



B&G FOODS, INC.

Compensation & Human Capital Committee Charter

Purpose

The Compensation & Human Capital Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to the compensation of the Company's executive officers and directors. The Committee has overall responsibility for evaluating and approving executive officer and director compensation plans, policies and programs of the Company, as well as all equity-based compensation plans and policies.

The Compensation & Human Capital Committee also assists the Board in overseeing the Company's policies and practices relating to human capital, workplace, human rights and diversity and inclusion.

Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange or such other national securities exchange or exchanges on which the Company's securities are then listed, and meet the definition of "non-employee director" for purposes of Rule 16b-3 promulgated by the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board based on the recommendation of the Nominating & Governance Committee. Committee members may be replaced by the Board. The Board shall designate one member of the Committee to serve as its Chair.

Meetings and Procedure

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may ask members of management or others to attend Committee meetings and provide pertinent information when needed. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority, in its discretion, to retain or obtain the advice of any compensation consultant used to assist the Company, the Board or the Committee in the evaluation of the compensation of the Chief Executive Officer ("CEO"), any other executive officer or director. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such compensation consultant.
2. The Committee also shall have the authority, in its discretion, to retain or obtain the advice of independent legal counsel and other advisors as it deems necessary or appropriate to carry out its

responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor. In selecting any compensation consultant, legal counsel or other advisor, the Committee shall consider such independence factors as are required by the applicable rules of the New York Stock Exchange and the Securities and Exchange Commission.

3. The Committee annually shall review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and relative stockholder returns, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and other factors that the Committee deems appropriate in connection with its review.
4. The Committee shall interpret, implement, administer, review and approve all aspects of remuneration to the Company's executive officers and other key officers, including their participation in incentive-compensation plans and equity-based compensation plans. The Committee also shall review and approve for the CEO and all other executive officers of the Company all employment agreements, consulting agreements, severance arrangements and change in control agreements or provisions.
5. The Committee shall have the same authority with regard to all aspects of director compensation as it has been granted with regard to executive compensation, except that any ultimate decision regarding the compensation of any director shall be subject to the approval of the Board.
6. The Committee shall develop, approve, administer and recommend to the Board and the Company's stockholders for their approval (to the extent such approval is required by any applicable law, regulation or national securities exchange rule) all stock ownership, stock option and other equity-based compensation plans of the Company, and all related policies and programs.
7. The Committee shall make individual determinations and grant any shares, stock options, or other equity-based awards under all equity-based compensation plans, and exercise such other power and authority as may be required or permitted under such plans, other than with respect to non-employee directors, which determinations shall be subject to the approval of the Board.
8. The Committee shall review and discuss with management the "Compensation Discussion and Analysis" to be included in the Company's annual proxy statement (or annual report on Form 10-K), and based on such review and discussions, (i) recommend to the Board of Directors whether the Compensation Discussion and Analysis should be included in the Company's annual proxy statement (or annual report on Form 10-K) and (ii) approve, in accordance with applicable rules and regulations of the SEC, an annual report on executive compensation for inclusion in the proxy statement (or annual report on Form 10-K).
9. The Committee shall oversee the development of, and review, assess and discuss, as and when appropriate, with management, the Company's human capital, workplace, human rights and diversity and inclusion policies and practices.
10. The Committee shall review at least annually the Company's workplace and human rights policies and practices and its diversity and inclusion efforts, including within the Company's offices, manufacturing facilities and other work locations and within the Company's external supply chain.

11. The Committee shall review and evaluate management's implementation of the Company's human capital, workplace, human rights and diversity and inclusion policies and practices.
12. The Committee shall review reports prepared by management on selected human capital, workplace, human rights and diversity and inclusion topics as the Committee deems appropriate from time to time.
13. Together with the Company's General Counsel, the Committee shall review any shareholder proposals submitted to the Company that are within the purview of the Committee. The Committee shall make recommendations to the Board regarding the Board's response to any such proposals.
14. At the request of the Company's General Counsel or Disclosure Committee, the Committee shall review the Company's disclosures regarding compensation, human capital, workplace, human rights and diversity and inclusion matters in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission.
15. The Committee shall assist in the Board's and the Audit, Finance & Risk Committee's oversight of risks relating to matters overseen by the Committee.
16. The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate.
17. The Committee shall report regularly to the Board, but not less frequently than annually.
18. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
19. The Committee annually shall review its own performance and report the results of such review to the Board.

In addition to the activities described above, the Committee shall perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's Certificate of Incorporation, Bylaws and the resolutions and other directives of the Board.

Governing Documents and Applicable Law

This Charter is in all respects subject and subordinate to the Company's Certificate of Incorporation and Bylaws, as such documents may be amended from time to time, and all applicable laws.

Effective Date

This Compensation & Human Capital Committee Charter was last amended by the Board of Directors and is effective as of October 28, 2026.