

## TERMS of REFERENCE

Committee Name	Premier Foods Environmental, Social, Governance 'ESG' Committee
<p><b>Purpose of Committee</b></p>	<p>The ESG Committee will ensure that Premier Foods agrees, implements, communicates and reviews strategy on key Environmental, Social and Governance (ESG) issues expected of a leading listed UK Food company. The Committee will ensure that the right strategies and action plans are in place to meet the Group's desired goals and monitor progress against those. Through this work, the business will also aim to inspire customer, consumer, investor, supplier and employee confidence that the business is appropriately addressing ESG issues, helping to underpin long term shareholder and stakeholder value.</p>
<p><b>Terms of Reference, Reserved Items, Duties and Authority Levels</b></p> <p>(See chart below)</p>	<ol style="list-style-type: none"> <li>1. The ESG Committee will have oversight of the Company's ESG strategy, providing direction for adapting and refining its objectives, workstreams and action plans.</li> <li>2. The ESG Committee will review progress made by the Steering groups against the strategy, action plans and KPIs. The Steering groups are responsible for ensuring delivery of the strategy and advise on strategic decisions to overcome any arising challenges. The Steering Groups will thus provide updates, guidance and recommendations to the ESG Committee.</li> <li>3. The ESG Committee will provide guidance and recommendations to the Executive Leadership Team (ELT) for their approval and decision regarding budget and resource allocation. The ELT will also ensure that the ESG strategy is embedded in business as usual practices and contributes to the Group's overall business strategy.</li> <li>4. The ESG Committee will monitor and review current and emerging ESG trends, issues and public debates to ensure the Company's ESG strategy remains well positioned.</li> <li>5. The ESG Committee will monitor and review the Company's policies and practices relating to ESG matters to ensure that they remain relevant, effective, reflective of best practice and compliant with legal and regulatory requirements and chosen international standards.</li> <li>6. The ESG Committee will report every six months to the PLC board. The board will ensure that the Company has the appropriate policies and plans in place to address ESG issues.</li> <li>7. Internal and external experts will be co-opted as necessary.</li> </ol>
<p><b>Standard Agenda Items</b></p>	<p>KPI progress updates. Review the latest issues impacting our strategy and implementation plans. Reflect on whether strategy, ambitions and goals remain appropriate.</p>

<b>Membership</b>	The ESG Committee comprises Executive Leadership Team sponsors accountable for each pillar of the ESG strategy, as well as permanent subject-matter experts from our Senior Leadership Team from across the business.  <i>Membership will be regularly reviewed in light of topics being discussed and any changes made to the ESG strategy. .</i>
<b>Chairman</b>	Chief Executive Officer
<b>Secretary</b>	Public Affairs and Sustainability manager
<b>Frequency of Meetings</b>	Quarterly, ad hoc meetings to be added as required
<b>Inputs to Forum</b>	<ol style="list-style-type: none"> <li>1. Current and emerging trends and issues in ESG</li> <li>2. Updates on KPIs</li> <li>3. Ad hoc material (briefing notes, strategic documents, communication opportunities)</li> </ol>
<b>Outputs from Forum</b>	<ol style="list-style-type: none"> <li>1. Identification of potential issues to be addressed</li> <li>2. Minutes of action points (to take back to relevant Steering groups)</li> <li>3. Recommendations submitted as appropriate to the relevant pillar workstreams, ELT member or PLC Board – either for information or approval.</li> </ol>

