

HIGH LINER FOODS INCORPORATED
DIRECTOR SELECTION CRITERIA
DECEMBER 4, 2023

PRINCIPLES

A board composed of directors with an appropriate mix of skills, knowledge and experience in business best serves the shareholders of High Liner Foods Incorporated (the “Company”). These criteria are meant to guide the selection of candidates for nomination to the Board of Directors, it being understood that no one individual will likely possess every competency or attribute specified. The Governance Committee should consider new nominees in light of the overall composition of the Board and the need to appropriately staff committees of the Board, aiming to fill any identified gaps or adding desirable expertise or qualities not currently represented on the Board.

The nomination process will:

- (a) comply with all laws, regulations and listing requirements to which the Company is subject, including:
- (i) the majority of the Board shall be composed of Directors who are unrelated and independent; and,
 - (ii) members of the Audit Committee, Governance Committee and majority of the Human Resources Committee must be independent.
- (b) pursue the objectives of the Diversity, Equity and Inclusion Policy.

The Company recognizes that Board membership requires a significant dedication of time. As a result, the number of boards on which an individual can serve is necessarily limited. With a view to taking reasonable steps to ensure the ability of each candidate to make the commitment of time necessary to be a director of the Company, the Board will apply the following guidelines, effective February 8, 2022, when considering candidates to become directors of the Company:

- for candidates that are chief executive officers or other senior executives of public corporations, they must hold no more than two (2) public corporation directorships in total (including the Company’s Board and membership on the board of the corporation at which an individual is employed);
- for other candidates, they must hold no more than five (5) public corporation directorships in total (including the Company’s Board).

The Governance Committee, in consultation with the Executive Vice President and General Counsel, will assess annually if Board candidates meet the above guidelines. The Board of Directors may, in its discretion, authorize a waiver to the above guidelines if deemed in the best interest of the Company and only for a transitioning period of up to one year to allow the affected candidate to reduce his/her boards in order to meet the Company’s guidelines. For the purpose of assessing the number of public corporation directorships held by a candidate, it is understood that directorships with public entities associated, affiliated or otherwise related together may be considered as constituting only one directorship.

CRITERIA

1. A core competency in one or more of the following areas:
 - (a) Business acumen
 - (b) Experience in functional areas of importance to the Company: marketing, manufacturing, logistics, mergers and acquisitions, public company governance
 - (c) Food industry knowledge
 - (d) A track record of successful business growth in a leadership position
 - (e) Financial management and literacy.

2. A demonstrable personal commitment to the Company by:
 - (a) Devoting sufficient time and resources to his or her duties as a Board Member
 - (b) Owning shares of the Company's common stock at all times in such amounts as determined from time to time by the Board
 - (c) Maintenance of an awareness of and perspectives on relevant current business and industry issues
 - (d) Participating openly and fully in Board and Committee deliberations.

3. As many of the following personal attributes as possible:
 - (a) High ethics and integrity
 - (b) Business acumen
 - (c) A team player
 - (d) Leadership
 - (e) High performance standards
 - (f) Independence
 - (g) Availability and commitment
 - (h) Courteous, collegial, and personable
 - (i) Willingness to contribute perspective to business issues
 - (j) Prepared and willing to share impactful observations with the board
 - (k) Recognized business or community achievements.