

## GRENCORE PREPARED MEALS LIMITED

### STRATEGIC REPORT

The directors present their strategic report for Grencore Prepared Meals Limited (the "Company") for the period ended 30 September 2022 in accordance with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

#### SECTION 172(1) STATEMENT

The Company is a subsidiary of Grencore Group plc (the 'Group' or 'Grencore') and part of the Grencore group of companies. The Company has adopted the Group's extensive processes that are in place to engage with our broad range of stakeholders which are integral to our success.

Oversight of the Group, including the Company, is carried out at Group level which is responsible for setting strategic priorities including supporting stakeholder engagement. As usual with large companies, the Group delegates authority for the control and direction of the Company and the day to day management of the Company to the Group Chief Executive Officer and the Group Executive Team. To ensure alignment with the legal entity framework members of the Group Executive Team make up the directors of the Company, together with a finance expert. The Group promotes high standards of corporate governance throughout the organisation and the Company's Board upholds these standards. The Company's Board holds meetings as and when required to consider the impact of key proposals and material matters affecting its business.

The Board of Directors of the Company (the 'Board') is committed, both individually and collectively, to promoting the success of the Company through regular engagement with all stakeholders including our colleagues, customers and the wider community. The Board recognises the importance of maintaining strong relationships with each of our key stakeholders and understanding their needs in order to deliver value and build a better, more resilient and sustainable business. When making decisions, the Board ensures that particular regard is given to the following matters set out in s 172(1) (a) – (f) of the Companies Act 2006:

- The likely consequences of any decision in the long term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and the environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the company.

The Board is aware that the Company's actions and decisions impact all of our stakeholders and it ensures that there is regular dialogue taking place with stakeholders, which is carried out by those most relevant to the stakeholder group or issue, and discussed appropriately in the boardroom.

Our relationships and regular dialogue with stakeholders continued to be of utmost importance during the period as we navigated our way through challenges presented by the cost of living challenges and recessionary environment in the UK together. The table below sets out the Group's and the Company's approach to stakeholder engagement as the Company follows the Group's processes, why stakeholders matter and how these stakeholders influenced key decisions made during the financial year. Our stakeholders can be confident that the contents of our corporate reporting reflect the frameworks for strategy, stakeholder engagement, governance, risk management and culture as established and consistent with the Group and overseen by the Board.

**GREENCORE PREPARED MEALS LIMITED**

**STRATEGIC REPORT (continued)**

**SECTION 172 (1) STATEMENT (continued)**

Stakeholder group	Engagement	How this stakeholder group influenced the board agenda and long term decision making (s 172(1)(a))
<p><b>Our people – s172(1)(b)(e)</b></p> <p>By embedding a safety culture, providing inspiring leadership and having engaging and effective teams, we ensure that people are at the core of our business.</p>	<p>During the prior financial year, the Group appointed a Non-Executive Director to become Workforce Engagement Director in order to further strengthen engagement activities with colleagues across the Group and therefore, the Company</p> <p>In FY22, the Group announced its commitment to provide all colleagues with the opportunity to become shareholders in Greencore Group plc, (the Company’s ultimate parent). The UK Share Incentive Scheme and Irish Share Award were approved in September 2021 and launched in January 2022 for all colleagues across the business. Therefore, colleagues that are employed by the Company are eligible for the UK Share Incentive Scheme.</p> <p>The Chief Executive Officer of the Group carries out regular Group-wide briefings which the Company’s employees are invited to attend. During FY22, the Group launched a change programme, Better Greencore, with the aim of addressing three interrelated challenges – (i) rising fixed cost base; (ii) ability to fully service the Group’s current portfolio from the existing asset base at appropriate margin; and (iii) the relative immaturity of technology infrastructure. Colleagues in the Company were briefed on the impact of the change programme to ensure that the structures to the Group-wide organization were clear and impacted colleagues were appropriately supported.</p> <p>The Group Code of Ethics and Business Conduct, which applies to the Company as a subsidiary of the Group, also ensures that the work environment is free of discrimination, free of any practices which amount to racial, religious or sexual harassment and ensures that all colleague personal information is secure and remains confidential.</p> <p>In addition to this, it also sets out the key principle of ‘People at the Core’ and how the safety, health and welfare of all colleagues is fundamental to this principle. It also outlines how a diverse workforce enables us to achieve better business outcomes. The Code of Ethics and Business Conduct is available to read on <a href="https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf">https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf</a></p>	<p>During FY22, there was continued progress made in the Group and Company’s colleague engagement initiatives. The results of the annual “People at the Core” survey, the retention and recruitment challenges for the Group and Company and how we plan to further improve colleague engagement going forward.</p> <p>In January 2022, there was further progress made in relation to the commitment to provide all colleagues with the opportunity to become shareholders in Greencore Group plc, with the launching of a UK Share Incentive Plan and a similar Irish Share Award. The employees of the Company are part of this plan.</p> <p>During FY22, a group wide organizational change programme was announced, Better Greencore. Company colleagues were engaged throughout the implementation of the change programme to ensure that colleagues were aware of the changes that were being made.</p>

**GREENCORE PREPARED MEALS LIMITED**

**STRATEGIC REPORT (continued)**

**SECTION 172 (1) STATEMENT (continued)**

Stakeholder group	Engagement	How this stakeholder group influenced the board agenda and long term decision making (s 172(1)(a))
<p><b>Our customers – s172(1)(c)(d)(e)</b></p> <p>Central to our commercial success is a relentless focus on our customer relationships.</p>	<p>The Company’s teams interact with our customers on a daily basis at multiple levels including at the overall Group level. We work closely with our customers to develop, improve and refine our products through collaborative projects, market research and innovation workshops. We welcome feedback from our customers in relation to changing consumer demands and carry out ongoing work to apply this in a manner that helps our customers win throughout the supply chain.</p> <p>The Group Code of Ethics and Business Conduct, which applies to the Company as a subsidiary of the Group, also outlines the fundamental principles of integrity, confidentiality and legality when engaging with our stakeholders, including our customers.</p> <p>In addition to this, it outlines our focus on ethical and fair trading and how we strive to deal fairly and honestly with our customers to sustain our competitive advantage through the provision of excellent products and services. The Code of Ethics and Business Conduct is available to read on <a href="https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf">https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf</a>.</p>	<p>We will build on the resilience of our customer relationships as we progress further on to rebuild the food to go and convenience food offerings of our major partners.</p> <p>We will also progress further on the product and channel expansion journey, in many cases through partnerships with existing customers.</p> <p>Our customers tell us they need support to help them grow their businesses profitably and sustainably. They seek support from us in particular to differentiate their offering and help them win in the marketplace. More recently, our customers are looking for support from us in the area of sustainability, including initiatives to reduce plastic packaging and food waste. During FY22, the Company, as a member of the Group advanced the Better Future Plan with a focus on progressing the data and systems framework to measure performance effectively. The Group’s Sustainability Report for FY22 is available on <a href="http://www.greencore.com">www.greencore.com</a>.</p>

**GRENCORE PREPARED MEALS LIMITED**

**STRATEGIC REPORT (continued)**

**SECTION 172 (1) STATEMENT (continued)**

Stakeholder group	Engagement	How this stakeholder group influenced the board agenda and long term decision making (s 172(1)(a))
<p><b>Our suppliers – s172(1)(c)(e)</b></p> <p>The integrity of our suppliers is as important as the ingredients we source.</p>	<p>The Company’s teams interact with our suppliers on a daily basis given the level of ingredients and packaging purchases we make. In particular, key suppliers with whom we have more strategic relationships are identified. From time to time, we hold detailed workshops with these key suppliers to drive strategies for mutual benefit to reassure suppliers of our stability, share our strategy on growth and sustainability and request support on ramp up volumes and quality.</p> <p>The continued focus on sustainability with our suppliers has seen the Group, which includes the Company, work with suppliers to source in ways that protect ecosystems, reduce emissions and enhance livelihoods. We also engage with suppliers on climate-related issues by setting minimum requirements and including climate performance in supplier selection and management processes. The ethical treatment of workers in the supply chain is also an increasing area of focus. We carry out rigorous ethical assessments of our raw materials to identify areas within our supply chains that are most at risk of modern slavery and human rights abuses.</p> <p>The Group Code of Ethics and Business Conduct, which applies to the Company as a subsidiary of the Group, also outlines the fundamental principles of integrity, confidentiality and legality when engaging with our stakeholders, including our suppliers. In addition to this, it details the ethical behaviour standards required to be met by our suppliers. To ensure these standards are met, we carry out audits on high-risk suppliers and work with them to continually improve standards towards ensuring the human rights of workers in our supply chain are protected. It also outlines our focus on ethical and fair trading and how we strive to deal fairly and honestly with our suppliers to sustain our competitive advantage through the provision of excellent products and services. The Code of Ethics and Business Conduct is available to read on <a href="https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf">https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf</a></p>	<p>We recognise that there is an increasing focus on sustainability with our suppliers, particularly in the areas of sustainable sourcing, and working sustainably with our suppliers is a critical part of our strategy. Specifically, the Company and the Group are committed to ensuring that by 2030 we will be a business that sources every ingredient from a sustainable and more fair supply chain. In order to do this, we will continue to work with our suppliers to learn as much as we can about where our ingredients come from and how they are produced.</p> <p>Delivering our sustainability goals will make us more purposeful, make us a better business to work with, make us all prouder to be part of the Company and will ultimately ensure that we make every day taste better by making great food for all, that is accessible, healthier and sustainable going forward and in the long term.</p> <p>During FY22, the Group Board approved the Group’s FY21 Modern Slavery and Human Trafficking Transparency Statement. The Company is required to comply with the requirements of this statement as a member of the Group.</p>

**GREENCORE PREPARED MEALS LIMITED**

**STRATEGIC REPORT (continued)**

**SECTION 172 (1) STATEMENT (continued)**

Stakeholder group	Engagement	How this stakeholder group influenced the board agenda and long term decision making (s 172(1)(a))
<p><b>Local communities—s172(1)(d)(e)</b></p>	<p>The Company’s operating facilities are generally significant operations in the context of the local communities in which they are located. Colleague representatives from each site have regular dialogue with local representatives and local business groups on relevant matters. The Company as part of the Group, also seeks to support local communities through supporting local education, food donations and charitable giving.</p> <p>The Group Code of Ethics and Business Conduct, which applies to the Company as a subsidiary of the Group, also ensures that the Company’s activities are not harmful or detrimental to the natural environment in which they operate. In addition to this, it also outlines how we interact with our communities and the environment around us in a responsible and sustainable manner. The Group Code of Ethics and Business Conduct is available to read on <a href="https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf">https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf</a>.</p>	<p>During FY22, the Company as part of the Group of continued to step up engagements at national, regional and local level by continuing to work with charities and local community initiatives throughout the UK.</p> <p>During FY22, there was continued progress made in relation to the sustainability objectives with the Group’s sustainability Report for FY22 being published and available on <a href="http://www.greencore.com">www.greencore.com</a>.</p>
<p><b>Our shareholder and parent – s172(1)(f)</b></p>	<p>As a subsidiary of Greencore Group plc, the Company engages regularly with its parent company and has adopted the Group’s extensive processes in order to promote the success of the business.</p> <p>The Group Code of Ethics and Business Conduct, which applies to the Company, also outlines our responsibility to protect shareholder value and to be transparent about our operations and performance. The Code of Ethics and Business Conduct is available to read on <a href="https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf">https://www.greencore.com/wp-content/uploads/2020/10/Greencore-Code-of-Ethics-Business-Conduct.pdf</a>.</p>	<p>The Board in its decision making process takes into account the impacts of the decision on the return to the Group on its capital investment in the Company. The Board also regularly considers whether a dividend should be paid from surplus capital to its parent company.</p> <p>During FY22, the Group commenced a share buyback programme with £8.8m being returned to shareholders at 30 September 2022 (£10m completed by 6 October 2022). Subsequent to the period end, the Group announced that it is the Group’s intention to buyback a further £15m during FY23.</p>