

## GREENCORE GROUP PLC

(the "Company" or the "Group")

### *Terms of Reference of the Chairman*

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The Board has appointed a Non-Executive Director to act as Chairman to the Board.

#### **1. Duties of the Chairman**

The duties of the Chairman include but are not limited to:

- a) Promoting the highest standards of corporate governance and ethics at Board level and throughout the Group;
- b) Ensuring that each Director acts with integrity, leads by example and promotes the desired culture;
- c) Leading the Board and ensuring its effectiveness on all aspects of its role;
- d) In collaboration with the Chief Executive Officer and the Group Company Secretary, setting the Board's agenda;
- e) Chairing the Board meetings, ensuring that adequate time is available for discussion of all agenda items;
- f) Leading the Board in setting the Group's vision, strategic aims and objectives;
- g) Ensuring that the Board receives accurate, timely and clear information on the Group's performance, strategy, risks and opportunities, and all other matters reserved to the Board for its decision;
- h) Chairing the Annual General Meeting and any other general meetings of the Company, ensuring that appropriate processes are in place to conduct the meetings in an equitable and efficient manner;
- i) Ensuring there is effective communication with shareholders and that governance, performance and strategic matters are discussed with major shareholders;
- j) Ensuring that the views of shareholders are communicated to the Board as a whole;
- k) Meeting with the Non-Executive Directors, without Executive Directors present, regularly;
- l) Ensuring that the Board and its Committees are appropriately structured and that succession plans are in place for both the Board and the role of the Chief Executive Officer;
- m) At least annually, leading the evaluation of the Board and the individual Directors;
- n) Ensuring that the Board and the individual Directors are subject to an externally facilitated evaluation at least every three years;
- o) In collaboration with the Chief Executive Officer and the Group Company Secretary, at least annually reviewing the time commitment required for the role of Non-Executive Director and ensuring each Non-Executive Director has sufficient time to commit to the role;
- p) In conjunction with the Group Company Secretary, ensuring that specific induction plans are in place for newly appointed Directors; and
- q) Assisted by the Group Company Secretary, taking the lead in identifying the development requirements of each of the Directors and the Board as a whole.

## 2. General

- a) The Chairman shall be independent on appointment;
  - b) The Chairman must demonstrate objective judgement throughout their tenure and promote a culture of openness and debate;
  - c) The Chairman shall foster a good relationship of mutual trust with the Chief Executive Officer and develop strong working relationships with all Executive Directors and senior management personnel;
  - d) Led by the Senior Independent Director, the Terms of Reference and performance of the Chairman shall be reviewed annually by the Board;
  - e) The Group Company Secretary shall report to the Chairman for all matters relating to the Board; and
  - f) The Chief Executive Officer shall report to the Chairman, and their performance shall be reviewed annually by the Chairman.
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