



THE J.M. SMUCKER Co

NOMINATING, GOVERNANCE, AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER

(Effective January 20, 2023)

I. Purpose

The purpose of the Nominating, Governance, and Corporate Responsibility Committee (the “Committee”) of The J. M. Smucker Company (the “Company”) is to (a) assist the Board of Directors (the “Board”) in identifying qualified individuals to become directors, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of the shareholders; (b) provide recommendations to the Board on matters of corporate governance, including the Corporate Governance Guidelines applicable to the Company; (c) lead the Board in its annual review of the Board and management’s performance; (d) recommend to the Board director nominees for each committee of the Board; and (e) support the Board in overseeing the Company’s environmental, social, and governance (“ESG”) program.

This charter (this “Charter”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

II. Composition

1. Size. The size of the Committee will be determined by the Board, provided that the Committee will always have at least three independent members.
2. Committee Selection. The members of the Committee will be appointed annually by the Board and will serve at the Board’s discretion. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a director.
3. Chair Selection. The Board will appoint one member of the Committee as its chair (the “Committee Chair”).
4. Qualifications. All members of the Committee will meet the independence requirements of the New York Stock Exchange (the “NYSE”), as such requirements are interpreted by the Board in its business judgment, any other applicable laws or regulations, and the Company’s Corporate Governance Guidelines.

III. Meetings

The Committee will meet, in person, by video, or telephone, as often as it deems necessary to carry out its responsibilities. The Committee Chair will preside at each meeting. If the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee will determine the date and primary purpose for each of the regular meetings of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Amended Regulations.

The Committee will meet in executive session without the presence of management as often as it deems necessary and may periodically meet in separate executive sessions with management, and/or any representative of the Company's advisers and have such other direct and independent interaction with such persons from time to time, as the members of the Committee deem appropriate.

IV. Duties and Responsibilities

The Committee will have the duties and responsibilities set forth below. The Committee may perform such other functions as are consistent with its purpose and applicable laws, rules, and regulations and as the Board may request or as the Committee deems necessary or appropriate.

1. *Identify New Director Candidates.* The Committee will identify qualified individuals to become directors for recommendation to the Board, consistent with the Criteria for Director Candidates attached as Appendix A and considering such factors as it deems appropriate.
2. *Conduct Vetting Procedures.* The Committee will seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership. The Committee will assist the Board in determining and monitoring whether or not each director and prospective director is "independent" within the meaning of any rules and law applicable to the Company.
3. *Evaluate Incumbent Directors.* The Committee will evaluate whether an incumbent director should be nominated for re-election upon expiration of such director's term. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a director.
4. *Recommend Committee Memberships.* The Committee will make recommendations to the Board regarding memberships for the Committee, the Audit Committee, and the Compensation and People Committee.
5. *Develop Corporate Governance Guidelines.* The Committee will develop and recommend to the Board Corporate Governance Guidelines. At least annually, the Committee will (i) review those guidelines and recommend any proposed changes to the Board, and (ii) lead the Board in a discussion of major corporate governance issues.
6. *Review of Governance Documents.* The Committee will review and recommend to the Board proposed changes to the Company's Amended Articles of Incorporation or Amended Regulations.
7. *Review of Committee Charter.* The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

8. Review of Shareholder Proposals. The Committee will review shareholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
9. Board Self-Evaluation. The Committee will develop and implement an annual self-evaluation process of the Board's performance and will discuss the results of the assessment with the Board.
10. Committee Self-Evaluation. The Committee will annually review its own performance. The Committee will conduct its review and evaluation in such manner as it deems appropriate.
11. Review Possible Conflicts of Interest. To the extent they should arise, the Committee will consider possible conflicts of interest of directors and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
12. Succession Planning. The Committee will annually, or more frequently as it deems appropriate, review the succession planning for the Company's executive officers and directors and report its findings and recommendations to the Board.
13. Evaluate Chief Executive Officer and Chair of the Board. The Committee will annually evaluate the performance of the Chief Executive Officer and the Chair of the Board and may do so in concert with the Executive Compensation Committee and Lead Director.
14. Committee Reports to the Board. The Committee will report its activities to the Board in such manner and at such times as the Committee or the Board deem appropriate, but not less frequently than annually.
15. Director Orientation and Training. The Committee will, as it deems appropriate, make recommendations regarding director orientation and continuing training of the directors and review annually a report on the educational programs attended and reported by each director.
16. Shareholder Engagement and Communications. The Committee will oversee the Company's shareholder engagement efforts and will develop and recommend to the Board, for its approval, procedures regarding the means by which shareholders may communicate with directors.
17. Risk Assessment and Management. At least annually, the Committee will review and discuss with senior management the Company's risks associated with the Board's organization, membership, and structure, succession planning for directors and executive officers, and corporate governance.
18. Oversight of ESG Program. The Committee will support and assist the Board in overseeing the Company's ESG policies, processes, and commitments and receive regular updates from management regarding the Company's ESG activities.
19. Oversight of Charitable Contributions Committee. The Committee will appoint the members of the Charitable Contributions Committee, approve its charter, and oversee the activities and contributions of such committee.

V. Resources and Authority

The Committee will have the appropriate resources, including appropriate funding, and authority to (a) engage independent counsel and other advisers as it determines necessary to discharge its responsibilities as required by law, (b) compensate any independent counsel and other advisers retained by the Committee, in such amounts as the Committee deems necessary, and (c) pay ordinary administrative expenses of the Committee. The Committee will have the sole authority to retain and terminate search firms to assist in the identification of director candidates and the sole authority to set reasonable fees and other retention terms for such search firms.

In performing its duties, the Committee is authorized to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company, as the Committee may deem necessary or appropriate.

The Committee will have the authority to delegate any of its responsibilities to subcommittees or other committees of the Board as the Committee may deem appropriate.

**APPENDIX A
TO THE J. M. SMUCKER COMPANY
NOMINATING, GOVERNANCE, AND CORPORATE RESPONSIBILITY
COMMITTEE CHARTER**

**CRITERIA
FOR
DIRECTOR CANDIDATES**

- All director candidates must be committed to the Company’s culture and Basic Beliefs and will be individuals of integrity, intelligence, and strength of character having a balance of skills, knowledge, diversity, background, and experience beneficial to the Company;
- Independent director candidates must meet the independence requirement of the NYSE and the Company’s Corporate Governance Guidelines to the extent necessary to ensure that a majority of the directors are independent;
- Independent director candidates must also maintain independence necessary for an unbiased evaluation of management performance;
- Director candidates must be able to effectively carry out responsibilities of oversight of the Company’s strategy, compliance, and risks;
- Director candidates should have either significant experience in a senior executive role with a major business organization or relevant experience from other professional backgrounds;
- Director candidates should have a working knowledge of ESG issues and the changing role of boards;
- Director candidates should have a firm commitment to attend and participate in meetings of the directors and related directors’ activities; and
- Director candidates should not have any affiliations or relationships with competitive businesses or organizations or other activities, in each case which could lead to a real or perceived conflict of interest.

All director candidates will be evaluated and selected consistent with the Company’s policy of nondiscrimination.

Board Diversity

The Company greatly values diversity and the varying perspectives and experiences that emerge from a diverse group of people, and the Company’s Board and the Committee believe the value of diversity extends to the boardroom and that diversity strengthens the composition of the Company’s Board. The Board and Committee seek to consider a diverse group of experiences, characteristics, attributes, and skills, including diversity in gender, gender identity, race, ethnicity, age, sexual orientation, and cultural and other backgrounds, in considering potential director candidates and individual director qualifications. To further this goal, the Committee is committed to seeking out qualified diverse candidates who meet the applicable search criteria, including women and minority

candidates, to include in the pools from which nominees for the Board are considered, invited for interviews, and ultimately offered the opportunity to be appointed to the Board or stand for election to the Board. In the event a third-party search firm is engaged for a particular director search, the Committee would expect, and would plan to instruct, such firm to work to include diverse individuals, including as to gender, gender identity, race, ethnicity, and sexual orientation, meeting search criteria in the initial “pool” or lists of potential director candidates submitted to the Committee for consideration.