



## **B&G FOODS, INC.**

### **Corporate Social Responsibility Committee Charter**

#### **Purpose**

The Corporate Social Responsibility Committee has been appointed by the Board of Directors to assist the Board in the performance of its oversight of social and public policy matters that may affect the Company's business, strategy, operations or reputation, including the Company's (i) diversity and inclusion efforts; (ii) environmental and sustainability efforts; (iii) philanthropic activities; (iv) charitable contributions; and (v) community relations.

The Committee's role is one of oversight, recognizing that the Company's executive officers and other senior managers are responsible for assessing social and public policy matters that may impact the Company and managing the Company's corporate social responsibility program. The Committee, through its oversight role, attempts to satisfy itself that the policies and practices designed and implemented by the Company's executive officers and other senior managers are consistent with the Company's corporate social responsibility goals and are functioning properly.

While the full Board is ultimately responsible for corporate social responsibility oversight at the Company, the Committee together with the Company's other Board committees, assists the Board in fulfilling its oversight responsibilities. The Committee shall not have responsibility for matters that are subject to the jurisdiction of another committee of the Board pursuant to that committee's charter. However, the chairman of the Committee shall coordinate with the chairmen of the Board's other committees to assist those committees in their review of corporate social responsibility matters that have been delegated to those committees in their respective charters.

#### **Committee Membership**

The Committee shall consist of no fewer than three Board members; provided, however, that the Committee may operate with fewer than three members as long as such composition complies with applicable laws, rules, regulations and securities exchange listing standards. At least a majority of the members of the Committee shall meet 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.

The members of the Committee shall be appointed by the Board. Committee members may be removed and replaced by the Board. The Board shall designate one member of the Committee to serve as its chairman.

#### **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 oversee the development of, and review, assess and discuss, as and when appropriate, with management, the Company's policies and practices related to corporate social responsibility, including, the Company's (i) diversity and inclusion efforts; (ii) environmental and sustainability efforts; (iii) philanthropic activities; (iv) charitable contributions; (v) community relations, and (v) political contributions and lobbying activities.
2. The Committee shall ensure that the Company's business strategy and implementation is consistent with its corporate social responsibility policies and goals, and that corporate social responsibility is an integral aspect of the business strategic planning process.
3. The Committee shall review and evaluate management's implementation of the Company's overall corporate social responsibility strategy, including identification, assessment and monitoring of and response to the Company's major corporate social responsibility priorities, policies and goals.
4. The Committee will review at least annually the Company's environmental and sustainability program and goals and the Company's progress toward achieving those goals. The Committee shall receive regular updates from management on the progress of the Company's key environmental and sustainability initiatives.
5. 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.
6. The Committee shall review at least annually the Company's public policy agenda and its position on significant public policy matters, including any political contributions and lobbying activities.
7. The Committee shall review at least annually with the Company's management, investor sentiment as to the Company's environmental and social policies and practices, and the environmental and social ratings received by the Company from third-party evaluators.
8. The Committee shall review at least annually the company's philanthropic activities, charitable contributions and community relations.
9. 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.
10. At the request of the Company's General Counsel or Disclosure Committee, the Committee shall review the Company's disclosures regarding corporate social responsibility 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.

11. The Committee shall review reports prepared by management on selected corporate social responsibility topics as the Committee deems appropriate from time to time.
12. The Committee shall assist in the Board's and the Risk Committee's oversight of risks relating to matters overseen by the Committee.
13. The Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its responsibilities, to retain at the expense of the Company special legal, accounting and other advisors. The Committee shall have the sole authority to approve such advisors' fees and other retention terms.
14. The Committee may delegate, as it deems appropriate, its responsibilities and duties to subcommittees or individual members of the Committee.
15. The Committee shall, from time to time and at the request of the chairman of the Board but not less than annually, consult with the Board and inform the Board concerning the Committee's deliberations, activities and the results of its work.
16. The Committee shall review annually its own performance, and report the results of such review to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
17. In furtherance of the foregoing responsibilities, the Committee may authorize and direct the Company's executive officers and other senior managers of the Company as to actions on the part of the Company that are necessary or advisable for the proper performance by the Committee of its responsibilities under this Charter.

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 and Bylaws and the resolutions and other directives of the Board.

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.

This Corporate Social Responsibility Committee Charter was adopted by the Board and is effective as of July 15, 2020.