



Hilton Food Group plc (the “Company”) Sustainability Committee

Terms of Reference

1. Purpose and Structure

The Sustainability Committee (the “Committee”) is established to assist the Company and its subsidiary companies (“Subsidiaries¹”) (together referred to as the “Group”) to develop, implement, and oversee the Group’s sustainability strategy, operational plans, policies, procedures, and budgets. The Committee provides advisory and oversight functions to ensure alignment with the Group’s mission, values, and stakeholder expectations. Its remit includes monitoring sustainability performance, managing risk, and ensuring effective resource allocation.

2. Membership

- **Composition:**

The Committee shall comprise:

- An Independent Non-Executive Director (Chair)
- Group Chief Executive Officer or Executive Chair (as applicable)
- Group Chief Financial Officer
- Group General Counsel & Company Secretary
- Group Chief Quality and Sustainability Officer
- Group Chief People Officer
- Group Sustainability & Human Rights Director
- Group Communications and Investor Relations Director
- Other officers or heads of function as deemed appropriate

- **Voting Rights**

In order to ensure the activities of the Committee remain consistent with the Company’s articles of association (the “Articles”) and acknowledging that membership of the Committee includes more members who are not directors of the Company (“Directors”) than members who are Directors, only members of the Committee who are also Directors shall have voting rights.

- **Appointment:**

The Board may review and adjust membership to ensure appropriate expertise.

- **Delegation:**

Substitutes or delegates may attend with prior approval from the Chair.

3. Quorum, Chair, and Secretary

- **Quorum:**

A minimum of two members, who must be Directors, is required for a meeting to quorate and for the transaction of business. If a quorum is not present at a meeting, the meeting may proceed for discussion only, with decisions deferred.

- **Chair:**

The chair of the Committee (the “Chair”) shall be an Independent non-executive Director appointed by the board of Directors (the “Board”). In the Chair’s absence, the Committee shall elect a deputy from among those members of the Committee who are present.

¹ For the definition of “Subsidiaries” see S1159 of the Companies Act 2006

- **Secretary:**
The Group Company Secretary of the Company (or their nominee) will support the Committee, including agenda preparation, record-keeping, and distribution of materials.
- 4. Attendees**
- **Regular Attendees:**
Members.
 - **Ad Hoc Invitees:**
At the Chair's invitation, other individuals may attend to provide expertise or input. All attendees are expected to observe confidentiality.
- 5. Frequency of Meetings**
The Committee will meet at least three times per year, with additional meetings as required to address emerging issues or urgent matters.
- 6. Minutes and Reporting**
- **Minutes:**
Minutes will be prepared and circulated to all Members following each meeting.
 - **Reporting:**
The Chair will formally report to the Company's board of Directors (the "Board") at each Board meeting on Committee proceedings since the previous report. A summary of the Committee's activities will be included in the Company's sustainability report.
- 7. Committee Self-Assessment**
The Committee shall conduct an annual self-assessment of its performance and effectiveness, including a review of these terms of reference ("TORs"). Every three years, an external review shall be considered. Conclusions and recommendations from reviews conducted will be reported to the Board.
- 8. Scope of Authority**
The Committee's authority extends to all relevant matters relating to the Group and its operations. The Committee may request information, commission investigations, or escalate issues to the Board as necessary.
- 9. Responsibilities**
The Committee's responsibilities include, but are not limited to:
- **Compliance and Risk**
 - Ensure compliance with regulatory reporting requirements on sustainability, including Climate Risk, Modern Slavery, and Deforestation Due Diligence.
 - Assess and control sustainability risks, including emerging risks and opportunities (short and long term).
 - **Strategy and Performance**
 - Support and contribute to the development of the Group's corporate and social responsibility strategy, prior to ELT sign-off.
 - Agree performance measures and action plans, review progress, and oversee mitigation as needed.
 - **Policy and Oversight**
 - Oversee the creation and review of sustainability-related policies and supporting measures.
 - Monitor external developments likely to influence the Group's reputation and sustainability agenda.

- **Stakeholder Engagement**
 - Oversee engagement with external stakeholders and interested parties on Sustainability matters.
 - Facilitate external opinion formers to challenge and inform the Committee's thinking.
- **Communications**
 - Ensure effective internal and external communications policies on Sustainability matters.
 - Review and sign off major sustainability communications, including the annual sustainability report.
- **Crisis Management**
 - Advise on sustainability-related crisis management and incident response, as required.

Approved by the Board of Directors of Hilton Food Group plc on 16 December 2025