

**ASSOCIATED BRITISH FOODS plc (the *Company*)**  
**NOMINATION COMMITTEE – TERMS OF REFERENCE**  
**adopted by the Board on 2 November 2022**

**1. BACKGROUND**

1.1 The Board of Directors of the Company (the ***Board***) has resolved to establish a Nomination Committee (the ***Committee***). These terms of reference replace any previous terms of reference for any nomination committee of the Board.

**2. DUTIES OF THE COMMITTEE**

2.1 The Committee shall:

- 2.1.1 lead the process for Board appointments (both executive and non-executive) and make recommendations to the Board in accordance with these terms of reference;
- 2.1.2 regularly review the Board structure, size and composition (including the Board's skills, knowledge, experience and diversity) and the future challenges affecting the business, taking into account the Company's current requirements, the results of the Board performance evaluation process that relate to the composition of the Board, the length of service of the Board as a whole, and make recommendations to the Board about any changes that are deemed necessary or desirable;
- 2.1.3 ensure effective succession plans are in place for the Board and senior management, oversee the development of a diverse pipeline for orderly succession for appointments to both the Board and to senior management and make recommendations to the Board in connection with the same;
- 2.1.4 ensure that both appointments and succession plans are based on merit and objective criteria with due regard to diversity of age, gender, ethnicity, sexual orientation, disability, educational, professional and socio-economic background, cognitive and personal strengths;
- 2.1.5 make recommendations to the Board on the Board's policy on boardroom diversity and inclusion, its objectives and linkage to strategy, how it has been implemented and progress on achieving its objectives;
- 2.1.6 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience, and diversity on the Board, and in the light of this evaluation prepare a written description of the role and capabilities required for a particular appointment and the expected time commitment. In identifying suitable candidates the Committee shall:
  - (A) where appropriate, use open advertising or the services of appropriate external advisers (or both) to facilitate the search for and selection of appropriate candidates for any appointments; and
  - (B) consider candidates from a wide range of backgrounds;
- 2.1.7 require proposed appointees to the Board to disclose any other interests and appointments and ensure that consideration is given to whether these need to be approved by the Board prior to appointment;
- 2.1.8 liaise with the Remuneration Committee in relation to the remuneration of proposed new directors (within the scope of the directors' remuneration policy approved by shareholders) and senior management;
- 2.1.9 review annually the time required to fulfil the role of Chair of the Board, senior independent director and each non-executive director (taking into account committee

memberships) and, taking into account that review and with reference to the annual performance evaluation:

- (A) consider whether all members of the Board have devoted sufficient time to their duties; and
- (B) make recommendations to the Board about suitable candidates for the roles of senior independent director and membership of the Board committees (in consultation with the Chair of the relevant committee);

2.1.10 make recommendations to the Board about any matters relating to the continuation in office of any director at any time;

2.1.11 make recommendations to the Board about the re-election of directors, having due regard to their performance (and the results of any performance evaluation) and why their contribution is important to the Company's long-term sustainable success; and

2.1.12 ensure that the Company offers an appropriate dialogue with shareholders about succession planning, the appointment of directors and the work of the Committee.

### **3. COMPOSITION**

3.1 Members of the Committee shall be appointed by the Board on the recommendation of the Committee, in consultation with the Chair of the Committee. The Committee shall be made up of at least three members. A majority of the members of the Committee shall be independent non-executive directors of the Company.

3.2 The Board shall appoint the Chair of the Committee who shall be either the Chair of the Board or an independent non-executive director. The Chair of the Board shall not chair the Committee when it is dealing with the appointment of their successor, in which case (and in any other case of absence of the Chair of the Committee and/or an appointed deputy) the remaining members present shall elect one of the independent non-executive directors to chair the meeting.

3.3 Only members of the Committee have the right to attend Committee meetings. However other individuals may be invited to attend all or part of the meeting as and when appropriate.

3.4 Appointments to the Committee shall be for a period of up to three years, extendable for no more than two further three-year periods, provided that the majority of the Committee members remain independent.

### **4. QUORUM**

4.1 The quorum necessary for the transaction of business shall be two members and such quorum must consist of either: (i) two independent non-executive directors; or (ii) one independent non-executive director and the Chair of the Board.

4.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### **5. MEETING ADMINISTRATION**

5.1 The Committee shall meet at least once a year and at such other times as the Chair of the Committee shall require.

5.2 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the provisions of the Company's Articles of Association regulating the meetings and proceedings of directors.

5.3 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee or any of its members.

5.4 Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date and dial-in details (if required) together with an agenda of the items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors as soon as practicable and in any event, where practicable, no

later than five days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **6. SECRETARY**

6.1 The company secretary or such person as the company secretary nominates shall act as the secretary of the Committee.

6.2 The secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

6.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes shall be circulated to all other members of the Board, unless it would be inappropriate to do so.

## **7. REPORTING RESPONSIBILITIES**

7.1 The Chair of the Committee shall report formally to the Board on its proceedings after each meeting.

7.2 The Committee shall compile a report on its activities to be included in the Company's annual report to shareholders in accordance with applicable law and regulation.

## **8. OTHER MATTERS**

8.1 The Committee shall:

8.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required; and

8.1.2 give due consideration in the performance of the duties set out in this terms of reference, to any applicable laws and regulations, including to the provisions of the UK Corporate Governance Code, the Companies Act 2006 and associated regulations, the requirements of the UK Financial Conduct Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules, and to any relevant published guidelines or recommendations on corporate performance on environmental, social and governance issues (in particular the guidelines published by the Investment Association and the Pensions and Lifetime Savings Association), as appropriate.

8.2 The Committee shall promptly provide the Board with such information as may be necessary or desirable in the opinion of the Board to enable the Board to monitor its conduct in order that each member of the Board may fulfil his duties and responsibilities as a director.

## **9. AUTHORITY**

9.1 The Committee is authorised by the Board, at the Company's expense but within any budgetary restraints imposed by the Board, to:

9.1.1 undertake any activity and investigate any matter within its terms of reference;

9.1.2 seek any information that it requires from any director, Group employee or contractor in order to perform its duties and all directors and employees are directed to cooperate with any requests made by the Committee;

9.1.3 obtain outside legal or other professional advice on any matter within its terms of reference and to invite those persons to attend at meetings of the Committee;

9.1.4 call any director, Group employee or contractor or any third party with relevant experience and expertise to attend and, if relevant, be questioned at a meeting of the Committee, as and when required; and

9.1.5 delegate any of its powers to one or more of its members or the secretary.

9.2 These terms of reference may be amended from time to time by the Board.