**Hilton Food Group plc (the “Company”)**

**Terms of Reference of the Nomination Committee (the “Committee”)**

## 1. Membership

a. The Committee shall be appointed by the board of directors of the Company (“Board”) and shall consist of no fewer than three members, the majority of whom shall be chosen from amongst the independent Non-executive Directors of the Company.

b. A quorum shall be two members, both of whom must be independent Non-executive Directors.

c. The Chair of the Committee shall be the Chair of the Board, except when it is dealing with the appointment of a successor Chair of the Board, when the Committee will be chaired by the Senior Independent Director or if they are unavailable / unable to do so, by another independent Non-executive Director.

d. The Company Secretary or their nominee shall act as the secretary of the Committee.

## 2. Attendance at meetings

a. Only members of the Committee have the right to attend Committee meetings. Other Directors, other employees of the Company, external advisors and other invitees at the Committee’s discretion may attend meetings by invitation.

## 3. Frequency and notice of meetings

a. Meetings shall be held no less than twice a year with additional meetings if appropriate.

b. Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair.

c. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed accompanies by supporting papers, shall be forwarded to each member of the Committee, in advance of each meeting.

## 4. Authority

a. The Committee is authorised by the Board to investigate any activity within its terms of reference. The Committee shall have access to sufficient resources in order to carry out its duties and is authorised to seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Committee.

b. The Committee is authorised by the Board to obtain legal or professional advice at the Company's expense on any matters within its terms of reference.

c. The Committee may sub-delegate any of its powers and authority or the execution of any of its duties as it thinks fit, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

## 5. Objectives

The Nomination Committee will:

a. strive to achieve diversity in all senses in Board and Senior Management[1] appointments. It will provide oversight of the adoption of a consistent approach to diversity in the pipeline for Board and Senior Management roles, and more broadly in the approach which is taken to the recruitment of colleagues at all levels of the Group.

b. when reviewing the composition of, and succession plans for, the Board and Senior Management and making recommendations to the Board in respect of changes, have due regard to all aspects of diversity in determining the appropriate balance of skills, experience, knowledge and independence to enable the Board to continue to operate effectively in the best interests of the Company for the benefit of shareholders and wider stakeholders.

c. have regard to regulatory requirements and best practice and will be guided by the recommendations and targets set by the FTSE Women Leaders Review, Parker Review, Listing Rules and Disclosure and Transparency Rules (including any accompanying guidance and any other associated guidance) when considering changes to Board and Senior Management composition, specifically including the Listing Rules requirements for:

- At least 40% of women on the Board
- At least one woman in the role of Chair, Senior Independent Director, Chief Executive or Chief Financial Officer and
- At least one director from a minority ethnic background

d. assist the Board to make appointments and develop succession plans based on merit and objective criteria, having due regard to the benefits of all aspects of diversity including, but not limited to, those of age, gender, ethnicity, sexual orientation, disability, socioeconomic, educational or professional backgrounds or other criteria, reflecting the skills, knowledge and experience needed to ensure a well-rounded, diverse and effective Board.

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1 "Senior Management" and "Senior Managers" shall bear the meaning given to it at Principle J of the UK Corporate Governance Code January 2024

e. encourage the continuing development of a diverse pipeline of internal candidates.

6. **Duties**

The duties of the Committee shall be:

6.1 Board and Senior Management

a. to ensure that there is a formal, rigorous and transparent procedure for appointments to the Board.

b. to regularly review the structure, size and composition including the skills, knowledge, experience and diversity and the length of service of the Board as a whole and make recommendations to the Board for any changes.

c. to give full consideration to succession planning for Directors and Senior Managers in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board and across the company and its subsidiaries (hereinafter referred to collectively as the "Group") in the future, and satisfy itself that plans are in place for orderly succession for appointments to the Board and Senior Manger roles by, amongst other matters, overseeing the adoption of a consistent approach to diversity in the pipeline for Board and Senior Management roles, and more broadly in the approach which is taken to the recruitment of colleagues at all levels of the Group and the development of a diverse pipeline for succession to the Board and Senior Manager roles and roles reporting to Senior Managers.

6.2 Succession Planning

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

b. to recommend plans for succession for both Executive and Non-executive Directors to the Board.

6.3 Board Appointments

a. to recommend to the Board the appointment of any Director to executive or other office.

b. to be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

c. before seeking candidates, to 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 and capabilities required for a particular appointment. In identifying candidates the Committee shall:

i. use open advertising or the services of external advisers to facilitate the search.
ii. when using executive search consultants to facilitate the search for Board appointments, use only those firms that have adopted the

Voluntary Code of Conduct in respect of diversity, including in respect of gender and ethnicity.

iii. ensure that long lists contain female candidates and candidates from under represented backgrounds who meet the applicable skills and experience brief.

iv. consider candidates from a wide range of backgrounds.

v. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, ethnic and social background, the skills and experience of the current Directors and the skills and experience of candidates, taking care that appointees have enough time available to devote to the position.

d. for the appointment of a Chair of the Board, the Committee shall prepare a job specification, including the time commitment expected. A proposed Chair of the Board's other significant commitments should be disclosed to the Board before appointment and any changes should be reported to the Board as they arise.

e. 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.

f. 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.

g. to establish, and review from time to time, an induction programme for newly appointed Directors and to arrange appropriate ongoing training for all members as required.

6.4 Culture, Diversity, Equity and Inclusion

a. to assess and monitor the culture of the Company and its subsidiaries, and ensure that diversity succession and talent policies and practices within the Company are in line with the Company's purpose and values, and support the desired culture. It shall take an active role in helping the Board set diversity objectives and strategies for the Company and in monitoring the impact of diversity initiatives. It shall also take an active role in assessing leadership and in monitoring leadership and talent development programmes.

b. set measurable targets for ethnic and gender diversity in relation to the Board, Senior Management and direct reports to Senior Management and exercise oversight of increasing the ethnic and gender balance amongst Senior Management and direct reports to Senior Management to meet those targets, and prepare a policy on the promotion of diversity, equity and inclusion on the Board and its Committees.

6.5 Reappointment of Directors

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

b. to recommend to the Board the re-election by shareholders of any Director under the annual re-election provisions of the UK Corporate Governance Code or the retirement by rotation provisions in the Company's articles of association having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to Non-executive Directors being re-elected for a term beyond six years).

c. to make recommendations to the Board on any matters relating to the continuation in office of any Director at any time.

6.6 Board and Committee Effectiveness

a. to review annually, in the context of the generally evolving requirements and demands of the role of non-executive director, the amount of time required of non-executive directors to meet the evolving demands of the role; noting that the evaluation of the performance of individual Non-executive Directors and the assessment of whether individual Non-executive Directors are devoting sufficient time properly to fulfil their duties, is a task undertaken by the Board rather than the Committee.

b. to review annually the process for evaluation of the effectiveness of the Board and its Committees and make recommendations to the Board for an annual evaluation process taking account of the provisions of the UK Corporate Governance Code in force from time to time.

c. to periodically review its own performance and, at least annually, review its constitution, membership, and terms of reference to ensure its effectiveness.

d. to review the results of the Board performance evaluation process that relate to the composition of the Board.

e. to work and liaise with other Board Committees, as appropriate (including the Remuneration Committee in respect of any remuneration package to be offered to any new appointee of the Board) and ensure that the interaction between Committees and between the Committee and the Board is reviewed regularly.

6.7 General

a. to make recommendations in relation to membership of the Audit, Remuneration and other Board Committees, in consultation with the chairs of the Board committees.

b. to make publicly available its terms of reference explaining clearly its role and the authority delegated to it by the Board.

c. to prepare appropriate policies, including, but not limited to, a Board Diversity Policy, and recommend them to the Board for approval and adoption.

d. to be responsible for the implementation and delivery of the Board Diversity Policy.

**7. Voting arrangements**

a. subject to paragraph 7.b. and paragraph 7.c. each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person, or by audio, or video conference).

b. if a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

c. except where they have a personal interest, the Committee Chair shall have a casting vote.

d. the Committee Chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

**8. Reporting to the Board**

a. the Chair of the Committee shall report to the Board at appropriate intervals.

b. the minutes of the meetings of the Committee should be made available to all members of the Board on request, unless in the opinion of the Committee Chair it would be inappropriate to do so.

**9. Reporting to shareholders**

a. the Committee shall produce a report for inclusion in the Company's Annual Report about its activities, the approach taken to succession planning and the process used to make appointments, including explaining if external advice or open advertising has not been used. Where an external agency has been used, it shall be identified in the Annual Report and a statement made whether it has any other connection with the Company. Statements shall also be made in respect of the Board's policy on diversity, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives. The statement will comply with the Companies Act 2006, the UK Listing Authority Listing Rules and Disclosure Guidance and Transparency Rules and other relevant requirements.

b. the Chair of the Committee, or in their absence another member of the Committee, will attend the Company's Annual General Meeting and answer any shareholder questions about the work of the Committee.

**Approved by the Nomination Committee on 22 April 2026**
**Approved by the Board of Hilton Food Group plc 19 May 2026**