



## Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 10, 2021, The Middleby Corporation, a Delaware corporation (the “Company”), held its 2021 Annual Meeting of Stockholders (the “Annual Meeting”). There were a total of 55,638,477 outstanding shares of common stock entitled to vote at the Annual Meeting, of which 49,085,242 were present or represented by proxy. At the Annual Meeting, the Company’s stockholders cast their votes as described below. The proposals are described in the definitive proxy statement on Schedule 14A filed by the Company with the U.S. Securities and Exchange Commission on March 31, 2021.

### 1. ELECTION OF DIRECTORS

Proposal one was the election of seven (7) directors. The shares present were voted as follows:

<b>Nominees</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Gordon O’Brien	45,489,365	591,119	3,004,758
Timothy J. FitzGerald	45,783,966	296,518	3,004,758
Sarah Palisi Chapin	45,443,351	637,133	3,004,758
Cathy L. McCarthy	45,544,534	535,950	3,004,758
John R. Miller III	41,986,347	4,094,137	3,004,758
Robert A. Nerbonne	45,562,490	517,994	3,004,758
Nassem Ziyad	45,943,318	137,166	3,004,758

Pursuant to the foregoing votes, all seven nominees listed above were elected to the Company’s Board of Directors to serve until the Company’s 2022 Annual Meeting of Stockholders and until their successors shall be duly elected and qualified or until their earlier death, resignation or removal.

### 2. ADVISORY VOTE ON EXECUTIVE COMPENSATION

Proposal two was the approval, on an advisory basis, of the 2020 compensation of the Company’s named executive officers. The shares present were voted as follows:

FOR: 41,984,976                      AGAINST: 3,978,233                      ABSTAIN: 117,275                      BROKER NON-VOTES: 3,004,758

Pursuant to the foregoing votes, proposal two was approved on an advisory basis.

### 3. APPROVAL OF ADOPTION OF 2021 LONG-TERM INCENTIVE PLAN

Proposal three was the approval of the adoption of the Company’s 2021 Long-Term Incentive Plan. The shares present were voted as follows:

FOR: 42,290,776                      AGAINST: 3,751,223                      ABSTAIN: 38,485                      BROKER NON-VOTES: 3,004,758

Pursuant to the foregoing votes, proposal three was approved.

### 4. RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTANTS

Proposal four was the ratification of the selection of Ernst & Young LLP as the Company’s independent public accountants for the fiscal year ending January 1, 2022. The shares present were voted as follows:

FOR: 48,967,932                      AGAINST: 73,844                      ABSTAIN: 43,466                      BROKER NON-VOTES: 0

Pursuant to the foregoing votes, proposal four was approved.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MIDDLEBY CORPORATION

Dated: May 13, 2021

By: /s/ Bryan E. Mittelman  
Bryan E. Mittelman  
Chief Financial Officer