



# STOCK OWNERSHIP GUIDELINES FOR DIRECTORS AND OFFICERS

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**THE J.M. SMUCKER Co.**<sup>®</sup>



## PURPOSE

The purpose of these Stock Ownership Guidelines (these “Guidelines”) is to set forth parameters for stock ownership by certain officers of The J. M. Smucker Company (the “Company”) and members of the Company’s Board of Directors (the “Board”) as a way to further align their interests with the interests of shareholders and promote the Company’s commitment to sound corporate governance.

## SCOPE

These Guidelines apply to the following individuals (each, a “Covered Individual” and collectively, the “Covered Individuals”):

- Non-employee members of the Board;
- Officers elected by the Board who are designated by the Board as “officers” of the Company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or “executive officers” of the Company in accordance with Rule 3b-7 under the Exchange Act and Item 401(b) of Regulation S-K (collectively, the “Section 16 Officers”); and
- Other Officers who serve on the Officer Leadership Team, whether or not elected by the Board, other than the Assistant Secretary, Treasurer, and Assistant Treasurer (collectively, the “Other Officers” and collectively with the Section 16 Officers, the “Officers”).

## POLICY STATEMENT

These Guidelines establish the ownership requirements of shares of the Company’s common stock (“Shares”) determined as a multiple of the Officers’ base salary and non-employee members of the Board’s annual cash retainer. The ownership target requirements by the Covered Individual’s position are as follows:

<b><u>Covered Individual Position</u></b>	<b><u>Share Ownership Guideline</u></b>
Chief Executive Officer and Executive Chairman of the Board	6 times base salary
Section 16 Officers (other than Chief Executive Officer and Executive Chairman of the Board)	2 times base salary
Other Officers	1 times base salary
Non-employee members of the Board	5 times annual cash retainer

Subject to the discretion of the Executive Compensation Committee (the “Compensation Committee”), a Covered Individual’s failure to meet or show sustained progress toward meeting the applicable ownership guideline may result in a reduction in future long-term incentive grants or an obligation to refrain from the sale of certain percentages of stock attained through Company equity awards.

## **Measurement**

All Covered Individuals who are subject to the above stock ownership requirements will have five years from the date they are elected or appointed as an Officer or a non-employee member of the Board to reach the minimum ownership requirements for the position into which they are elected. If a Covered Individual



becomes subject to a greater ownership amount, due to promotion or an increase in base salary or annual cash retainer, the Covered Individual is expected to meet the higher ownership amount within the later of the original five-year period or three years from the effective date of the promotion, salary, or retainer change. Once a Covered Individual has met the applicable minimum ownership requirements, such Covered Individual will be expected to continue to comply with the minimum ownership requirements, except when it is determined by the Compensation Committee that compliance would create severe hardship or prevent a Covered Individual from complying with a court order as described below.

### **Eligible Securities**

- Shares owned by the Covered Individual or by an immediate family member residing in the same household as the Covered Individual;
- Shares held through the Company's Employee Savings (401(k)) Plan;
- Shares held through the Company's Non-Employee Director Deferred Compensation Plan;
- Unvested stock-based equity awards held by the Covered Individual (other than unvested performance units and unexercised stock options (whether vested or not)); and
- Shares held in trust for the benefit of the Covered Individual.

### **Share Fluctuation**

Share prices of all companies are volatile. It would be unfair to require Covered Individuals to increase their holdings because of a temporary decrease in the price of the Company's Shares. Consequently, when calculating the number of Shares that a Covered Individual should hold under these Guidelines, the Covered Individual's base salary or annual cash retainer, as applicable, will be divided by the highest closing Share price over the prior 12-month period. Compliance will be evaluated on a once-per-year basis, as of December 31 of each year, and not on a running basis.

## **ADMINISTRATION AND ENFORCEMENT**

These Guidelines are administered and interpreted by the Compensation Committee. Pursuant to its charter, the Compensation Committee may delegate to management the responsibility for providing data regarding a Covered Individual's compliance with these Guidelines.

If these Guidelines would place a severe hardship on a Covered Individual or prevent such Covered Individual from complying with a court order, such Covered Individual will submit a written explanation of the particular hardship or court order to the Compensation Committee. The Compensation Committee, in its sole discretion, will make a determination regarding any revised ownership guideline or temporary relief from the existing ownership guideline for such Covered Individual.

## **REFERENCES AND RELATED DOCUMENTS**

Executive Compensation Committee Charter

The J. M. Smucker Company 2010 Equity and Incentive Compensation Plan

The J. M. Smucker Company 2020 Equity and Incentive Compensation Plan

The J. M. Smucker Company Nonemployee Director Deferred Compensation Plan

The J. M. Smucker Company Employee Savings Plan

The J. M. Smucker Company Restoration Plan