



GRENCORE GROUP PLC

('Greencore', the 'Company', or 'Group')

Nomination and Governance 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 Nomination and Governance 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. The Board Chair shall not chair the Committee meeting when it is considering succession planning for the role of Board Chair.
- 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. The Board Chair may, in certain circumstances, serve in excess of three three-year periods on the Committee provided that the Board remains satisfied that he or she remains effective and independent.
- 1.6. Only Committee members shall be entitled to attend the meetings of the Committee, however, the Chief Executive Officer, the Chief Financial Officer, the Chief People Officer, together with any other individuals the Committee deems appropriate, including external advisors, may attend upon invitation.

2. Committee Secretary

The Group General Counsel and 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.

4. Frequency of Meetings

The Committee shall meet not less than three 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.

7. Engagement with Shareholders

The Committee Chair shall seek engagement 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 in relation to its Nomination function shall be to: -

- 8.1 Regularly review the structure, size and composition (including the balance of skills, knowledge, experience, independence and diversity) requirements of the Board compared to its current position and make recommendations to the Board with regard to any proposed changes.
- 8.2 Monitor the tenure of each of the Board members.
- 8.3 Undertake regular reviews of the membership of each of the committees of the Board (the 'Board Committees') and recommend any compositional changes to the Board, taking into consideration the duties of the Board Committees and the provisions of the UK Corporate Governance Code.
- 8.4 Ensure plans are in place for orderly succession to Board and senior management positions taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore required.
- 8.5 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 and effectively.
- 8.6 Evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and, in the light of this evaluation, where appropriate, prepare a description of the role and capabilities required, including time commitment, for a particular appointment.
- 8.7 Be responsible for identifying and, following a formal, rigorous and transparent process, nominating to the Board, candidates to fill Board positions, ensuring that all nominations are based on merit, against objective criteria, having due regard for diversity, including diversity of gender, social and ethnic backgrounds, as well as cognitive and personal strengths, taking care that any potential appointees have sufficient time available to devote to the role.
- 8.8 Ensure that prior to appointment, prospective appointees disclose (i) other significant time commitments; and (ii) any other business interests which may result in a conflict of interest.
- 8.9 Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected in terms of time commitment required, Board Committees' service and involvement outside Board meetings.
- 8.10 Ensure that all newly appointed directors undergo an induction programme.
- 8.11 The Committee shall make recommendations to the Board concerning: -
 - 8.11.1 Directors' succession planning.
 - 8.11.2 The annual re-election of any Director in accordance with the Company's Articles of Association and 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, skills and experience required.
 - 8.11.3 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.
 - 8.11.4 The appointment of any Director to executive or other office.
 - 8.11.5 Suitable candidates for the role of Senior Independent Director.
 - 8.11.6 Suitable candidates for the role of Company Secretary.

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

- 8.12 Ensuring effective governance processes are in place to promote the long-term success of the Group, giving due consideration to the Group's stakeholders.
- 8.13 Monitoring and assessing the Group's culture to ensure that policies, practices and procedures are aligned with the Group's values and strategy and promote the long-term sustainable success of the Group.
- 8.14 Monitoring the Company's compliance with the UK Corporate Governance Code.
- 8.15 Reviewing the disclosures contained in the Corporate Governance Report section of the Annual Report in respect of corporate governance.
- 8.16 At the request of the Board, establishing the selection criteria for, and appointing, the external Board evaluators.
- 8.17 If deemed appropriate, assisting in the annual evaluation of both the Directors individually and the Board as a collective, having regard to composition and diversity.
- 8.18 Conducting an annual review of the Terms of Reference of the Board Chair, the Terms of Reference of the Senior Independent Director and the Terms of Reference of the Workforce Engagement Director and recommending any proposed changes thereto to the Board for adoption.
- 8.19 Where requested by the Board, giving consideration to reports received by shareholders and shareholder representative bodies in relation to corporate governance.

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 a comprehensive report in the Company's Annual Report on its activities in the year under review, including details of the process for any appointments in the year under review, the Committee's approach to succession planning and how the aforementioned supports the development of a diverse pipeline.

When selecting candidates for potential Non-Executive Director appointment, the Committee shall normally use open advertising and/ or an external search consultancy firm. If the Committee engages the services of an external search consultancy firm to assist in 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.

The Company's Annual Report shall also include details of the Board's policy on diversity.

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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Drafted by:	Owner:	Reviewed and approved on:	Effective date:	Next review date:
Company Secretariat	Group General Counsel and Company Secretary	21 September 2023	1 October 2023	September 2024