

## 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, communicates, implements and reviews strategy, governance and progress on key environmental, social and governance issues expected of a leading listed UK Food company. This will help inspire customer, consumer and employee confidence, clarify expectations of us and our suppliers, helping to underpin long term shareholder and stakeholder value.</p>
<p><b>Terms of Reference, Reserved Items, Duties and Authority Levels</b></p> <p><b>(See chart below)</b></p>	<ol style="list-style-type: none"> <li>1. 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>2. The ESG Committee will have oversight of the Company's ESG strategy, providing direction for adapting and refining its objectives and pillar workstreams.</li> <li>3. 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>4. The ESG Committee will review progress made against KPIs by the Steering Groups, responsible for ensuring delivery of the strategy is on track, and advise on strategic decisions to overcome any arising challenges. The Steering Groups will provide updates, guidance and recommendations to the ESG Committee.</li> <li>5. 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 aligned and contributes to the Group's overall business strategy.</li> <li>6. The ESG Committee will review opportunities to partner with external third-party organisations on specific issues.</li> <li>7. 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>8. 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>	<p>ELT: Yilmaz Erceyes (YE), Mark Hughes (MH), Duncan Leggett (DL), Richard Martin (RM), Simon Rose (SR), Paul Thompson (PT), Alex Whitehouse (AW), David Wilkinson (DW),</p> <p>Permanent experts: Matthias Berger (MBe), Hannah Collyer (HC), Paul Corscaden (PC), Paul Dobson (PD), Richard Godden (RG), Heather Harris (HH), Wendy Seddig (WS), Simon Wilbraham (SW)</p> <p>Secretariat: Head of ESG, Juliette Mille (JM)</p> <p><i>Membership shall be reviewed in light of any changes made to the ESG strategy which would mean additional topics and areas of the business need to be covered by the Committee.</i></p>
<b>Chairman</b>	CEO Alex Whitehouse
<b>Secretary</b>	Head of ESG / deputy: 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>

