

NOMINATION COMMITTEE: TERMS OF REFERENCE

Definitions

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| “Board” | the Board of Directors of Bakkavor Group plc |
| “Chairman” | Chairman of the Nomination Committee |
| “Code” | the UK Corporate Governance Code |
| “Committee” | the Nomination Committee |
| “Company Chairman” | Chairman of the Board |
| “Company” | Bakkavor Group plc |
| “Group” | Company and its subsidiary undertakings |

1 Constitution and purpose

The Committee’s purpose is to lead the process for Board appointments and make recommendations to the Board. The Committee will review regularly the size, structure and composition of the Board and evaluate the balance of skills, experience, independence, diversity and knowledge on the Board and make recommendations to the Board about any changes.

2 Membership

- 2.1 The Committee must have at least three members. All members of the committee must be independent non-executive directors. If the Board decides that a member of the Committee is no longer independent and as a result a majority of the members of the Committee are not independent non-executive directors, that member will cease to be a member of the Committee.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Group HR Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate or necessary or if required to do so by the terms of any relationship agreement entered into by the Company.
- 2.3 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for two further periods of up to three years, provided the director still meets the criteria for membership of the Committee and the majority of the Committee members remain independent.
- 2.4 The Board shall appoint the Chairman who should be either the Company Chairman or an independent non-executive director. In the absence of the Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Company Chairman shall not chair the Committee when it is dealing with the matter of succession to the Company chairmanship.

3 Secretary

- 3.1 The Company Secretary, or his or her nominee, shall act as the secretary of the Committee and 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.
- 3.2 The secretary must ascertain, at the beginning of each meeting, whether any conflicts of interest exist and, if so, minute them accordingly.

4 Quorum

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- 4.1 The quorum necessary for the transaction of business shall be two members, both of whom must be independent non-executive directors.
- 4.2 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5 Frequency of meetings

- 5.1 The Committee shall meet as often as its role and responsibilities reasonably require, but in any case at least twice a year, at such times and places determined by the Committee chairman. Additional meetings may be called by the Committee chairman. The Committee may hold meetings by telephone or using any other method of electronic communications, and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the chairman.
- 5.2 Meetings of the Committee are called by the secretary of the Committee at the request of the Committee chairman.

6 Notice of meetings

- 6.1 Unless otherwise agreed by all Committee members, written notice of each meeting confirming the venue, time and date (and dial-in details if required) of the meeting (together with the agenda of items to be discussed and any supporting papers), shall be forwarded to each member of the Committee, all other non-executive directors and any other person required to attend.
- 6.2 The notice, agenda and supporting papers shall be forwarded to members and other attendees as appropriate, as soon as possible and in any event no later than three working days before the date of the meeting (unless all members of the Committee agree to shorter notice).

7 Minutes of meetings

- 7.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee chairman it would be inappropriate to do so.

8 Annual general meeting

The Chairman should attend the annual general meeting to answer any shareholder questions on matters within the Committee's area of responsibility, as directed by the chairman of the annual general meeting.

9 Duties

The Committee shall:

- 9.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
- 9.2 Give full consideration to succession planning for directors and other senior executives in the course of its work, to maintain an appropriate balance of skills and experience within the Company and on the Board and to ensure progressive refreshing of the Board, taking into account the challenges and opportunities facing the Group, and the skills and expertise needed on the Board in the future.
- 9.3 Keep under review the leadership needs of the Company and its Group, both executive and non-executive, with a view to ensuring the continued ability of the Company and its Group to compete effectively in the marketplace.
- 9.4 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company/Group and the market in which it operates.

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- 9.5 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 9.6 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 description of the role, required capabilities and expected time commitment required for a particular appointment. In identifying suitable candidates the Committee shall:
- 9.6.1 use open advertising or the services of external advisers to facilitate the search;
 - 9.6.2 consider candidates from a wide range of backgrounds;
 - 9.6.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position.
- 9.7 For the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected, recognising the need for availability in the event of crises.
- 9.8 Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- 9.9 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.
- 9.10 Review the results of the Board performance evaluation process that relate to the composition of the Board.
- 9.11 Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- 9.12 Work and liaise as necessary with all other Board committees.

The Committee shall also make recommendations to the Board concerning:

- 9.13 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Company Chairman and Chief Executive Officer;
- 9.14 suitable candidates for the role of senior independent director;
- 9.15 membership of the Audit and Remuneration Committees of the Company, and any other Board committees as appropriate, in consultation with the chairman of those committees;
- 9.16 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;
- 9.17 the re-election by shareholders of directors under the annual re-election 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);

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9.18 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; and

9.19 the appointment of any director to executive or other office.

10 Procedures for appointing directors

Non-executive directors

10.1 When the Company decides to appoint a non-executive director, the Committee chairman will submit a short-list of candidates to members of the Committee and the chief executive officer (and other directors if appropriate), for their comments and to enable them to suggest other candidates.

10.2 The Committee may also engage a reputable firm of search consultants to recommend candidates.

10.3 The Committee will then review the short list of candidates and make any appropriate changes.

10.4 The Committee chairman, one other Committee member and the chief executive officer will meet short listed candidates selected by the Committee. If the chairman wishes to proceed with the selection process, the candidate(s) will then be invited to meet the Committee.

10.5 The Committee will decide whether to recommend a candidate to the Board for appointment.

Executive directors

10.6 When the Company decides to appoint an executive director, the Committee chairman and the chief executive officer will submit a short list of one or more candidates to the Committee.

10.7 The Committee, the chairman of the Board or the chief executive officer may also engage a reputable firm of search consultants to recommend candidates.

10.8 At least two of the Committee's members will meet the candidate(s) selected for interview.

10.9 The Committee's assessments will be reviewed with the chairman of the Board and the chief executive officer, following which a candidate may be recommended to the Board for appointment.

11 Reporting responsibilities

11.1 The Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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

11.3 The Committee shall produce a report to shareholders to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used, giving reasons for this. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.

11.4 The report referred to in 10.3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

12 Other matters

The Committee shall:

12.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required on all Committee matters;

12.2 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;

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- 12.3 give due consideration to laws and regulations, the general duties of directors set out in the Companies Act 2006, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure, Guidance and Transparency Rules, the Market Abuse Regulation and any other applicable rules, as appropriate;
- 12.4 oversee any investigation of activities which are within its terms of reference;
- 12.5 work and liaise as necessary with all other Board committees; and
- 12.6 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13 Authority

The Committee is authorised to:

- 11.1 undertake any activity within its terms of reference;
- 11.2 request any information from any employee/director/contractor of the Company/Group that it requires in order to perform its duties;
- 11.3 obtain, at the Company's expense, external legal, or other professional advice, on any matter within its terms of reference, and to invite persons giving such advice to attend Committee meetings;
- 11.4 request the attendance of any employee/contractor to be questioned at a meeting of the Committee as and when required; and
- 11.5 delegate any of its powers to one or more of its members or the secretary.