



GRENCORE GROUP PLC

(‘Greencore’, the ‘Company’ or the ‘Group’)

Terms of Reference of the Board Chair

The Board of Directors of the Company (the ‘Board’) has appointed a Non-Executive Director to act as Chair of the Board (the ‘Board Chair’).

1. Duties of the Board Chair

The duties of the Board Chair 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 and contribution 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 there is an appropriate balance between the interests of shareholders and the Group’s wider stakeholder group;
- n) 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;
- o) Leading the evaluation of the Board and the individual Directors and ensuring that, at least every three years, there is an externally facilitated evaluation of the Board, the Committees and the Directors;
- 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. The annual performance evaluation shall be used to assess whether the Non-Executive Directors are dedicating the appropriate amount of time to the Company to fulfil their duties.

- 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 Board Chair shall be independent on appointment;
- b) The Board Chair must demonstrate objective judgement throughout their tenure and promote a culture of openness, challenge and debate;
- c) The Board Chair 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 Board Chair shall be reviewed annually by the Board;
- e) The process for the appointment of the Board Chair shall be led by the Senior Independent Director with support and input from the Nomination and Governance Committee and the appointment shall be approved by the Board as a whole;
- f) The Group Company Secretary shall report to the Board Chair for all matters relating to the Board; and
- g) The Chief Executive Officer shall report to the Board Chair and their performance shall be reviewed annually by the Board Chair.

Reviewed and Revised November 2021
