B&G FOODS, INC.

Nominating, Governance & Corporate Responsibility Committee Charter

Purpose

The Nominating, Governance & Corporate Responsibility Committee is appointed by the Board of Directors to (1) assist the Board by identifying individuals qualified to become Board members and members of Board committees, to recommend to the Board the director nominees for the next annual meeting of stockholders, and to recommend to the Board nominees for each committee of the Board; (2) lead the Board in its annual review of the Board's and management's performance; (3) monitor the Company's corporate governance structure; (4) assist the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with corporate governance; and (5) periodically review and recommend to the Board any proposed changes to the Company's Corporate Governance Guidelines.

The Committee also assists the Board in overseeing social and public policy matters that may affect the Company's business, strategy, operations or reputation, including the Company's (1) environmental and sustainability efforts; (2) philanthropic activities and charitable contributions; (3) community relations; and (4) political contributions and lobbying activities, but excluding human capital, workplace, human rights, and diversity and inclusion matters that are overseen by the Compensation & Human Capital Committee.

Committee Membership

The Committee shall consist of no fewer than three members. 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 based on the recommendation of the Committee. Committee members may be removed and 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 to retain at the expense of the Company and terminate any search firm used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

2. The Committee also 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, actuarial and other advisors. The Committee shall have the sole authority to approve such advisors' fees and other retention terms.

3. The Committee shall establish criteria, which shall be subject to the approval of the Board, for selection of new directors (including candidates recommended by the Company's stockholders) and evaluation and renomination of existing directors. All directors should (a) possess the highest personal and professional ethics, integrity and values, (b) have substantial experience that is of particular relevance to the Company, and (c) have sufficient time available to devote to the affairs of the Company.

4. The Committee shall recruit individuals qualified to become Board members and shall consider candidates to fill positions on the Board, including candidates recommended by the Company's stockholders. The Committee shall conduct the appropriate and necessary inquiries (as determined by the Committee) with respect to the backgrounds and qualifications of candidates.

5. The Committee shall recommend to the Board for its approval candidates to fill positions on the Board, including the slate of nominees for election to the Board at each annual meeting of stockholders.

6. The Committee shall review Board committee composition, including membership, leadership and succession, and recommend to the Board nominees for each committee and any appropriate changes.

7. The Committee shall review the independence and other qualifications of Board members, consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, and monitor all other activities of Board members or management that could interfere with such individuals' duties to the Company.

8. The Committee shall review the composition of the Board, including the skills, experience and qualifications represented on the Board, and consider whether any additional skills, experience or qualifications should be sought in connection with future director recruitment.

9. The Committee shall annually solicit comments from all directors and report to the Board with an evaluation of the Board's performance during the prior year. The Committee shall discuss the evaluation with the full Board.

10. The Committee shall monitor and recommend to the Board for its approval any changes regarding (a) the size and structure of the Board, (b) the structure of Board meetings, (c) the membership and functions of various committees of the Board and (d) the functions of the executive officers of the Company.

11. The Committee shall review, as appropriate, the Company's proxy statement disclosures relating to Board composition, director qualifications, Board leadership, Board and committee evaluations and other corporate governance matters within the Committee's responsibilities.

12. The Chairman of the Committee shall lead the Board's annual evaluation of the Chief Executive Officer.

13. The Committee shall aid the Board in fulfilling its responsibility for succession planning for the Chief Executive Officer and other executive officers.

14. The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with corporate governance, including Board structure, Board size, membership and succession planning for the Company's directors and executive officers.

15. The Committee shall review and, as it deems appropriate, recommend changes to the Company's director orientation and continuing education program.

16. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines and other matters of corporate governance, and recommend any proposed changes to the Corporate Governance Guidelines to the Board for its approval.

17. The Committee shall review Board succession and refreshment planning, including anticipated director departures and potential candidates for future Board vacancies.

18. The Committee annually shall review and reassess the adequacy of the Code of Business Conduct and Ethics, and recommend any proposed changes to the Code of Business Conduct and Ethics to the Board for its approval. The Committee shall consider any requests for waivers from or exceptions to the Code of Business Conduct and Ethics for directors or executive officers of the Company, and the Company shall make disclosure of such waivers as required by applicable law, regulations or applicable listing requirements.

19. 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 responsibility, including the Company's (i) environmental and sustainability efforts; (ii) philanthropic activities and charitable contributions; (iii) community relations; and (iv) political contributions and lobbying activities.

20. The Committee shall oversee whether the Company's business strategy and its implementation are consistent with its corporate responsibility policies and goals, and that corporate responsibility is an integral aspect of the business strategic planning process.

21. The Committee shall review and evaluate management's implementation of the Company's overall corporate responsibility strategy, including identification, assessment and monitoring of and response to the Company's major corporate responsibility priorities, policies and goals.

22. 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.

23. 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.

24. The Committee shall review at least annually with the Company's management, investor sentiment as to the Company's environmental and corporate responsibility policies and practices, and the environmental and corporate responsibility ratings received by the Company from third-party evaluators.

25. The Committee shall review at least annually the Company's philanthropic activities, charitable contributions and community relations.

26. 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.

27. At the request of the Company's General Counsel or Disclosure Committee, the Committee shall review the Company's disclosures regarding corporate 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.

28. The Committee shall review reports prepared by management on selected corporate responsibility topics as the Committee deems appropriate from time to time.

29. The Committee shall review significant corporate governance, regulatory, stockholder and proxy advisory developments and consider whether any changes to the Company's corporate governance practices are appropriate.

30. 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.

31. The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate.

32. The Committee shall report regularly to the Board, but not less frequently than annually.

33. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.

34. 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 and 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 Nominating, Governance & Corporate Responsibility Committee Charter was last amended by the Board of Directors and is effective as of October 28, 2026.