

GREENCORE GROUP PLC

(the "Company" or the "Group")

Terms of Reference of the Chairman

The Board of Directors of the Company (the 'Board') has appointed a Non-Executive Director to act as Chairman to the Board.

1. Duties of the Chairman

The duties of the Chairman include but are not limited to:

- a) Promoting the highest standards of corporate governance and ethics at Board level and throughout the Group;
- b) Ensuring that each Director acts with integrity, leads by example and promotes the desired culture, values and behaviours;
- c) Leading the Board and ensuring its effectiveness on all aspects of its role;
- d) In collaboration with the Chief Executive Officer and the Group Company Secretary, setting the Board's agenda;
- e) Chairing the Board meetings, ensuring that adequate time is available for discussion of all agenda items;
- f) Leading the Board in setting the Group's vision, strategic aims and objectives;
- g) Ensuring that the Board receives accurate, timely and clear information on the Group's purpose, culture, performance, strategy, risks and opportunities, and all other matters reserved to the Board for its decision;
- h) Encouraging the participation of each of the Directors;
- i) Chairing the Annual General Meeting and any other general meetings of the Company, ensuring that appropriate processes are in place to conduct the meetings in an equitable and efficient manner;
- j) Ensuring there is effective communication with shareholders and that governance, performance and strategic matters are discussed with major shareholders;
- k) Ensuring that the views of shareholders are communicated to the Board as a whole;
- l) Meeting with the Non-Executive Directors, without Executive Directors present, regularly;
- m) Ensuring that the Board and its Committees are appropriately structured and that succession plans are in place for both the Board and the role of the Chief Executive Officer;
- n) At least annually, leading the evaluation of the Board and the individual Directors;
- o) Ensuring that the Board and the individual Directors are subject to an externally facilitated evaluation at least every three years;
- p) In collaboration with the Chief Executive Officer and the Group Company Secretary, at least annually reviewing the time commitment required for the role of Non-Executive Director and ensuring each Non-Executive Director has sufficient time to commit to the role;
- q) In conjunction with the Group Company Secretary, ensuring that specific induction plans are in place for newly appointed Directors; and
- r) Assisted by the Group Company Secretary, taking the lead in identifying the development requirements of each of the Directors and the Board as a whole.

2. General

- a) The Chairman shall be independent on appointment;
- b) The Chairman must demonstrate objective judgement throughout their tenure and promote a culture of openness and debate;
- c) The Chairman shall foster a good relationship of mutual respect and trust with the Chief Executive Officer and develop strong working relationships with all Executive Directors and senior management personnel;
- d) Led by the Senior Independent Director, with input from the Nomination and Governance Committee, the Terms of Reference and performance of the Chairman shall be reviewed annually by the Board; and
- e) The Group Company Secretary shall report to the Chairman for all matters relating to the Board; and
- f) The Chief Executive Officer shall report to the Chairman, and their performance shall be reviewed annually by the Chairman.