

The cost of goods sold, which is used to arrive at gross profit, takes into account all costs incurred in the purchase, processing and distribution of the merchandise and all costs directly incurred in the operation and support of the retail outlets. The classification of distribution and selling costs varies from company to company and therefore the gross profit percentage may not be directly comparable.

### **Operating income margin**

To maintain the operating income margin, the Group needs to achieve same store sales growth sufficient to offset any adverse movement in gross merchandise margin, any increase in operating costs (including the net bad debt charge) and the impact of immature selling space. Same store sales growth above the level required to offset the factors outlined above, allows the Group to achieve leverage of its fixed cost base and improve operating income margin. Slower sales growth or a sales decline results in a reduced operating income margin. A key factor in driving operating income margin is the level of average sales per store, with higher productivity allowing leverage of expenses incurred in performing store and central functions. Therefore a slower rate of net new space growth is beneficial to operating income margin while an acceleration in growth is adverse.

The impact on net operating income of short term sales variances (either adverse or favorable) is less in the US division than the UK, as certain variable expenses such as turnover-related rent and staff incentives account for a higher proportion of costs in the US business than in the UK division. The impact on net operating income of a sharp, unexpected increase or decrease in same store sales performance is marked. This is particularly so

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when it occurs in the fourth quarter. In the medium term, there is more opportunity to adjust costs to the changed sales level, but the time taken to do so varies depending on their nature. An example of where it can take a number of months to adjust costs is expenditure on national network television advertising in the US, where the Group makes most of its commitments for the year ahead during its second quarter. It is difficult to reduce base lease costs in the short or medium term as leases in US malls are typically for ten years, in Jared sites for 20 years and in the UK for five plus years.

In fiscal 2009, the Group's operating income margin before goodwill impairment and relisting costs declined by 290 basis points to 6.9%. See page 46 for further analysis.

**Exchange rate impact**

Movements in the US dollar to pound sterling exchange rate have an impact on the reported results of the Group as the UK division's results are translated into US dollars. In fiscal 2010, it is anticipated a one cent movement in the exchange rate impacts income before income tax by some \$0.2 million. The Board believes it is inappropriate to hedge this exposure as the UK division's sales and costs are denominated in pounds sterling.

**RESULTS OF OPERATIONS**

	Fiscal 2009 \$m	Fiscal 2008 \$m	Fiscal 2007 \$m
Sales	3,344.3	3,665.3	3,559.2
Cost of sales	(2,264.2)	(2,414.6)	(2,266.3)
Gross margin	1,080.1	1,250.7	1,292.9
Selling, general and administrative expenses	(969.2)	(1,000.8)	(979.6)
Other operating income, net	119.2	108.8	91.5
Operating income before goodwill impairment and relisting costs	230.1	358.7	404.8
Impairment of goodwill	(516.9)		
Relisting costs	(10.5)		
Operating (loss)/income	(297.3)	358.7	404.8
Net financing costs	(29.2)	(22.5)	(17.5)
(Loss)/income before income taxes	(326.5)	336.2	387.3
Income taxes	(67.2)	(116.4)	(134.6)
Net (loss)/income	(393.7)	219.8	252.7

The following table sets forth for the periods indicated, the percentage of net sales represented by certain items included in the statements of consolidated income:

	Fiscal 2009 %	Fiscal 2008 %	Fiscal 2007 %
Sales	100.0	100.0	100.0
Cost of sales	(67.7)	(65.9)	(63.7)
Gross margin	32.3	34.1	36.3
Selling, general and administrative expenses	(29.0)	(27.3)	(27.5)

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Other operating income, net	<b>3.6</b>	3.0	2.6
Operating income before goodwill impairment and relisting costs	<b>6.9</b>	9.8	11.4
Impairment of goodwill	<b>(15.5)</b>		
Relisting costs	<b>(0.3)</b>		
Operating (loss)/income	<b>(8.9)</b>	9.8	11.4
Net financing costs	<b>(0.9)</b>	(0.6)	(0.5)
(Loss)/income before income taxes	<b>(9.8)</b>	9.2	10.9
Income taxes	<b>(2.0)</b>	(3.2)	(3.8)
Net (loss)/income	<b>(11.8)</b>	6.0	7.1

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In the following analysis of results, while the Group performance is given, the focus of the commentary is on the US and UK divisions individually, as this reflects the way that the Group is managed and gives greater insight into the Group's performance. In addition, while Cost of goods sold and Selling, general and administrative expenses are commented on, management also provides additional commentary of the movement in operating margin showing the impact of new store space and a more detailed discussion of the movement in gross merchandise margin. The analysis focuses on operating income before goodwill impairment and relisting costs as the exclusion of these one-off charges enables a more meaningful comparison of year-on-year performance. Segmental operating income before goodwill impairment and relisting costs is given in the following table:

	<b>Fiscal 2009 \$m</b>	<b>Fiscal 2008 \$m</b>	<b>Fiscal 2007 \$m</b>
Operating (loss)/income, net			
US	<b>(236.4)</b>	265.2	318.9
UK	<b>(37.4)</b>	109.3	100.0
Unallocated	<b>(23.5)</b>	(15.8)	(14.1)
<b>Consolidated total</b>	<b>(297.3)</b>	358.7	404.8
Goodwill impairment and relisting costs			
US	<b>(408.0)</b>		
UK	<b>(108.9)</b>		
Unallocated	<b>(10.5)</b>		
<b>Consolidated total</b>	<b>(527.4)</b>		
Operating income before goodwill impairment and relisting costs			
US	<b>171.6</b>	265.2	318.9
UK	<b>71.5</b>	109.3	100.0
Unallocated	<b>(13.0)</b>	(15.8)	(14.1)
<b>Consolidated total</b>	<b>230.1</b>	358.7	404.8

**COMPARISON OF FISCAL 2009 TO FISCAL 2008****Summary of fiscal 2009**

Same store sales: down by 8.2%

Total sales: down by 8.8% to \$3,344.3 million

Operating margin before impairment and relisting costs 6.9%: down 290 basis points<sup>(1)</sup>

Net operating income: down by 35.9% to \$230.1 million before impairment and relisting costs<sup>(1)</sup>

Net income before income tax excluding impairment and relisting costs: down by 40.2% to \$200.9 million<sup>(1)</sup>

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Earnings per share excluding impairment and relisting costs: \$1.57<sup>(1)</sup>

(1) See pages 46 and 48 for reconciliation.

### Sales

In fiscal 2009, total Group sales decreased to \$3,344.3 (fiscal 2008: \$3,665.3 million), down by 8.8% on a reported basis and 5.7% at constant exchange rates (see table on page 48). This reflected lower sales in both the US and UK divisions due to the factors discussed below.

### Components of fiscal 2009 sales movement

	US %	UK %	Group %
Same store sales	(9.7)	(3.3)	(8.2)
Change in net new store space	3.4	(0.5)	2.5
Exchange translation		(12.0)	(3.1)
Total sales decline (GAAP)	(6.3)	(15.8)	(8.8)

**Table of Contents****US**

In a very challenging retail environment, US same store sales were down 9.7% and total sales were \$2,536.1 million (fiscal 2008: \$2,705.7 million). Sales performance was primarily driven by the difficult economic conditions with same store sales falling by 6.0% in the first three quarters. Following the sharp deterioration in consumer sentiment in mid September, and a further decline in early December, same store sales in the fourth quarter were 16.1% lower than the comparable quarter in fiscal 2008. Spending by higher income consumers was particularly weak in the fourth quarter, and this was reflected in the performance of Jared. The contribution from net new store space was 3.4%, less than in recent years reflecting a slower rate of expansion. Total sales as reported declined by 6.3% to \$2,536.1 million in fiscal 2009 (fiscal 2008: \$2,705.7 million). Sales declined in Kay by 3.4% to \$1,439.1 million (fiscal 2008: \$1,489.6 million), in Jared by 4.0% to \$726.2 million (fiscal 2008: \$756.4 million) and in the regional brands by 19.3% to \$370.8 million (fiscal 2008: \$459.7 million).

The average unit selling price increased by 0.3% in fiscal 2009. During the first nine months the increase was 7% (mall brands up by 7% and Jared up by 5%), reflecting the price increases implemented in the first quarter. However, in the fourth quarter the consumer traded down and the average unit selling price decreased by 10% (mall brands down by 7% and Jared down by 4%). The Jared average unit price excludes the impact of the launch of a new charm bracelet range in some stores. The volume of transactions in fiscal 2009 was significantly lower than in fiscal 2008.

**UK**

In fiscal 2009, same store sales decreased by 3.3% (H.Samuel down by 2.6% and Ernest Jones down by 4.0%). Total sales decreased by 3.8% at constant exchange rates and were \$808.2 million as reported (fiscal 2008: \$959.6 million). In the first nine months of fiscal 2009, same store sales increased by 0.8% (H.Samuel up by 1.1% and Ernest Jones up by 0.5%). As in the US, the fourth quarter experienced a sharp deterioration in consumer sentiment with the upper end consumer being particularly weak. As a result, same store sales declined by 9.2% (H.Samuel down by 7.8% and Ernest Jones by 11.0%). The impact of changes in net new store space was a decrease of 0.5% and foreign exchange movements reduced reported sales by 12.0%. Sales in pounds sterling declined in H.Samuel by 2.5% to £250.3 million (fiscal 2008: £256.7 million) and in Ernest Jones by 5.1% to £208.3 million (fiscal 2008: £219.4 million).

The average unit selling price increased by 9%, reflecting price increases implemented in late fiscal 2008 and early fiscal 2009 and mix changes. The consumer was more cautious in the fourth quarter, with average unit selling price in the first nine months having been up by 12% over the comparable period and up by only 4% in the fourth quarter. The watch category performed better than average, particularly the prestige ranges in Ernest Jones. The number of key volume lines were increased and performed well. The volume of transactions in fiscal 2009 was significantly lower than in fiscal 2008.

**Cost of sales**

In fiscal 2009, cost of sales was \$2,264.2 million (fiscal 2008: \$2,414.6 million), the decline of 6.2% reflecting lower sales partly offset by increases in expenses associated with new stores and a higher cost of gold.

**Gross margin**

In fiscal 2009, gross margin was \$1,080.1 million (fiscal 2008: \$1,250.7 million), down by 13.6%. This reflected deleverage of the expense base.

**Selling, general and administrative expenses**

In fiscal 2009, selling, general and administrative expenses were \$969.2 million (fiscal 2008: \$1,000.8 million), down by 3.2%. This decrease reflected expense savings and the impact of the change in the pound sterling to US dollar exchange rate on selling, general and administrative expenses in the UK division and Group function.

**Table of Contents****Other operating income**

In fiscal 2009, other operating income was \$119.2 million (fiscal 2008: \$108.8 million), up by 9.6%. This primarily reflected the decline in US sales being more than offset by the growth of sales funded by the in-house credit card which rose to 53.2% of total sales (fiscal 2008: 52.6%) and a lower monthly collection rate of 13.1% (fiscal 2008: 13.9%).

**Net operating income before goodwill impairment and relisting costs**

Net operating income excluding impairment and relisting costs was \$230.1 million (fiscal 2008: \$358.7 million) and operating margin was 6.9% (fiscal 2008: 9.8%). On a reported basis there was a net operating loss of \$297.3 million. The factors influencing the lower operating margin are set out below.

**Operating margin movement before goodwill impairment and relisting costs**

	US %	UK %	Group %
Fiscal 2008 margin	9.8	11.4	9.8 <sup>(1)</sup>
Gross merchandise margin	1.2		0.9
Expenses	(3.8)	(2.6)	(3.5)
New store space	(0.4)		(0.3)
<b>Fiscal 2009 margin before goodwill impairment and relisting costs</b>	<b>6.8</b>	<b>8.8</b>	<b>6.9<sup>(1)</sup></b>

(1) Includes unallocated costs, principally Group costs.

**US**

Operating income before goodwill impairment was \$171.6 million (fiscal 2008: \$265.2 million). The operating margin was 6.8% (fiscal 2008: 9.8%), see table above for an analysis of the movement. Gross merchandise margin rate was ahead of expectations and increased by 120 basis points compared to last year, with a particularly strong performance in the fourth quarter. This reflected price increases implemented during the first quarter of fiscal 2009 and favorable changes in mix resulting from management initiatives, including the planned expansion of exclusive merchandise, which more than offset commodity cost increases. There was a negative impact of 380 basis points reflecting the deleverage of the underlying cost base due to the decline in same store sales, which included the impact of the adverse move in performance of the receivables portfolio, and of 40 basis points due to the impact of new store space.

The bad debt charge, at 4.9% of total sales (fiscal 2008: 3.4%), was well above the tight range of the past ten years. The increase in bad debt was partially offset by higher income from the receivables portfolio. Credit participation increased somewhat to 53.2% (fiscal 2008: 52.6%) reflecting a higher level of applications offset by a significant increase in the level of credit applications rejected. The fall in credit acceptance rate reflected management action to reduce exposure to particular customer attributes and a lower proportion of customers satisfying the US division's credit requirements.

Overall the expense base in fiscal 2009 was similar to fiscal 2008, excluding the impact of new space. Tight control of costs offset the increase in net bad debt charge and inflationary cost increases in occupancy, utilities, freight and staff wage rates. Actions taken included reductions in store staff hours partly to reflect lower transaction volumes, significantly lower levels of radio advertising and savings in central costs.

**UK**

Net operating income before goodwill impairment was \$71.5 million (fiscal 2008: \$109.3 million) and the operating margin was 8.8% (fiscal 2008: 11.4%), see table above for an analysis of the movement. The gross merchandise margin rate was unchanged with price increases offsetting adverse mix changes, greater promotional activity and higher commodity costs. There was a negative impact of 260 basis points reflecting the deleverage of the underlying cost base due to the decline in same store sales.





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Overall, a tight control of expenses resulted in the underlying cost base in fiscal 2009 being broadly similar to that in fiscal 2008. Actions taken included reductions in staff costs and changes in the marketing strategy for Ernest Jones.

### **Group costs**

Group central costs were \$13.0 million in fiscal 2009 (fiscal 2008: \$15.8 million), largely due to the movement in the pound sterling to US dollar exchange rate, as well as a foreign exchange gain more than offsetting an underlying increase in costs.

### **Goodwill impairment**

Following the move of listing to the New York Stock Exchange ( NYSE ) and the adoption of US GAAP, goodwill of \$486.3 million relating to acquisitions made by the Group in 1990 or earlier was required to be reflected on the balance sheet.

The Group undertakes an annual goodwill impairment test at its year end or when there is a triggering event. In fiscal 2009, in addition to the annual impairment review, there were a number of triggering events in the fourth quarter due to a significant decline in profitability reflecting the impact of the economic downturn on the Group's operations, and the even greater decline in its share price resulting in a substantial discount of the market capitalization to net tangible asset value (that is shareholders' funds excluding intangible assets). An evaluation of the recorded goodwill was undertaken and it was determined that it was impaired. Accordingly, to reflect the impairment, the Group recorded a non-cash charge of \$516.9 million was recorded, which eliminated the value of goodwill on its balance sheet. See Critical accounting policies on page 63 and Item 18 Financial Statements Note 12 on page 137 for further details. The goodwill write off has no impact on the Group's borrowing agreements or the net tangible assets of the Group. The Predecessor Company which used IFRS to prepare its financial statements, reflected only \$30.6 million of goodwill on its balance sheet.

### **Relisting costs**

On September 11, 2008, the primary listing of the Group moved to the NYSE from the LSE and the parent company of the Group became Signet Jewelers Limited, a Bermuda domiciled company. The non-recurring costs associated with these changes amounted to \$10.5 million.

### **Financial items**

Net financing costs rose to \$29.2 million (fiscal 2008: \$22.5 million), the increase being primarily due to higher levels of net debt.

### **(Loss)/income before income tax**

In fiscal 2009, Group loss before income tax was \$326.5 million (fiscal 2008: income of \$336.2 million). Excluding goodwill impairment and relisting costs, Group income before income tax was \$200.9 million down by 40.2% on a reported basis and by 38.0% on a constant exchange rate basis (see table on page 48).

### **Provision for income tax**

The income tax charge was \$67.2 million (fiscal 2008: \$116.4 million), an underlying effective tax rate before goodwill impairment and relisting costs of 33.5% (fiscal 2008: 34.6%). The decline of 1.1% in the underlying effective rate reflected a lower proportion of profits from the US division and a reduced level of expenditure disallowable for tax than in fiscal 2008. It is expected that, subject to the outcome of various uncertain tax positions, the Group's underlying effective tax rate in fiscal 2010 will be approximately 36%, primarily due to an anticipated higher proportion of expenditure disallowable for tax in relation to income before tax.

**Table of Contents****Net (loss)/income**

The net loss for fiscal 2009 was \$393.7 million (fiscal 2008: \$219.8 million net income). Excluding the impairment to goodwill and relisting costs, net income for fiscal 2009 was \$133.7 million (fiscal 2008: \$219.8 million) (see table on page 48).

**(Loss)/earnings per share**

On a reported basis, basic and diluted loss per share were \$4.62 (fiscal 2008 earnings per share: basic \$2.58 and diluted \$2.55). Basic and diluted earnings per share excluding the impairment of goodwill and relisting costs were both \$1.57, see table below.

**Impact of goodwill impairment, relisting costs and exchange rates table**

	Fiscal 2009 \$m	Fiscal 2008 \$m	Growth at actual exchange rates %	Impact of goodwill impairment and relisting \$m	Fiscal 2009 recalculated (non- GAAP) \$m	Impact of exchange rate movement \$m	Fiscal 2008 at constant exchange rates (non- GAAP) \$m	Fiscal 2009 growth at constant exchange rates (non- GAAP) %
<b>Sales by origin and destination:</b>								
US	2,536.1	2,705.7	(6.3)		2,536.1		2,705.7	(6.3)
UK	808.2	959.6	(15.8)		808.2	(119.9)	839.7	(3.8)
	3,344.3	3,665.3	(8.8)		3,344.3	(119.9)	3,545.4	(5.7)
<b>Operating (loss)/income:</b>								
US	(236.4)	265.2	n/a	408.0	171.6		265.2	(35.3)
UK	(37.4)	109.3	n/a	108.9	71.5	(13.7)	95.6	(25.2)
Unallocated	(23.5)	(15.8)	48.7	10.5	(13.0)	2.0	(13.8)	(5.8)
	(297.3)	358.7	n/a	527.4	230.1	(11.7)	347.0	(33.7)
(Loss)/income before income taxes	(326.5)	336.2	n/a	527.4	200.9	(12.2)	324.0	(38.0)
Net (loss)/income	(393.7)	219.8	n/a	527.4	133.7	(7.9)	211.9	(36.9)
Basic (loss)/earnings per share	\$(4.62)	\$2.58	n/a	\$6.19	\$1.57	\$(0.09)	\$2.49	(36.9)
Diluted (loss)/earnings per share	\$(4.62)	\$2.55	n/a	\$6.19	\$1.57	\$(0.09)	\$2.46	(36.2)

**COMPARISON OF FISCAL 2008 TO FISCAL 2007****Summary of fiscal 2008**

Same store sales: down by 0.7%

Sales: up by 3.0% to \$3,665.3 million

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Operating margin of 9.8%: down 160 basis points

Net operating income: down by 11.4% to \$358.7 million

Net income before income tax: down by 13.2% to \$336.2 million

Net income: down by 13.0% to \$219.8 million

Diluted earnings per share: down by 10.8% to \$2.55

Fiscal 2008 was a 52 week year while fiscal 2007 was a 53 week year. Therefore to demonstrate better the underlying trends within the business, percentage changes of sales at constant exchange rates and same store sales, use the 52 weeks to February 3, 2007 as the comparable period.

**Table of Contents****Sales**

In fiscal 2008, total Group sales rose to \$3,665.3 million (fiscal 2007: \$3,559.2 million), up by 3.0% on a reported basis and by 3.2% on a 52 week constant exchange rate basis. The factors impacting this in the US and UK divisions are discussed below. Group same store sales were down by 0.7% and net new store space contributed 3.9%.

**Components of fiscal 2008 sales growth**

	US %	UK %	Group %
Same store sales	(1.7)	2.0	(0.7)
Change in net new store space	5.8	(1.1)	3.9
Exchange translation		6.5	1.7
Total sales growth on a 52 week basis	4.1	7.4	4.9
Impact of 53 <sup>rd</sup> week in fiscal 2007	(2.1)	(1.6)	(1.9)
Total sales growth (GAAP)	2.0	5.8	3.0

**US**

Same store sales growth slowed in the first nine months of fiscal 2008 to 2.7%, with the gift giving events of Valentine's Day and Mother's Day being disappointing. The very important fourth quarter was particularly difficult with same store sales declining by 8.6%, resulting in a full year decline of 1.7%. The contribution from new store space was 5.8% and the 53rd week in fiscal 2007 was adverse by 2.1%. Total sales as reported rose by 2.0% (see table above). The average selling price increased to \$394 (fiscal 2007: \$374), primarily reflecting the consumer buying more expensive merchandise and the growth of Jared which has a higher average selling price than the Group's mall based brands. The volume of transactions reduced.

**UK**

Same store sales growth was 2.0%, an encouraging performance in an increasingly challenging marketplace. As in the US, performance in the first nine months of fiscal 2008 was stronger at 4.7%, but became more difficult in the fourth quarter with same store sales declining by 1.7%. The impact of changes in net new store space was a decrease of 1.1%, foreign exchange movements increased reported sales by 6.5% and the 53rd week in fiscal 2007 was adverse by 1.6%. Total sales as reported increased by 5.8% (see table above). The average selling price increased to £68 (fiscal 2007: £63), primarily reflecting the consumer buying more expensive merchandise in line with the strategy being followed by the division. The volume of transactions reduced.

**Cost of goods sold**

In fiscal 2008, cost of goods sold was \$2,414.6 million (fiscal 2007: \$2,266.3 million), the increase reflecting increased sales and costs associated with new stores.

**Gross margin**

In fiscal 2008, gross margin was \$1,250.7 million (fiscal 2007: \$1,292.9 million), down by 3.3%. This reflected the decline in same store sales and gross merchandise margin in the US division reflecting increases in cost of gold and unfavourable changes in merchandise mix, with little change in the UK.

**Selling, general and administrative expenses**

In fiscal 2008, selling, general and administrative expenses were \$1,000.8 million (fiscal 2007: \$979.6 million), up by 2.2%. This reflected increases in the resources to support the growth of the US division and the impact of exchange rate movements on a broadly stable UK cost base.



**Table of Contents****Other operating income**

In fiscal 2008, other operating income was \$108.8 million (fiscal 2007: \$91.5 million), up by 18.9%. This primarily reflected the growth in sales funded by the in-house credit card which rose to 52.6% of total sales (fiscal 2007: 51.7%) and a lower monthly collection rate of 13.9% (fiscal 2007: 14.6%).

**Net operating income**

In fiscal 2008, Group operating income fell to \$358.7 million (fiscal 2007: \$404.8 million), down by 11.4% on a reported basis and by 11.7% on a 52 week constant exchange rate basis (see table on page 51). Group operating margin decreased to 9.8% (fiscal 2007: 11.4%) a decline of 160 basis points (see table below). This reflected a lower operating margin in the US division, an increased operating margin in the UK division, Group central costs increasing to \$15.8 million (fiscal 2007: \$14.1 million) reflecting the impact of exchange translation movements and higher professional fees.

**Net operating income margin movement**

	US %	UK %	Group %
Fiscal 2007 margin	12.0	11.0	11.4 <sup>(1)</sup>
Impact of 53 <sup>rd</sup> week	0.2	(0.2)	0.1
Fiscal 2007 margin on 52 week basis	12.2	10.8	11.5
Gross merchandise margin	(0.3)	(0.6)	(0.4)
Expenses	(1.5)	1.2	(0.9)
New store space	(0.6)		(0.4)
<b>Fiscal 2008 margin</b>	<b>9.8</b>	<b>11.4</b>	<b>9.8<sup>(1)</sup></b>

(1) Includes unallocated costs, principally Group costs.

**US**

In fiscal 2008, net operating income decreased to \$265.2 million (fiscal 2007: \$318.9 million), down by 16.8% on a reported basis and by 16.7% at constant exchange rates on a 52 week basis (see table on page 51). The operating margin was 9.8% (fiscal 2007: 12.0%), down 220 basis points. This reflected expense deleverage of 150 basis points due to the same store sales decline, the impact of additional immature space of 60 basis points, an adverse movement in gross merchandise margin percentage of 30 basis points and the impact in fiscal 2007 of the 53rd week of 20 basis points (see table above). The ratio of net bad debt to sales deteriorated to 3.4% (fiscal 2007: 2.8%) but was largely offset by additional income on the receivables portfolio due to the lower monthly collection rate, these factors are reflected in the movement in expenses.

**UK**

In fiscal 2008, net operating income increased to \$109.3 million (fiscal 2007: \$100.0 million), up by 9.3% on a reported basis and by 6.2% at constant exchange rates on a 52 week basis (see table on page 51). The operating margin was 11.4% (fiscal 2007: 11.0%), up 40 basis points. The division's gross merchandise margin was down by 60 basis points, primarily caused by changes in mix due to the strong performance of the watch category, some impact from commodity costs and an increasing proportion of sales from Ernest Jones. A tight control of costs was maintained and resulted in a 120 basis point benefit to operating margin but the benefit to fiscal 2007 of the 53rd week had an adverse impact of 20 basis points (see table above).

**Financial items**

In fiscal 2008, interest income was \$6.3 million (fiscal 2007: \$16.7 million), the decrease reflecting cash resources being used to buy back shares and the high cash balances held in the prior period due to the unwinding



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of the securitization borrowing facility. In fiscal 2008, interest expense was \$28.8 million (fiscal 2007: \$34.2 million), the decrease reflecting a lower level of borrowing than in fiscal 2007.

**Income before income tax**

In fiscal 2008 Group income before income tax decreased to \$336.2 million (fiscal 2007: \$387.3 million), down by 13.2% on a reported basis and by 13.8% on a 52 week constant exchange rate basis (see table below). The 53rd week contributed some \$3.2 million to income before income tax in fiscal 2007.

**Provision for income tax**

The charge of \$116.4 million in fiscal 2008 (fiscal 2007: \$134.6 million) represented an effective tax rate of 34.6% (fiscal 2007: 34.8%).

**Net income**

In fiscal 2008, net income for the financial period fell by 13.0% to \$219.8 million (fiscal 2007: \$252.7 million), a decrease of 13.8% at constant exchange rates on a 52 week basis (see table below).

**Earnings per share**

In fiscal 2008, basic earnings per share was \$2.58 (fiscal 2007: \$2.92), down by 11.6% on a reported basis and by 12.8% at constant exchange rate basis (see table below). Diluted earnings per share was \$2.55 (fiscal 2007: \$2.86), down by 10.8% on a reported basis and by 11.8% at constant exchange rates (see table below).

**Impact of exchange rates table**

	Fiscal 2008 \$m	Fiscal 2007 \$m	Growth at actual exchange rates %	Impact of 53 <sup>rd</sup> week \$m	Fiscal 2007 on 52 week basis at actual exchange rates (non- GAAP) \$m	Fiscal 2008 52 week growth at actual exchange rates (non- GAAP) %	Impact of exchange rate movement \$m	Fiscal 2007 on 52 week basis at constant exchange rates (non- GAAP) \$m	Fiscal 2008 52 week growth at constant exchange rates (non- GAAP) %
Sales by origin and destination:									
US	2,705.7	2,652.1	2.0	(52.2)	2,599.9	4.1		2,599.9	4.1
UK	959.6	907.1	5.8	(13.2)	893.9	7.4	57.0	950.9	0.9
	3,665.3	3,559.2	3.0	(65.4)	3,493.8	4.9	57.0	3,550.8	3.2
Operating income:									
US	265.2	318.9	(16.8)	(0.5)	318.4	(16.7)		318.4	(16.7)
UK	109.3	100.0	9.3	(3.3)	96.7	13.0	6.2	102.9	6.2
Unallocated	(15.8)	(14.1)	n/a		(14.1)	n/a	(0.9)	(15.0)	n/a
	358.7	404.8	(11.4)	(3.8)	401.0	(10.5)	5.3	406.3	(11.7)
Income before income taxes	336.2	387.3	(13.2)	(3.2)	384.1	(12.5)	6.1	390.2	(13.8)
Net income	219.8	252.7	(13.0)	(2.1)	250.6	(12.3)	4.3	254.9	(13.8)



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Earnings per share	<b>\$2.58</b>	\$2.92	(11.6)	\$ (0.02)	\$2.90	(11.0)	\$0.06	\$2.96	(12.8)
Diluted earnings per share	<b>\$2.55</b>	\$2.86	(10.8)	\$ 0.02	\$2.84	(10.2)	\$0.05	\$2.89	(11.8)

**Table of Contents****B. LIQUIDITY AND CAPITAL RESOURCES**

The following table provides a summary of the Group's cash flows for fiscal 2009, fiscal 2008 and fiscal 2007:

**Summary cash flow**

	Fiscal 2009 \$m	Fiscal 2008 \$m	Fiscal 2007 \$m
Net (loss)/income	(393.7)	219.8	252.7
Adjustments to reconcile to cash flows provided by operations	653.5	113.8	115.3
Cash flows provided by operations	259.8	333.6	368.0
Changes in operating assets and liabilities	(95.4)	(192.8)	(168.7)
Net cash from operating activities	164.4	140.8	199.3
Net cash flows used in investing activities	(113.3)	(139.4)	(123.8)
	51.1	1.4	75.5
Dividends paid	(123.8)	(123.9)	(108.7)
Net change in common shares	0.1	(23.0)	(55.7)
	(72.6)	(145.5)	(88.9)
Proceeds of debt during year	160.6	31.1	136.0
Net increase/(decrease) in cash and cash equivalents	88.0	(114.4)	47.1

The following table provides a reconciliation of the Group's movement in net debt for fiscal 2009, fiscal 2008 and fiscal 2007:

**Reconciliation of movement in net debt**

	Fiscal 2009 \$m	Fiscal 2008 \$m	Fiscal 2007 \$m
Cash and cash equivalents less total debt at start of year	(374.6)	(233.2)	(174.5)
Change in net debt during year:			
Net increase/(decrease) in cash and cash equivalents	88.0	(114.4)	47.1
Proceeds of debt during year	(160.6)	(31.1)	(136.0)
	(72.6)	(145.5)	(88.9)
Effect of exchange rate changes:			
Effect of exchange rate changes on cash and cash equivalents	(32.9)	3.8	12.3
Effect of exchange rate changes on debt	9.4	0.3	17.9
	(23.5)	4.1	30.2
Cash and cash equivalents less total debt at end of year	(470.7)	(374.6)	(233.2)

It is the objective of the Board to maintain a strong balance sheet as it regards financial stability as a competitive advantage. Another important factor in determining financial stability is liquidity, or access to cash. In the current environment these two factors take on additional importance. Operating activities provide the primary source of cash and depend on a number of factors, such as:

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net income, which is primarily influenced by sales and operating income margins;

changes in the level of inventory;

proportion of US sales made on the in-house credit card and the average monthly collection rate of the credit balances;

seasonal pattern of trading; and

working capital movements associated with changes in store space.

Other sources of cash are increased borrowings or the issue of Common Shares for cash.

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### **Cash flow from operating activities**

As a retail business the Group receives cash when it makes a sale to a customer or when the payment has been processed by the relevant bank if the payment is made by credit or debit card. In the US division, where the customer makes use of credit provided by the Group, the cash is received over a period of time. In fiscal 2009, 53.2% (fiscal 2008: 52.6%) of the US division's sales were made using credit provided by the Group. The average monthly collection rate from the credit portfolio was 13.1% (fiscal 2008: 13.9%).

The Group purchases merchandise and it typically pays for it about 30 days after receipt. Due to the nature of specialty retail jewelry, it is usual for inventory to be held for approximately 12 months before it is sold. In addition, the Group, principally in the US, holds consignment inventory, which at January 31, 2009 amounted to \$202.1 million (February 2, 2008: \$221.5 million). The principal terms of the consignment agreement, which can generally be terminated by either party, are such that the Group can return any or all of the inventory to the relevant supplier without financial or commercial penalties. If the Group sells any consignment inventory, it becomes liable to the supplier for the cost of the item.

The Group's largest class of operating expense relates to staff costs. These are typically paid on a weekly, two weekly or monthly basis, with annual bonus payments also being made. Operating lease payments in respect of the stores occupied by the Group are normally paid on a monthly basis by the US division and on a quarterly basis by the UK division. Payment for advertising on television, radio or in newspapers is usually made between 30 and 60 days after the advertisement appears. Other expenses have various payment terms, none of which are material.

### **Changes in operating assets and liabilities**

The Group's working capital requirements fluctuate during the year as a result of the seasonal nature of sales and movements in the pound sterling to US dollar exchange rate. As inventory is purchased for the fourth quarter, there is a working capital outflow which reaches its highest levels in mid to late November. This position then reverses over the key selling period of November and December. The working capital needs of the business are then relatively stable from January to August.

Growth in same store sales will normally result in a smaller rate of increase in inventory than in same store sales and, in the US, a proportionate increase in receivables if credit participation levels remain the same and an increase in deferred revenue. Similarly, a decrease in sales would be expected to result in a reduction in working capital. The cessation of the initiative to directly source rough diamonds is expected to reduce the Group's working capital requirements.

Investment in new space requires significant investment in working capital, as well as fixed capital investment, due to the slow inventory turn, and the additional investment required to fund sales in the US utilizing the in-house credit card. Of the total investment required to open a new store between 65% and 75% is typically accounted for by working capital. The reduction in the planned rate of space growth in the US division means that the difference between the level of net debt in the first half of the year and the peak level will be lower in future than it was in recent years.

### **Capital resources**

The majority of the Group's assets are financed from retained earnings. In addition, the Group has various credit agreements.

At February 3, 2008 these included a \$380 million note purchase agreement that had between 5 and 10 years remaining and a \$390 million revolving credit agreement with just over two years remaining. In June 2008, Signet replaced the \$390 million revolving credit agreement with a five year \$520 million revolving credit agreement with substantially the same covenants.

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Discussions to make amendments to, and reduce the size of, the Group's borrowing facilities were initiated by Signet in November 2008, in light of a significant deterioration in the economic environment. The goal of the discussions was to provide the Group with additional financial flexibility in the medium term, while more appropriately structuring the borrowing facilities required by the significantly lower level of net debt now expected based on the Group's revised operating and expansion strategies. Signet was compliant with the terms of the original borrowing agreement for the year ended January 31, 2009.

Under the amended agreements, Signet repaid \$100 million of the notes at par plus accrued interest on March 18, 2009 and the revolving credit agreement was reduced in size to \$370 million on March 13, 2009. In addition, the margins paid on the revolving credit agreement and the coupon on the notes have been increased. The most stringent condition under the original agreements was a fixed charge cover covenant. The definition of this covenant has been amended to include depreciation in the earnings, and exclude service charges and rates from expenses. This covenant is set at 1.4:1, using the amended definition, until the end of fiscal 2012, equivalent to a reduction to about 1.1:1 from 1.4:1 under the former definition of fixed charge cover. The fixed charge cover is then set at 1.55:1 until the end of fiscal 2013 and thereafter is set at 1.85:1. The amended agreements also reduce the permitted ratio of net debt to earnings before interest, tax, depreciation and amortization covenant to 2:1 from 3:1 (2.5:1 in the third quarter of each fiscal year) until the end of the fiscal year 2013 and places restrictions on the Group's ability to undertake certain activities, including cash distributions to shareholders. A more detailed description of the amendments is set out on page 58. Amendment fees and other related costs of \$9.5 million will be charged in fiscal 2010.

In addition, the Group has a 364 day \$100 million conduit facility that expires in October 2009.

The Group's level of borrowings fluctuates during the year reflecting the cash flow performance of the Group, which depends on the factors described above. The Board believes that the committed long term borrowing facilities (described more fully on page 58), currently available to the Group are sufficient for both its present and near term requirements. In fiscal 2009, the peak level of net debt was about \$670 million (fiscal 2008: about \$620 million). In fiscal 2010, the peak net debt is expected to be substantially lower.

The following table provides a summary of the Group's working capital position and capitalization as at January 31, 2009, February 2, 2008 and February 3, 2007:

	January 31, 2009 \$m	February 2, 2008 \$m	February 3, 2007 \$m
Working capital (current assets less current liabilities)	1,675.9	1,776.3	1,723.5
Capitalization			
Net debt (long term debt plus loans and overdrafts less cash and cash equivalents)	470.7	374.6	233.2
Shareholders' equity	1,609.7	2,321.2	2,227.9
<b>Total capitalization</b>	<b>2,080.4</b>	2,695.8	2,461.1
Additional amounts available under credit agreements	432.5	553.7	384.5

The following table provides the Group's relevant measures of liquidity and capital resources as at January 31, 2009, February 2, 2008 and February 3, 2007:

	January 31, 2009	February 2, 2008	February 3, 2007
Net debt to shareholders equity (excluding goodwill) ratio	29.2%	21.2%	13.9%
Net tangible asset value <sup>(1)</sup>	1,585.8	1,743.2	1,671.9
Net debt to earnings before interest, tax, depreciation and amortization	1.4x	0.8x	0.5x
Fixed charge cover <sup>(2)</sup>	1.5x	1.8x	2.0x
Revised fixed charge cover <sup>(3)</sup>	1.9x	n/a	n/a

(1) net worth as defined in the Group's credit agreements.

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- (2) ratio of earnings before interest, tax, amortization, and rents to net interest expenditure plus rents, rates and operating lease expenditure.
- (3) ratio of earnings before interest, tax, depreciation, amortization and rents to net interest expenditure plus rents.

**Credit rating**

The Group does not have a public credit rating.

**Operating activities**

In fiscal 2009, net cash flow provided by operating activities increased to \$164.4 million (fiscal 2008: \$140.8 million), although there was a net loss of \$393.7 million (fiscal 2008: \$219.8 million net income). The adjustments for non-cash items were \$653.5 million (fiscal 2008: \$113.8 million) and included the impairment to goodwill of \$516.9 million. The adjustment for depreciation and amortization in fiscal 2009 at \$114.5 million was similar to fiscal 2008. Therefore cash flow provided by operations was \$259.8 million (fiscal 2008: \$333.6 million).

In fiscal 2009, there was a much smaller outflow from operating assets and liabilities of \$95.4 million (fiscal 2008: outflow of \$192.8 million). There was a decrease in inventories of \$12.7 million compared to an increase of \$96.8 million in fiscal 2008, given the much reduced space growth in the US division and tight control of inventory on both sides of the Atlantic. In addition, the level of accounts receivable reduced by \$20.5 million reflecting the decline in sales in the US division partly offset by a slower collection rate of outstanding receivables (fiscal 2008: \$56.2 million increase). There was also a substantial increase in the adverse impact of exchange rate changes on currency swaps of \$49.6 million (fiscal 2008: \$1.9 million). The Group has historically swapped pound sterling deposits into US dollars on a short term basis to reduce the level of US dollar debt. The size of such cash deposits fluctuates during the year and also reflects an historic restriction on dividend payments by the UK division. In the fourth quarter of fiscal 2009, following a ruling by the High Court of Justice in England & Wales, the Group had a greatly increased ability to reduce the size of the pound sterling cash deposits on a permanent basis by paying dividends up through the corporate structure. Advantage was taken of this to significantly reduce the future exposure of the Group's liquidity position to changes in the pound sterling to US dollar exchange rate.

The change in inventory and receivables is driven by the performance of the Group's existing stores and the net change in store space. In fiscal 2009, the increase in space in the US division was about 4% (fiscal 2008: 10%), and so the investment in inventory and receivables was significantly reduced from the level in fiscal 2008. In the UK division, the change in net store space was not significant. The following table provides a summary of the Group's movement in inventory and account receivables as a result of new space growth in the US and the performance of the rest of the Group's operations for fiscal 2009, fiscal 2008 and fiscal 2007:

	Fiscal 2009	Fiscal 2008	Fiscal 2007
	\$m	\$m	\$m
Increase in inventory due to new space in US	39.6	78.5	80.2
Other (decrease)/increase in inventory	(52.3)	18.3	37.9
<b>Total (decrease)/increase in inventory</b>	<b>(12.7)</b>	<b>96.8</b>	<b>118.1</b>

	Fiscal 2009	Fiscal 2008	Fiscal 2007
	\$m	\$m	\$m
Increase in accounts receivables due to new space in US	27.0	40.3	39.2
Other (decrease)/increase in accounts receivable	(47.5)	15.9	54.1
<b>Total (decrease)/increase in accounts receivable</b>	<b>(20.5)</b>	<b>56.2</b>	<b>93.3</b>

**Table of Contents****Investing activities**

Net cash flow used in investing activities was \$113.3 million (fiscal 2008: \$139.4 million) as a result of reduced store investment in the US partly offset by an increased number of Ernest Jones refurbishments. The free cash inflow in fiscal 2009 was \$51.1 million (fiscal 2008: \$1.4 million). See below for further discussion.

The rate of space expansion in the US, level of store refurbishment and relocation varies from year to year and purchases of property, plant and equipment reflect these changes. The Group typically carries out a major refurbishment of its stores every ten years but does have some discretion as to the timing of such expenditure. The other major area of investment is in management information systems. The following table provides a summary of the Group's capital additions as a result of new space growth in the US and other additions in the US and of capital additions in the UK and unallocated for fiscal 2009, fiscal 2008 and fiscal 2007:

	Fiscal 2009 \$m	Fiscal 2008 \$m	Fiscal 2007 \$m
Capital additions due to new space in US	39.0	60.1	57.3
Other capital additions in US	37.7	51.0	43.8
Capital additions in US	76.7	111.1	101.1
Capital additions in UK and unallocated	38.2	29.3	23.3
Total purchases of property, plant, equipment and other intangible assets	114.9	140.4	124.4
Ratio of capital additions to depreciation and amortization in US	91.3%	154.1%	164.9%
Ratio of capital additions to depreciation and amortization in UK	124.9%	68.4%	62.8%
Group ratio of capital additions to depreciation and amortization	100.3%	123.3%	126.4%

In fiscal 2009, in the US, capital additions were less than depreciation and amortization as net space growth was only 4%. The slower growth rate reflected the use of more cautious sales forecasts, reflecting the challenging economic environment, in the evaluation of store investment proposals. As a result fewer new stores were opened and more stores were closed at the end of leases, rather than the lease being renewed and the store refurbished. The Group continued to use the same investment hurdle rate of a 20% internal rate of return on a pre tax basis over a five year period assuming the release of working capital at the end of the five years. In fiscal 2008 and fiscal 2007, capital additions were greater than depreciation and amortization as the rate of net space growth was 10% and 11% respectively. Capital expenditure accounts for about 25% of the investment in a new Jared store and for about 40% of the investment in a mall store. The balance is accounted for by investment in inventory and the funding of receivables.

In the UK, there was a return to a more normal level of store refurbishment in fiscal 2009 after a below average level in fiscal 2008 and fiscal 2007. This reflected the development of an enhanced store design for Ernest Jones that was tested in fiscal 2008, which resulted in some store refurbishments being delayed and the commencement of the roll-out of the design in fiscal 2009.

**Financing activities**

The major items within financing activities are discussed below.

**Dividends paid**

In fiscal 2009, total equity dividends of \$123.8 million (fiscal 2008: \$123.9 million) were paid. Historic dividend per share amounts have been restated to reflect the one-for-20 share consolidation that took place on September 11, 2008. In July 2008, a dividend of \$1.2634 per share was paid (July 2007: \$1.2634) and in November 2008 an interim dividend of \$0.192 per share was paid (November 2007: \$0.192). In the light of economic prospects and financial market conditions, as well as a focus on debt reduction, the Board concluded that it is not currently appropriate to pay dividends. This policy is reflected in the amended borrowing agreements. As a result the \$107.6 million and \$107.4 million outflows in both July 2007 and July 2008 respectively, relating to the timing of dividend payments, will not be repeated in fiscal 2010.





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The Board evaluated dividend policy in light of the substantial increase in economic and financial sector uncertainties and the needs of the business, taking into consideration the significant competitive advantages of a strong balance sheet and financial flexibility. Subsequent to this evaluation the Group entered into amended borrowing agreements which included restrictions on making shareholders returns. Under the amended facility agreement no Shareholder Returns (defined as including dividends, share buybacks or other similar payments) shall be made in fiscal 2010 or fiscal 2011, and thereafter such returns may only be made if the fixed charge cover is above 1.7:1, the Group is in compliance with the amended facility and the Group can demonstrate projected compliance with the fixed charge cover for the following 12 months. In addition to the \$100 million plus accrued interest of notes prepaid at par on March 18, 2009, subsequent prepayment offers, at par, are to be made in February of each of the following calendar years 2010, 2011, 2012 and 2013. The minimum amount of each such offer being the Note holders pro rata share of 60% of any reduction in net debt that occurred over the preceding fiscal year. Any proportion of the February 2011 or 2012 offer rejected by Note holders may be applied to Shareholder Returns as defined in the Amended Facility Agreement; and subsequent to January 2013, Shareholder Returns may only be made if an offer has been made to prepay \$190 million of the Notes inclusive of the \$100 million March 18, 2009 prepayment and that an additional prepayment offer at a 2% premium to par has been made, in which case the shareholder returns may be no greater than the proportion of the additional offer rejected by the Note holders.

In addition, under Bermuda law, a company may not declare or pay dividends if there are reasonable grounds for believing that the Company is, or would after the payment be, unable to pay its liabilities as they become due or that the realisable value of its assets would thereby be less than the aggregate of its liabilities, its issued share capital and its share premium accounts.

***Proceeds from issues of Common Shares***

In fiscal 2009, \$0.1 million (fiscal 2008: \$6.0 million) was received from the proceeds of issuing shares. Other than following the exercise of share options granted to employees, the Company and the Predecessor Company have not issued Common Shares as a financing activity for over ten years. The Company may choose to issue shares in the future but has no current intention of doing so.

***Purchases of own shares***

From time to time, the Predecessor Company has purchased its own shares. The Group may repurchase Common Shares in the open market pursuant to programs approved by the Board. These purchases are made for a variety of reasons including to optimize the Group's capital structure. In fiscal 2008, \$29.0 million was utilized for such repurchases. No Common Share repurchases took place in fiscal 2009 reflecting an increasing focus on reducing debt. It is not the Board's current intention to make any Common Share repurchases and is restricted from doing so by its borrowing agreements (see page 58).

***Movement in net debt and indebtedness***

Net debt at January 31, 2009 was \$470.7 million (February 2, 2008: \$374.6 million). Of the \$96.1 million increase in net debt (fiscal 2008: \$141.4 million), \$23.5 million (fiscal 2008: \$4.1 million decrease) was due to the effect of exchange rate changes. Group gearing (that is the ratio of net debt to shareholders' equity excluding goodwill) at January 31, 2009 was 29.2% (February 2, 2008: 21.2%). The peak level of net debt in fiscal 2009 was about \$670 million (fiscal 2008: about \$620 million).

In fiscal 2009, the decrease in net debt before exchange adjustment, dividends, purchases of own shares and the issue of Common Shares was \$51.1 million (fiscal 2008: \$1.4 million). The net cash returned to shareholders in fiscal 2009 was \$123.7 million (fiscal 2008: \$146.9 million).

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The US dollar to pound sterling exchange rate moved significantly during fiscal 2009 from \$1.97 to \$1.45, with the average exchange rate used by the Group in the preparation of its financial statements being \$1.75. As a result there was an adverse impact of \$32.9 million on cash and cash equivalents, and a gain of \$9.4 million on debt (fiscal 2008, gain of \$3.8 million and \$0.3 million respectively).

In addition to cash generated from operating activities, the Group also has funds available from various credit agreements. These agreements are outlined below:

### ***Amended Facility Agreement and Amended Note Purchase Agreement***

On March 30, 2006, Signet entered into a US private placement note purchase agreement (the *Note Purchase Agreement*) which was funded largely from US insurance sector institutional investors in the form of fixed rate investor certificate notes (*Notes*). The Notes represented 7, 10 or 12 year maturities, consisting of \$100 million 5.95% Series A Notes due 2013; \$150 million 6.11% Series B Notes due 2016 and \$130 million 6.26% Series C Notes due 2018. The aggregate issuance was \$380 million and the funding date was May 23, 2006. The proceeds from this debt issuance were used to refinance the maturing securitization program of \$251 million which ended in November 2006 and for general corporate purposes. The Notes ranked pari passu with the Group's other senior unsecured debt and contained certain financial and operational covenants.

On June 26, 2008, Signet entered into a \$520 million unsecured multi-currency five year revolving credit facility agreement (the *Facility Agreement*). The Facility Agreement replaced a similar \$390 million facility that had been entered into on September 28, 2004. Under the Facility Agreement, a syndicate of banks made facilities available to the Group in the form of multi-currency cash advances and sterling acceptance credits. The Facility Agreement contained certain financial and operational covenants similar to the Note Purchase Agreement. At January 31, 2009, the amount outstanding under the Facility Agreement was \$135.0 million.

Discussions to make amendments to, and reduce the size of, the Group's borrowing facilities were initiated by Signet in November 2008, in light of a significant deterioration in the economic environment. The goal of the discussions was to provide the Group with additional financial flexibility in the medium term, while more appropriately structuring the borrowing facilities required by the significantly lower level of net debt now expected, based on the Group's revised operating and expansion strategies. A satisfactory outcome to these discussions was achieved and details of the amended agreements were announced on March 16, 2009. Signet was in compliance with the terms of the original borrowing agreements in respect of fiscal 2009.

The amendments relate to the terms of the \$380 million 2013 to 2018 year US Private Placement Note Term Series Purchase Agreement entered into on March 30, 2006 (the *Note Purchase Agreement*) and the \$520 million unsecured multi-currency five year revolving credit facility agreement entered into on June 26, 2008 (the *Facility Agreement*).

Under the amended agreements, Signet repaid \$100 million of the notes at par plus accrued interest on March 18, 2009 and the revolving credit agreement was reduced in size to \$370 million on March 13, 2009. In addition, the margins paid on the revolving credit agreement and the coupon on the notes have been increased. The most stringent condition under the original agreements was a fixed charge cover covenant. The definition of this covenant has been amended to include depreciation in the earnings, and exclude service charges and rates from expenses. This covenant is set at 1.4:1, using the amended definition, until the end of fiscal 2012, equivalent to a reduction to about 1.1:1 from 1.4:1 under the former definition of fixed charge cover. The fixed charge cover is then set at 1.55:1 until the end of fiscal 2013 and thereafter is set at 1.85:1. The amended agreements also reduce the permitted ratio of net debt to earnings before interest, tax, depreciation and amortization covenant to 2:1 from 3:1 (2.5:1 in the third quarter of each fiscal year) until the end of the fiscal year 2013 and places restrictions on the Group's ability to undertake certain activities, including cash distributions to shareholders. A more detailed description of the amendments is set out below. Amendment fees and other related costs of \$9.5 million will be charged in fiscal 2010.

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***Amended Facility Agreement***

The terms of the amended Facility Agreement (the Amended Facility Agreement ) which runs from March 2009 until June 2013, inter alia, include:

the ability by Signet to draw \$370 million in the form of multi-currency cash advances and the issuance of letters of credit; and

an increased margin of 2.25% above LIBOR (from 1.20% above LIBOR), subject to adjustment depending on the performance of the Group, with the minimum being increased to 1.75% above LIBOR (from 1.0% above LIBOR) and the maximum being increased to 2.75% above LIBOR (from 1.75% above LIBOR).

The continued availability of the Amended Facility Agreement is conditional upon the Group achieving certain financial performance criteria, including those set out below:

the ratio of Consolidated Net Debt to Consolidated EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) shall not exceed 2:1 for each quarter, except the third quarter when it shall not exceed 2.5:1;

Consolidated Net Worth (total net tangible assets) shall not fall below \$800 million;

the ratio of EBITDAR (Earnings Before Interest, Tax, Depreciation, Amortization, Rents and Operating Lease Expenditure) to Consolidated Net Interest Expenditure plus Rents and Operating Lease Expenditure excluding Service Charges and Rates shall be equal to or greater than 1.4:1 for the trailing 12 months at each quarter end to January 2012, increasing to 1.55:1 until January 2013 and then to 1.85:1 for subsequent periods. The ratio of 1.85:1 is equivalent to 1.4:1 under the original Facility Agreement;

beginning with fiscal 2011, the facility will be reduced, on a pro rata basis with the notes outstanding (see below), by at least 60% of any reduction in net debt from the prior year end;

no Shareholder Returns (defined as including dividends, share buybacks or other similar payments) shall be made during fiscal 2010 or fiscal 2011, and thereafter such returns may only be made if the amended fixed charge cover is above 1.7:1, there are no subsisting defaults and the directors confirm that they expect Signet to continue to comply with the covenant in the following 12 months; and

capital expenditure shall not exceed \$71 million in fiscal 2010, \$93 million in fiscal 2011, \$115 million in fiscal 2012 and \$205 million in fiscal 2013, with any unspent amount being carried over into the subsequent period.

The Amended Facility Agreement retains certain provisions which are customary for this type of agreement, including standard negative pledge and pari passu clauses.

***Amended Note Purchase Agreement***

Coincidental to entering into the Amended Facility Agreement, amendments were made to the Note Purchase Agreement. The original Note Purchase Agreement took the form of fixed rate investor certificate notes ( Notes ). These Notes represent 7, 10 or 12 year maturities, with Series (A) \$100 million 5.95% due 2013; Series (B) \$150 million 6.11% due 2016 and Series (C) \$130 million 6.26% due 2018. The financial covenants of the original Note Purchase Agreement were substantially the same as in the original Facility Agreement.

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The terms of the amended Note Purchase Agreement ( Amended Note Purchase Agreement ), where they are different to those in the Amended Facilities Agreement disclosed above, are, inter alia:

the coupon was increased by an additional 2.0% (subject to a further 1.0% increase until fiscal 2013 if the amended fixed charge coverage ratio is less than 1.6:1, and an additional 1.0% increase if Note holders are subject to increased capital charges as a result of a requirement to post additional reserves under applicable insurance regulations, as determined by the insurance regulator);

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a prepayment of \$100 million at par plus accrued interest on March 18, 2009. Subsequent prepayment offers, at par, are to be made in February of each of the following years 2010, 2011, 2012 and 2013. The minimum amount of each such offer being principally the Note holders' pro rata share of 60% of any reduction in net debt that occurred over the preceding fiscal year. Any proportion of the 2011, 2012 or 2013 offers rejected by Note holders may be applied to Shareholder Returns, as defined in the Amended Facility Agreement;

subsequent to January 2013, Shareholder Returns may only be made if total offers to prepay of \$190 million of the Notes (the Required Offers ) have been made, and that an additional prepayment offer at a 2% premium to par has also been made, in which case the Shareholder Returns may be no greater than the proportion of the additional offer rejected by the Note holders; and

restrictions on capital expenditure similar to the Amended Facility Agreement for fiscal 2010, fiscal 2011, fiscal 2012 and fiscal 2013, provided that in fiscal 2012 and 2013 the Required Offers have been made, otherwise the restrictions on capital expenditure in fiscal 2012 will be \$85 million and in fiscal 2013 will be \$100 million.

A fixed charge cover of 1.85 under the amended agreements is similar to a fixed charge cover of 1.4 under the original agreements due to changes in the definition of fixed charge cover. Therefore Shareholder Returns are possible while the Group has a fixed charge cover less than that specified in the original borrowing agreements.

***Asset backed variable funding note conduit securitization facility***

In October 2008, the Group entered into a 364 day \$100m Series 2007 asset backed variable funding note conduit securitization facility for general corporate purposes. Under this securitization, interests in the US receivables portfolio are sold to Bryant Park, a conduit administered by HSBC Securities (USA) Inc. This facility has not been utilized and replaced a similar facility for \$200 million.

***Interest rate protection agreements***

It is the policy of the Group to maintain a fixed or capped interest rate, via either fixed rate borrowings or interest rate protection agreements in respect of at least 75% of its forecast US dollar borrowings. As at January 31, 2009, the Group had no interest rate protection agreements outstanding.

**C. RESEARCH AND DEVELOPMENT**

None.

**D. TREND INFORMATION**

**Fiscal 2010**

US

The current trading environment remains extremely challenging. The prospects for same store sales remain very uncertain and will largely depend on consumer confidence and their concerns about employment. For fiscal 2010, the gross merchandise margin is expected to be at least at the level achieved in fiscal 2009, with the increase in the cost of gold offset by supply chain efficiencies, particularly in the sourcing of diamonds. In the first quarter there will be some benefit from price increases implemented in early fiscal 2009 as well as favourable mix changes.

Against the unfavorable macro-economic background a substantial cost reduction program has been implemented, with the objective of reducing costs by \$100 million in fiscal 2010. If sales improve the cost savings may be lower due to additional variable cost relating to sales. There will also be a one off benefit of \$13 million due to a change in vacation policy. However, expenses will be adversely affected by underlying inflation and anticipated further increases in net bad debt. The net change in space is expected to have little impact on cost.

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Action is also being taken to align inventory appropriately to the reduced level of sales by lowering the amount of merchandise purchased. The target is to decrease the investment in inventory by about \$90 million during fiscal 2010.

A further slowing in the rate of new store openings will take place in fiscal 2010, and the number of store closures is anticipated to be a little higher than in fiscal 2009. This will result in a marginal decline in store space (see table below). There will also be a reduced level of store refurbishment and investment in information technology. Capital expenditure in fiscal 2010 is anticipated to be about \$40 million, significantly lower than in fiscal 2009.

	Kay Mall	Kay Off Mall	Regionals	Jared <sup>(1)</sup>	Total	Net space change
<b>January 2008</b>	<b>789</b>	<b>105</b>	<b>351</b>	<b>154</b>	<b>1,399</b>	<b>10%</b>
Opened	27 <sup>(2)</sup>	30	3	17	77	
Closed	(21)	(4)	(50) <sup>(2)</sup>		(75)	
<b>January 2009</b>	<b>795</b>	<b>131</b>	<b>304</b>	<b>171</b>	<b>1,401</b>	<b>4%</b>
Openings (planned)	3	3	1	8	15	
Closures (approx.)	(13)	(5)	(57)		(75)	
<b>January 2010 (approx.)</b>	<b>785</b>	<b>129</b>	<b>248</b>	<b>179</b>	<b>1,341</b>	<b>(1)%</b>

(1) A Jared store is equivalent in size to just over four mall stores.

(2) Includes 14 rebranded stores.

**UK**

The UK marketplace also remains very challenging. The outlook for sales in the remainder of the year is uncertain. Gross merchandise margin in fiscal 2010 is expected to be somewhat below that achieved in fiscal 2009, primarily reflecting a higher cost of gold and the weakness of sterling partly being offset by price increases. Action has been taken with the objective of maintaining costs broadly in line with those of fiscal 2009. These initiatives, such as lower staffing levels in the divisional central functions, realigned marketing expenditure and reduced store operating expense, have offset a number of adverse factors, including higher property related charges and an increase in pension costs arising as a result of the pension deficit being amortized through the income statement. Reflecting lower sales, the objective is to reduce the investment in inventory by about \$15 million during fiscal 2010.

A further small reduction in net store space is planned in fiscal 2010 with the number of store closures lower than in fiscal 2009 and one new store planned (see table below). Capital expenditure in fiscal 2010 is anticipated to be about \$15 million (fiscal 2009: \$38.9 million), due to a slower pace of Ernest Jones refits in the current environment.

	H.Samuel	Ernest Jones <sup>(1)</sup>	Total	Open store format	
				H.Samuel	Ernest Jones <sup>(1)</sup>
<b>January 2008</b>	<b>359</b>	<b>204</b>	<b>563</b>	<b>41%</b>	<b>9%</b>
Opened	5	5	10		
Closed	(12)	(3)	(15)		
<b>January 2009</b>	<b>352</b>	<b>206</b>	<b>558</b>	<b>45%</b>	<b>15%</b>
Openings (planned)		1	1		
Closures (planned)	(7)	(2)	(9)		
<b>January 2010</b>	<b>345</b>	<b>205</b>	<b>550</b>	<b>46%</b>	<b>18%</b>

(1) Includes stores trading as Leslie Davis.



**Table of Contents****Group cash flow objectives**

It is the Group's objective to achieve a net cash inflow during fiscal 2010 of between \$175 million and \$225 million. While net income is expected to be lower than in fiscal 2009, it is anticipated that working capital will be significantly reduced, with planned inventory falling by about \$100 million. Capital expenditure is budgeted to be about \$55 million, compared to \$114.9 million in fiscal 2009, with a small decrease in space planned in both the US and UK divisions. In line with the amended borrowing agreements, no dividends will be paid in fiscal 2010, nor will any share repurchases be made. In addition, the increase in borrowing to the seasonal peak in November will be meaningfully less than in recent years. Excluding fees and associated costs of \$9.5 million arising from the negotiations of the amended borrowing agreements, net interest expense is forecast to be \$3 million to \$5 million higher than in fiscal 2009.

**Current trading**

Given the very challenging environment, the Group has made an encouraging start to fiscal 2010. In the US, same store sales were down by 2.7% against the comparable period in fiscal 2009 with Valentine's Day trading stronger than the remainder of the period. The change in timing of Easter had an adverse impact of about 1%. Gross merchandise margin was meaningfully up, reflecting the benefit of the price increases implemented in the first quarter of fiscal 2009 and favorable mix changes, which more than offset the increase in the cost of gold. In the UK, same store sales in the first seven weeks were down 3.8%, with the timing of Easter having limited impact. Gross merchandise margin was up slightly, reflecting higher prices offsetting increased merchandise costs. However, pressure on UK gross merchandise margin is expected to build during the rest of the year due to higher gold costs and the weakness of the pound sterling against the US dollar.

**E. OFF-BALANCE SHEET ARRANGEMENTS****Merchandise held by way of consignment**

The Group held \$202.1 million of consignment inventory at January 31, 2009 (February 2, 2008: \$221.5 million) which is not recorded on the balance sheet. The principal terms of the consignment agreements, which can generally be terminated by either side, are such that the Group can return any, or all of, the inventory to the relevant supplier without financial or commercial penalty.

**Contingent property liabilities**

Approximately 125 UK property leases had been assigned by the Group up to January 31, 2009 (and remained unexpired and occupied by assignees at that date) and approximately 23 additional properties were sub-let at that date. Should the assignees or sub-tenants fail to fulfill any obligations in respect of those leases or any other leases which have at any other time been assigned or sub-let, the Group or one of its UK subsidiaries may be liable for those defaults. The number of such claims arising to date has been small, and the liability, which is charged to the income statement as it arises, has not been material.

**F. CONTRACTUAL OBLIGATIONS**

A summary of operating lease obligations is set out on page 63. These primarily relate to minimum payments due under store lease arrangements. The majority of the store operating leases provide for the payment of base rentals plus real estate taxes, insurance, common area maintenance fees and merchant association dues. Additional information regarding the Group's operating leases is available in Item 4D Property, plant and equipment, and Note 21, included in Item 18 Financial Statements, of this annual report on Form 20-F.

Long term debt obligations comprise borrowings with an original maturity of greater than one year. Purchase obligations comprise contracts entered into for the forward purchase of gold and US dollars with an original maturity of greater than one year. These contracts are taken out to manage market risks. It is expected that operating commitments will be funded from future operating cash flows and no additional facilities will be required to meet these obligations.

**Table of Contents****Contractual obligations as at January 31, 2009**

	Less than one year	Between one and three years	Between three and five years	More than five years	Total \$m
Long term debt obligations <sup>(1)</sup>			100.0	280.0	380.0
Operating lease obligations	280.4	502.2	427.1	1,169.0	2,378.7
Purchase obligations	21.2				21.2
Fixed interest and commitment fee payments	25.3	50.1	46.1	59.5	181.0
Creditors falling due after one year				6.7	6.7
Current income tax	55.8				55.8
<b>Total</b>	<b>382.7</b>	<b>552.3</b>	<b>573.2</b>	<b>1,515.2</b>	<b>3,023.4</b>

(1) As at January 31, 2009, the Group had no long-term floating rate indebtedness.

On March 18, 2009 as a result of the announced banking amendments, the Group made a prepayment of \$100 million in relation to the long-term debt obligations. Therefore the contractual obligation between three and five years is \$73.7 million and more than five years is \$206.3 million and the total is \$280 million.

Not included in the table above are obligations under employment agreements and ordinary course purchase orders for merchandise.

**Pensions**

The Group has one defined benefit plan for UK based staff (the Group Scheme), that was closed to new members in 2004. All other pension arrangements consist of defined contribution plans. The net impact of foreign exchange movements on the assets and liabilities of the UK scheme in fiscal 2009 was \$3.2 million. There was an actuarial gain of \$21.9 million (fiscal 2008: \$16.6 million). The fair value of the Group Scheme's assets excluding the impact of foreign exchange movements decreased by \$51.9 million (fiscal 2008: \$13.6 million). There was a retirement benefit deficit on the balance sheet of \$12.9 million (February 2, 2008: \$5.6 million) before a related deferred tax asset of \$3.6 million (February 2, 2008: \$1.6 million). The last triennial actuarial valuation was carried out as at April 5, 2006 and another will be carried out as at April 5, 2009.

The cash contribution to the Group Scheme in fiscal 2009 was \$6.0 million (fiscal 2008: \$7.2 million), and the Group expects to contribute some \$11.2 million in fiscal 2010.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Critical accounting policies covering areas of greater complexity or those particularly subject to the exercise of judgement are listed below. There are no material off-balance sheet structures. The principal accounting policies are set out on page 121 of this document.

**Revenue recognition**

Where the contractual obligation is borne by the Group, revenue from the sale of extended service agreements is deferred and recognised, net of incremental costs arising from the initial sale, in proportion to anticipated claims arising. This period is based on the historical claims experience of the business, which has been consistent since these products were launched. The Group reviews the pattern of claims at the end of each year to determine any significant trends that may require changes to revenue recognition rates.

When promotional vouchers providing an incentive to enter into a future purchase are issued, the estimated fair value of these vouchers is treated as deferred revenue. The fair value of these vouchers is calculated based on prior years' experience.

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Provision is made for future returns expected within the stated return period, based on previous percentage return rates experienced.

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### **Inventory valuation**

Inventory is valued on an average cost basis and includes appropriate overheads. Overheads allocated to inventory cost are only those directly related to bringing inventory to its present location and condition. These include relevant warehousing, distribution and certain buying, security and data processing costs.

Where necessary, provision is made for obsolete, slow-moving and damaged inventory. This provision represents the difference between the cost of the inventory and its estimated market value, based upon inventory turn rates, market conditions and trends in consumer demand. The assessment of the provision has taken into account the challenging market conditions and recent trading activity.

In the US, inventory losses are recognised at the mid-year and fiscal year end based on complete physical inventories. In the UK, inventory losses are recorded as identified on a perpetual inventory system and an estimate is made of losses for the period from the last inventory count date to the end of the financial year on a store by store basis. These estimates are based on the overall divisional inventory loss experience since the last inventory count.

### **Foreign currency translation**

The results of subsidiaries with functional currencies other than US dollars are translated into US dollars at the weighted average rates of exchange during the period and their balance sheets and attributable goodwill at the rates at the balance sheet date. Exchange differences arising from the translation of the net assets of these subsidiary undertakings are included in other comprehensive income. Other exchange differences arising from foreign currency transactions are included in net operating income.

There has been a more significant movement between the US dollars and pounds sterling during the year that has created larger exchange rate differences than in previous years. These movements have been accounted for in accordance with the policy summarised above. The cash flow statement has been prepared in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 95. It separately discloses the movement of exchange rates on sterling cash balances that were swapped into dollars during the year from the other exchange rate changes on other cash and cash equivalents.

### **Hedge accounting**

Changes in the fair value of financial instruments that are designated and effective as hedges of future cash flows are recognised directly in equity through the statement of comprehensive income. Any ineffective portion of the gain or loss is recognised immediately in the income statement.

### **Taxation**

Accruals for income tax contingencies require management to make judgements and estimates in relation to tax audit issues and exposures. Amounts reserved are based on management's interpretation of country-specific tax law and the likelihood of settlement. Tax benefits are not recognised unless the tax positions are more likely than not of being sustained. Once recognised, management reviews each material tax benefit taking account of potential settlement through negotiation and/or litigation. Any established reserves are included in payables. Any recorded exposure to interest and penalties on tax liabilities is included in the income tax charge.

### **Goodwill**

Goodwill represents the excess of the cost of acquisitions over the fair value of the net assets at the date of acquisition. Goodwill is not amortized but reviewed for impairment in accordance with SFAS No. 142: Goodwill and Other Intangible Assets ( SFAS 142 ).

The Group has fully reviewed the carrying value of goodwill in light of the current challenging economic climate and determined that goodwill is impaired. The review adopted the two step approach as detailed in SFAS 142 and considered the best estimate of future discounted cash flows based on the Group's budgets and considering the operating outlook.

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The implied fair value of the goodwill attributed to each reporting unit was compared with the carrying amount of that goodwill. The key assumptions used in the calculation of the fair value of the reporting units included: the long-term rates of sales and cost growth; expected profitability; working capital requirements and discount rates. The methodology used is consistent with prior year testing when completing our impairment analysis.

In addition to measuring the fair value of the reporting units as described above, the Group considered the combined carrying and fair values of the reporting units in relation to the Group's total market capitalization in light of the current market capitalization. In addition to traditional control premiums the key factor contributing to the difference between the combined fair value of the reporting units and the total market capitalization is a share price that is impacted by the general stock market conditions and the significantly depressed current economic outlook.

As a result of this review the Group has determined that the goodwill is fully impaired. This is described in detail in Item 18 Financial Statements Note 12 on page 137.

## **Depreciation and impairment**

Depreciation is provided on freehold and long leasehold premises over a useful life not exceeding 50 years. Freehold land is not depreciated. Depreciation is provided on other fixed assets at rates between 10% and 33 1/3%. Shopfit depreciation rates have been set based on the refit cycle for each store fascia and the useful lives of each individual element of the shopfit. Cash registers and other IT equipment have separately determined depreciation rates.

In the UK there are circumstances where refurbishments are carried out close to the end of the lease term, such that the expected life of the newly installed leasehold improvements will exceed the lease term. Where the renewal of the lease is reasonably assured, such shopfronts, fixtures and fittings are depreciated over a period equal to the lesser of their economic useful life, or the remaining lease term plus the period of reasonably assured renewal. Reasonable assurance is gained through evaluation of the right to enter into a new lease, the performance of the store and potential availability of alternative sites.

Where appropriate, impairments are made on assets that have a recoverable amount less than net book value in line with SFAS No. 144:

Accounting for the Impairment or Disposal of Long-Lived Assets ( SFAS 144 ). The Group has identified potentially impaired assets and reviewed the cash flows of individual stores where trading since the initial opening of the store has reached a mature stage. Where such stores deliver negative cash flows, the related store assets have been considered for impairment by reference to estimated future cash flows for these stores.

## **Lease costs and incentives**

Where operating leases include clauses in respect of predetermined rent increases, those rents are charged to the income statement on a straight line basis over the lease term including any construction period or other rental holiday. Other operating lease costs are charged to the income statement as incurred. Amounts payable in respect of percentage rent (sales) leases are excluded from minimum rent and are included in the determination of rent expense when it is probable that the expense has been incurred and the amount can be reasonably estimated. Premiums paid to acquire short leasehold properties and incentives received relating to leased properties are amortized over the lease term.

## **Receivables**

Accounts receivable are stated net of an allowance for uncollectible balances. This allowance is based on the Group's past experience, the payment history of individual customers and reflects the more challenging economic environment. The Group regularly reviews its individual receivable balances and when it assesses that a balance has become irrecoverable it is fully written off. The Group provides credit facilities to customers upon completing appropriate credit tests.

Interest receivable from the US in-house credit program is classified as other operating income.

**Table of Contents****UK retirement benefits**

The expected liabilities of the Group Scheme are calculated based primarily on assumptions regarding salary and pension increases, inflation rates, discount rates, projected life expectancy and the long term rate of return expected on the Group Scheme's assets. A full actuarial valuation was completed as at April 5, 2006 and the Group Scheme valuation is updated at each year end. The discount rate is based on the yield at the balance sheet date of AA rated corporate bonds of equivalent currency and term to the Group Scheme's liabilities. The value of the assets of the Group Scheme is measured as at the balance sheet date, this being particularly dependent on the value of equity investments held by the Group Scheme at that date. The overall impact on the consolidated balance sheet is significantly mitigated as the members of the Group Scheme are only in the UK and account for about 11% of UK employees. The Group Scheme ceased to admit new employees from April 2004. In addition, if actuarial gains and losses exceed 10% of the greater of plan assets or plan liabilities, the Group amortizes those gains or losses over the average remaining service period of the employees.

**Share-based compensation**

The Group recognises a charge to income in respect of the fair values of outstanding employee share options and the Group's estimate of the number of options that will eventually vest. The Group estimated the fair value of all share-based awards using a Black-Scholes valuation model up to January 29, 2005. Subsequent to January 29, 2005, the Group continued to use a Black-Scholes valuation model for the Long Term Incentive Plans (LTIP) options; all other share-based awards, however, were valued using a binomial valuation model. The key assumptions surrounding the valuation of employee share options include the risk free interest rate, expected life of options, expected volatility and dividend yield. The expected volatility is based on the five year average historical volatility. For certain share plans that include a condition whereby vesting is contingent on growth exceeding the scheme target adjusted by movements in the relevant UK or US Retail Price Index (RPI) then the fair values are re-measured at the end of each reporting period until the criteria have been satisfied. For the share plans that do not have such a condition, the fair value is set at the grant date and used for the life of the option.

**ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****A. DIRECTORS****Board of directors**

<b>Name</b>	<b>Principal occupation or employment</b>
<b>Sir Malcolm Williamson*</b>	70, Chairman of the Board, appointed in September 2008 (a director of the Predecessor Company since 2005 and Chairman since June 2006). He was President and Chief Executive Officer of Visa International between 1998 and 2004 before which he was Group Chief Executive of Standard Chartered PLC from 1993 to 1998. He is Chairman of National Australia Group Europe Limited (and a Principal Board member of National Australia Bank), CDC Group plc and Youth Business International Advisory Board. He is also an independent director of JP Morgan Cazenove Holdings, a member of the Board of Trustees for The Prince of Wales International Business Leaders Forum, and Chairman of the Cass Business School Strategy & Development Board. He was, until May 2008, a director and Deputy Chairman of Resolution Plc and a non-executive director of G4S PLC.
<b>Robert Blanchard*</b>	64, Director, appointed in September 2008 (a director of the Predecessor Company since 2000). He was a Group Vice President of Procter & Gamble and President of its Global Skin Care and Cosmetics business until his retirement in 1999. He was an independent director of Bandag Inc. until he retired from that board in May 2006. He was also an independent director of Best Buy Co. Inc. until June 2005.

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<b>Name</b>	<b>Principal occupation or employment</b>
<b>Walker Boyd</b>	56, Group Finance Director and Director, appointed in September 2008 (appointed Group Finance Director of the Predecessor Company in 1995). He is a member of the Institute of Chartered Accountants of Scotland. Between 1992 and 1995 he was Finance Director of the Group's UK division.
<b>Terry Burman</b>	63, Group Chief Executive and Director, appointed in July 2008 (appointed Group Chief Executive of the Predecessor Company in 2000). He was also, until January 2006, Chief Executive Officer of the Group's US division. Mr. Burman was appointed to the Predecessor Company Group Board in 1996. Prior to joining the Group in 1995 he was Chief Executive Officer of Barrys Jewelers, Inc. Mr. Burman was appointed an independent director of Yankee Holding Corp. in October 2007. Mr. Burman has indicated his intention to retire on January 29, 2011.
<b>Dale W. Hilpert*</b>	66, Director, appointed in September 2008 (a director of the Predecessor Company since 2003). He was Chief Executive of Williams-Sonoma, Inc. from April 2001 until his retirement in January 2003. Prior to this he was Chairman and Chief Executive of Foot Locker, Inc. which he joined as President and Chief Operating Officer in 1995.
<b>Lesley Knox*</b>	55, Director, appointed in October 2008. Ms. Knox was an independent director of the Predecessor Company during 2008, and has since 2004 been Chair of Alliance Trust PLC and is also a non-executive director of HMV Group PLC and of Hays PLC, positions she has held since 2002. Ms. Knox was also until February 2009 interim Chairman of HMV Group PLC. Ms. Knox was in 1999 Founder Director of British Linen Advisers Limited, a specialist merchant bank providing strategic advice to growth companies. Between 1997 and 1999 she was Deputy Governor and then Governor of British Linen Bank, a subsidiary of the Bank of Scotland. She had between 1981 and 1997 worked in the Kleinwort Benson Group. Ms. Knox was also a non-executive director of Galliform PLC between 2001 and 2007 and Glenmorangie PLC between 1999 and 2003. Ms. Knox has indicated that she will step down from the Board at the conclusion of the annual general meeting to be held in June 2009.
<b>Marianne Miller Parrs*</b>	64, Director, appointed in October 2008. Ms. Parrs has served on the boards of The Stanley Works and CIT Group Inc. as an independent director since April 2008 and 2003 respectively. Ms. Parrs retired in 2007 as Executive Vice President and Chief Financial Officer of International Paper Company where she had been since having joined in 1974 as a Pension Trust Investment Manager and holding a number of positions before first being appointed Senior Vice President and Chief Financial Officer in 1995. This position she held until 1999 when she was appointed Executive Vice President with responsibility for Information Technology, Global Sourcing, Global Supply Chain and Investor Relations. She held this role for six years until she was reappointed Chief Financial Officer. Previously Ms. Parrs was a Security Analyst at a number of firms including Merrill Lynch.
<b>Thomas G. Plaskett*</b>	65, Director, appointed in October 2008. Since 1991 Mr. Plaskett has been Chairman of Fox Run Capital Associates, a private consulting firm focusing on financial advisory and corporate governance services for emerging companies. From 1999 until 2000 he served as the Chairman, President and Chief Executive Officer of Probex Corp, an energy technology company. He also served as Vice Chairman of Legend Airlines, from 1997 until 2001. Mr. Plaskett served as Interim President, Chief Executive Officer, and Acting Chief Financial Officer of Greyhound Lines for two years before becoming Chairman from 1995 until 1999, when the company was sold. Previously, he was Chairman, President and Chief Executive Officer of Pan Am Corporation from 1988 until 1991. Prior to that, Mr. Plaskett was President and Chief Executive Officer of Continental

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<b>Name</b>	<b>Principal occupation or employment</b>
	Airlines from 1986 to 1987. Mr. Plaskett also held several senior management positions at American Airlines and AMR Corporation between 1974 and 1986. Mr. Plaskett currently serves as a director of Novell Corporation, Alcon Laboratories Inc. and RadioShack Corporation.
<b>Russell Walls*</b>	65, Director, appointed in September 2008 (a director of the Predecessor Company since 2002). He was Group Finance Director of BAA plc until his retirement in August 2002 and was the senior independent director of Hilton Group plc until May 2003 and Stagecoach Group plc until August 2006. Mr. Walls is a non-executive director of Aviva plc, and of Delphic Diagnostics Limited and is Treasurer of the British Red Cross Society. He is a Fellow of the Association of Chartered Certified Accountants.

\* Independent directors all of whom satisfied the definitions of independence and have been affirmed by the Board as being independent in accordance with NYSE Listing Standards.

**Officers**

<b>Name</b>	<b>Principal occupation or employment</b>
<b>Mark Jenkins</b>	51, Group Company Secretary, appointed in 2004. Previously he was a director and Company Secretary at COLT Telecom Group plc and Group Company Secretary at Peek plc. He is a barrister.
<b>Susie Grant</b>	33, Company Secretary since incorporation. She is a manager in Codan Services Limited which provides administrative services to the Company in Bermuda.

**Board committees**

**Compensation Committee:** Robert Blanchard (Chairman), Dale Hilpert, Russell Walls (until February 24, 2009) and Thomas Plaskett (with effect from February 24, 2009).

**Audit Committee:** Russell Walls (Chairman), Robert Blanchard (until February 24, 2009), Dale Hilpert and Marianne Parrs (with effect from February 24, 2009).

**Nomination and Corporate Governance Committee:** Russell Walls (Chairman), Robert Blanchard, Dale Hilpert (until February 24, 2009), Thomas Plaskett (with effect from February 24, 2009) and Marianne Parrs (with effect from February 24, 2009).

The Bye-laws specify that every director not appointed by shareholders is required to retire at the annual general meeting following their appointment to the Board. Such directors, which comprise a third of the Board, will retire and those directors will be eligible to offer themselves for re-election at the annual general meeting each year. All of the directors other than Ms. Knox, Ms. Parrs and Mr. Plaskett have been appointed to the Board by shareholders. Ms. Knox, Ms. Parrs and Mr. Plaskett will therefore retire from the Board at the forthcoming annual general meeting. Following consideration of the recommendations of the Nomination and Corporate Governance Committee, other than Ms. Knox who has indicated her intention to retire at the conclusion of the annual general meeting to be held in June 2009, they offer themselves for re-election in each case with the endorsement of the Board.



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**B. COMPENSATION**

**Compensation principles**

The Compensation Committee believes that to be effective, compensation policy must be based on sound, clear principles which are well understood and recognize the long term interests of the Group, its shareholders and employees. The Compensation Committee formally adopted the following principles in 2008, based upon principles adopted by the Predecessor Company after consultation with shareholders in 2002:

- (i) Signet's primary business objective is to deliver results which should consistently outperform the average of the industry sector.
- (ii) It is recognized that to consistently deliver above industry average performance Signet will need to retain, and where necessary attract, executives of well above industry average ability and leadership potential.
- (iii) It is recognized that in order to retain or recruit senior executives of the caliber necessary to deliver above industry average results, the Group must provide very competitive levels of total compensation. Therefore, the total compensation of Signet's senior executives will be targeted at the median of industry compensation, with an acceptable range of + or - 10 percentile points. Positioning within this range will be based on performance (both of the Group and the executive), potential (i.e. the executive's potential to grow in responsibility and performance), and scarcity (i.e. the availability of candidates to replace the executive should he/she leave the Group). As noted in principle (iv) below, when the Group significantly outperforms the industry, the performance based elements of compensation should result in significantly higher total compensation than that achieved by executives in competitor companies.
- (iv) Total compensation for executive directors and other senior executives should be highly geared towards performance with the proportion of at risk pay increasing according to: a) the level of performance achieved, and b) the ability of the executives to influence results. Excluding pension contributions, the provision of a company car and private health insurance, there should only be one element of guaranteed compensation: base salary. The performance related portion of total compensation should separately reward short term performance (through the annual bonus) and long term performance (through share and other long term incentive awards).
- (v) Surveys will be undertaken on a regular basis to ensure that total compensation packages remain in the percentile range described in (iii) above. Recognizing that more than 70% of the Group's sales and profits are generated in the US and that significant compensation differences exist between the US and the UK markets, separate surveys are conducted in each country.

**The components of total compensation:**

**(a) Base salary**

The base salary of each senior executive reflects the size and scope of his/her responsibilities and is reviewed annually, based upon individual performance, experience, surveyed competitive data and trends and geographic location of each position as well as the movement of base pay in the Group.

**(b) Annual bonus plan**

Annual bonus targets are set by the Compensation Committee each year after considering the Group's current business plans. There is a maximum bonus level set each year on such awards, which is equal to twice the target level, and a threshold performance below which no payments are made.

**(c) Share option plans**

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The Compensation Committee believes that executive share options are an appropriate element of compensation in order to execute the compensation principles set out above, and are an effective tool to incentivize executives to deliver the long term performance needed to generate strong returns to shareholders.

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The Predecessor Company operated the following executive share option plans: the Signet Group plc 1993 Executive Share Option Scheme (the 1993 Scheme ) under which no further options may be granted but existing options are exercisable over Company shares until the scheme expires in 2013. In 2003 new plans were introduced by the Predecessor Company replacing the 1993 Scheme, consisting of: the Signet Group plc UK Inland Revenue Approved Share Option Plan 2003; the Signet Group plc International Share Option Plan 2003; and the Signet Group plc US Stock Option Plan 2003 (the 2003 Plans ). Although no further options may be granted under the 2003 Plans options continue over Company shares and new options may be granted under the replacement plans set out below. Further details of the plans and the applicable performance conditions are set out on page 76.

The Company has established replacement plans substantially similar to the 2003 Plans which were approved in principle as the Signet Jewelers Limited Share Plans by shareholders at the General Meeting held on August 19, 2008 called to approve the implementation of the Court approved Scheme of Arrangement. These are the Signet Jewelers Limited UK Approved Share Option Plan 2008, the Signet Jewelers Limited International Share Option Plan 2008 and the Signet Jewelers Limited US Stock Option Plan 2008.

It is the policy of the Compensation Committee that all employees, including directors, who satisfy certain qualifying conditions, should have the opportunity to participate in the equity of the Company. This is achieved through savings-related share option plans, for which invitations are normally made annually. Under the relevant legislation the exercise of these share options is not subject to performance criteria.

### **(d) Long term incentive plan**

The Company has established a replacement Long Term Incentive Plan substantially similar to the long term incentive plan introduced by the Predecessor Company in 2005, which was approved in principle as the Signet Jewelers Limited Share Plans by shareholders at the General Meeting held on August 19, 2008 called to approve the implementation of the Court approved Scheme of Arrangement. The Signet Jewelers Limited Long Term Incentive Plan 2008 replaced the Signet Group plc 2000 Long Term Incentive Plan and the Signet Group plc 2005 Long Term Incentive Plan under which options and awards continue to subsist.

The policy to date has been to make annual awards expressed as a percentage of salary with vesting dependent on the achievement of challenging performance conditions set by the Compensation Committee at the time the awards are made. Further details of the existing Long Term Incentive Plan and the applicable performance conditions are set out on page 76.

### **(e) Pensions**

#### **(i) UK executive director**

The UK based executive director (the Group Finance Director) is a member of the UK Group Scheme, which is a funded, HMRC registered, final salary, occupational pension scheme with a separate category of membership for directors. Pensionable salary is the member's base salary, excluding all bonuses.

The main features of the directors' category are:

- (i) a normal pension age of 60;
- (ii) pension at normal pension age of two-thirds of final pensionable salary, subject to completion of 20 years' service;
- (iii) life assurance cover of four times basic salary; and
- (iv) spouse's pension on death.

All UK Group Scheme benefits were, until April 5, 2006, subject to Inland Revenue limits. Since the changes to pension taxation in the UK from April 6, 2006 and the removal of existing limits, a scheme specific



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earnings cap has been maintained equivalent to the previous earnings cap, increased by RPI annually. As the tax treatment and other advantages of contributing to Funded Unapproved Retirement Benefit Schemes (FURBS), to fund benefits above the earnings cap, has been eroded the Group has ceased paying contributions to the Signet FURBS. In substitution a supplement is paid in accordance with the compensation principles on an individual basis. The Group will not compensate or protect members against the consequences of the changes in taxation, but will provide members with a cash supplement in lieu of pension accrual once members reach the Lifetime Allowance limit set by the legislation if they choose to exercise this option.

### **(ii) US executive director**

In the US there are two savings vehicles by which provision for pension payments is made, both are defined contribution arrangements.

The primary retirement vehicle is the company sponsored Sterling Jewelers Inc. 401(k) Retirement Savings Plan (the 401(k) Plan ) which is a qualified plan under Federal guidelines. The company matched employee contributions to the 401(k) Plan at 25% of an employee's contribution up to a maximum of 6% of an employee's basic salary until December 2008 when the company match was suspended. Under Federal guidelines the 401(k) Plan contributions by senior management may be reduced based on the participation levels of lower paid employees. Therefore, a supplemental plan, the Deferred Compensation Plan (the DCP ), an unfunded non-qualified plan under Federal guidelines, was established in 1996 for senior management to assist with pre-tax retirement savings in addition to the 401(k) Plan. The company until December 2008 made a matched contribution to the DCP equal to 50% of an employee's contribution up to a maximum of 10% of the individual's basic salary and bonus. Under the transition arrangements for the implementation of section 409A of the Internal Revenue Code of 1986 (as amended) participants in the DCP have been permitted to elect for a return of their contributions and accrued interest.

The Group Chief Executive has pension benefits provided via the 401(k) Plan and the DCP. The DCP rules allowed for individual contractual contribution arrangements without any effect to its tax beneficial status. The only contractual contribution arrangement is with the Group Chief Executive who receives a contribution equal to 20% of basic salary without any contribution being required from the Group Chief Executive.

### **Other policy matters**

Apart from compensation itself, there are several other policy matters which concern the Compensation Committee, as follows:

#### **(i) Performance criteria**

The Compensation Committee considers it to be part of its role to carefully review proposed measures and targets to ensure that they will effectively motivate management and drive the creation of shareholder value. Annual bonuses are reviewed regularly to ensure that they remain appropriate and clearly aligned with business strategy and objectives and that the targets are set at a level that is stretching but not out of reach.

The Compensation Committee believes that the choice of performance measures should be made in the context of the Group's business strategy, reflect the Group's particular circumstances and be related to overall corporate performance. In certain circumstances it may be appropriate to set performance criteria that are specific to individual roles within the corporate strategy.

The Compensation Committee believes that where performance criteria are used they should be: easily understood; directly linked to the performance of the Group or the relevant business unit; directly influenced by management's actions; incentivize the efficient use of capital; and, for long term awards be equity based. In assessing actual performance it is the Compensation Committee's policy to measure the results on the basis of constant exchange rates so that executives neither benefit from nor are penalized simply by exchange rate fluctuations over which they have no control.

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## (ii) Companies used for comparison

To faithfully execute the compensation principles discussed on page 69, and to ensure that the executives are properly compensated relative to respective competitive environments, the Compensation Committee considers comparative data from a range of companies from both within and outside the retail sector. These companies are chosen on the basis of their sales, market capitalization, profits, number of employees and the complexity and geographic spread of their operations.

## (iii) Service contracts

It is the Compensation Committee's policy that the contracts of executive directors should be on a rolling basis with the notice period to terminate by either party not exceeding one year. Should it be necessary to grant a longer period of notice in order to recruit externally, this will be reduced to a maximum of one year after an initial period. No executive director has a contract exceeding one year.

## (iv) Early termination

Although the circumstances of early termination will vary, only in very exceptional circumstances will explicit terms relating to compensation for early termination be included in contracts for directors. Where no explicit compensation terms are included, departing directors or senior managers are expected to mitigate their loss.

## (v) External appointments

The Group recognizes the benefits to the individual and to the Group when executive directors also act as independent directors of companies not associated with Signet. Subject to certain conditions, unless otherwise determined by the Board, executive directors may accept one appointment as an independent director of another company and may retain any fees paid for such service. Mr. Burman was appointed an independent director of Yankee Holding Corp. in October 2007.

**Directors' compensation**

Details of directors' compensation for fiscal 2009 and fiscal 2008 were as follows:

	Basic salary or fees		Benefits <sup>(1)</sup>		Short term bonuses		Total	
	2009	2008	2009	2008	2009	2008	2009	2008
	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
<b>Chairman of the Board:</b>								
Sir Malcolm Williamson <sup>(2)</sup>	376	427					376	427
<b>Executive:</b>								
Walker Boyd <sup>(2)</sup> <i>Group Finance Director</i>	762	840	50	45	123		935	885
Terry Burman <i>Group Chief Executive</i>	1,614	1,559	89	109	502		2,205	1,668
<b>Independent:</b>								
Robert Blanchard <sup>(3)</sup>	124	109					124	109
Dale Hilpert <sup>(3)</sup>	105	92					105	92
Lesley Knox <sup>(2)(3)(4)</sup>	105	6					105	6
Marianne Parrs <sup>(5)</sup>	45						45	
Thomas Plaskett <sup>(5)</sup>	45						45	
Russell Walls <sup>(2)(3)</sup>	127	109					127	109
<b>Total</b>	<b>3,303</b>	<b>3,142</b>	<b>139</b>	<b>154</b>	<b>625</b>		<b>4,067</b>	<b>3,296</b>

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- (1) Benefits incorporate all benefits, other than pension benefits, arising from employment by the Group, which in the main relate to the provision of a company car and private health insurance and in the case of Mr. Burman also includes spousal travel and life assurance.

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- (2) Sir Malcolm Williamson, Messrs. Boyd, Walls and Ms. Knox had their compensation set and paid in pounds sterling and an average exchange rate of US\$1.75 was used (fiscal 2008: US\$2.00) until October 2008. Sir Malcolm Williamson, Mr. Walls and Ms. Knox since October 2008 have their emoluments specified in US dollars but are paid in pounds sterling at the prevailing exchange rate. Mr. Boyd continues to have his compensation specified and paid in pounds sterling.
- (3) Resigned as a director of the Predecessor Company on October 24, 2008.
- (4) Ms. Knox was appointed as a director on October 27, 2008, but had been a director of the Predecessor Company since January 9, 2008.
- (5) From appointment on October 27, 2008.

The figures above represent compensation earned as directors during the relevant fiscal year. Such compensation is paid in the same fiscal year in which it is earned, with the exception of bonus payments, which are paid in the year following.

**(a) Salary and benefits**

**i) Executive Directors**

The Group Chief Executive, the highest paid director, is a US citizen residing in the US and his compensation package is set and paid in US dollars. Similarly the Group Finance Director is resident in the UK and his compensation package is set and paid in pounds sterling.

The Compensation Committee normally reviews the salary and benefits of executive directors annually. Although the Compensation Committee's review of percentile positioning in relation to domicile, listing, geographic focus, the compensation packages of comparator companies and the desire to re-align compensation practices with those more usual in the US would have resulted in salary increases for the executive directors, the Compensation Committee has agreed to the directors' request that their base salaries be frozen this year. This reflects the difficult economic and trading conditions in both the US and UK, and the resulting management decision to impose a salary freeze on the organization in order to better control costs. The Compensation Committee respects this decision. However, the committee will carefully monitor and seek to maintain the appropriate percentile positioning of the executive directors as economic and trading conditions permit especially as the Group continues to achieve a superior operating performance for the jewelry sector.

Consequently, following the 2009 annual reviews by the Compensation Committee, the annual base salaries of Messrs. Burman and Boyd in their respective capacities remained as follows: the Group Chief Executive at \$1,622,250, and the Group Finance Director at £437,750.

**ii) The Chairman and independent directors**

Following the re-domicile and re-listing of the Group, Towers Perrin, our advisors, undertook a review of the pay practices of US companies in relation to independent directors and chairmen with a comparison against the pay practices followed by the Predecessor Company.

As a result of that review the Chairman of the Board receives an annual fee of \$350,000, having been frozen at the same fee level as that for the previous year, but is now denominated in US dollars. This total is split so that \$250,000 per annum is paid in cash quarterly, at the prevailing exchange rate, and \$100,000 is paid in restricted shares to be delivered annually at the time of the annual general meeting. In addition a \$250,000 minimum share ownership requirement, to be achieved within five years, is required. However once achieved, the requirement would be considered to have been met notwithstanding any subsequent change in share price.

Whilst a restricted share plan is not currently in place, it is the intention that such a plan be introduced and shareholder approval sought at the annual general meeting to be held in 2009. Therefore the current total annual fee of \$350,000, is paid in cash until the restricted share plan is in place.



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Also based on the review by Towers Perrin the annual basic fees for independent directors were increased to \$180,000 in October 2008. However the total is split so that \$90,000 per annum is paid in cash quarterly in arrears, (at the prevailing exchange rate where appropriate) and \$90,000 is paid in restricted shares to be delivered annually at the time of the annual general meeting.

No Committee meeting fees are payable, but additional annual amounts are paid to the chairmen of each of the Committees in the sums of \$20,000 per annum for the Audit and Compensation Committees and \$15,000 for the Nomination & Corporate Governance Committee.

In addition, a \$150,000 minimum share ownership requirement, to be achieved within five years, is also required of all independent directors. However once achieved, the requirement is considered to have been met notwithstanding any subsequent change in share price.

As a restricted share plan is not currently in place, the intention is that a plan be introduced and shareholder approval sought at the annual general meeting to be held in 2009. Therefore the restricted share award relating to the remainder of fiscal 2009 will be delivered, subject to shareholder approval of a restricted share plan, at the time of the 2009 annual general meeting together with the restricted share award for fiscal 2010.

### **(b) Annual bonus plan**

#### **(i) Bonus plan fiscal 2009**

As a result of the further decline in Group pre-tax profit in fiscal 2009 no annual bonus based on profit measures was paid to the Group Chief Executive or to the Group Finance Director. A bonus based on personal objectives equal to 30.95% and 16.08% of the total bonus capacity respectively was paid (total target is 100% and 50% and potential maximum is capped at 200% and 100% of base salary respectively).

#### **(ii) Bonus plan fiscal 2010**

Annual bonus payment criteria for fiscal 2010 are based predominantly upon profit measures. However the Compensation Committee believes it appropriate to also consider a broader approach linking bonus to measurable and quantifiable corporate goals of the executive directors using measures that are specific to their individual roles within the corporate strategy. After careful analysis the Compensation Committee has however agreed that in fiscal 2010 it is not appropriate to base any amount of the bonus capacity on individual bonus objectives but that due to the current economic downturn it is appropriate to have the entire bonus based upon financial goals.

Therefore the financial performance measure for the annual bonus plan for fiscal 2010 upon which 100% of the total annual bonus capacity may be earned will be based on profits and cash flow targets for each division set at the beginning of the bonus period.

The bonuses for the Group will be calculated using the same formula as above but based proportionately on the divisional results and calculated on a constant exchange rate basis.

Bonus target and potential maximum entitlement for the Group Chief Executive and Group Finance Director remain at the same levels as for fiscal 2009.

### **(c) Share option and long term incentive plans**

Share option and long term incentive plan grants to directors are set out on pages 81 to 83.

#### **(i) Executive share option plans**

Shareholders gave approval in 2008 to the Signet Jewelers International Share Option Plan 2008, the Signet Jewelers Limited UK Approved Share Option Plan 2008 and the Signet Jewelers Limited US Stock Option Plan

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2008 which replaced the Signet Group plc International Share Option Plan 2003, the Signet Group plc UK Inland Revenue Approved Share Option Plan 2003 and the Signet Group plc US Stock Option Plan 2003 (the 2003 Plans ) for future option grants. The 2003 Plans which in turn replaced the Signet Group plc 1993 Executive Share Option Scheme (the 1993 Scheme ). No further options may be granted under either the 2003 Plans or the 1993 Scheme (all together the Executive Share Option Plans ), although options continue to subsist under such plans on a rolled-over basis to acquire Company shares.

Options granted under the Executive Share Option Plans that have passed the necessary performance conditions are normally only exercisable between three and ten years from the date of grant, after which the options lapse. The conditions as they applied to existing grants are set out below:

### **Share option grants**

An assessment of performance is made on each occasion that share option grants take place and the results are reflected in the level of the individual awards. Such assessment may be based on corporate and/or personal performance as described below.

### **Grants to executive directors**

Grants made to executive directors are based on principles (iii), (iv), (v) (set out on page 69), a comparative compensation survey and a review of the performance of both the Group and the executive directors over the prior three years.

Before any share option was granted under the 2003 Plans or the 1993 Scheme to the US executive directors, the Compensation Committee had to satisfy itself that the demanding pre-grant conditions had been achieved. This required affirmation: (i) that the Group's business performance has been superior to that of its industry sector; and (ii) that the US executive directors' personal performances continue to be of the highest standard. In addition grants awarded to all executive directors are subject to a post-grant exercise condition requiring that the annual compound growth in earnings per share be more than 3% above inflation.

### **Grants to executives**

For grants made to executives performance is measured initially over three years from the start of the financial year in which the award is made and a condition requiring that the annual compound growth in earnings per share be more than 3% above inflation is required. For grants awarded up until fiscal 2006, performance may be retested in accordance with the retest provisions. For grants beginning with those awarded in fiscal 2007 all retesting in the measurement of performance target achievement has been eliminated. All grants awarded to staff below the main Board level from fiscal 2008 under the 2003 Plans are not subject to performance based conditions for vesting.

### **Scheme amendments to Executive Share Option Plans**

Certain provisions of the Executive Share Option Plans may be amended by the Board, although a number of basic provisions (and in particular most of the limitations on individual participation, the number of shares and the percentage of share capital that can be issued thereunder) cannot be altered to the advantage of the participants except with the approval of shareholders or in accordance with the adjustment provisions in the share option plans. In 2007 the Compensation Committee approved an amendment to the Executive Share Option Plans to ensure compliance with Section 409A of the United States Internal Revenue Code of 1986, as amended, where appropriate.

As the pre-determined performance conditions relating to the options over shares that were granted in fiscal 2006 were not met none of the options vested in fiscal 2008 or when retested in fiscal 2009. As the pre-determined performance conditions relating to the options over shares that were granted in fiscal 2007 were not met none of the options vested in fiscal 2009. The retesting provisions were removed from all option grants with effect from those granted in fiscal 2007 and for any future grants.

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**(ii) All employee share plans**

In 2008 the shareholders gave approval to an Inland Revenue approved savings related share option scheme for UK employees (the Sharesave Scheme ), a US Section 423 Plan (the Employee Share Savings Plan ) and a savings related share option scheme for employees in the Republic of Ireland (the Irish Sharesave Scheme ) in substitution of similar share plans that were introduced by the Predecessor Company in 1998 and extended with the approval of shareholders for an additional period of ten years in June 2008. These schemes give those employees with qualifying service the opportunity to participate in the equity of the Company, with the aim of aligning the interests of employees with those of shareholders.

The options granted under the Sharesave Scheme and the Irish Sharesave Scheme are normally exercisable between 36 and 42 months from the date of the relevant savings contract. Options are granted under these schemes at a price approximately 20% below the average middle market price of the shares on the London Stock Exchange on the three dealing days prior to the date that employees are invited to participate in them. The period of exercise and the discount allowed vary from the US due to different legal regulations in the UK and Ireland.

The options granted under the Employee Share Savings Plan are normally exercisable between 24 and 27 months from the date of grant. The options under this plan are granted at a price approximately 15% below the middle market price of the shares on the New York Stock Exchange on the date of grant.

**(iii) Long term incentive plan**

Shareholders gave approval, in 2008, to the Signet Group plc 2008 Long Term Incentive Plan ( LTIP ) which was a replacement for the Signet Group plc 2005 Long Term Incentive Plan, which in turn was a replacement for the Signet Group plc 2000 Long Term Incentive Plan which had expired in 2005 (together the LTIPs ).

The LTIP provides for the Compensation Committee to make long term incentive awards subject to performance targets. To the extent the performance targets are satisfied the participant will receive a combination of the grant of an option over shares in the Company and cash. The share options will normally be exercisable within ten years of the original award date.

The performance conditions under the LTIP of the Predecessor Company, set by the Compensation Committee at the beginning of each three-year performance period, were based on:

the compound annual growth in profit before tax of the Group, or in operating profit of the relevant division as appropriate, above, a threshold inflation level; and

ROCE of the Group or relevant division as appropriate.

The LTIPs do not allow retesting of the performance targets and allow only a pro-rated release of an award, where a participant leaves early for good reasons or there is a change of control. The performance targets must in any event be satisfied before any release is made in all cases.

In each case performance is measured over a fixed period of three successive financial years starting with the one in which the award is made. Nothing is payable under the award unless both minimum performance conditions are achieved. If the performance conditions are achieved the award will vest and its value will depend on the extent to which the minimum performance conditions are exceeded:

if Profit Growth exceeds the minimum threshold inflation level, the amount of the award will be calculated on a straight line basis from that level up to a specified inflection point, which for fiscal 2009 was 8%, at which point 37.5% of the award will vest, and then at an accelerated rate on a straight line basis up to the maximum level of award at 12%. This maximum is equal to a specified percentage of base salary at the time at which the award vests.

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if the minimum threshold inflation level of Profit Growth is achieved but the maximum award has not been earned, then the award may be increased on the basis of the ROCE performance. In no event, however, can any such increase result in the applicable maximum award amount stated in the preceding paragraph being exceeded.

The first table below shows the percentages and the inflection points which have been specified for the existing awards and indicates the relevant profits and ROCE to be used for measurement. The second table shows the percentages of salary to be paid to the executive directors for every 0.5% ROCE exceeds the specified level and the percentages of salary paid for exceeding the specified profit growth.

**LTIP performance criteria**

	Fiscal 2009 award			Fiscal 2008 award			Fiscal 2007 award		
	Group %	UK %	US %	Group %	UK %	US %	Group %	UK %	US %
<b>Minimum performance for any vesting:</b>									
Profit measure	Profit growth in excess of threshold inflation level								
ROCE measure	15.4	26.4	14.2	19.8	31.4	18.7	20.1	28.2	19.3
<b>Profit growth performance measure:</b>									
Profit growth rate inflection point	8.0	8.0	8.0	10.0	10.0	10.0	10.0	10.0	10.0
Profit growth for maximum vesting	12.0	12.0	12.0	15.0	15.0	15.0	15.0	15.0	15.0
<b>ROCE performance measure:</b>									
Specified ROCE required	16.4	27.4	15.2	20.8	32.4	19.7	21.1	29.2	20.3

ROCE performance	% Salary for each 0.5% ROCE exceeds specified level			
	Terry Burman		Walker Boyd	
	Fiscal 2009	Fiscal 2008	Fiscal 2009	Fiscal 2008
Executive directors performance criteria	11.3	11.3	4.6	4.6

Profit growth	% Salary paid for profit growth			
	Terry Burman		Walker Boyd	
	Fiscal 2009	Fiscal 2008	Fiscal 2009	Fiscal 2008
Inflection point	59.3	59.3	28.9	28.9
Maximum vesting	158.0	158.0	77.0	77.0

When the performance conditions have been satisfied, 50% of the amount which vests will be payable in cash and the other 50% will consist of the grant of an option to acquire shares in the Company, the number of shares in both cases being determined by using the middle market price on the day preceding the grant of the award. For the fiscal 2008 and fiscal 2009 awards, that share price of the Predecessor Company was, \$2.49 and \$1.24 respectively, which after the consolidation amounts to \$49.80 and \$24.80 respectively. The participants can normally exercise their option at any time after vesting until the tenth anniversary of the grant of the award. As the pre-determined performance conditions relating to the LTIP awards made in fiscal 2007 were not met, none of the options vested in fiscal 2009 and none of the cash element was payable.

**(d) Omnibus Incentive Plan**

In accordance with the undertaking given in the circular to shareholders dated July 24, 2008 which detailed the proposed scheme of arrangement to establish the Predecessor Company as a wholly owned subsidiary of the Company, the Compensation Committee has reviewed the existing incentive plans. In doing so it took into account the re-domicile and change of primary listing, the increasing involvement of the Group in the US and the



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compensation policies of comparator companies, together with the desire to implement policies more in line with companies who have their primary listing in the US. Having completed this review the Committee considers it appropriate to realign its compensation practices with those more usual in the US maintaining its commitment that a considerable element of compensation should be incentive and risk based. The intention therefore is to propose for approval by shareholders at the annual general meeting in 2009 an Omnibus Incentive Plan (the 2009 Plan ).

The purpose of the 2009 Plan is to attract, retain and motivate officers, employees, and independent directors providing services to the Company, any of its subsidiaries, or affiliates and to promote the success of the Company's business by providing the participants of the Plan with appropriate incentives. The 2009 Plan, as proposed, would give the Compensation Committee the flexibility to grant incentive awards based upon a number of combinations.

Details of the 2009 plan will be presented to shareholders for the annual general meeting to be held in June 2009 but the 3 principle elements of the plan will be awards of a) share options, b) service based restricted shares and c) long-term performance based shares.

The 2009 Plan will set out the performance goals and procedural requirements to permit the Company to design Awards that qualify as Performance-Based Compensation. Awards granted under the 2009 Plan shall be evidenced by Award Agreements (which need not be identical) that provide additional terms and conditions associated with such Awards, as determined by the Compensation Committee. It is also proposed that share and option awards under the 2009 Plan will be limited to a maximum to be agreed by shareholders before any grants or awards are made.

Should shareholders approve the introduction of the 2009 Plan the intention would be that no further grants or awards would be made under the existing Executive Share Option Plans or the LTIP.

### **(e) Employee trusts**

The share option plans may be operated in conjunction with one or more Employee Share Ownership Trusts (the Signet Group plc Employee Share Trust or the Signet Group plc 2004 Employee Share Trust ( together the ESOTs )) in relation to employees and former employees of the Predecessor Company and its subsidiaries. The LTIPs operate in conjunction with the ESOTs which may be funded by the Group to acquire shares in the Company for the purposes of meeting the Company's obligation to provide shares on the exercise of options. The trustees of the ESOTs have waived their rights to any dividends declared on shares held in the trusts.

### **(f) Limits on the issue of shares**

In any ten year period the Company may not issue under the Executive Share Option Plans, Common Shares equal to more than 10% of the issued Common Shares of the Company. In addition, the Company may not issue under the LTIP and any other discretionary plan adopted by the Company Common Shares equal to more than 5% of the issued Common Shares of the Company.

No more than 5% of the issued share capital of the Company may be held by the trustee of the ESOTs without prior approval of shareholders.

### **(g) Shareholding guidelines**

Shareholding guidelines have been set for directors of the Group. The Group Chief Executive is expected to build a holding of shares equal to at least twice salary and the Group Finance Director to at least one times salary. Until these levels have been achieved, half of any post tax option gains made on the exercise of share options under the 2003 Plans should be held in the Company's shares. In addition a \$250,000 minimum share ownership requirement, to be achieved within 5 years, is required by the Chairman and a \$150,000 minimum share ownership requirement, to be achieved within 5 years 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. Once achieved, the holding is to be maintained whilst they remain a director of the Company.

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The Group maintains an insider trading policy which among other things prohibits the hedging of share ownership positions by executive officers.

### **(h) Service contracts**

The Group Chief Executive has a rolling service contract (dated December 20, 2000 and amended and restated in February 2008 and November 2008) with a US subsidiary with certain covenants given by Signet Jewelers Limited, which can be terminated by either party on one year's notice in writing, or if earlier, on January 29, 2011. The Group Finance Director has a rolling service contract (dated June 14, 1995 and amended on May 15, 2000 and November 10, 2008) with Signet Group plc, which can be terminated on one year's notice in writing by either party and which terminates on his 60th birthday.

The service contract of the Group Chief Executive provides for a 3% increase in basic salary in each of fiscal 2010 (which was declined by the Group Chief Executive) and 2011 and a retention payment equal to \$6,547,709, in lieu of the grant of any award under the Signet Jewelers Limited Long Term Incentive Plan 2008 and the Signet Jewelers Limited US Stock Option Plan 2008 in fiscal 2010 and 2011. The Compensation Committee decided to amend the Group Chief Executive's contract in this way so as to secure the continuation of his services until the end of fiscal 2011. The retention payment shall be paid, subject to Section 409A of the Internal Revenue Code of 1986, (as amended) in a cash lump sum on January 31, 2011, subject to the Executive's continued employment until January 29, 2011; provided, however, that the retention payment shall vest and be paid pro-rata to the extent termination is as a result of permanent disability, death, without cause, or on the basis of a constructive termination as a result of a change of control.

The service contracts for the Group Chief Executive and the Group Finance Director provide for termination payments in the cases of early termination by the Group or in the event of certain changes of control. In these circumstances the amount of termination payments due to the Group Chief Executive would equal, in summary, the aggregate of (i) 100% of his base salary at the time of termination, (ii) 25% of his base salary in respect of pension and other benefits, (iii) his outstanding entitlement to a cash bonus under the annual bonus plan referred to on page 74 in respect of the proportion of the fiscal year prior to the effective date of termination, and (iv) a sum equal to a variable percentage (currently 65.94%) of the cash bonus to which he would have become entitled under the annual bonus plan during the notice period; and (v) a pro-rata proportion of the retention payment. If the Company reduces or eliminates the directors' and officers' liability insurance, although the Board has no intention of doing so, such that the Group Chief Executive does not have coverage which meets at least £100 million aggregate coverage limit and £50 million Side A aggregate dedicated coverage limits, then the Group Chief Executive may be permitted upon 90 days' written notice to terminate his employment. In the event of such termination the Company will pay the Group Chief Executive his base salary and short term bonus and retention payment pro-rated to the date of termination. Entitlement to any share options or LTIP awards is governed by the rules of the relevant scheme.

The amount of termination payments due to the Group Finance Director in the case of early termination by the Group in the event of certain changes of control would equal, in summary, the aggregate of (i) his annual salary at the time of termination, (ii) the market value of the contractual benefits in kind (including any pension contribution) to which he would have become entitled during the following 12 months, and (iii) all payments to which he would have become entitled under the annual bonus plan during the same 12 month period.

Entitlement to any share options or LTIP awards is governed by the rules of the relevant scheme, and these service contracts all contain confidentiality and non-competition clauses.

The Chairman has a letter of appointment (dated December 9, 2008), for a fixed term of three years. The appointment does not provide for compensation for loss of office. Each independent director has a letter of appointment from the Company. Letters of appointment do not provide for compensation for loss of office or make any provision for pension.

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The letters of appointment are dated as set out below:

Robert Blanchard	December 9, 2008
Dale Hilpert	December 9, 2008
Lesley Knox	December 9, 2008
Marianne Parrs	December 9, 2008
Thomas Plaskett	December 9, 2008
Russell Walls	December 9, 2008

**(i) Company pension****Pension benefits for the Group Chief Executive**

The Group Chief Executive has pension benefits provided by the 401(k) Plan and the DCP. Contributions made by Signet's US division in respect of the Group Chief Executive during the period totaled \$3,466 (fiscal 2008: \$3,375) and \$330,267 (fiscal 2008: \$310,000) respectively.

**Pension benefits for the UK based executive director**

	<b>Walker Boyd Group Finance Director</b>	
	<b>Fiscal 2009</b>	<b>Fiscal 2008</b>
	<b>£</b>	<b>£</b>
Change in accrued benefits during the year (gross of inflation)	6,427	5,812
Change in accrued benefits during the year (net of inflation)	3,462	3,727
Accrued benefits at the end of the year	65,713	59,286
Transfer value of change in accrued pension (net of inflation)	65,586	56,227
Transfer value of accrued benefits at the beginning of the year	894,794	698,295
Transfer value of accrued benefits at the end of the year	1,259,614	894,794
Change in transfer value of accrued benefits <sup>(1)</sup>	364,820	196,499
Group payments to the FURBS/supplement	122,533	94,900
Life assurance contributions	2,746	1,418

(1) Calculated in accordance with the Occupational Pension Schemes (Transfer Value) Regulations 2008.

**(j) Aggregate compensation for the year to January 31, 2009**

The total compensation for directors of the Company and officers of the Group (excluding amounts due under the LTIP), as listed on pages 66 to 68, for services in all capacities was \$4,368,000 (fiscal 2008: \$5,546,000). The amounts due under the LTIP for directors of the Company and officers of the Group was \$nil (fiscal 2008: \$nil). Under the LTIP 50% of the amounts due are payable in cash and the other 50% consists of the grant of an option to acquire shares in the Company. Details of the directors' compensation is given on page 72.

Except as set out in tables (a), (b) and (c) on pages 81 to 83, or in the notes under these tables, no director nor any member of any director's immediate family had an interest in, or was granted or exercised any right to subscribe for, shares or debentures of the Company or any subsidiary, nor did any such right to subscribe lapse during the financial year, nor, was there any change between the end of the financial year and March 25, 2009 in the interests of any director of the Company disclosed to the Company under the Disclosure and Transparency Rules nor in any right to subscribe for shares in, or debentures of, the Company.

At February 2, 2008, January 31, 2009 and March 25, 2009, according to the register kept by the Company under the Disclosure and Transparency Rules, the directors held interests in the shares of the Company as





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indicated in tables (a), (b) and (c) on pages 81 to 83. As explained on page 77 the value of the awards that vest under the LTIP depends upon the extent to which the performance conditions are met. The awards are also capped by reference to a percentage of the recipient's base salary.

The Group currently operates the ESOT and the 2004 ESOT. Walker Boyd and Terry Burman as at February 2, 2008, January 31, 2009 and March 25, 2009, were, in common with all other employees of the Group, deemed to have an interest in the shares held by the ESOT. The ESOT held 1,719,951 equivalent, after consolidation, to 85,997 Common Shares on February 2, 2008, 81,951 Common Shares on January 31, 2009 and 81,951 Common Shares on March 25, 2009. The 2004 ESOT held nil shares on February 2, 2008, nil shares on January 31, 2009 and nil shares on March 25, 2009.

No director had been granted any specific interest in such shares. The Company's register of directors' interests, which is open to inspection at the registered office, contains full details of directors' shareholdings and share options.

**Directors' interests in shares****(a) Directors' interests in share options**

Director		Number of shares under option						Exer- cised	Exercise price		Date	
		At Febru- ary 2, 2008	Granted Pre share consoli- dation	Post share consoli- dation	Total following share consoli- dation	Forfeited Pre share consoli- dation	Post share consoli- dation		At Janu- ary 31, 2009	Pre share consoli- dation	Post share consoli- dation	exercis- able <sup>(1)</sup>
Walker Boyd <sup>(2)</sup>	(2)	611,842			30,592			<b>30,592</b>	£ 0.5700	£ 11.40	5.5.03	5.5.10
	(2)	179,401			8,970			<b>8,970</b>	£ 0.7525	£ 15.05	2.5.04	2.5.11
	(2)	225,000			11,250			<b>11,250</b>	£ 1.2000	£ 24.00	11.4.05	11.4.12
	(3)	397,435			19,871			<b>19,871</b>	£ 0.9750	£ 19.50	14.7.06	14.7.13
	(3)	444,943			22,247			<b>22,247</b>	£ 1.1125	£ 22.25	5.4.07	5.4.14
	(4)	10,985				(10,985)			£ 0.8625	£ 17.25	N/a	N/a
	(3)	466,252			23,312			<b>23,312</b>	£ 1.1260	£ 22.52	12.4.08	12.4.15
	(3)	412,794			20,639			<b>20,639</b>	£ 1.1192	£ 22.38	11.4.09	11.4.16
	(3)	409,901			20,495			<b>20,495</b>	£ 1.2442	£ 24.88	24.4.10	24.4.17
	(4)	12,765			638		(638)		£ 0.7520	£ 15.04	N/a	N/a
	(3)		808,153		40,407			<b>40,407</b>	£ 0.6500	£ 13.00	14.4.11	14.4.18
	(4)			1,241	1,241			<b>1,241</b>	N/a	£ 7.73	1.1.12	30.6.12
<b>Total</b>		<b>3,171,318</b>	<b>808,153</b>	<b>1,241</b>	<b>199,662</b>	<b>(10,985)</b>	<b>(638)</b>	<b>199,024</b>	<b>N/a</b>	<b>£ 18.43<sup>(5)</sup></b>		
Terry Burman <sup>(2)</sup>	(3)	3,807,426			190,370			<b>190,370</b>	\$ 1.5890	\$ 31.78	14.7.06	14.7.13
	(3)	3,129,267			156,463			<b>156,463</b>	\$ 2.0500	\$ 41.00	5.4.07	5.4.14
	(3)	3,193,395			159,669			<b>159,669</b>	\$ 2.1200	\$ 42.40	12.4.08	12.4.15
	(4)	5,170			259		(259)		\$ 1.8600	\$ 37.20	1.11.08	31.1.09
	(3)	2,936,060			146,802			<b>146,802</b>	\$ 1.9550	\$ 39.10	11.4.09	11.4.16
	(3)	2,530,119			126,505			<b>126,505</b>	\$ 2.4900	\$ 49.80	24.4.10	24.4.17
	(3)		5,233,064		261,652			<b>261,652</b>	\$ 1.2400	\$ 24.80	14.4.11	14.4.18
	(4)			731	731			<b>731</b>	N/a	\$ 13.13	1.11.11	31.1.12
<b>Total</b>		<b>15,601,437</b>	<b>5,233,064</b>	<b>731</b>	<b>1,042,451</b>		<b>(259)</b>	<b>1,042,192</b>	<b>N/a</b>	<b>\$ 36.24<sup>(5)</sup></b>		

All options were granted to directors while they were directors. The conditions set by the Compensation Committee for the exercise of options granted under the 1993 Scheme were that for vesting to take place, a post inflation minimum growth in earnings per share of 10% over any consecutive three year period had to be achieved. Under the 2003 Plans, for vesting to take place, a post inflation minimum growth in earnings per share of 10% from a fixed base year applied over a three year period, or, only for the grants made in fiscal 2006, 12.55% over a four year period, or 15.92% over a five year period has to be achieved. The performance conditions were chosen as the Compensation Committee believed them to be in line with market practice. These conditions have been met in respect of the options granted between October 1997 and April 2004; the performance criteria having been satisfied in each case over the first three year period following the grant of the options apart from the options granted in April and July 2003. The performance criteria for the options granted in



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April and July 2003 were satisfied in the fourth year of the grant. The performance criteria for the options granted in April 2005 and April 2006 have not been satisfied on the first test and in the case of the options granted in April 2005 the criteria was also not satisfied on the retest. The Black-Scholes option-pricing model fair value is given in Item 18 Financial Statements Note 22 on page 151 for options granted in the last three years.

- (1) The dates from which options are exercisable and the expiry dates are the dates that normally apply. Other dates apply in certain circumstances, such as an option holder ceasing to be employed. Options that have not already vested will only vest and become exercisable on the dates detailed subject to satisfaction of the specified performance criteria.
  - (2), (3) and (4) The options marked (2) were granted under the 1993 Scheme, those marked (3) were granted under the 2003 Plans and those marked (4) were granted under the terms of the Sharesave Scheme or, in the case of Terry Burman, the Employee Share Savings Plan.
  - (5) Weighted averages of the exercise prices per share for the options held at the year end.
- The directors made no gains through the exercise of options during the year (fiscal 2008: \$1,096,865).

**(b) Directors interests in LTIPs**

	Awards subject to performance conditions		Awards where the performance conditions have been satisfied <sup>(1)</sup>			Cash and options total current value <sup>(4)(5)</sup>	Cash and options total vested <sup>(1)</sup>	Expiry of award or vested option
	Date of award	Cash portion (grant value) <sup>(2)</sup>	Option portion (number) <sup>(2)</sup>	Cash portion (grant value) <sup>(3)</sup>	Option portion (number) <sup>(3)</sup>			
		\$			\$	\$	\$	
<b>Director</b>								
Walker Boyd								
Fiscal 2007 award <sup>(6)</sup>	28.4.06							
Fiscal 2008 award <sup>(6)</sup>	24.4.07	244,374	6,774			292,306		(7)
Fiscal 2009 award	14.4.08	244,374	12,964			336,108		(7)
<b>Awards at end of year</b>		<b>488,748</b>	<b>19,738</b>			<b>628,414</b>		
<b>Terry Burman</b>								
Fiscal 2007 award <sup>(6)</sup>	28.4.06							
Fiscal 2008 award <sup>(6)</sup>	24.4.07	1,281,578	25,734			1,462,748		(7)
Fiscal 2009 award	14.4.08	1,281,578	53,310			1,656,881		(7)
<b>Awards at end of year</b>		<b>2,563,156</b>	<b>79,044</b>			<b>3,119,629</b>		

All grants were made to directors while they were directors. The performance conditions relating to the awards are set out on page 77.

- (1) In respect of the fiscal 2007 awards neither the Group nor the divisions achieved the required performance targets and therefore no awards vested for any of the participants.
- (2) Assumes, whatever the likelihood, that the maximum performance conditions are satisfied and is calculated using their salary at March 25, 2009. For the cash portion an exchange rate of \$1.45 has been used for Walker Boyd. Options are calculated using a share price at the time of grant in fiscal 2008 and fiscal 2009 of \$49.80 and \$24.80 respectively.
- (3) The LTIP payment is made in the year following the last year in respect of which the performance condition was set. There was no vesting in respect of awards made in fiscal 2007 and no payment was made.
- (4) Calculated using a share price as at January 31, 2009 of \$7.04. There was no vesting in respect of awards made in fiscal 2007.
- (5) Cash portion plus option portion value at January 31, 2009. For awards where the level of performance is currently unknown, no payment, or a reduced payment may be made. In respect of awards where the performance is known the base salary may be different at the date of vesting.



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- (6) Awards at start of year.  
 (7) Expiry dates of awards will be known within 60 days after the announcement of the preliminary results for the last financial year in the performance period.  
 (c) **Directors' interests in shares**

Director	Number of shares			
	At start of year	Post share consolidation September 11, 2008	At end of year	At March 25, 2009
Sir Malcolm Williamson	187,375	9,368	9,368	9,368
Robert Blanchard	10,010	500	500	500
Walker Boyd	542,798	27,139	27,139	27,139
Terry Burman	808,601	40,430	40,430	40,430
Dale Hilpert	20,000	1,000	1,000	1,000
Lesley Knox	30,870	1,543	1,543	1,543
Marianne Parrs				
Thomas Plaskett				
Russell Walls	30,000	1,500	1,500	1,500
	<b>1,629,654</b>	<b>81,480</b>	<b>81,480</b>	<b>81,480</b>

**Share price**

The closing price of Signet shares on the New York Stock Exchange was \$7.04 on January 30, 2009 and \$26.20 on February 1, 2008. During the 52 weeks ended January 31, 2009 the share price ranged between a low of \$7.04 and a high of \$30.40.

**C. BOARD PRACTICES Corporate governance**

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, for assessing the performance of the Group and its senior management, reviewing the system of internal control, and setting policy relating to social, ethical and environmental matters. 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.

The Board monitors all developments in corporate governance, including the Companies Act 1981 of Bermuda, the NYSE Listing Standards, SEC requirements and the Sarbanes-Oxley 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.

Most of the NYSE corporate governance requirements are not mandatory for foreign private issuer companies such as Signet. However, the Company has chosen to comply with NYSE corporate governance requirements as a matter of best practice.

Prior to the reorganization, the Group was subject to different corporate governance standards, including the corporate governance provisions of the UK Combined Code. The Company, as a non-UK company, is not required to comply with the UK Combined Code but the Board has due regard for the principles of it. The UK Combined Code requires a company to include certain information in its annual report. The Company has not included all of that information in this annual report on Form 20-F.

The Board currently comprises two executive directors and seven non-executive directors including the Chairman. The Company regards all the non-executive directors, including the Chairman, as independent in

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accordance with the NYSE Listing Standards. It also regards all the non-executive directors, excluding the Chairman, as independent non-executive directors, within the meaning of "independent" as defined in the UK Combined Code.

The Board met six times and the Board of the Predecessor Company met five times during fiscal 2009 with Ms. Knox being unable to attend on one occasion.

### **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, Nomination and Corporate Governance, and Compensation Committees. The composition of the Board Committees is set out on page 68 and the Group Company Secretary acts as secretary to all of them. Committee charters are available on request from the Group Company Secretary or may be downloaded from [www.signetjewelers.com](http://www.signetjewelers.com) gAbout us g Corporate Governance g Board and Corporate Governance Committees.

### **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 Group'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, the Disclosure Control Committee and the Group's whistleblowing procedures.

The Audit Committee reviews the whistleblowing procedures twice a year, which includes receiving reports on all matters raised and on actions taken. The Audit Committee also reviews the effectiveness of the Group'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 Management Committee which includes the Group's prioritised risk register, and annual written self-certification statements prepared by the operating divisions and head office departments, which confirm the extent of their compliance with all material internal financial operating and disclosure controls. These statements are prepared by the divisional finance directors on behalf of each operating division and are reviewed by senior divisional executives, Group management and the Audit Committee. In addition to the management self-certification process, the Audit Committee receives regular updates on divisional and Group based internal audit activity throughout the year and reviews reports submitted to the Board by the Group's external auditor. The Audit Committee reviews, discusses with management and approves for submission to the Board, all Group audited financial statements, as well as approving trading statements, and quarterly results announcements.

The external auditor's objectivity and independence is monitored by the Audit Committee which also has the primary responsibility for making a recommendation on 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 Group). 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 Group, 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 the requirements of the Sarbanes-Oxley Act. 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. See page 112 for details of fees paid to the external auditor.

The Audit Committee has an established channel of direct communication with the external auditor who normally attends meetings except in relation to certain aspects of their own appointment, assessment of their

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independence and determination of their fees. The Chairman, the Group Chief Executive, the Group Finance Director and others 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 divisional management to assess the risk and internal audit functions of the UK and US divisions and for the purpose of being briefed on business and technical developments. The Business Risk Assurance Manager 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, the NYSE listing rules and the UK Combined Code, and the only remuneration members of the Audit Committee receive, from the Group, 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. The Audit Committee met four times, and the Audit Committee of the Predecessor Company met five times in fiscal 2009, including a meeting entirely dedicated to the consideration of corporate governance matters. There was full attendance at all meetings.

### **The Nomination and Corporate Governance Committee**

The Nomination and Corporate Governance Committee has a written Charter which is reviewed annually. The Nomination and Corporate Governance Committee has responsibility for reviewing the composition and balance of the Board and its Committees, as well as Board and senior management succession. It also makes recommendations to the Board on all new Board appointments and nominations for re-election as directors. No director is involved in any decision about their own re-appointment. The procedure for the election of directors is laid out on page 68. The Nomination and Corporate Governance Committee also assists the Board in the consideration and development of appropriate corporate governance guidelines.

Once the Nomination and Corporate Governance Committee has agreed a job specification, the services of external recruitment agencies are used to identify suitable candidates for senior executive posts and for all Board appointments. The Nomination and Corporate Governance Committee carries out interviews with such individuals in accordance with a formalised process.

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 Nomination and Corporate Governance Committee. The Nomination and Corporate Governance Committee also reviews a number of other senior appointments within the Group, such as that of the Group Company Secretary. The Nomination and Corporate Governance Committee met twice and the Nomination and Corporate Governance Committee of the Predecessor Company met four times in fiscal 2009 and there was full attendance at all meetings.

### **The Compensation Committee**

The Compensation Committee's role is to set the compensation policy for executive directors and other senior executives and to ensure that they are fairly rewarded for their individual contributions to Group performance, having due regard for the interests of shareholders, the financial and commercial health of the Group and pay and other conditions throughout the Group. It is also the role of the Compensation Committee to ensure that the Group's compensation policies remain competitive.

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

The Compensation Committee sets the compensation of the Chairman of the Board and of the Group Chief Executive. The compensation of the other executive director and the Group Company Secretary is set based on



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recommendations made by the Group Chief Executive after consultation with the Chairman. The Committee also monitors the compensation of certain other senior executives and sets performance targets and makes all share based compensation awards. Where executive directors are involved in assisting the Compensation Committee, care is taken to recognize and avoid possible conflicts of interest.

The Compensation Committee regularly uses external professional advice and makes use of competitive market surveys conducted independently in both the US, where more than 70% of sales and profit are generated, as well as in the UK. The Committee has retained Towers Perrin as advisers and they are not retained by the Group in any other capacity. Advice on legal aspects of compensation is provided by Conyers Dill & Pearman (in Bermuda), Weil, Gotshal & Manges (in the US) and Herbert Smith LLP (in the UK). These firms also provide general legal advice to Signet.

The compensation of the independent directors is not within the remit of the Compensation Committee. This is determined by the Chairman and the executive members of the Board after consideration of, among other factors, external comparisons, and the time commitment and the responsibilities of the independent directors. The Compensation Committee met three times and the Compensation Committee of the Predecessor Company met four times during fiscal 2009 with full attendance at all meetings.

Details of the service contracts of the Group Chief Executive and Group Finance Director are set out on page 79.

## **Executive management**

The Group comprises two separate operating divisions, one in the US and one in the UK, each with a separate executive committee which meets regularly. The Group Finance Director and the Chief Executives of the UK and US divisions report to the Group Chief Executive. The executive management is responsible for the performance of the Group and its compliance with the internal policies and procedures set by the Board. As part of this responsibility the executive management regularly reports to the Board on the performance of the Group, the competitive environment and its relations with stakeholders.

## **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 Group has adopted a statement of social, ethical and environmental principles described on pages 87 to 89 and supporting policies applicable to all officers and employees of the Group and complies with the requirements of the NYSE. In addition, the Group has a policy on business integrity, as well as more detailed guidance and regulations in the Group's staff induction, training and operational procedures. These policies meet the requirements of the NYSE, and the UK corporate governance requirements and include a code of business conduct and ethics.

## **Relations with shareholders**

The Board recognizes the importance of relations with shareholders and communicates regularly with them about the Group's strategy, financial performance and prospects. It does this through documents distributed to shareholders, stock exchange announcements, the Group's website and in meetings. Conference calls on quarterly and annual results and the Christmas trading statement are open to all interested parties, including private shareholders, through the use of teleconferences and web casting. Other presentations are available on the Group website.

The Board recognizes that private investors have the opportunity to question the Board at general meetings of shareholders. All of the directors are required to attend the annual general meeting and the chairmen of the Audit, Nomination and Corporate Governance and Compensation Committees, in addition to the Chairman of the Board, are available to answer questions relating to the function of their respective Committees. All of the directors attended the 2008 annual general meeting of the Predecessor Company.

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The Group Chief Executive, the Group Finance Director and the Investor Relations Director 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 Mark Jenkins, Group Company Secretary at 15 Golden Square, London W1F 9JG, UK.

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

## **SOCIAL ETHICAL & ENVIRONMENTAL POLICIES**

The Group has a formal social ethical & environmental ( SEE ) governance framework with SEE principles and policies being included in the schedule of matters reserved for the Board. The Group Chief Executive has been designated as the director responsible for SEE matters including those relating specifically to climate change, and reports to the Board on a regular basis.

The Group SEE Committee chaired by the Group Company Secretary, and consisting of senior managers from the UK and US, has responsibility for the implementation of the various aspects of the SEE principles and policies, including climate change initiatives, through a program approved by the Board.

The procedures for SEE risk management are embedded within the management structure of the Group. SEE risks are discussed in Risk and other factors on pages 6 to 12. However, the Group's share of the worldwide jewelry and watch market is less than 3% of the total. Therefore, it is the Group's belief that it can be most effective in influencing improvements in the supply chain by working with other industry representatives who together can, by concentration into a single industry voice, be representative of many aspects of the supply chain and use their combined influence in working to improve the supply chain as a whole. In support of this position, the Group Chief Executive is on the Board and is Chair Elect of Jewelers of America (becoming chair in July 2009) and chairs its Ethical Initiatives Committee. He is also a director of the Responsible Jewellery Council ( RJC ) (as is the Group Company Secretary).

The Board has adopted a Statement of SEE Principles ( Principles ) outlining the Group's policy to operate as a profitable and reputable specialty jewelry retailer, the Group's responsibilities to various stakeholders and the SEE principles by which it operates. More detailed information is available on the Group's website [www.signetjewelers.com](http://www.signetjewelers.com) g Responsibilities g SEE Principles.

## **Supply Chain Standards**

The Group has a Supplier Code of Conduct ( Supplier Code ) and policies on business integrity, health and safety, the environment and labor standards. The Supplier Code applies to suppliers and agents with whom Signet deals directly. They are encouraged to ensure that the Supplier Code is communicated throughout the supply chain. More detailed information is available from [www.signetjewelers.com](http://www.signetjewelers.com) g Responsibilities g Policies and Codes g Supplier Code of Conduct.

Most of the raw and processed materials for the merchandise sold by Signet are traded on commodity exchanges or through multiple brokers and traders thereby making the original source difficult to trace. Signet believes that SEE issues at the mining, trading and secondary processing phases of the supply chain are more effectively managed through co-operation within the industry.

## **Conflict diamonds**

One of the issues facing the Group and the diamond sector is conflict diamonds. These are diamonds sold by rebel movements to fund military campaigns. The Group has worked with industry members, the United Nations, government bodies, commercial interests and civil society to introduce an effective system for the certification of

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the source of uncut diamonds. This system, known as the Kimberley Process Certification System ( KPCS ) was formally adopted in November 2002 and came into operation during 2003. Details regarding the KPCS are available at [www.kimberleyprocess.com](http://www.kimberleyprocess.com). The World Diamond Council ( WDC ) has also introduced a system of warranties for the trade in polished diamonds whereby the seller confirms that the diamonds comply with the KPCS. Details concerning the WDC are available at [www.diamondfacts.org](http://www.diamondfacts.org). The Group has trained its buying staff and sales associates with regard to the KPCS and the WDC system of warranties requirements and operation. The audit of these procedures as required by KPCS is undertaken, and the audit results have confirmed the Group s compliance and the Group has been commended for its robustness in this area.

## **The Responsible Jewellery Council**

As Signet believes it can be most effective in influencing improvements in the supply chain by working with other industry representatives it has played a leading role in the formation of the RJC. The RJC is an industry group representing the entire length of the diamond and gold jewelry industry supply chain from the mine to retail. In 2004, Signet was one of the signatories to a Statement of Intent that formed the basis of an agreement for further co-operation to promote increased consumer confidence and integrity in diamond and gold jewelry by promoting responsible business practices throughout the industry. As a result the RJC was formed in 2005 as a not for profit organization whose members are participants in all aspects of the diamond and gold jewelry industry. The RJC mission statement is to promote responsible practices relating to business ethics, social, human rights, and environmental performance throughout the diamond and gold jewelry supply chain, from mine to retail. A key membership requirement of the RJC is an independent assessment of compliance with the Code of Practices in accordance with the RJC Responsible Practices Framework which was launched in December 2008. More information is available from [www.responsiblejewellery.com](http://www.responsiblejewellery.com).

## **Environment**

The direct environmental impact of Signet s operations is considered to be relatively low compared to many business sectors and to other retailers. Notwithstanding Signet takes its environmental performance seriously and seeks opportunities to improve it. The Group has been implementing eco-efficiency initiatives to reduce energy use since 2003 and continues to assess further opportunities to minimize resource use.

## **Community affairs**

Both divisions have an active local community relationship program. During fiscal 2009 the Group advanced various employment sourcing relationships with a number of community organizations relating to people who are disabled, being rehabilitated or suffering from development difficulties. The Group is committed to continuing these community activities in fiscal 2010.

## **Charitable support**

Signet believes it is best to give support to a small number of specific charities rather than fragment its charitable giving. In the US, support is primarily given to The United Way, St. Jude Children s Research Hospital and Jewelers for Children, the industry s charity. In the UK, the Group primarily supports the Princess Royal Trust for Carers. During the period the Group made provision for total charitable giving of \$4,761,000 (fiscal 2008: \$4,516,000). This included direct charitable contributions of \$640,000 (fiscal 2008: \$734,000), of which \$144,000 (fiscal 2008: \$222,000) was in the UK and \$496,000 (fiscal 2008: \$512,000) was in the US, and marketing initiatives on both sides of the Atlantic resulting in additional charitable contributions of \$4,121,000 (fiscal 2008: \$3,782,000). No political donations were made in the US or the UK by the Group in the period (fiscal 2008: \$nil).

**Table of Contents****Human rights**

Signet supports the Fundamental Conventions of the International Labor Organization and the United Nations Declaration of Human Rights and encourages support and respect for these principles within its sphere of influence through the Supplier Code. Signet is working at a senior executive level to address human rights in the jewelry supply chain on an industry wide basis, through the RJC described above.

**D. EMPLOYEES**

In fiscal 2009 the average number of full-time equivalent persons employed (including directors) was 16,915 (UK: 3,697; US: 13,218). The Company usually employs a limited number of temporary employees during each Christmas season.

	Year ended		
	Fiscal 2009	Fiscal 2008	Fiscal 2007
Average numbers of employees			
US	13,218	13,396	12,672
UK	3,697	3,847	4,164
Total	16,915	17,243	16,836

None of Signet's employees in the UK and less than 1% of Signet's employees in the US are covered by collective bargaining agreements. Signet considers its relationship with its employees to be excellent.

Further information on Signet's employees can be found in Item 4B Business overview on pages 14 to 36.

**E. SHARE OWNERSHIP**

See table on page 83.

**Table of Contents****ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****A. MAJOR SHAREHOLDERS**

Shareholder	As at March 25, 2009		As at April 8, 2008 <sup>(1)</sup>		As at April 17, 2007 <sup>(1)</sup>	
	Total shares held	Percentage of issued shares	Total shares held	Percentage of issued shares	Total shares held	Percentage of issued shares
Harris Associates LP	14,311,990	16.7	15,206,002	17.8	10,266,212	12.0
First Pacific Advisors LLC	6,985,730	8.2	3,544,800	4.1		
Sprucegrove Investment Management Limited	6,674,070	7.8	5,694,810	6.6	3,622,609	4.2
Capital Group Companies Inc	5,784,860	6.8	8,203,746	9.6	8,191,681	9.5
Artisan Partners Limited Partnership	5,603,872	6.6	4,505,354	5.2	1,755,419	2.0
Investec Asset Management Limited	4,356,884	5.1				

(1) Numbers have been adjusted to reflect the 1-for-20 reverse stock split (share consolidation) which took place on September 11, 2008. None of the Company's Common Shares entitle the holder to any preferential voting rights.

As far as we know, the Company is not directly or indirectly owned or controlled by any other corporation, person or any government, and there are no arrangements that may result in a change of control.

**B. RELATED PARTY TRANSACTIONS**

The Company has entered into contractual arrangements with each of its directors to provide indemnities to the extent permitted under Bermuda law.

Certain US subsidiaries of the Company have constitutions and Bye-laws which provide indemnities to directors which conform to local laws and practices.

There are no other related party transactions which require disclosure in this item.

**C. INTERESTS OF EXPERTS AND COUNSEL**

Not applicable.

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***ITEM 8. FINANCIAL INFORMATION***

**A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION**

**Financial Statements**

See Item 18 Financial Statements .

**Dividends**

See Item 5.B Liquidity and Capital Resources Financing activities Dividends paid (page 56).

**LEGAL PROCEEDINGS**

The Group is not party to any legal proceedings considered to be material to its profit, financial position or cash flow including any bankruptcy, receivership or similar proceedings involving the Group or any of its subsidiaries. No director, officer or affiliate of the Group or any associate of any such director has been a party adverse to the Group or any of its subsidiaries or has a material interest adverse to the Group or any of its subsidiaries.

A class action lawsuit for an unspecified amount has been filed against Sterling Jewelers Inc, a subsidiary of the company, in the New York federal court by private plaintiffs. The US Equal Employment Opportunity Commission has filed a separate lawsuit alleging that US store-level employment practices are discriminatory as to compensation and promotional activities. The Group denies these allegations and intends to defend them vigorously.

**B. SIGNIFICANT CHANGES**

Except as otherwise indicated elsewhere in this Form 20-F, no significant changes have occurred since the date of our annual financial statements included in this Form 20-F.

***ITEM 9. THE OFFER AND LISTING***

**A. OFFER AND LISTING DETAILS**

Prior to September 11, 2008, the shares of Signet Group plc (the Predecessor Company ) were traded on the London Stock Exchange and American Depositary Shares ( ADSs ) representing those shares were quoted on the NYSE. Each ADS represented ten shares. Prior to November 16, 2004, the ADSs were traded on NASDAQ (symbol: SIGY). Prior to October 18, 2004 the ratio of shares per ADS had been 30:1.

On September 11, 2008 with the approval of the High Court of Justice in England and Wales, a Scheme of Arrangement (the Scheme ) was effected. Under the terms of the Scheme, a new group holding company, Signet Jewelers Limited, was established. Shares in the new company were distributed to the shareholders of the Predecessor Company in proportion to their original holding (subject to fractional entitlements) following a one-for-20 reverse share split (share consolidation). Holders of ADSs received one new share for each two ADSs held.

Historic share prices have been adjusted for the events noted above.

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The following table sets forth the high and low share price on each stock exchange for the periods indicated.

	London Stock Exchange Price per share		New York Stock Exchange Price per share	
	High £	Low	High \$	Low
Fiscal 2005	23.95	18.90	44.50	34.50
Fiscal 2006	23.55	18.65	43.92	33.75
Fiscal 2007	25.40	18.45	48.28	34.00
<b>Fiscal 2008</b>				
First quarter	25.35	22.85	51.20	44.06
Second quarter	25.30	19.30	51.64	39.62
Third quarter	20.65	16.40	42.26	33.08
Fourth quarter	17.85	10.85	37.78	22.08
Full year	25.35	10.85	51.64	22.08
<b>Fiscal 2009</b>				
First quarter	14.25	10.05	28.16	20.20
Second quarter	15.50	8.85	30.40	17.70
Third quarter	13.35	6.05	25.55	10.18
Fourth quarter	7.925	4.78	12.69	7.04
Full year	15.50	4.78	30.40	7.04
<b>Most recent six months</b>				
September 2008	13.35	11.10	25.55	20.12
October 2008	11.27	6.05	20.59	10.18
November 2008	7.93	4.89	12.69	7.83
December 2008	5.87	4.78	9.02	7.11
January 2009	6.40	4.88	9.59	7.04
February 2009	5.65	4.12	8.01	6.06

**B. PLAN OF DISTRIBUTION**

Not applicable.

**C. MARKETS**

The shares of the Company are traded on the New York Stock Exchange and the London Stock Exchange (both symbol: SIG). Prior to September 11, 2008, the shares of the Predecessor Company, were traded on the London Stock Exchange and American Depositary Shares were traded on the New York Stock Exchange (both symbol: SIG).

**D. SELLING SHAREHOLDERS**

Not applicable.

**E. DILUTION**

Not applicable.

**F. EXPENSES OF THE ISSUE**

Not applicable.





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**ITEM 10. ADDITIONAL INFORMATION**

**A. SHARE CAPITAL**

Not applicable.

**B. MEMORANDUM AND ARTICLES OF ASSOCIATION**

As a Bermuda domiciled Company, Signet does not have Articles of Association. An equivalent document, the Company's Bye-laws, along with its Memorandum of Association are provided as an exhibit to this annual report on Form 20-F, and are available for inspection at the Company's registered office or can be downloaded from [www.signetjewelers.com](http://www.signetjewelers.com).

***Memorandum of Association***

The Memorandum of Association of the Company provides that the objects for which the Company is formed and incorporated are unrestricted.

The Memorandum of Association does not contain any limitations on the rights to own securities or exercise voting rights on the securities.

***Bye-laws***

The following paragraphs summarise some of the key provisions in the Bye-laws:

***Share capital***

The share capital of the Company comprises Common Shares of \$0.18 each. The Board is authorized to create and issue additional shares of any existing class or shares of a new class and, without prejudice to the generality of the foregoing, may provide for the issue of preference shares. (Bye-law 4.2)

***Transfer of registered shares***

A shareholder may transfer all or any of his Common Shares in any manner which is permitted by any applicable legislation (subject to the restrictions in the Bye-laws) and is approved by the Board. The Company must maintain a register of Common Shares in accordance with the relevant Bermuda legislation.

A shareholder may transfer all or any of his shares by an instrument of transfer in the form provided in the Bye-laws, or in such other form as the Board may approve. The instrument of transfer must be signed by or on behalf of the transferor and, except in the case of a fully paid Common Shares, by or on behalf of the transferee. The Board may, in its absolute discretion and without giving any reason for it, refuse to register any transfer of any Common Shares: (1) which is not fully paid up or (2) is not accompanied by the Common Shares certificate for the Common Shares to be transferred (if any) or by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer. If the Board refuses to register a transfer it shall, within three months after the date on which the instrument of transfer was lodged, send to the transferor and transferee notice of the refusal. Subject to the Companies Act 1981 of Bermuda and any other applicable laws and regulations and the facilities and requirements of any relevant system concerned and the Bye-laws, the Board has power to implement and/or approve any arrangements it may, in its absolute discretion, think fit in relation to the evidencing of title to and transfer of interests in shares in the capital of the Company in the form of depositary interests or similar interests, instruments or securities, and to the extent such arrangements are so implemented, no provision of the Bye-laws shall apply or have effect to the extent that it is in any respect inconsistent with the holding or transfer thereof or the shares of the Company represented thereby. The Board may from time to time take such actions and do such things as it may, in its absolute discretion, think fit in relation to the operation of any such arrangements. (Bye-law 13)

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### *Alteration of capital*

The Company may if authorized by resolution of the Board increase its share capital and if authorized by a resolution of the members, divide, consolidate, subdivide, change the currency denomination of, diminish or otherwise alter or reduce its share capital in any manner permitted by the Companies Act 1981 of Bermuda. (Bye-law 16.1)

### *Authority to allot relevant securities*

Subject to the Bye-laws and to any resolution of shareholders to the contrary, the directors shall have the power to issue any unissued shares on such terms and conditions as they may determine. (Bye-law 2.1)

### *Power of the Company to investigate interests in shares and failure to disclose interests in shares*

The Company may give notice to a person, where it knows or has reasonable cause to believe such person to be, or in the previous three years to have been, interested in the Company's shares, requiring such person to confirm or deny such interest and to give such further information as may be requested. Where a person is required to disclose an interest in a share (a default share) and has not done so within 14 days after the date of service of the relevant notice by the Company, unless the Board in its absolute discretion decides otherwise, the relevant shareholder shall not be entitled to be present or vote on any question in person or by proxy at any general meeting of the Company or separate general meeting of the holders of any class of shares of the Company or count in the quorum. Where the default shares represent at least 0.25% of the issued shares of the same class, the Board may also direct that:

- (i) the Company may withhold any dividend (or part) or other amount payable, but when the restriction ceases to have effect, the Company must pay the amount to the person who would have been entitled to it;
- (ii) where the relevant shareholder has elected to receive shares in the Company instead of cash in respect of any dividend (or part), any election in respect of the default shares will not be effective; or
- (iii) no transfer of any of the shares held by the relevant shareholder will be recognised or registered by the directors unless the transfer is an excepted transfer or the shareholder is not in default after due and careful enquiry. (Bye-law 83)

### *Borrowing powers*

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property, assets (present and future) and uncalled capital and, subject to applicable law to issue debentures, debenture shares and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. (Bye-law 49.2)

### *Dividends*

The Board may, subject to the Bye-laws and in accordance with section 54 of the Companies Act 1981 of Bermuda, declare a dividend to be paid to the shareholders, in proportion to the number of shares held by them, and such dividend may be paid in cash or in such other way as may be agreed between the Company and the shareholder.

Dividends unclaimed within 7 years of declaration are forfeited and revert to the Company. (Bye-laws 18 to 20)

### *Distribution of assets on liquidation*

On liquidation, the liquidator may with the authority of a resolution of the members, and any other authority required by Bermuda legislation, divide the whole or any part of the assets of the Company among the shareholders, in whole or part, in specie or vest the whole or any part of the assets upon such trusts as the liquidator shall think fit. (Bye-law 78)



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### *General meetings*

All annual and special general meetings will be held in such place as the Board appoints. At least 14 clear days notice must be given of an annual general meeting and a special general meeting. At any general meeting of the Company any two shareholders present in person or by proxy throughout the meeting form a quorum for the transaction of business. If within half an hour from the time appointed for the meeting a quorum is not present and if the meeting is convened on the requisition of shareholders, it will be deemed cancelled. In any other case, the meeting will stand adjourned to the same day one week later, at the same time and place as the original meeting, or to such other day, time and place as the Company Secretary may decide. (Bye-laws 25 to 28)

A poll may be demanded by, amongst others, not less than three members present in person or by proxy and having the right to vote at that meeting or a member or members present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting. (Bye-law 33)

### *Forfeiture of shares*

If, after the payment due date, the whole or any part of any call or instalment remains unpaid, the Board may give a notice (the Payment Notice) to the holder requiring him to pay the amount due, together with accrued interest. If the requirements in the Payment Notice are not complied with, any share in respect of which it was given may be forfeited by a Board resolution. Every share which is forfeited or surrendered becomes the property of the Company. The Board may dispose of the forfeited or surrendered share upon such terms as the Board thinks fit.

A person whose shares have been forfeited or surrendered ceases to be a shareholder in respect of the forfeited or surrendered share. The person will remain liable to pay to the Company all moneys payable by him in respect of that share at the time of forfeiture or surrender, together with interest. (Bye-law 7)

### *Indemnity and insurance*

Each director may be indemnified out of the assets of the Company against all liabilities, loss, damage or expense incurred by him in the conduct of the Company's business or in the discharge of his duties. The indemnity must not extend in such a way which would render it void under Bermudian legislation. (Bye-law 56)

### *Takeover provisions*

The Company is prohibited from engaging, under certain circumstances, in a business combination (as defined in the Bye-laws) with any interested shareholder (as defined in the Bye-laws) for three years following the date that the shareholder became an interested shareholder. A business combination is defined to include, among other things, a merger or consolidation involving the Company and the interested shareholder and a sale of more than 10% of the Company's assets. In general, an interested shareholder is defined as any entity or person beneficially owning 15% or more of the Company's voting shares and any entity or person affiliated with or associated with that entity or person. (Bye-law 84)

Where an amalgamation of the Company with another company has been approved by the Board, that amalgamation requires the approval of a simple majority of the votes cast at the general meeting called to approve the amalgamation. The quorum at such a general meeting is two or more members present in person or by proxy.

Where an amalgamation of the Company with another company has not been approved by the Board, that amalgamation requires the approval of not less than 75% of the total voting rights attaching to all shares entitled to vote on the amalgamation. The quorum at a general meeting convened to approve such an amalgamation is two or more members present in person or by proxy representing in excess of 50% of the total voting rights attaching to all shares entitled to vote on the amalgamation. (Bye-law 85)

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*The Bye-laws also contain, inter alia, the following provisions:*

### **(A) Voting rights**

In general members have one vote for each Common Shares held by them and are entitled to vote at all meetings of members and, in the case of a poll, every member present in person or by proxy has one vote for every Common Shares of which he is the holder. (Bye-laws 4.1(a) and 32.3)

The Bye-laws provide for unanimous written resolutions of members. (Bye-law 38)

### **(B) Class rights**

Subject to the Companies Act 1981 of Bermuda, all or any of the special rights for the time being attached to any class of shares may, unless otherwise provided in the rights attached to the terms of issue of the shares of that class, be altered or abrogated with the consent in writing of the holders of not less than 75 per cent of the issued shares of that class or with the sanction of a resolution passed by a majority of the votes cast at a separate general meeting of the holders of such shares voting in person or by proxy at which special meeting the quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class. (Bye-law 17)

### **(C) Appointment and removal of directors**

The Board will consist of such number of directors, being not less than two and not more than such maximum number, not exceeding 15, as the Board may from time to time determine. (Bye-law 40.1)

The Company, by a resolution of its members or, when authorized by members pursuant to Bye-law 40.7, by the directors, may appoint persons to be directors of the Company. If the directors appoint a person to be such a director this person will hold the post until the next annual general meeting at which point they will be eligible for re-election.

Only persons who are proposed or nominated in accordance with Bye-law 40 will be eligible for election as directors. Any shareholder or the Board may propose any person for election as a director.

Where any person, other than a director retiring at the meeting or a person proposed for re-election or election as a director by the Board, is to be proposed for election as a director, notice must be given to the Company of the intention to propose him and of his willingness to serve as a director. (Bye-law 40.3)

Where the number of persons validly proposed for re-election or election as a director pursuant to Bye-law 40.4 is greater than the number of directors to be elected, the person(s) receiving the most votes will be elected as the director(s), and an absolute majority of the votes cast will not be a pre-requisite to the election of such director(s). (Bye-law 40.6)

At any general meeting, the shareholders may authorize the Board to fill any vacancy in their number left unfilled at a general meeting. (Bye-law 40.7)

One third of the directors must retire by rotation at each annual general meeting. (Bye-law 41)

A director must vacate his office if, amongst other things, he is prohibited by law from being a director, becomes bankrupt, becomes of unsound mind or is absent from Board meetings for more than 6 months without permission. (Bye-law 45)

Holders of Common Shares may remove a director from office only by a resolution of not less than 75% of the votes attaching to all Common Shares in issue. (Bye-law 44)

A director may be removed at any time by a vote of at least 75% of the directors (other than the director proposed to be removed). (Bye-law 44)



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### **(D) Management of the Company by the Board**

The business of the Company is managed by the Board, which may exercise all such powers as are not required to be exercised by the Company in general meeting subject always to the Bye-laws and the provisions of the Companies Act 1981 of Bermuda, subject to the limitations set out in Bye-law 49. The Board may delegate to any company, firm, person, or body of persons any power of the Board (including the power to sub-delegate). (Bye-law 48)

The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, but no meeting of the Board may be held in the UK. (Bye law 57)

Subject to the provisions of the Bye-laws, a resolution put to the vote at a meeting of the Board will be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution will fail.

The Board may delegate any of its powers (including the power to sub-delegate) to a committee which may consist partly or entirely of non-directors of the Company provided that every such committee conforms to such directions as the Board imposes on them and provided further that the meetings and proceedings of any such committee are governed by the provisions of the Bye-laws regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by directions imposed by the Board. (Bye-law 49.7)

The Board may delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit. (Bye-law 49.8)

The Board may appoint one or more directors of the Company to the office of managing director or chief executive officer of the Company, who will, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company. (Bye-law 49.3)

The quorum necessary for the transaction of business at a meeting of the Board is two. No meeting of the Board will be quorate if the majority of the directors present consists of persons who are personally resident in the UK for UK tax purposes. (Bye-law 60)

Bye-law 63 provides for unanimous written resolutions of directors to be as valid as though passed at a meeting of the Board.

A director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company must declare the nature of such interest as required by the Companies Act 1981 of Bermuda. (Bye-law 55.2)

Following such a declaration, unless disqualified by the chairman of the relevant Board meeting, the director will be entitled to vote in respect of such contracts or proposed contracts or arrangement and may be counted in the quorum for such meeting. (Bye-law 55.3)

The Company by resolution of its members or the Board, if so authorized by the members, may elect an alternate director. Any director, provided the members have not resolved otherwise, may appoint another director or other person authorized by the Board to act as an alternate director to himself or herself. An alternate director will be entitled to receive notice of all meetings of the Board and to attend and vote at any such meeting at which a director for whom he was appointed is not personally present and generally to perform at such meeting all the functions of such director for whom such alternate director was appointed. (Bye-law 43)

The amount of any fees to be paid to directors is to be determined by the Board and is deemed to accrue from day to day. (Bye-law 46.1)

Any director who holds any executive office (including for this purpose the office of chairman or deputy chairman), or who serves on any committee, or who, at the request of a director of the Company, goes or resides

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abroad, makes any special journey or otherwise performs services which in the opinion of the directors, determined in a resolution of the directors, are outside the scope of the ordinary duties of a director, may be paid such remuneration by way of salary, commission or otherwise as the directors may determine in addition to or in lieu of any fee payable to him for his services as a director pursuant to the Bye-laws. (Bye-law 46.2)

**(E) Distributions on liquidation to shareholders**

The holders of the Common Shares (subject to the other provisions of the Bye-laws) are, in the event of a winding-up or dissolution of the Company, entitled to be paid the surplus assets of the Company remaining after payment of its liabilities (subject to the rights of holders of any shares in the Company then in issue having preferred rights on the return of capital) in respect of their holdings of Common Shares *pari passu* and pro rata to the number of Common Shares held by each of them. (Bye-law 4.1(c) and 4.2(h))

**(F) Changes to the Bye-laws**

No Bye-law may be rescinded, altered or amended and no new Bye-law shall be made until the same has been approved by a resolution of the Board and by a resolution of the members. (Bye-law 79.1)

Certain of the Bye-laws, being Bye-laws 40 (Election of Directors), 41 (Retirement by Rotation), 42 (No Share Qualification), 44 (Removal of Directors), 56 (Indemnification and Exculpation of Directors and Officers), 79 (Changes to Bye-laws), 84 (Business Combinations) and 85 (Amalgamations) may not be rescinded, altered or amended and no new Bye-law shall be made until the same has been approved by at least 75 per cent of the directors then in office and approved by an affirmative vote of at least 75 per cent of the votes attaching to all Common Shares in issue. (Bye-law 79.2)

**(G) The Company's Bye-laws do not contain any limitations on the rights to own securities or exercise voting rights on the securities.**

**C. MATERIAL CONTRACTS**

The following is a summary of each material contract, other than contracts entered into in the ordinary course of business, to which the Company or any member of the Group is a party, for the two years immediately preceding the date of publication of this document and a summary of any other contract (not being a contract entered into in the ordinary course of business) entered into by any member of the Group which contains any provision under which any member of the Group has any obligation or entitlement which is material to the Company/Group as at the date of this document:

***Depository Agreement***

A depository agreement dated September 3, 2008 (the *Depository Agreement*) between the Company and Capita IRG Trustees limited (the *Trustee*) under which the Company, subject to and conditional upon the Scheme becoming effective, appointed the Trustee to constitute and issue from time to time, upon the terms of the trust deed poll executed by the Trustee on or about the date of the Depository Agreement (the *Deed Poll*), a series of uncertificated depository interests (*Depository Interests*) representing securities issued by the Company and to provide certain other services in connection with such Depository Interests with a view to facilitating the indirect holding by participants in CREST. The Trustee agrees that it will comply, and will procure certain other persons to comply, with the terms of the Deed Poll and that it and they will perform their obligations in good faith and with all reasonable skill, diligence and care. The Trustee assumes certain specific obligations including, for example, to arrange for the Depository Interests to be admitted to CREST as participating securities and to provide copies of and access to, the register of Depository Interests. The Trustee warranted that it is an authorized person under the UK Financial Services and Markets Act 2000 and is duly authorized to carry out custodial and other activities under the Deed Poll. It also undertook to maintain that status and authorization. It will either itself or through its appointed custodian as bare trustee hold the deposited



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property (which includes, inter alia, the securities represented by the Depositary Interests) for the benefit of the holders of the Depositary Interests as tenants in common, subject to the terms of the Deed Poll. The Company agreed to provide such assistance, information and documentation to the Trustee as is reasonably required by the Trustee for the purposes of performing its duties, responsibilities and obligations under the Deed Poll and the Depositary Agreement. In particular, the Company is to supply the Trustee with all documents it sends to its shareholders so that the Trustee can distribute the same to all holders of Depositary Interests. The agreement sets out the procedures to be followed where the Company is to pay or make a dividend or other distribution and in respect of voting at general or other meetings. Each party is to indemnify the other, and each of its subsidiaries and subsidiary undertakings, against claims made against any of them by any holder of Depositary Interests or any person having any direct or indirect interest in any such Depositary Interests or the underlying securities which arises out of any breach or alleged breach of the terms of the Deed Poll or any trust declared or arising thereunder. The aggregate liability of the Trustee is limited to the lesser of £1 million and an amount equal to ten times the total annual fee payable to the Trustee under the Depositary Agreement. The agreement is to remain in force for as long as the Deed Poll remains in force. The Company may terminate the appointment of the Trustee if an Event of Default (as defined in the Depositary Agreement) occurs in relation to the Trustee or if it commits an irremediable material breach of the agreement or the Deed Poll or any other material breach which is not remedied within 30 days. The Trustee has the same termination rights in respect of Events of Default (as defined in the Depositary Agreement) occurring or any breach by the Company. Either of the parties may terminate the Trustee's appointment by giving not less than 45 days' written notice. If the appointment is terminated on an Event of Default (as defined in the Depositary Agreement) or breach, the Trustee must within 14 days serve notice to terminate the Deed Poll to all holders of Depositary Interests. The Trustee is to ensure that any custodian and any person who maintains the register of Depositary Interests is a member of its group and may not subcontract or delegate its obligations under the Deed Poll to a company that is not a member of the same group without the Company's consent. The Company is to pay certain fees and charges including, inter alia, an annual fee, a fee based on the number of Depositary Interests per year and certain CREST related fees. The Trustee is also entitled to recover reasonable out of pocket fees and expenses.

***Facility and Note Purchase Agreement***

On June 26, 2008 Signet entered into a \$520 million unsecured multi-currency five year revolving credit facility agreement (the Facility Agreement) under which a syndicate of banks made facilities available to the Group in the form of multi-currency cash advances and sterling acceptance credits. This replaced a five year \$390 million facility entered into in September 2004 and the terms of the new facility were the same in all material respects other than an increase in loan margin pricing. The facility is available for general corporate purposes.

Discussions to make amendments to and reduce the size of the Group's borrowing facilities were initiated by Signet in November 2008, in light of a significant deterioration in the economic environment in anticipation that in certain circumstances in the future the covenants might be broken. The goal of the discussions was to provide the Group with additional financial flexibility in the medium term, while more appropriately structuring the borrowing facilities required by the significantly lower level of net debt now expected based on the Group's revised operating and expansion strategies. Signet was in compliance with the terms of the original borrowing agreement for the year ended January 31, 2009.

The amendments relate to the terms of a \$380 million 2013 to 2018 year US Private Placement Note Term Series Purchase Agreement entered into on March 30, 2006 (the Note Purchase Agreement) and the \$520 million unsecured multi-currency five year revolving credit facility agreement entered into on June 26, 2008 (the Facility Agreement). At January 31, 2009 the amount drawn under the Facility Agreement was \$135.0 million.

Under the amended agreements, Signet repaid \$100 million of the notes at par plus accrued interest on March 18, 2009 and the revolving credit agreement was reduced in size to \$370 million on March 13, 2009. In addition, the margins paid on the revolving credit agreement and the coupon on the notes have been increased. The most stringent condition under the original agreements was a fixed charge cover covenant. The definition of this covenant has been amended to include depreciation in the earnings, and exclude service charges and rates

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from expenses. This covenant is set at 1.4:1, using the amended definition, until the end of fiscal 2012, equivalent to a reduction to about 1.1:1 from 1.4:1 under the former definition of fixed charge cover. The fixed charge cover is then set at 1.55:1 until the end of fiscal 2013 and thereafter is set at 1.85:1. The amended agreements also reduce the permitted ratio of net debt to earnings before interest, tax, depreciation and amortization covenant to 2:1 from 3:1 (2.5:1 in the third quarter of each fiscal year) until the end of fiscal 2013 and places restrictions on the Group's ability to undertake certain activities, including cash distributions to shareholders. A more detailed description of the amendments is set out below. Amendment fees and other related costs of \$9.5 million will be charged in fiscal 2010.

***Amended Facility Agreement***

The terms of the amended Facility Agreement (the "Amended Facility Agreement") which runs from March 2009 until June 2013, inter alia, include:

the ability by Signet to draw \$370 million in the form of multi-currency cash advances and the issuance of letters of credit; and

an increased margin of 2.25% above LIBOR (from 1.20% above LIBOR), subject to adjustment depending on the performance of the Group, with the minimum being increased to 1.75% above LIBOR (from 1.0% above LIBOR) and the maximum being increased to 2.75% above LIBOR (from 1.75% above LIBOR).

The continued availability of the Amended Facility Agreement is conditional upon the Group achieving certain financial performance criteria, including those set out below:

the ratio of Consolidated Net Debt to Consolidated EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) shall not exceed 2:1 for each quarter, except the third quarter when it shall not exceed 2.5:1;

Consolidated Net Worth (total net tangible assets) shall not fall below \$800 million;

the ratio of EBITDAR (Earnings Before Interest, Tax, Depreciation, Amortization, Rents and Operating Lease Expenditure) to Consolidated Net Interest Expenditure plus Rents and Operating Lease Expenditure excluding Service Charges and Rates shall be equal to or greater than 1.4:1 for the trailing 12 months at each quarter end to January 2012, increasing to 1.55:1 until January 2013 and then to 1.85:1 for subsequent periods. The ratio of 1.85:1 is equivalent to 1.4:1 under the original Facility Agreement;

beginning with fiscal 2011, the facility will be reduced, on a pro rata basis with the notes outstanding (see below), by at least 60% of any reduction in net debt from the prior year end;

no Shareholder Returns (defined as including dividends, share buybacks or other similar payments) during fiscal 2010 or fiscal 2011, and thereafter such returns may only be made if the amended fixed charge cover is above 1.7:1, there are no subsisting defaults and the directors confirm that they expect Signet to continue to comply with the covenant in the following 12 months;

capital expenditure shall not exceed \$71 million in fiscal 2010, \$93 million in fiscal 2011, \$115 million in fiscal 2012 and \$205 million in fiscal 2013, with any unspent amount being carried over into the subsequent period; and

a Clean Down provision which requires the paying down to nil of all cash drawings under the Amended Facility Agreement for a period of no less than five days with a minimum interval of six months between Clean Down periods.

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The Amended Facility Agreement retains certain provisions which are customary for this type of agreement, including standard negative pledge and pari passu clauses.

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### ***Amended Note Purchase Agreement***

Coincidental to entering into the Amended Facility Agreement, amendments were made to the Note Purchase Agreement. The original Note Purchase Agreement took the form of fixed rate investor certificate notes ( Notes ). These Notes represent 7, 10 or 12 year maturities, with Series (A) \$100 million 5.95% due 2013; Series (B) \$150 million 6.11% due 2016 and Series (C) \$130 million 6.26% due 2018. The financial covenants of the original Note Purchase Agreement were substantially the same as in the original Facility Agreement.

The terms of the amended Note Purchase Agreement ( Amended Note Purchase Agreement ), where they are different to those in the Amended Facilities Agreement disclosed above, are, inter alia:

the coupon was increased by an additional 2.0% (subject to a further 1.0% increase until fiscal 2013 if the amended fixed charge coverage ratio is less than 1.6:1, and an additional 1.0% increase if Note holders are subject to increased capital charges as a result of a requirement to post additional reserves under applicable insurance regulations, as determined by the insurance regulator);

a prepayment of \$100 million at par plus accrued interest on March 18, 2009. Subsequent prepayment offers, at par, are to be made in February of each of the following years 2010, 2011, 2012 and 2013. The minimum amount of each such offer being principally the Note holders pro rata share of 60% of any reduction in net debt that occurred over the preceding fiscal year. Any proportion of the 2011, 2012 or 2013 offers rejected by Note holders may be applied to Shareholder Returns, as defined in the Amended Facility Agreement;

subsequent to January 2013, Shareholder Returns may only be made if total offers to prepay of \$190 million of the Notes have been made, and that an additional prepayment offer at a 2% premium to par has also been made, in which case the Shareholder Returns may be no greater than the proportion of the additional offer rejected by the Note holders; and

restrictions on capital expenditure similar to the Amended Facility Agreement for fiscal 2010, fiscal 2011, fiscal 2012 and fiscal 2013, provided that in fiscal 2012 and 2013 the Required Offers have been made, otherwise the restrictions on capital expenditure in fiscal 2012 will be \$85 million and in fiscal 2013 will be \$100 million.

### ***Asset backed variable funding note conduit securitisation facility***

In October 2008 the Group entered into a 364 day \$100 million series 2007 asset backed variable funding note conduit securitisation facility for general corporate purposes. Under this securitisation, interests in the US receivables portfolio are sold to Bryant Park, a conduit administered by HSBC Securities (USA) Inc. This facility has not been utilized and replaced a similar facility for \$200 million.

## **D. EXCHANGE CONTROLS**

The Company is classified by the Bermuda Monetary Authority as a non-resident of Bermuda for exchange control purposes. The transfer of Common Shares between persons regarded as resident outside Bermuda for exchange control purposes may be effected without specific consent under the Exchange Control Act of 1972 and regulations thereunder and the issuance of Common Shares to persons regarded as resident outside Bermuda for exchange control purposes may be effected without specific consent under the Exchange Control Act of 1972 and regulations thereunder. Issues and transfers of Common Shares involving any person regarded as resident in Bermuda for exchange control purposes require specific prior approval under the Exchange Control Act of 1972.

The owners of Common Shares who are ordinarily resident outside Bermuda are not subject to any restrictions on their rights to hold or