

ESG COMMITTEE: TERMS OF REFERENCE

Definitions

"Board"	the Board of Directors of Bakkavor Group plc
"Chair"	Chair of the ESG Committee
"Code"	the 2024 UK Corporate Governance Code
"Committee"	the ESG Committee
"Company Chairman"	Chairman of the Board
"Company"	Bakkavor Group plc
"ESG"	Environmental, Social and Governance
"Group"	Company and its subsidiary undertakings
"SET"	the Senior Executive Team
"Senior Executives"	the direct reports of the SET
"Trusted Partner"	the Group's ESG Strategy

1. Constitution and Purpose

The Committee's purpose is to:

- 1.1 assist the Board in promoting the long-term sustainable success of the Company with regard to ESG matters by ensuring that the right strategies and action plans are in place to meet the Group's desired goals and monitor progress against those goals;
- 1.2 ensure that the Company agrees, implements, communicates and reviews strategy on key ESG issues; and
- 1.3 monitor the execution of Trusted Partner, to oversee the communication of the Group's ESG activities with its stakeholders and to provide input to the Board and other Board Committees on ESG matters as required. For the avoidance of doubt, Trusted Partner is developed by the

Senior Executive Team with support from the Group ESG Executive Committee and is approved by the Board.

2. Membership

- 2.1 The Committee shall comprise at least three members. A majority of the members of the Committee shall be independent Non-executive Directors. The designated workforce engagement Non-executive Director shall be a member. The Company Chairman may also serve on the Committee as an additional member.
- 2.2 Appointments to the Committee are made by the Board on the recommendation of the Nomination Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the Director (other than the Company Chairman, if they are a member of the Committee) still meets the criteria for membership of the Committee and the majority of the Committee members remain independent.
- 2.3 Members should have the appropriate knowledge, skills and expertise to understand ESG-related strategy, targets and implementation, and shall undertake appropriate development of their skills as necessary.
- 2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Company Chairman (where not a member of the Committee), Chief Financial Officer, Chief Executive Officer, Chief People Officer, other senior executives and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary or if required to do so by the terms of any relationship agreement entered into by the Company.
- 2.5 The Board shall appoint the Chair who should be an independent Non-executive Director. The Company Chairman should not be chair of the Committee. In the absence of the Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

3. Secretary

- 3.1 The Company Secretary, or their nominee, shall act as the Secretary of the Committee and will

ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the matters under discussion. The Committee shall have access to the services of the company secretariat on all committee matters, including assisting the Chair in planning the Committee's work, drawing up meeting agendas, maintenance of minutes, and provision of any necessary practical support.

- 3.2 The Secretary must ascertain, at the beginning of each meeting, whether any conflicts of interest exist and, if so, minute them accordingly.

4. Quorum

The quorum necessary for the transaction of business shall be at least two independent Non-executive Directors, with the Chair or in the Chair's absence, an Independent Director.

5. Frequency of Meetings

The Committee shall meet at least three times a year and otherwise as required. The Committee may hold meetings by telephone or using any other method of electronic communications and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair.

6. Notice of Meetings

- 6.1 Meetings of the Committee are called by the Secretary of the Committee at the request of the Chair or any of the Committee members.
- 6.2 Unless otherwise agreed, written notice of each meeting confirming the venue, time and date (together with the agenda of items to be discussed and supporting papers), shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting (unless all members of the Committee agree to shorter notice).

7. Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the

Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, in the opinion of the Chair it would be inappropriate to do so.

8. Engagement with Shareholders

The Chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities and responsibilities. In addition, the Chair should seek engagement with shareholders, and other stakeholders where relevant, on significant matters related to the Committee's areas of responsibility.

9. Duties

The Committee shall:

ESG strategy/ framework

- 9.1 Oversee Management's execution of Trusted Partner by ensuring that it is effective, aligned with prevailing regulations and good practice, and integrated with the Group's business plan, values and objectives, in order to support the Group's long-term sustainable success.
- 9.2 Monitor the Group's execution of Trusted Partner based on the identified priorities and provide updates in that regard. Review the effectiveness of the teams, governance and processes in place to ensure the outcomes of Trusted Partner are delivered. Advise on the risks and opportunities for the Group's operations and reputation in relation to the execution of Trusted Partner.

Goals and metrics

- 9.3 Advise on, and recommend for approval by the Board, appropriate ESG strategic goals, short- and long-term science-based targets, and key ESG metrics. Monitor annual and long-term progress against previously set ESG objectives, including compliance with public commitments on ESG issues. Oversee the ongoing measurement and reporting of performance against key ESG metrics.

Reporting

- 9.4 Oversee the Group's disclosures relating to ESG (the Annual Report and the online ESG Report) on behalf of the Board and provide information and advice and support to the Board and the

other Board Committees in relation to those disclosures, as required. Review the content, integrity and completeness of external statements and disclosures about ESG activity, targets and progress. Review ESG-related reporting prior to Board approval. Evaluate the extent and effectiveness of external reporting on ESG performance and participation in external benchmarking indices.

- 9.5 Oversee the Group's approach to external communications relating to ESG and ensure a good dialogue with Shareholders on ESG is maintained.

Horizon scanning

- 9.6 Identify current and emerging ESG-related issues, standards, good practice, and regulatory or legislative developments, at the sectoral, national and international level. This includes sourcing or undertaking relevant training and development opportunities, both for the Committee members and for Group employees as appropriate. Evaluate which issues and developments are likely to impact the Group's strategy, operations and reputation.

Policies and procedures

- 9.7 Monitor the establishment of appropriate ESG-related policies, procedures for incident reporting, codes of practice, and standards of business conduct and review their adequacy and ongoing relevance and effectiveness.

Social issues

- 9.8 Oversee the Group's interactions with and responsibilities towards its stakeholders in relation to ESG-issues, most notably its employees, customers, suppliers, and the communities in which it operates. Support the Board and the Nomination Committee in monitoring the culture of the company, the safety and wellbeing of its workforce, and the adequacy of its supply chain controls in relation to modern slavery and human rights risk.

Risk

- 9.9 Advise the Board on the Group's appetite and tolerance with respect to environmental and

social risk. Identify material ESG-related risks and ensure that these are appropriately captured in the company's risk profile and risk management framework.

Collaboration with other committees

9.10 Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

This may include:

9.10.1 Work in conjunction with the Remuneration Committee regarding appropriate ESG-related performance objectives and incentives for executive leaders, to ensure that ESG matters are appropriately considered when setting the overall remuneration policy.

9.10.2 Work in conjunction with the Audit and Risk Committee to review regularly the requirement for internal and external assurance of ESG-related matters. Monitor the role and effectiveness of the internal audit function with regards to assurance on ESG-related disclosures. As necessary, appoint external parties to provide assurance on relevant reporting.

9.10.3 Work in conjunction with the Audit and Risk Committee to advise the Board on the company's appetite and tolerance with respect to environmental and social risk, to identify material ESG-related risks and to ensure these are appropriately captured in the company's risk profile and risk management framework.

9.10.4 Work in conjunction with the Nomination Committee to support the oversight of a diverse pipeline for appointments at Board level.

Resourcing ESG projects

9.11 Make recommendations to the Board in relation to the required resourcing and funding of ESG-related activities, and on behalf of the Board, oversee the deployment and control of any resources and funds.

10. Reporting responsibilities

- 10.1 The Chair shall report to the Board on all ESG matters within the Committee's duties and responsibilities and after each meeting, report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit, where action or improvement is desirable, and adequate time should be made available for Board discussion when necessary.
- 10.3 The Committee shall produce a report to shareholders to be included in the Company's Annual Report concerning its activities and how the Committee has discharged its ESG responsibilities and overseen the execution of Trusted Partner.
- 10.4 The Committee shall compile a report of its activities to be included in the Group's annual report, including identification of any external advisers.

11. Other Matters

The Committee shall:

- 11.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required on all Committee matters.
- 11.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 11.3 Give due consideration to laws and regulations including, the general duties of Directors set out in the Companies Act 2006, provisions of the Code and the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook, the Market Abuse Regulation and any other applicable rules, as appropriate.
- 11.4 Ensure that a periodic evaluation of its own performance is carried out.

- 11.5 At least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12. Authority

The Committee is authorised by the Board to:

- 12.1 Undertake any activity within its Terms of Reference.
- 12.2 Seek any information, including reports, from any employee/Director/contractor of the Company/Group that is required in order to perform its duties.
- 12.3 Obtain, at the Company's expense, external legal, or other professional advice, on any matter within its Terms of Reference, and the authority to invite persons giving such advice to attend Committee meetings.
- 12.4 Establish and oversee any sub-committee or working groups which may be relevant to support the Committee's work.

These Terms of Reference were adopted by the ESG Committee on **26 February 2025**.