

SIGNET GROUP PLC
Form 6-K
June 10, 2008

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Special Report of Foreign Issuer

Pursuant to Rule 13a - 16 or 15d - 16 of
The Securities and Exchange Act of 1934

For the date of 10 June 2008

SIGNET GROUP plc
(Translation of registrant's name into English)

15 Golden Square
London W1F 9JG
England
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

Company number: 477692

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SIGNET GROUP PLC

(Adopted by Special Resolution passed on 6 June 2008)

SIGNET GROUP PLC

Articles of Association

INDEX

PRELIMINARY.....
1

1
Definitions.....
1

2 . E x c l u s i o n o f T a b l e
A.....
3

CAPITAL.....
3

3
Capital.....
3

3 A . D e f e r r e d
Shares.....
3

4
Allotment.....
3

5 . S h a r e w a r r a n t s t o
bearer.....
3

6 . C o m m i s s i o n s a n d

Edgar Filing: SIGNET GROUP PLC - Form 6-K

brokerage.....
4

7 . T r u s t s n o t
recognised.....
4

8 . P u r c h a s e o f o w n
shares.....
4

V A R I A T I O N O F C L A S S
RIGHTS.....
4

9 .
Sanction.....
4

1 0 . C l a s s
meetings.....
4

A L T E R A T I O N O F S H A R E
CAPITAL.....
4

1 1 . I n c r e a s e , c o n s o l i d a t i o n , s u b - d i v i s i o n a n d
cancellation..... 4

1 2 .
Fractions.....
4

1 3 . R e d u c t i o n o f s h a r e
capital.....
5

C E R T I F I C A T E D
SHARES.....
5

1 4 . R i g h t t o
certificates.....
5

1 5 . R e p l a c e m e n t
certificates.....
5

U N C E R T I F I C A T E D
SHARES.....
5

1 6 . U n c e r t i f i c a t e d
shares.....
5

1 7 . C o m p a n y ' s l i e n o n s h a r e s n o t f u l l y
paid.....
6

1 8 . E n f o r c e m e n t o f l i e n b y
sale.....
6

1 9 . A p p l i c a t i o n o f s a l e
proceeds.....
6

CALLS.....
6

2 0 .
Calls.....
6

2 1 . L i a b i l i t y o f j o i n t
holders.....
6

2 2 .
Interest.....
6

2 3 .
Differentiation.....
6

2 4 . P a y m e n t i n a d v a n c e o f

calls.....
7

2 5 . R e s t r i c t i o n s i f c a l l s
unpaid.....
7

2 6 . S u m s d u e o n a l l o t m e n t t r e a t e d a s
calls.....
7

FORFEITURE.....
7

2 7 . F o r f e i t u r e a f t e r n o t i c e o f u n p a i d
call.....
7

2 8 . N o t i c e a f t e r
forfeiture.....
7

2 9 . C o n s e q u e n c e s o f
forfeiture.....
7

3 0 . D i s p o s a l o f f o r f e i t e d
share.....
7

3 1 . P r o o f o f
forfeiture.....
7

U N T R A C E D
MEMBERS.....
8

3 2 . S a l e o f
shares.....
8

3 3 . A p p l i c a t i o n o f s a l e
proceeds.....
8

T R A N S F E R O F
SHARES.....
8

3 4 . F o r m o f
transfer.....
8

3 5 . R e g i s t r a t i o n o f a c e r t i f i c a t e d s h a r e
transfer.....
9

3 6 . R e g i s t r a t i o n o f a n u n c e r t i f i c a t e d s h a r e
transfer..... 9

3 7 . R e n u n c i a t i o n o f
allotments.....
9

3 8 . N o f e e o n
registration.....
9

3 9 . C l o s i n g o f R e g i s t e r o f
Members.....
9

T R A N S M I S S I O N O F
SHARES.....
9

4 0 . O n
death.....
9

4 1 . E l e c t i o n o f p e r s o n e n t i t l e d b y
transmission.....
9

4 2 . R i g h t s o n
transmission.....
9

G E N E R A L
MEETINGS.....

9

4 3 . A n n u a l g e n e r a l meetings.....

9

4 4 . C o n v e n i n g g e n e r a l meetings.....

9

4 5 . N o t i c e o f g e n e r a l meetings.....

4 6 . Q u o r u m f o r g e n e r a l meeting.....

4 7 . P r o c e d u r e i f q u o r u m n o t present.....

4 8 . C h a i r m a n o f g e n e r a l meeting.....

4 9 . R i g h t s o f D i r e c t o r s a n d o t h e r s t o a t t e n d meetings..... 10

5 0 . A c c o m m o d a t i o n o f m e m b e r s a t meeting..... 10

5 1 . S e c u r i t y.....

5 2 . P o w e r t o adjourn.....

5 3 . N o t i c e o f a d j o u r n e d meeting.....

5 4 . B u s i n e s s o f a d j o u r n e d meeting.....

VOTING.....

5 5 . V o t i n g a t a g e n e r a l meeting.....

5 6 . P o l l procedure.....

5 7 . V o t e s o f members.....

5 8 . C h a i r m a n ' s c a s t i n g vote.....

5 9 . V o t i n g r e s t r i c t i o n s o n a n o u t s t a n d i n g call..... 12

6 0 . P r o x y appointment.....

6 1 . T e r m i n a t i o n o f p r o x y o r c o r p o r a t e authority..... 12

6 2 . C o r p o r a t e representatives.....

6 3 . A m e n d m e n t t o resolutions.....

6 4 . O b j e c t i o n t o e r r o r i n voting.....

F A I L U R E T O D I S C L O S E I N T E R E S T S I N SHARES..... 13

6 5 . F a i l u r e t o d i s c l o s e i n t e r e s t s i n shares..... 13

A P P O I N T M E N T , R E T I R E M E N T A N D R E M O V A L O F DIRECTORS..... 14

6 6 . N u m b e r o f Directors.....

6 7 . S h a r e qualification.....

6 8 . C o m p a n y ' s p o w e r t o a p p o i n t Directors..... 14

6 9 . B o a r d ' s p o w e r t o a p p o i n t Directors.....

Edgar Filing: SIGNET GROUP PLC - Form 6-K

7 0 . A p p o i n t m e n t o f e x e c u t i v e
Directors.....

7 1 . E l i g i b i l i t y o f n e w
Directors.....

7 2 . P r e s i d e n t a n d V i c e
President.....

7 3 . R o t a t i o n a l r e t i r e m e n t a t a n n u a l g e n e r a l
meeting..... 14

7 4 . P o s i t i o n o f r e t i r i n g
Director.....

7 5 . A r t i c l e
deleted.....

7 6 . R e m o v a l b y o r d i n a r y
resolution.....

7 7 . V a c a t i o n o f D i r e c t o r ' s
office.....

A L T E R N A T E
DIRECTORS.....
15

7 8 .
Appointment.....

7 9 .
Responsibility.....

8 0 . P a r t i c i p a t i o n a t B o a r d
meetings.....
15

8 1 .
Interests.....

8 2 . T e r m i n a t i o n o f
appointment.....

B O A R D
POWERS.....
16

8 3 . B o a r d powers.....

8 4 . D i r e c t o r s b e l o w t h e m i n i m u m number.....

16

8 5 . D e l e g a t i o n t o e x e c u t i v e Directors.....

8 6 . D e l e g a t i o n t o committees.....

8 7 . R e g i s t e r e d office.....

8 8 . L o c a l management.....

8 9 . D e l e g a t i o n t o agents.....

9 0 . E x e r c i s e o f v o t i n g power.....

9 1 . P r o v i s i o n f o r employees.....

9 2 . O v e r s e a s registers.....

9 3 . A s s o c i a t e Directors.....

9 4 . B o r r o w i n g powers.....

D I R E C T O R S ' R E M U N E R A T I O N , E X P E N S E S A N D BENEFITS..... 18

9 5 . Fees.....

9 6 . Expenses.....

9 7 . R e m u n e r a t i o n o f e x e c u t i v e Directors.....

18

Edgar Filing: SIGNET GROUP PLC - Form 6-K

9 8 . S p e c i a l
remuneration.....

9 9 . P e n s i o n s a n d o t h e r
benefits.....

D I R E C T O R S ,
PROCEEDINGS.....
19

1 0 0 . B o a r d
meetings.....

1 0 1 . N o t i c e o f B o a r d
Meetings.....

1 0 2 .
Quorum.....

1 0 3 . B o a r d
chairman.....

1 0 4 .
Voting.....

1 0 5 . T e l e p h o n e
participation.....

1 0 6 . W r i t t e n
resolutions.....

1 0 7 . C o m m i t t e e
proceedings.....

1 0 8 .
Minutes.....

1 0 9 . V a l i d i t y o f
proceedings.....

I N T E R E S T S O F
DIRECTORS.....
20

1 1 0 . P e r m i t t e d
interests.....

1 1 1 . Directors' power to authorise potential conflicts..... 20

1 1 2 . Interested Director not to vote.....

1 1 3 . Director's interest in own appointment.....

1 1 4 . Conclusive rulings on Directors' interests..... 21

1 1 5 . Article deleted.....

1 1 6 . Suspension or relaxation of provisions concerning Directors' interests..... 21

SECRETARY.....

1 1 7 . Secretary.....

S E A L S A N D D O C U M E N T AUTHENTICATION..... 21

1 1 8 . Application of Seal.....

1 1 9 . Official seal for use abroad.....

1 2 0 . Directors or Secretary to authenticate or certify..... 21

D I V I D E N D S A N D O T H E R PAYMENTS.....

1 2 1 . Declaration of dividends.....

1 2 2 . Board may pay interim and fixed dividends..... 22

Edgar Filing: SIGNET GROUP PLC - Form 6-K

1 2 3 . E n t i t l e m e n t t o
dividends.....

1 2 4 . P a y m e n t
methods.....

1 2 5 .
Deductions.....

1 2 6 .
Interest.....

1 2 7 . U n c l a i m e d
dividends.....

1 2 8 . U n c a s h e d
dividends.....

1 2 9 . D i v i d e n d s i n
kind.....

1 3 0 . S c r i p
dividends.....

1 3 1 .
Reserves.....

1 3 2 . C a p i t a l i s a t i o n o f p r o f i t s a n d
reserves.....
24

R E C O R D
DATES.....
24

1 3 3 . B o a r d t o f i x
date.....
24

ACCOUNTS.....
24

1 3 4 . A c c e s s t o a c c o u n t i n g
records.....
24

1 3 5 . D i s t r i b u t i o n o f a n n u a l

accounts.....
24

N O T I C E S
ETC.....
25

1 3 6 . F o r m o f
notices.....

1 3 7 . S e r v i c e o n
members.....

1 3 8 . N o t i c e s b y
advertisement.....

1 3 9 . E v i d e n c e o f g i v i n g
notice.....

1 4 0 . N o t i c e b i n d i n g o n
transferees.....

1 4 1 . N o t i c e t o p e r s o n s e n t i t l e d b y
transmission..... 26

1 4 2 . D o c u m e n t
destruction.....

W I N D I N G
UP.....
26

1 4 3 . D i v i s i o n o f
assets.....

INDEMNITY.....
27

1 4 4 . R i g h t t o
indemnity.....
27

1 4 5 . P o w e r t o
insure.....
27

Company number: 477692

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SIGNET GROUP PLC

(Adopted by Special Resolution passed on 6 June 2008)

PRELIMINARY

1. Definitions

(A) In these Articles (unless the context requires otherwise) the following words have the following meanings:

the 1985 Act	The Companies Act 1985 to the extent in force from time to time;
the 2006 Act	The Companies Act 2006 to the extent in force from time to time;
the Acts Articles	The 1985 Act and the 2006 Act; These articles of association including any changes made to them;
Auditors Board	The auditors of the Company; The board of Directors or the Directors present or deemed to be present at a duly convened meeting at which a quorum is present;
certificated	In relation to a share, a share which is recorded in the Register of Members as being held in certificated form;
clear days	In relation to the period of a notice, that period excluding the day when the notice is given or deemed given and the day for which it is given or on which it is to take effect;
Company Director	Signet Group plc, registered in England with number 477692; A director of the Company;
electronic address	Any number or address used for the purposes of sending or receiving notices, documents or information by electronic means;
electronic form	Has the meaning given in the 2006 Act;
electronic means	Has the meaning given in the 2006 Act;
Group	The group comprising the Company and its subsidiary undertakings (not including any parent undertaking of the Company);
Group Undertaking holder	Any undertaking in the Group, including the Company; In relation to a share, the member whose name is entered in the Register of Members as the holder of that share;
Listing Rules	The listing rules of the UKLA made pursuant to Part VI of the Financial Services and Markets Act 2000;
London Stock Exchange member	London Stock Exchange plc; A member of the Company or, if the context so requires, a member of the Board or of any committee;
Official List Operator	The Official List of the UKLA; The Operator (as defined in the Uncertificated Securities Regulations) of the Uncertificated System;
Ordinary Shares paid or paid up	Ordinary shares of nine tenths of a cent each in the Company; Paid up or credited as paid up;

Participating Security	A share or class of shares or a renounceable right of allotment of a share, title to which is permitted to be transferred by means of an Uncertificated System in accordance with the Uncertificated Securities Regulations;
Registered Office	The registered office of the Company;
Register of Members	(i) the register of members kept pursuant to the Acts; or (ii) at any time whilst the Company has Participating Securities, the Company's issuer register of members (as defined in the Uncertificated Securities Regulations) or, in relation to any uncertificated shares, the Company's Operator register of members (as defined in the Uncertificated Securities Regulations), both such registers being kept pursuant to the Uncertificated Securities Regulations; or (iii) as the case may be, any overseas branch register kept pursuant to these Articles and in accordance with the Acts and the Uncertificated Securities Regulations;
Seal	The common seal of the Company or any official or securities seal that the Company has or may have as permitted by the Acts;
Secretary	The secretary of the Company or any other person appointed to perform any of the duties of the secretary of the Company including a joint, temporary, assistant or deputy secretary;
share	A share in the capital of the Company;
UKLA	The Financial Services Authority in its capacity as the United Kingdom Listing Authority;
uncertificated	In relation to a share, a share to which title is recorded in the Register of Members as being held in uncertificated form and title to which may be transferred by means of an Uncertificated System in accordance with the Uncertificated Securities Regulations;
Uncertificated Securities Regulations	The Uncertificated Securities Regulations 2001;
Uncertificated System	The CREST system or any other applicable system which is a "relevant system" for the purpose of the Uncertificated Securities Regulations; and
US\$, US dollars,	The lawful currency for the time being of the United States of America.
United States dollars	

(B) In these Articles:

- (i) words or expressions which are not defined in paragraph (A) of this Article have the same meanings (where applicable) as in the Acts;
- (ii) a reference to any statute or any statutory instrument or any provision of a statute or of a statutory instrument includes a reference to any modification or re-enactment of it for the time being in force and any order, regulation, instrument or other subordinate legislation made under such statute or statutory provision or under the statute under which such statutory instrument was made;

- (iii) words in the singular include the plural and vice versa, words importing any gender include all genders and a reference to a "**person**" includes any individual, firm, partnership, unincorporated association, company, corporation or other body corporate;
- (iv) references to "**writing**" or "**written**" include printing, typewriting, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or made available on a website or otherwise;
- (v) a reference to an Uncertificated System is a reference to the Uncertificated System in respect of which the particular share or class of shares or renounceable right of allotment of a share is a Participating Security;
- (vi) where an ordinary resolution is expressed to be required for any purpose, a special resolution is also effective for such purpose; and
- (vii) headings do not affect the interpretation of any Article.

2. Exclusion of Table A

The regulations contained in Table A as prescribed under the 1985 Act, or in any equivalent table prescribed under any former enactment, do not apply to the Company.

CAPITAL

3. Capital

The share capital of the Company is US\$53,368,866.171 divided into 5,929,874,019 ordinary shares of US\$0.009 each ("**Ordinary Shares**") and £50,000 divided into 50,000 deferred shares of £1 each ("**Deferred Shares**").

3A. Deferred Shares

(A) Income

The holder of a Deferred Share shall not be entitled to participate in the profits of the Company.

(B) Capital

The holder of a Deferred Share shall not have any right to participate in any distribution of the Company's assets on a winding up or other distribution except that after the return of the nominal amount paid up on each share in the capital

of the Company of any class other than the Deferred Shares and the distribution