

GREENCORE GROUP PLC

(the “Company” or the “Group”)

Nomination and Governance Committee

TERMS OF REFERENCE

It was resolved that, pursuant to the powers contained in the Article 83 of the Articles of Association of Greencore Group plc (the ‘Group’ or the ‘Company’), a committee of the Board be established by the Board, to be known as the Nomination and Governance Committee (the ‘Committee’).

The Committee, which will consist of a minimum of three independent Non-Executive Directors, any two of whom shall be a quorum, shall meet not less than three times per year and otherwise as required.

1. Duties:

1.1 Without limiting the generality of the Committee’s objectives, the duties of the Committee in relation to its Nomination function shall be to:-

- a) Regularly review the structure, size and composition (including the 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 recommended changes;
- b) Regularly give full consideration to succession planning for Directors and senior management personnel taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore required;
- c) 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;
- d) Before recommending a Board nominee, evaluating the balance of skills, knowledge, experience, independence and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required, including time commitment, for a particular appointment;
- e) Be responsible for identifying and nominating following a formal, rigorous and transparent procedure, for the approval of the Board, candidates to fill Board positions, ensuring that any nominations are based on merit, against objective criteria, having due regard for diversity, including diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;
- f) Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment required, committee service and involvement outside Board meetings;

- g) Ensure that all newly appointed directors undergo an induction programme;
- h) Monitor the tenure of each of the Board members; and
- i) Review annually the time required for Non-Executive Directors.

1.2 The Committee shall also make recommendations to the Board:-

- a) On formulating plans for succession for both Executive and Non- Executive Directors, in particular for the key roles of the Chairman of the Board and Chief Executive Officer, and senior management personnel ensuring that both appointments and succession plans are based on merit and objective criteria whilst promoting diversity;
- b) On suitable candidates for the role of Senior Independent Director;
- c) On suitable candidates for the role of Company Secretary;
- d) On the composition of the Audit and Remuneration Committees, in consultation with the chair of each committee;
- e) On the annual re-election of any Director in accordance with the Company's Articles of Association and Code Provision 18 of the UK 2018 Corporate Governance Code, having due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skill and experience required;
- f) On 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; and
- g) On the appointment of any Director to executive or other office.

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

- a) Ensuring effective governance processes are in place to promote the long-term success of the Group, giving due consideration to the Group's stakeholders;
- b) 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 success of the Group;
- c) Keeping the UK Corporate Governance Code under review along with applicable legal, regulatory and listing requirements;
- d) Monitoring the Company's compliance with the UK Corporate Governance Code;
- e) On a periodic basis, advising the Board, together with any of the relevant committees of the Board, of any significant developments in regulation and legislation;
- f) On a biannual basis, updating the Board, on any significant developments in legislation and regulation in the area of corporate social responsibility;
- g) Reviewing the disclosures contained in the Corporate Governance Report section of the Annual Report in respect of corporate governance;
- h) If deemed appropriate, assisting the Board Chairman and the Senior Independent Director of the Board in the annual evaluation of both the Directors individually and the Board as a collective, having regard to composition and diversity;
- i) Conducting an annual review of the Terms of Reference for the Chairman and the Terms of Reference for the Senior Independent Director and recommending any proposed changes thereto to the Board for adoption;
- j) Giving consideration to reports received by shareholders and shareholder representative bodies in relation to corporate governance.

2. General

- a) 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 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;
- b) The Board shall approve the appointment of the role of the Chair of the Committee. If the Chair of the Committee is unable to attend a Committee meeting, the remaining members present shall elect a member to chair the meeting;
- c) 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, may attend upon invitation, along with any external advisor;
- d) The Company Secretary, or their nominee shall act as the Secretary of the Committee
- e) The Committee shall have access to sufficient Company resources in order to carry out its duties effectively, including access to the Group Company Secretariat & Legal Department for advice and assistance as required;
- f) The Committee will include a report in the Company's Annual Report on its activities in the year under review, the report shall include information on the process used in relation to any appointments in the year under review, its approach to succession planning and how both of the aforementioned support the development of a diverse pipeline
- g) The Chair of the Committee shall attend the Company's Annual General Meeting to answer any queries in relation to the Committee's activities in the year under review;
- h) The Chair of the Committee shall seek engagement with shareholders on significant matters related to the Committee's areas of responsibility;
- i) If the Committee engages the services of an external recruitment consultant to assist in selecting 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;
- j) The Committee shall be entitled, at the Company's cost, to obtain external legal, or other independent professional advice;
- k) The Chair of the Committee shall provide the Board with a summary of the matters discussed following each Committee meeting; and
- l) The Committee will at least annually review its own performance along with its Terms of Reference.