



Matters Reserved to the Board Policy

Executive sponsor	GROUP GENERAL COUNSEL AND COMPANY SECRETARY	Lead	NOMINATION AND GOVERNANCE COMMITTEE
Owner	BOARD OF DIRECTORS	Effective date	1 OCTOBER 2026
Review date	15 SEPTEMBER 2026	Version	1.0

In accordance with the 2024 UK Corporate Governance Code (the 'Code') *"A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society. The board should ensure that the necessary resources, policies and practices are in place for the company to meet its objectives and measure performance against them."*

Whilst the Board of Directors (the 'Board') of Greencore Group plc ('Greencore', the 'Company', or 'Group') has delegated certain of its duties to Committees of the Board, the following matters are the responsibility of the Board:

Leadership

1. Overall leadership of the Group and setting the Group's values and standards.
2. Approving the Group's purpose and assessing and monitoring its culture, including whether the desired culture is embedded and aligned with the Group's purpose, values and strategy.
3. Delegating the overall management of the Group.
4. Overseeing effective engagement with shareholders, the workforce and other key stakeholders, and reviewing how stakeholder interests have informed significant Board decisions.
5. Providing constructive challenge, strategic guidance, offering specialist advice and holding management to account.

Strategy

1. Promoting the long-term success of the Group.
2. Approval of any proposed acquisitions, divestments and/ or mergers above £10m.
3. Approval of the Group's strategic plan.
4. Approval of the Group's annual trading and capital budgets, as well as any material changes thereto.
5. Determining the nature and extent of the principal and emerging risks the Group is willing to take in achieving its strategic objectives.
6. Monitoring the implementation and outcomes of significant Board decisions, including their alignment with the Group's strategy, objectives and long-term sustainable success.

Capital and Structure

7. Approval of any changes to the Company's share capital structure, including, but not limited to target levels of leverage, share capital increases or reductions, special dividends, share buybacks and any proposed changes to the rights attaching to the Special Share.
8. Approval of any changes to the Company's listing or status as a listed public limited company.
9. Approval of any material changes to the Group's corporate structure.
10. Approval of all circulars and/ or prospectuses to shareholders.

Financial Reporting and Internal Controls

1. Approval of the half year and full year Results Statements.
2. Approval of the Annual Report and Financial Statements.
3. Approval of other trading statements and market updates.
4. Approval of the Company's dividend policy, the payment of interim and/ or special dividends and recommendation of final dividends.
5. Approval of any significant change in accounting policies or practices.
6. Approval of the Group's Treasury Policy.
7. Annual approval of the Group's Tax Strategy.
8. At least annually, monitoring and reviewing the effectiveness of the risk management and internal control framework across all material financial, operational, reporting and compliance controls. Approving the disclosures required in the Annual Report, including the description of the Board's monitoring and review,

the declaration as to the effectiveness of material controls as at the balance-sheet date, and details of any material controls that have not operated effectively together with remedial action taken or proposed.

Material Contracts

1. Approval of major capital projects above £5m.
2. Approval of contracts of the Group not in the ordinary course of business above £5m to include debt facilities and guarantees.
3. Prosecution, defence or settlement of litigation involving above £1m or being otherwise material to the interests of the Group.

Board Membership and Board Committees

1. Approval of any Board compositional or structural changes following recommendation from the Nomination and Governance Committee.
2. Approval of the appointment of the Senior Independent Director and associated Terms of Reference.
3. Following recommendation from the Nomination and Governance Committee, approving the membership, including Chairmanship of the committees of the Board.
4. Approval of the Terms of Reference of each of the committees of the Board.
5. Recommending to shareholders each of the Directors seeking re-appointment at the Annual General Meeting, where appropriate.
6. Ensuring appropriate succession plans are in place for the Board and senior management.
7. Approval of Letters of Engagement/ Contracts of Employment for the Directors.
8. Approval of the appointment and removal of the Company Secretary.

Remuneration

1. Approval of the remuneration of the Directors, which shall be subject to shareholder approval at the Company's Annual General Meeting, and the Company Secretary.
2. Approval of the Directors' Remuneration Policy to be put before shareholders every three years, or as appropriate.
3. Approval of any new share incentive plans or major changes to existing plans, to be put to shareholders for approval at the Company's Annual General Meeting, if so required.

Other Matters

1. Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
2. Recommendation of appointment, reappointment or removal of the external auditor to be put to shareholders for approval at the Company's Annual General Meeting.
3. Approval of the remuneration of the external auditor. The authority of the Directors to approve the external auditor's remuneration shall be put to shareholders for approval at the Company's Annual General Meeting.
4. Approval of material changes to the Group's pension schemes.
5. Approval of the Group's Code of Business Conduct.
6. Approval of policies regarding political donations.
7. Approval of any matter which may reasonably be expected to have a material effect on the reputation or standing of the Group.

Each year, there shall be a formal and rigorous annual evaluation of the Board, its Committees, the Board Chair and individual Directors. This evaluation shall be externally facilitated at least every three years.

The Board may discharge certain of its responsibilities through its Committees and has established four standing Committees: the Audit and Risk Committee, Remuneration Committee, Nomination and Governance Committee and Sustainability Committee. The Board may also establish ad hoc committees or sub-committees from time to time to deal with specific matters. The Board retains ultimate responsibility for all matters delegated to its Committees and sub-committees.

The membership of the sub-committees will depend upon the purpose for which it was established, and the skills and expertise required.

Version	Date	Comments
1.0	15 September 2026	