



GREENCORE GROUP PLC

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

Sustainability Committee

Terms of Reference

It was resolved that, pursuant to the powers contained in the Company’s Articles of Association, a committee of the Company’s Board of Directors (the ‘Board’) be established by the Board, to be known as the Sustainability Committee (the ‘Committee’).

1. Membership

- 1.1. The Committee shall consist of a minimum of three independent Non-Executive Directors.
- 1.2. The Board shall appoint the Chair of the Committee (the ‘Committee Chair’).
- 1.3. In the absence of the Committee Chair for a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.
- 1.4. Appointments to the Committee shall be for a period of three years, which may be extended for up to two further three-year periods, provided that the member continues to meet the criteria for membership of the Committee and the Board remains satisfied that the Committee member remains independent and continues to contribute effectively to the Committee. Appointment to the Committee shall automatically terminate upon the member ceasing to be a Non-Executive Director of the Board.
- 1.5. Only Committee members shall be entitled to attend the meetings of the Committee, however, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the Head of Sustainability shall also attend and other members of the Executive Team, together with any other individuals the Committee deems appropriate, including external advisors, may attend upon invitation.

2. Committee Secretary

The Company Secretary, or their nominee, shall act as the Secretary of the Committee. The Secretary of the Committee is responsible for ensuring that the Committee receives information and papers in a timely manner to allow full and proper consideration to be given to all matters.

3. Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in quorum accordingly.

4. Frequency of Meetings

The Committee shall meet not less than two times per year, and otherwise as required.

5. Notice of Meeting

Meetings of the Committee shall normally be convened by the Committee Secretary, at the request of the Committee Chair.

The notice of each Committee meeting, together with an agenda of items to be discussed at the Committee meeting, shall normally issue to each Committee member, and meeting attendees, not less than three working days before the Committee meeting is scheduled to occur.

6. Minutes of Meetings

The Committee Secretary shall minute the proceedings and decisions of all Committee meetings. The draft minutes of the Committee meetings shall be circulated to all members of the Committee. Thereafter, the minutes shall

normally also be circulated to the Board unless, in exceptional circumstances, circulation would be deemed to be inappropriate.

7. *Engagement with Shareholders*

The Committee Chair shall be available to engage with shareholders on significant matters related to the Committee's areas of responsibility and will attend the Company's Annual General Meeting to answer any queries in relation to the Committee's activities in the year under review.

8. *Duties of the Committee*

Without limiting the generality of the Committee's objectives, the duties of the Committee shall be to:-

- 8.1 Consider and recommend to the Board the Group's sustainability strategy and oversee the implementation of the strategy having regard to its key stakeholders.
- 8.2 Receive regular reports from the Group's Sustainability Team and accountable Executives in relation to the Group's sustainability agenda.
- 8.3 Review the Group's sustainability objectives, procedures and performance, including delivery of and performance against the Group's sustainability strategy, and alignment of the Group's sustainability strategy with the Group's overall business strategy.
- 8.4 Monitor stakeholders' expectations in regard to sustainability, and at least annually, the Group's Sustainability Team shall provide the Board with an update identifying any significant trends or developments generally, and in relation to the industry, governance and competition.
- 8.5 Reviewing the sustainability content in the Group Annual Report, and any standalone Sustainability Report, in each case giving due regard to provisions of the UK Corporate Governance Code and any other applicable rules.
- 8.6 In conjunction with the Board's agenda (including scheduled site visits), arrange periodic visits to Group locations and/ or suppliers in order to become familiar with the nature of the operations in the context of sustainability.
- 8.7 Liaise with the Group's Investor Relations team in relation to the Group's sustainability agenda, including assisting with Investor Relations' led shareholder engagement where appropriate; and
- 8.8 Act as a source of guidance and support for the Sustainability Team in relation to sustainability matters.

9. *Reporting Responsibilities*

The Committee shall:

- 9.1 Through the Committee Chair, report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and also how it has discharged its responsibilities.
- 9.2 Include an update in the Group's Annual Report for stakeholders, setting out the key highlights of the role in the year under review.

10. *Miscellaneous*

- 10.1 The Committee will at least annually review its Terms of Reference and recommend any changes it considers necessary to the Board for approval.
- 10.2 The Committee's effectiveness shall be reviewed annually and reported upon to the Board.
- 10.3 The Committee shall be entitled, at the Company's cost, to obtain external legal, or other independent professional advice.
- 10.4 The Committee shall have access to sufficient Company resources in order to carry out its duties effectively, including access to the Group Company Secretariat and Legal Department for advice and assistance as required.

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