



GREENCORE GROUP PLC

NOMINATION AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

It was resolved that, pursuant to the powers contained in the Article 83 of the Company's Articles of Association, a committee of the Board be established, by the Board, to be known as the Nomination and Governance Committee (the 'Committee').

The Committee, which will consist of a minimum of three independent non-executive directors, any two of whom shall be a quorum, shall meet not less than two times per year.

1. Duties:

- 1.1 Without limiting the generality of the Committee's objectives, the duties of the Committee in relation to its Nomination function shall be to:-
- a) Regularly review the structure, size and composition (including the skills, knowledge, experience, independence and diversity) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
 - b) Regularly give full consideration to succession planning for Directors and other senior executives within the Group, taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore required to ensure progressive refreshing of the Board;
 - c) Keep under review both the executive and non-executive leadership requirements of the Group, with a view to ensuring the continued ability of the Group to compete efficiently;
 - d) Before recommending a Board nominee, evaluating the balance of skills, knowledge, experience, independence and diversity on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required, including time commitment, for a particular appointment;
 - e) Be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board positions, ensuring that any nominations are based on merit, against objective criteria, having due regard for diversity;
 - f) Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment required, committee service and involvement outside Board meetings; and
 - g) Review annually the time required for Non-Executive Directors.

1.2 The Committee shall also make recommendations to the Board:-

- a) On formulating plans for succession for both Executive and Non- Executive Directors and in particular for the key roles of the Chairman and Chief Executive Officer;
- b) On suitable candidates for the role of Senior Independent Director;
- c) On suitable candidates for the role of Company Secretary;
- d) On membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
- e) On the annual re-election of any Director in accordance with Code Provision B.7.1 of the UK Corporate Governance Code, having due regard to their performance and ability to continue to contribute to the board in light of the knowledge, skill and experience required;
- f) On any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the company subject to the provision of the law and their service contracts; and
- g) On the appointment of any Director to executive or other office.

1.3 Without limiting the generality of the Committee's objectives, the duties of the Committee in relation to its Governance function shall include:

- a) Keeping the UK Corporate Governance Code under review along with applicable legal, regulatory and listing requirements;
- b) Monitoring the Company's compliance with the UK Corporate Governance Code;
- c) On a periodic basis, advising the Board, together with any of the relevant committees of the Board, of any significant developments in regulation and legislation;
- d) On a biannual basis, updating the Board, on any significant developments in legislation and regulation in the area of corporate social responsibility;
- e) Reviewing the disclosures contained in the Corporate Governance Report section of the Annual Report in respect of corporate governance;
- f) Assisting the Board Chairman in the annual evaluation of each of the Directors and the Board as a whole; and
- g) Giving consideration to reports received by shareholders and shareholder representative bodies in relation to corporate governance.

2. General

- a) Appointments to the Committee shall be for a period of three years, which may be extended for a further three year period, provided that the Board remains satisfied that the Committee member remains independent;
 - b) Only Committee members shall be entitled to attend the meetings of the Committee, however, the Chief Executive Officer, the Chief Financial Officer, the Human Resources Director, together with any other individuals the Committee deems appropriate may attend upon invitation, along with any external advisor;
 - c) The Company Secretary, or their nominee shall act as the Secretary of the Committee;
 - d) The Committee will include a report in the Company's Annual Report on its activities in the year under review;
 - e) The Chairman of the Committee shall attend the Company's Annual General Meeting to answer any queries in relation to the Committee's activities in the year under review;
 - f) If the Committee engages the services of an external recruitment consultant to assist in selecting Board appointments, the Committee shall, in the Company's Annual Report, identify the external recruitment consultant used and confirm whether or not the consultant has any other relationship with the Group;
 - g) The Committee shall be entitled, at the Company's cost, to obtain external legal, or other independent professional advice;
 - h) The Chairman of the Committee shall report to the Board following each Committee meeting; and
 - i) The Committee, will at least annual review its own performance along with its Terms of Reference.
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