

TREEHOUSE FOODS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of TreeHouse Foods, Inc. (the “Company”) is to:

1. identify individuals qualified to become members of the Board;
2. recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders;
3. in the event of a vacancy on or increase in the size of the Board, recommend to the Board the persons to be nominated to fill such vacancy or additional Board seat;
4. recommend to the Board the persons to be nominated for each committee of the Board;
5. develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, including the Code of Business Conduct and Ethics (the “Code”);
6. oversee the evaluation of the Board and Chief Executive Officer (CEO); and
7. oversee the development of a succession plan for the Board and CEO.

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine but, in any event, shall consist of not less than three (3) members of the Board.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Committee shall be independent as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the

Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with the Director Criteria (as defined below), and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The Board is responsible for approving criteria for selecting directors (the "Director Criteria"). The Committee shall review and use such criteria and the principles set forth in the Company's Corporate Governance Guidelines (the "Governance Guidelines") to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

The Committee shall periodically review the Board's committee structure and composition and, subject to Board approval, make any changes it deems appropriate.

5. Chairman and Lead Independent Director. The Committee shall be responsible for annually recommending to the Board the Chairman of the Board. If the Chairman of the Board is not an independent director, the Committee shall also be responsible for annually recommending to the Board a Lead Independent Director to serve the functions set forth in the Governance Guidelines.
6. Director Education. The Committee shall develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

Corporate Governance; ESG Reviews

7. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board a set of Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate and, in any event, at least once annually, review and reassess the adequacy of such Governance Guidelines and recommend any proposed changes to the Board for approval.
8. Governance Review. The Committee shall review at least annually the Company's corporate governance practices and procedures for identifying best practices and shall, from time to time, review and recommend to the Board for approval any changes to the Company's corporate governance framework, including the Code and the Company's certificate of incorporation and by-laws.
9. ESG Review. The Committee shall at least annually review with the Company's Environmental, Social & Governance ("ESG") Steering Committee, ESG activities, developments, goals and objectives and provide feedback to the ESG Steering Committee.

Evaluation of the Board; Succession Planning

10. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether the Board and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance (as a collective body and not of the directors individually), to be discussed with the Board.

11. Succession of the Board and the CEO. The Committee shall oversee an annual review of Board succession planning, which shall include transitional Chairman leadership in the event of an unplanned vacancy. The Committee shall also oversee an annual review of succession planning for the Chief Executive Officer (“CEO”) of the Company, which shall include transitional CEO leadership in the event of an unplanned vacancy.

Other Responsibilities

12. Shareholder Engagement. The Committee shall periodically review and provide guidance to the Board and management about the framework for the Board’s oversight of, and involvement in, shareholder engagement.
13. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities and, in any event, not less than twice annually. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance and recommend any proposed changes to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

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