LESLIE DAVIS LIMITED

Directors' Report, Strategic Report and financial statements

For the 52 week period ended 30 January 2016

Company No: 3769521

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Directors' report and financial statements

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Directors and Advisors

Directors:	Shaun D Carney Mark A Jenkins
Secretary:	Mark A Jenkins
Registered office:	110 Cannon Street, London EC4N 6EU
Auditors	KPMG LLP 15 Canada Square London E14 5GL

Strategic Report

The Directors of Leslie Davis Limited (the "Company") present their Strategic report and the financial statements for the 52 week period ended 30 January 2016.

Business review and principal activities

The principal activity of the Company in the 52 week period to 30 January 2016 was the retailing of jewellery, watches and associated services in the United Kingdom.

As shown in the Company's profit and loss account on page 7, the Company's turnover has increased by 3.1% (2015: 18.7% decrease) on the prior year and the operating loss has decreased by £11,000.

The Signet Jewelers Group manages its operations on a divisional basis. The Company's Directors therefore believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the UK division of the Signet Group, which includes the Company, is discussed in the Group's Annual Report which does not form part of this Report.

Post balance sheet event

On 10 February 2016, the Company's immediate parent company, Signet Trading Limited, resolved to acquire the Company's business and all assets and liabilities (the 'Business Transfer'), effective from 31 January 2016. The Company intends to effect a reduction of capital and to complete the Business Transfer via a dividend in specie to Signet Trading Limited by 24 May 2016.

Principal risks and uncertainties

All principal risks & uncertainties arising from the past and future operation of the Leslie Davis business have been transferred to the immediate parent company, Signet Trading Ltd.

Directors' Report

The Directors present their Director's Report and the financial statements for the 52 weeks period ended 30 January 2016.

Directors and Directors' interests

The Directors, who served throughout the period and to the date of this report, unless otherwise stated, were:
S D Carney
M A Jenkins

No Director had any beneficial interest in the share capital of the Company during the period (2015: nil).

Company Secretary

The Company Secretary who served throughout the period and to the date of this report was Mark A Jenkins.

Dividends

No dividends were paid during the period (2015: £nil).

Environment

The direct environmental impact of the Company is judged 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 minimise resource use.

Employment policies

The Company keeps its employees informed of all matters affecting their interests through normal management channels and through store, area and regional management meetings. These meetings facilitate consultation during which the views of employees can be expressed and taken into account in making decisions likely to affect their interests. Staff are kept informed of the Company's performance and objectives through management contact supplemented by staff publications.

The involvement of employees in the Company's performance is encouraged where appropriate through participation in performance-related incentive payment schemes. The Company's policy is to provide equal opportunities to its employees. Full and fair consideration is given to the employment, opportunities for training, career development and promotion of people with disabilities according to their skills and capacity. The services of any existing employee who becomes disabled are retained and appropriate training is arranged for them wherever possible.

Supplier payment policy

The number of days' purchases outstanding at 30 January 2016 was 43 days (2015: 41 days). Terms and conditions for the conduct of business transactions are agreed with individual suppliers and it is Group policy to ensure that payments are made in accordance with these terms.

Directors' Report (continued)

Political and charitable contributions

The Company made no charitable or political contributions during the period (2015: £nil).

Disclosure of information to auditor

Each of the Directors at the date hereof confirms that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The Strategic and Directors reports are approved by order of the Board,

Mark A Jenkins
Director
23 May 2016

110 Cannon Street
London, EC4N 6EU

Statement of Directors' responsibilities in respect of the Strategic Report, Directors' report and the financial statements

The Directors are responsible for preparing the Strategic report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report to the members of Leslie Davis Limited

We have audited the financial statements of Leslie Davis Limited for the 52 weeks ended 30 January 2016 set out on pages 7 to 19. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework.*

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor
As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements
A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements
In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 January 2016 and of its profit for the year then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

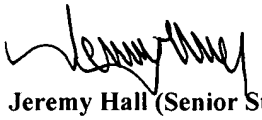
Emphasis of matter – Going concern and post balance sheet event
In forming our opinion on the financial statements, we have considered the disclosures made with regards to the company's application of the going concern principle in preparation of the financial statements, as included in Note 1 Accounting policies, as well as the post balance sheet event disclosed under Note 19 Post balance sheet events. We draw your attention to these disclosures and specifically the preparation of the financial statements on a non-going concern basis. In our opinion, the company has made adequate disclosure on the impact of the amalgamation of the separate legal trading entities into one legal entity, Signet Trading Limited, and the effect of the amalgamation, being that the legal entity will cease trading and become inactive.

Opinion on other matters prescribed by the Companies Act 2006
In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.
Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Jeremy Hall (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square, London, E14 5GL

23 May 2016

Profit and loss account

for the 52 weeks ended 30 January 2016 and the 52 weeks ended 31 January 2015

	Notes	52 weeks ended 30 January 2016 £000	52 weeks ended 31 January 2015 £000
Turnover	2	**11,542**	11,198
Cost of sales		**(11,076)**	(10,809)
Gross profit		**466**	389
Administrative expenses		**(1,154)**	(1,089)
Operating loss		**(689)**	(700)
Interest receivable and similar income	6	**68**	67
Loss on ordinary activities before taxation	3	**(621)**	(633)
Tax credit on loss on ordinary activities	7	**215**	126
Loss for the financial period		**(406)**	(507)

The results shown above are in respect of continuing operations. There were no gains or losses recognised other than those in the profit and loss account for either period.

The notes on pages 10 to 19 form part of these financial statements.

Balance sheet

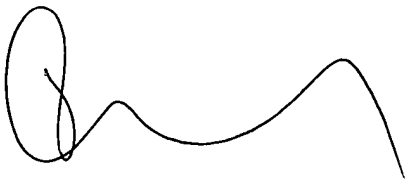
at 30 January 2016 and 31 January 2015

	Notes	30 January 2016 £000	£000	31 January 2015 £000	£000
Fixed assets					
Intangible assets	8	**4,642**		4,642	
Tangible assets	9	**1,040**		1,090	
			5,682		5,732
Current assets					
Stocks	10	**5,498**		5,351	
Debtors *	11	**2,632**		2,899	
Cash at bank and in hand		**5**		5	
		8,135		8,255	
Creditors: amounts falling due within one year	12	**(322)**		(86)	
Net current assets			**7,813**		8,169
Net assets			**13,495**		13,901
Capital and reserves					
Called up share capital	14		**14,463**		14,463
Profit and loss account			**(968)**		(562)
Shareholders' funds			**13,495**		13,901

* Debtors and net current assets include amounts recoverable after more than one year of £101,000 (2015: £105,000).

The notes on pages 10 to 19 form part of these financial statements.

These financial statements were approved by the Board of Directors on 23 May 2016 and were signed on its behalf by:



Shaun D Carney
Director
Company No: 3769521

Statement of changes in equity
for the 52 week period ended 30 January 2016

	Share capital £000	Profit and loss account £000	**Total equity** £000
Balance at 1 February 2014	14,463	(55)	14,408
Loss for the financial period	-	(507)	(507)
Balance at 31 January 2015	**14,463**	**(562)**	**13,901**
Loss for the financial period	-	(406)	(406)
Balance at 30 January 2016	**14,463**	**(968)**	**13,495**

Notes to the financial statements

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements in the current and preceding period.

Basis of preparation

The financial statements have been prepared in accordance with FRS 101, applicable United Kingdom law and under the historical cost convention.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("EU-IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. An explanation of how the transition to FRS 101 has affected the reported financial position and financial performance of the Company is provided in note 19.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Disclosures in respect of capital management
- The effects of new but not yet effective IFRSs.

The Company's ultimate holding company is Signet Jewelers Limited which is registered in Bermuda. The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking.

As the consolidated financial statements of Signet Jewelers Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7.

Going concern

The Company's business activities and the factors likely to affect its future development and position are set out in the Business Review section of the Directors' Report.

Attention is drawn to the post balance sheet event disclosed in note 19. The entire business and operating assets and liabilities of Leslie Davis are expected to be transferred to the Company's immediate holding company, Signet Trading Limited, completed by 24 May 2016.

Notes *(continued)*

1. Accounting policies (continued)

Going concern (continued)
The Company is still considered to be a going concern as it is in a net asset position at year-end, and reported net profits for the current financial year. However, due to the fact that the entity will cease trading upon completion of the business transfer, the accounts have been prepared on a non-going concern basis. The application of this basis is not considered to affect the valuation of assets and liabilities to be transferred, as the transfer will take place at carrying value. The restructuring of the group is planned for operational and administrative reasons, and the Company will continue to operate as a going concern until the transfer of assets and liabilities is complete, after which the company will become dormant.

Goodwill
Goodwill is stated at net book value as at the FRS 101 transition date of 1 February 2014. Subsequent to that date, goodwill is tested annually for impairment based on allocation to cash-generating units.

Depreciation
Premiums paid to acquire short leasehold properties are amortised over the lease period (up to 25 years). Depreciation on other fixed assets is provided on a straight line basis at the following rates:

Plant, machinery and motor vehicles	10% or 20% per annum
Fixtures and fittings	up to 33 1/3% per annum

Leases
Rental charges payable under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease. Provision is made for future net lease obligations in respect of onerous leases of vacant, partially vacant or sublet properties.

Pension costs
The Company participates in a defined benefit pension plan, which provides benefits based on members' salaries and ceased to admit new employees from 2004. The assets are held by the Trustees of the plan and are completely separate from the Company.

All those who work within the business are employed by a fellow Group undertaking. This fellow Group undertaking applies the requirements of IFRS 2. Employment costs in respect of those persons who work within the business are recharged to the Company, including the costs of a defined contribution pension plan.

Stocks
Stocks are stated at the lower of cost and net realisable value. Cost is calculated on a weighted average basis and includes an appropriate proportion of attributable overheads. Provision is made for obsolete, slow moving or defective items.

Turnover
Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers during the period. Repair revenues are recognised when the service is complete and the merchandise is delivered to the customer.

Notes *(continued)*

1. Accounting policies (continued)

Cost of sales
Cost of sales includes the cost of goods and shop costs.

Taxation
The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by IAS 12.

2. Turnover and profit on ordinary activities before taxation

All turnover and profits before taxation are derived from the Company's continuing principal activity as a retailer of jewellery, watches and associated services in the United Kingdom.

3. Loss on ordinary activities before taxation

	2016	2015
	£000	£000
Loss on ordinary activities before taxation is stated after charging:		
Depreciation	**225**	211
Auditor's remuneration – statutory audit	**8**	8
Rentals payable under operating leases:		
Land and buildings	**1,585**	1,585
Plant, machinery and motor vehicles	**13**	13

The auditor received no remuneration for any non-audit services in either period.

4. Remuneration of Directors

None of the Directors received any remuneration from the Company during the period (2015: £nil).

Notes *(continued)*

5. Staff numbers and costs

Legally, the Company has no employees with all those who work within the business employed by a fellow Group undertaking. All employment costs in respect to those persons who work within the business are recharged to the Company. The weekly average numbers of persons who work within the business and their cost to the Company are as follows:

	Number of employees 2016	Number of employees 2015
Distribution and sales	**59**	58

The aggregate payroll costs of these persons were as follows:

	2016 £000	2015 £000
Wages and salaries	**1,411**	1,324
Social security costs	**90**	89
Pension costs	**47**	37
	1,548	1,450

6. Interest receivable and similar income

	2016 £000	2015 £000
Interest receivable on amounts owed by Group undertakings	**68**	67

7. Taxation

	2016 £000	2015 £000
UK corporation tax credit for the period	**(110)**	(124)
Prior period corporation tax credit	**(109)**	(16)
Deferred tax charge	**4**	14
	(215)	(126)

	2016 %	2015 %
UK statutory tax rates	**(20.2)**	(21.3)
Expenditure permanently disallowable for tax, net of permanent undercharges	**2.9**	2.7
Adjustment in respect of previous periods	**(17.5)**	(2.2)
Other timing differences	**(0.4)**	(1.3)
Current tax rate	**(35.2)**	(22.1)
Deferred tax rate	**0.4**	1.3
Effect of change of tax rate on deferred tax balances	**0.2**	0.9
Effective tax rate in the accounts	**(34.6)**	(19.9)

Notes *(continued)*

8. Intangible Assets - Goodwill

	£000
Cost:	
At 30 January 2016, 31 January 2015 and 1 February 2014	**8,435**
Amortisation:	
At 30 January 2016, 31 January 2015 and 1 February 2014	3,793
Net book value:	
At 30 January 2016, 31 January 2015 and 1 February 2014	**4,642**

Goodwill arises from the acquisition of the Leslie Davis business. The recoverable amount has been tested with reference to its value in use, based on the net present value of the future cash contribution of the store portfolio.

9. Tangible fixed assets

	Short leasehold £000	Plant & machinery £000	Fixtures & fittings £000	Total £000
Cost				
At 1 February 2014	77	19	2,626	2,722
Additions	-	7	148	155
Disposals	-	(2)	(237)	(239)
At 31 January 2015	77	24	2,537	2,638
Additions	-	-	175	175
Disposals	-	-	(29)	(29)
At 30 January 2016	**77**	**24**	**2,683**	**2,784**
Depreciation				
At 1 February 2014	70	19	1,487	1,576
Charge for the period	1	1	209	211
Disposals	-	(2)	(237)	(239)
At 31 January 2015	71	18	1,459	1,548
Charge for the period	2	2	221	225
Disposals	-	-	(29)	(29)
At 30 January 2016	**73**	**20**	**1,651**	**1,744**
Net book value				
At 30 January 2016	**4**	**4**	**1,032**	**1,040**
At 31 January 2015	6	6	1,078	1,090
At 1 February 2014	7	-	1,139	1,146

Notes *(continued)*

10. Stocks

	2016 £000	2015 £000
Goods held for resale	**5,498**	5,351

11. Debtors

	2016 £000	2015 £000
Amounts due from Group undertakings	**2,052**	2,366
Corporation Tax recoverable	**51**	-
Other debtors	**428**	428
Recoverable within one year	**2,531**	2,794
Deferred taxation (see note 13)	**101**	105
	2,632	2,899

12. Creditors: amounts falling due within one year

	2016 £000	2015 £000
Corporation tax	**-**	5
Accruals and deferred income	**322**	81
	322	86

13. Deferred taxation

The deferred taxation asset is comprised as follows:

	2016 £000	2015 £000
Difference between accumulated depreciation and capital allowances	**99**	103
Short-term timing differences	**2**	2
	101	105

Reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and a further reduction to 18% (effective 1 April 2010) were substantively enacted on 26 October 2015. The deferred tax liability at 30 January 2016 has been calculated based on these rates.

An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the company's future current tax charge accordingly.

Notes *(continued)*

Deferred taxation (continued)

	£000
At 1 February 2014	119
Charge for the period	(14)
At 31 January 2015	105
Charge for the period	(4)
At 30 January 2016	**101**

14. Called up share capital

	2016 £000	2015 £000
Allotted, called up and fully paid:		
14,462,596 ordinary shares of £1 each	**14,463**	14,463

15. Pension costs

The Company participates in the Signet Group defined benefit pension plan ('the Plan'), which provides benefits based on members' salaries. This Plan has been closed to new entrants since 2004. In June 2004, the Group introduced a defined contribution plan which replaced the Plan. Legally, the Company has no employees with all those who work within the business employed by a fellow Group undertaking. Employment costs in respect to those persons who work within the business are recharged to the Company.

The Plan is completely separate from the Company and from any fellow Group undertaking. The Company is unable to identify its share of the Plan assets and liabilities on a consistent and reasonable basis. Therefore, the Plan is accounted for by the Company as if it was a defined contribution scheme.

The net pension asset arising in the Plan at 30 January 2016 was £36.1m (2015: £24.5m asset). The required IFRS 2 disclosures are included in the financial statements of Signet Trading Limited, a fellow Group undertaking. An actuarial valuation of the Group Scheme was carried out as at 5 April 2015. Results of that valuation have been updated to 31 January 2016 by an independent qualified actuary. The next actuarial valuation will be carried out as at 5 April 2018.

Notes *(continued)*

16. Commitments

Annual commitments under non-cancellable operating leases are as follows:

	2016	2015
	Land & buildings £000	Land & buildings £000
Operating leases which expire:		
Within one year	**28**	-
In the second to fifth years inclusive	**605**	737
After more than five years	**857**	856
	1,490	1,593

17. Related party transactions

As the Company is a wholly owned subsidiary of Signet Trading Limited and the Company's voting rights are controlled within the group headed by Signet Jewelers Limited, the Company has taken advantage of the exemption contained in IAS 24 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Signet Jewelers Limited, within which this Company is included, can be obtained from the address given in note 20.

18. Explanation of transition to FRS 101 from old UK GAAP

The impact of the transition is scheduled in the tables and narrative below.

Reconciliation of equity at 1 February 2014

No adjustments were required to the Company's balance sheet at 1 February 2014 on the transition from UK GAAP to FRS101.

Notes *(continued)*

18. Explanation of transition to FRS 101 from old UK GAAP (continued)

Reconciliation of equity at 31 January 2015

	UK GAAP	Effect of transition to FRS 101	FRS 101
	£000	£000	£000
Intangible assets	4,389	253	4,642
Tangible assets	1,073	17	1,090
Fixed assets	**5,462**	**270**	**5,732**
Net current assets (Accruals and deferred income)	**8,186**	**(17)**	**8,169**
Net assets	**13,648**	**253**	**13,901**
Called up share capital	14,463	-	14,463
Profit and loss account	(815)	253	(562)
Shareholders' equity	**13,648**	**253**	**13,901**

Reconciliation of profit for the period to 31 January 2015

	UK GAAP	Effect of transition to FRS 101	FRS 101
	£000	£000	£000
Turnover	11,198	-	11,198
Cost of Sales	(10,809)	-	(10,809)
Gross Profit	389	-	389
Administrative expenses	(1,342)	253	(1,089)
Operating loss	(953)	253	(700)
Interest receivable and similar income	67	-	67
Loss on ordinary activities before taxation	(886)	253	(633)
Tax on loss on ordinary activities	126	-	126
Loss for the year	**(760)**	**253**	**(507)**

The adjustment to intangible fixed assets and administrative expenses in the period to 31 January 2015 is in respect of goodwill amortisation previously charged under UK GAAP. On conversion to FRS101 the UK GAAP net book value of goodwill is frozen and subject to an annual impairment test.

The other adjustments are in respect of the amortisation period for lease incentives and accounting for asset retirement obligations.

Notes *(continued)*

19. Post balance sheet event

On 10 February 2016, the Company's immediate parent company, Signet Trading Limited, resolved to acquire the Company's business and all assets and liabilities (the 'Business Transfer'), effective from 31 January 2016. The Company intends to effect a reduction of capital and to complete the Business Transfer via a dividend in specie to Signet Trading Limited by 24 May 2016. The assets and liabilities will be transferred at carrying value. The carrying values of these assets and liabilities are considered to approximate to their fair values.

20. Ultimate parent Company

The company's ultimate parent is Signet Jewelers Limited, a company incorporated in Bermuda under the Companies Act 1981 of Bermuda. The financial statements of Signet Jewelers Limited which consolidate the results of the Company are available to the public and may be obtained from 110 Cannon Street, London, EC4N 6EU or at www.signetjewelers.com.