



Board of Directors Board Education Policy

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	Sponsor:	J. Knudsen
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THE J.M. SMUCKER Co.®



PURPOSE

This Board of Directors Board Education Policy (this “Policy”) is to establish the expectations for ongoing board education for the Board of Directors (the “Board”) of The J. M. Smucker Company (the “Company”). The Company provides new Board members (each, a “Director”) with orientation training as part of onboarding. The Board and its members will balance the important need for education with financial prudence as stewards of the Company.

SCOPE

This Policy applies to all Directors.

POLICY STATEMENT

Education Expectations

The Board believes that the stakeholders of the Company are best served by a Board comprised of individuals who are well versed in modern principles of corporate governance and other subject matters relevant to board service, including matters related to the food and beverage industry, and who thoroughly comprehend the role and responsibilities of an effective board in the oversight and management of the Company. To this end, all members of the Board are encouraged to attend such director education programs as they deem appropriate (given their individual backgrounds) to stay abreast of developments in corporate governance, the industry in which the Company participates, and best practices relevant to their contribution to the Board generally, as well as to their responsibilities in their specific Committee assignments and other roles. The extent and subject matter of director education will vary for each Director and is left to each Director’s individual discretion based on the totality of relevant factors, including those set forth below:

1. The Director’s specific responsibilities on the Board, including the various substantive Committees to which the Director is assigned and the role of the Director on each Committee;
2. The Director’s individual background and exposure to current developments in corporate governance, service on other boards of directors, or independent research or reading; or
3. The pace and materiality of regulatory and other developments relating to corporate governance and corporate management.

Appropriate areas of director education need not be confined to corporate governance or food and beverage industry topics and may include such broader topics as accounting, finance, general business, health and safety, human capital management, and environmental, social, and governance areas as each Director deems appropriate to enhance his or her effectiveness. Directors are particularly encouraged to participate in director education programs provided by the National Association of Corporate Directors, New York Stock Exchange, and those accredited by Institutional Shareholder Services, or other such programs targeted for board members of publicly traded corporations. Directors who attend education programs paid for by the Company are encouraged to share what they have learned at the program with their respective Committee or the full Board. The Company will track the educational programs attended and reported by each Director annually and report such information to the Nominating, Governance, and Corporate Responsibility Committee.



Nothing in this Policy will be construed to require any Director to attend or participate in any director education program nor will the failure of any Director to attend or participate in any such program be construed to suggest that such Director has failed to fully carry out his or her duties and responsibilities or is not well versed in matters relating to the role and responsibilities of an effective board of directors. Nothing in this Policy will be construed to require any Director to undertake to gain, possess, or exercise any independent knowledge of, or expertise in, any specific law, regulation, or professional discipline. All Directors are entitled to rely on advice of Company management, legal counsel, internal auditors, independent auditors, and other employed professionals on all matters relating to the Company's operations, financial performance, and regulatory obligations.

Expense Reimbursement

In order to encourage continuing director education, the Company will reimburse Directors for the reasonable costs of attending director education programs under this Policy. Amounts reimbursed include all reasonable costs associated with attending each program, including all travel, lodging, and meal expenses, provided that the total amount of the Company's payment for all fees and expenses associated with such program(s) will not exceed \$10,000 for a Director in each fiscal year. Directors serving on multiple boards are encouraged to obtain pro rata reimbursement of their director education expenses from each corporation that they serve, but the Company will nonetheless reimburse 100% of the costs if this is not practicable. Requests for reimbursement, along with applicable receipts, should be submitted to the Company's Corporate Secretary.

REFERENCES AND RELATED DOCUMENTS

Nominating, Governance, and Corporate Responsibility Committee Charter