

TREEHOUSE FOODS, INC.

COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of TreeHouse Foods, Inc. (the “Company”) is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers. The Committee has overall responsibility for approving and evaluating the compensation plans, policies and programs of the Company.

B. Structure and Membership

- 1. Number.** The number of members of the Committee shall be determined by the Board from time to time 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 (“NYSE”), each member of the Committee shall be an “independent director” as defined by the applicable rules of the NYSE. In addition, a person may serve on the Committee only if he or she is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
- 3. Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by a majority vote of its members.
- 4. Compensation.** The compensation of Committee members, if any, 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 Nominating and Corporate Governance 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.

Compensation Matters

- 6. CEO Compensation.** The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and, recommend to the independent directors of the Board for approval, the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider the value of similar incentive awards to CEOs at comparable companies.
- 7. Compensation and Employment of Other Executive Officers.** The Committee shall periodically review and approve the compensation of the Company's executive officers (other than the CEO). Additionally, the Committee shall review and approve any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change of control, for the CEO and other executive officers, and shall have the authority to adopt, amend and terminate such agreements, arrangements or plans.
- 8. General Compensation Oversight.** Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate, including (i) providing guidance to management on significant issues affecting compensation philosophy or policy and (ii) providing input to management on whether compensation arrangements for Company executives incentivize unnecessary and excessive risk taking.
- 9. Compensation Risk Review.** In consultation with management, evaluate whether the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company. Such evaluation shall consider compensation policies and practices for the Company's employees, including non-executive officers, as they relate to risk management practices and risk-taking initiatives.
- 10. Evaluation of Senior Executives.** The Committee shall be responsible for overseeing the evaluation of the Company's senior executives after consultation with the CEO. The Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.
- 11. Plan Recommendations and Approvals.** The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board, and where appropriate or required, recommend such plans for approval by the stockholders of the Company. In addition, in the case of any plans or amendments adopted pursuant to an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, the Committee, or a majority of the Company's independent directors, shall approve such plans or amendments.

- 12. Administration of Plans.** The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Committee, or a majority of the Company's independent directors, shall approve all equity compensation grants that are made in reliance on an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual.
- 13. Non-Employee Director Compensation.** The Committee shall periodically review and make recommendations to the Board with respect to non-employee director compensation, including any compensation under the Company's equity-based plans and compensation for committee service.
- 14. Compensation Committee Report on Executive Officer Compensation.** The Committee shall annually prepare a report on executive officer compensation and review and discuss with the Company's management the related Compensation Discussion and Analysis ("CD&A") disclosure as required by the U.S. Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or Annual Report on Form 10-K filed with the Commission.
- 15. Stockholder Advisory Vote on Executive Compensation.** The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote a "Say-on-Pay Vote"), taking into account results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review, and approve, the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's annual proxy statement. In addition, the Committee shall consider the results of any Say-on-Pay Vote and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of such Say-on-Pay Vote.
- 16. Stock Ownership Guidelines.** The Committee shall establish, periodically review, and monitor compliance with any stock ownership and holding guidelines of the Company which are applicable to directors or executive officers.
- 17. Recoupment Policy.** The Committee shall periodically review its clawback policy allowing the Company to recoup compensation paid to current and former employees of the Company.

- 18. Succession of Executives and Managers.** The Committee shall oversee an annual review of the Company's succession planning which shall include succession for all executives other than the Chief Executive Officer. The Committee shall also oversee an annual review of the Company's general succession and development plan for management.
- 19. Human Capital Management and Succession.** The Committee shall periodically review human capital matters with respect to the Company, which may include, but are not limited to, the Company's demographics, employee diversity and inclusion policies, programs and initiatives, including recruitment, retention, talent development, and internal communications programs. The Committee shall periodically meet with representatives of the Company's Environmental, Social and Governance ("ESG") Steering Committee to review human capital activities, developments, goals and objectives incorporated into the Company's ESG initiatives.
- 20. Additional Powers.** The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

- 21. Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall meet in executive session on compensation matters pertaining to the CEO. 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.
- 22. Subcommittees.** The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as defined in Rule 16b-3 under the Exchange Act.
- 23. Reports to Board.** The Committee shall report regularly to the Board.
- 24. 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.
- 25. Compensation Advisors.** The Committee shall have the authority, without further action by the Board, to retain or receive the advice of a compensation consultant, legal counsel, or other advisor as it deems necessary or appropriate to carry out its responsibilities, but only after taking into consideration all factors relevant to the advisor's independence from the Company's management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. Such advisors may be the regular advisors to the Company. In particular, the Committee shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation. The Committee shall also have authority

to commission compensation surveys or studies as the need arises. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any advisor retained by the Committee, and shall have the sole authority to approve the advisor's fees and other terms and conditions of the advisor's retention. 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. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

- 26. 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.
- 27. 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.
- 28. Annual Self-Evaluation.** At least annually, the Committee shall evaluate its own performance.

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