

**THE COMPANIES ACT 1981 OF BERMUDA**

**SIGNET JEWELERS LIMITED**

**(the "Company")**

**Passed on 13 June 2014**

At the Annual General Meeting of the Company duly convened and held at the Rosewood Tucker's Point, 60 Tucker's Point Dr., Hamilton Parish, HS 02, Bermuda on 13 June 2014, the following resolutions, which were other than in the ordinary course of business, were duly passed:

**5. RESOLVED**, that Bye-law 43.5 of the Company's Bye-laws, which provides that "No resident of the United Kingdom may be elected or appointed as an Alternate Director to act in the alternative to a Director who is not resident in the United Kingdom", shall be deleted in its entirety; further

**RESOLVED**, that Bye-laws 57 and 59 of the Company's Bye-laws shall be deleted in their entirety and replaced with the following:

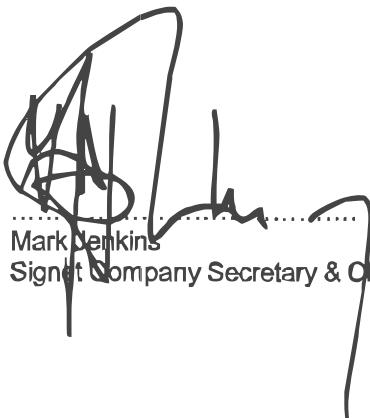
*Words that have been struck out will be deleted from Bye-laws 57 and 59.*

**57. Board Meetings**

The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit provided that no meeting of the Board shall be held in the United Kingdom. Subject to these Bye-laws, a resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

**59. Electronic Participation in Meetings**

Directors may participate in any meeting by such electronic means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. Such a meeting shall be considered to take place where the chairman of the meeting establishes that the meeting is held. ~~No Director shall participate in any meeting of the Board by electronic means if at the time of such participation such Director is physically located in the United Kingdom.~~



Mark Jenkins  
Signet Company Secretary & Chief Legal Officer