PREMIER FOODS PLC
(the "**Company**" or the "**Group**")

NOMINATION COMMITTEE - TERMS OF REFERENCE
(as approved by the Board on 01 October 2026)

Definitions:

"Committee"	Nomination Committee
"Code"	UK Corporate Governance Code
"Board"	Board of directors of the Company
"Committee Chair"	Chair of the Nomination Committee
"Group Chair"	Chair of the Board

1. CONSTITUTION

1.1 The Committee shall be a committee of the board of directors of the Company appointed by the Board in consultation with the Committee Chair. The Board shall appoint the Committee Chair.

2. MEMBERSHIP

2.1 The Committee shall comprise a Committee Chair and at least two other members.

2.2 A majority of members of the Committee shall be independent non-executive directors, as determined by the Board and in accordance with the Code.

2.3 The Chair of the Nomination Committee shall be the Board Chair or an independent non-executive director. The Board Chair shall not chair the Committee when it is dealing with the matter of succession to the position of Board Chair.

2.4 Members of the Committee may serve for a period of up to three years. This may be extended for two additional periods of three years, provided members (other than the Group Chair) continue to be independent. Any membership of the Committee, beyond nine years, will be reviewed annually by the Committee to consider member independence and its decision explained in the annual report.

2.5 The Company Secretary, or a nominee, shall act as the Secretary of the Committee and shall support and advise the Committee in its responsibilities, ensuring that the Committee receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

3. QUORUM

3.1 The quorum necessary for the transaction of business by the Committee shall be two, both of whom must be independent non-executive directors. In the absence of the Committee Chair, and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting, provided that person is an independent non-executive director.

4. MEETINGS

4.1 The Committee shall meet as appropriate, and normally not less than twice a year.

4.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend as and when appropriate.

4.3 A meeting of the Committee may be called by the Secretary at the request of any member of the Committee.

4.4 Unless otherwise agreed, meetings of the Committee shall be called by providing five working days' notice. Notice will be given to all members and attendees, and will confirm the venue, time and date of the proposed meeting and provide the agenda and supporting papers.

4.5 Members may participate in a meeting by means of a conference telephone, video conferencing facility or other similar communicating equipment.

4.6 The Secretary shall minute the proceedings and resolutions of all meetings, including the names of those present and in attendance, as well as keeping appropriate records. Minutes of the meetings shall be made available to all members of the Committee and, once agreed, to all members of the Board, unless in the opinion of the Group Chair it would be inappropriate to do so.

4.7 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

5. ENGAGEMENT WITH SHAREHOLDERS

5.1 The Committee Chair shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

6. RESPONSIBILITIES

In carrying out their responsibilities, Committee members must act in accordance with the statement of Directors' Duties set out in sections 171-177 of the Companies Act 2006.

6.1 The duties of the Committee shall be to lead the process for Board appointments including:

6.1.1 To identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise.

6.1.2 To ensure that there is a formal, rigorous and transparent procedure for appointment of new directors to the Board and, in particular:

- To consider candidates from a wide range of backgrounds;
- To consider the benefits of, and normally use, open advertising or the services of an external search consultancy to facilitate the search; and
- To consider candidates on merit against objective criteria with due regard for the benefits of diversity on the Board, being mindful of how the interview process is conducted so that candidates with diverse backgrounds are not disadvantaged.

6.1.3 Before making an appointment, to evaluate the balance of skills, knowledge, experience and diversity on the Board as well as the future challenges affecting the business, taking care to build a proper assessment of values and expected

behaviours into the recruitment process and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected.

6.1.4 To require directors to disclose significant commitments with an indication of time involved prior to their appointment, taking care that appointees have enough time available to devote to the position and, at its discretion, set limits to the number and scale of other appointments it considers the Board Chair and other non-executives may take on, without compromising their effectiveness.

6.1.5 Prior to the appointment of a director, to require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict.

6.1.6 To review annually the time required from a non-executive director. The annual performance review will be used to assess whether the non-executive director is spending enough time to fulfil their duties.

6.1.7 To ensure that plans are in place for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board in the future. In conjunction with human resources, to take an active role in setting and meeting diversity objectives and strategies for the Company as a whole and in monitoring the impact of diversity initiatives. When considering which aspects of diversity are important, in the context of the business and its needs, the Committee shall take into account input from shareholders.

6.1.8 To review regularly the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and its committees and make recommendations to the Board with regard to any changes.

6.1.9 To keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

6.1.10 To keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

6.1.11 To review the results of the Board performance review process that relate to the composition of the Board and succession planning.

6.1.12 To 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, Committee service and involvement outside Board meetings and to include an indication of the possibility of additional commitment when the Company is undergoing a period of particularly increased activity.

6.1.13 Annually review the Group's Talent Management programme.

6.1.14 Review the Group's culture, where appropriate, taking into account the feedback from periodic colleague engagement surveys.

6.2 The Committee will, where appropriate, make recommendations to the Board concerning:

6.2.1 Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.

6.2.2 The re-appointment of any non-executive director, at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required.

6.2.3 As regards suitable candidates, for new directors and the role of Senior Independent Director, and succession for existing directors.

6.2.4 The re-election by shareholders, of any director under the provisions of the Code, or the retirement by rotation provisions in the Company's Articles of Association, having due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required; and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years).

6.2.5 Membership of the Audit and Remuneration Committees, and any other board committees as appropriate, in consultation with the Chairs of those committees.

6.2.6 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 provisions of the law and their service contract.

6.2.7 The appointment of any director to executive or other office.

7. REPORTING RESPONSIBILITIES

7.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on the nature and content of its discussion, recommendations and actions to be taken.

7.2 The Committee shall make whatever recommendations to the Board, which it deems appropriate, on any area within its remit where action or improvement is needed.

7.3 The Committee shall produce a report to be included in the Company's annual report about its activities, including:

7.3.1 The process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline.

7.3.2 How the Board performance review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence Board composition.

7.3.3 The policy and any initiatives on diversity and inclusion, their objectives and link to company strategy, how they have been implemented and progress on achieving the objectives.

7.3.4 The gender balance of those in the Executive Leadership Team and their direct reports.

7.4 If an external search agency has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

8 OTHER MATTERS

The Committee shall:

8.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required.

8.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

8.3 Give due consideration to laws and regulations, the provisions of the Code, the requirements of the UK Listing Rules, Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate.

8.4 Ensure a formal and rigorous annual review of its own performance and, periodically, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

8.5 Work and liaise as necessary with all other Board committees.

8.6 Ensure that its terms of reference are made publicly available.

9. AUTHORITY

The Committee is empowered in the Articles of Association of the Company to discharge its functions on behalf of the Board. The Committee shall:

9.1. Have the right to seek and to be provided with any information necessary to fulfil its duties.

9.2 Have the right to obtain outside legal help and any professional advice, at the Company's expense, which might be necessary or desirable for the fulfilment of its duties.

9.3 Have the power to call any member of staff to be questioned at a meeting of the Committee as and when required.

9.4 Have the power to invite anyone with relevant experience to attend meetings of the Committee if necessary.

10. DECISIONS OF THE COMMITTEE

10.1 Any decisions of the Committee shall be taken on a simple majority basis. The Committee Chair shall have a casting vote in the event of tied votes.