



Hilton Food Group plc
Chair, CEO & SID Responsibilities

1. Chair

Core role: lead the board and ensure its effectiveness

- A. Leadership of the board**
 - Sets the board agenda and ensures effective decision-making.
 - Promotes a culture of **open debate and constructive challenge**.
- B. Board effectiveness**
 - Ensures directors receive **accurate, timely and clear information**.
 - Makes sure the board operates as a cohesive and effective unit.
- C. Governance and culture**
 - Promotes high standards of corporate governance and integrity.
 - Ensures appropriate induction, development and evaluation of directors.
- D. Stakeholder engagement**
 - Takes primary responsibility for shareholder communication (alongside the SID where needed).

2. Chief Executive Officer (CEO)

Core role: run the business and execute strategy

- A. Operational leadership**
 - Responsible for the **day-to-day management** of the company.
 - Leads the executive team.
- B. Strategy execution**
 - Develops and implements strategy approved by the board.
- C. Performance and risk**
 - Accountable for delivering **financial and operational performance**.
 - Manages risk and internal controls (within the framework set by the board).
- D. Reporting to the board**
 - Provides the board with information and recommendations to support decision-making.

3. Senior Independent Director (SID)

Core role: provide independent oversight and act as a “safety valve”

- A. Support and challenge to the Chair**
 - Acts as a **sounding board** and provides constructive challenge.
- B. Intermediary role**
 - Serves as a link:
 - between Chair and other directors
 - between board and shareholders (if normal channels fail)
- C. Shareholder engagement**
 - Available to investors who have concerns that:
 - cannot be resolved via the Chair or CEO

- or where contact would be inappropriate

D. Board dynamics and governance

- Helps resolve conflicts (e.g. between Chair and CEO).
- Leads appraisal of the Chair and may chair meetings in the Chair's absence.

Approved by the Hilton Food Group plc Board on 26 March 2026