

SMITHFIELD FOODS, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. General Statement of Purpose

The purposes of the Nominating and Governance Committee (the “*Nominating Committee*”) of the Board of Directors (the “*Board*”) of Smithfield Foods, Inc. (the “*Company*”), subject to terms of the shareholders’ agreement with WH Group Limited (the “*Shareholders’ Agreement*”), are to:

- identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board;
- recommend that the Board select the nominees for election as directors of the Company at each annual meeting of the shareholders of the Company;
- develop and recommend to the Board corporate governance guidelines and periodically review those guidelines and recommend any changes; and
- oversee an annual evaluation of the Board, its committees and the Company’s management.

II. Composition

The Company’s Nominating Committee will be composed entirely of directors who satisfy the independence tests under NASDAQ Stock Exchange Rules. The number of directors serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

Notwithstanding the foregoing, the members of the Nominating Committee shall not be required to meet the independence requirements of the NASDAQ Stock Exchange during any period in which the Company is a “controlled company” within the meaning of the NASDAQ Stock Exchange’s listing standards, unless the Board otherwise determines not to rely on such “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the NASDAQ Stock Exchange’s “controlled company” exemption, the members of the Nominating Committee shall meet the independence requirements of the NASDAQ Stock Exchange within the time periods required by the NASDAQ Stock Exchange’s phase-in rules applicable to companies who cease to be “controlled companies.”

Subject to the terms of the Shareholders’ Agreement, the members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from

the Nominating Committee. Subject to the terms of the Shareholders' Agreement, vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair (the "**Chair**") of the Nominating Committee.

III. Meetings and Minutes

The Nominating Committee shall meet as often as it deems appropriate. The Nominating Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of a meeting, and the Nominating Committee may act by a vote of a majority of members present at a meeting, subject to the terms of the Shareholders' Agreement requiring that the majority must include a director designated by WH Group Limited. Subject to the requirements of this Charter (the "**Charter**"), exchange listing requirements, Securities and Exchange Commission (the "**SEC**") rules and applicable law, the Nominating Committee and the Chair may invite any other members of the Board, the executive officers and other employees of the Company, or outside advisors, as it or he or she deems necessary or appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Nominating Committee meeting. The Nominating Committee may also act by unanimous written consent.

The Nominating Committee shall maintain written minutes of its meetings and copies of its actions by unanimous written consent. The minutes of the Nominating Committee and actions by unanimous written consent of the Nominating Committee members shall be made available to other members of the Board. The Nominating Committee, through the Chair, shall regularly report all material activities of the Nominating Committee to the Board, or whenever so requested by the Board.

IV. Nominating Committee Activities

The Nominating Committee's purposes and responsibilities shall be to:

A. Selection of New Directors

1. Recommend to the Board for its approval criteria for Board and committee membership, which shall include a description of any specific qualifications that the Nominating Committee believes must be met by a nominee, and a description of any specific qualities or skills the Nominating Committee believes one or more of the directors of the Company should possess, and periodically reassess such criteria and submit any proposed changes to the Board for approval.
2. Establish a policy with regard to the consideration of director candidates recommended by shareholders and establish procedures to be followed by shareholders in submitting recommendations for director candidates to the Nominating Committee.

3. Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by shareholders (a “*Shareholder Nomination*”) and any policies or procedures for consideration of Shareholder Nominations.
4. Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend that the Board select these individuals as nominees for election at each annual meeting of shareholders; *provided that*, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Nominating Committee.
5. Recommend individuals to the Board for appointment as chair and as members of Board committees.
6. Review all Shareholder Nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.

B. Corporate Governance Guidelines

1. Develop and recommend to the Board for its approval Corporate Governance Guidelines satisfying the standards established under the NASDAQ Stock Exchange Rules.
2. Annually review and reassess the adequacy of the Corporate Governance Guidelines and Code of Conduct and Business Ethics and recommend any changes to the Board for approval.

C. Evaluation of Board of Directors and Management

Oversee an annual evaluation of the Board and its committees, including individual directors of the Company.

D. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

Have authority to retain and terminate a search firm or firms to assist it in identifying director candidates.

E. Succession Planning

Review and discuss with the Board corporate succession plans for the Chief Executive Officer and other key officers of the Company.

F. Continuing Education

Periodically prepare or assemble materials and conduct sessions for directors of the Company on topics that will assist them in discharging their duties.

G. Proxy Disclosures.

Review the disclosure included in the Company's proxy or information statements filed with the SEC regarding the Company's director nomination process, Board leadership structure and role in risk oversight and other corporate governance matters.

H. Review of Articles of Incorporation and Bylaws

Periodically review and assess the Articles of Incorporation and Bylaws of the Company, as amended and restated, and shall recommend any proposed changes to the Board for its consideration and approval.

I. Review of Charter

Periodically review and reassess the adequacy of this Charter and recommend to the Board any amendments or modifications it deems appropriate.

J. Annual Performance Evaluation of the Nominating Committee

Evaluate its performance annually and report the results to the Board.

K. General

1. Establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.
2. Report regularly to the Board on matters for which it has been given responsibility.
3. In performing its responsibilities, rely on advice and information it receives from the Company's management and any experts, advisers and other professionals whom it may consult.
4. Have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet the Nominating Committee or its members or advisers.

5. Have the authority on whatever terms it approves to engage legal, accounting and other advisers to assist it in performing its responsibilities.
6. Perform such other functions as the Board may request from time to time.

V. Amendment; Waiver; Interpretation

This Charter is intended to serve as a framework within which the Nominating Committee may act with respect to the matters contemplated herein. It is not intended to and shall not create a set of legally binding obligations on the Board, the Nominating Committee or the Company. The Board may amend this Charter, or any portion of it, at any time as it determines necessary or appropriate. In the event the Board or the Nominating Committee ratifies or approves any action, matter or interpretation that may be deemed to be inconsistent with the terms of this Charter or any prior charter of the Nominating Committee, this Charter and any such prior charter shall be deemed automatically amended to comport, in all respects, with such action, matter or interpretation.

Effective as of January 27, 2025