THE CORPORATE GOVERNANCE GUIDELINES OF THE MIDDLEBY CORPORATION

AMENDED AS OF MAY 20, 2026

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the "Board") of The Middleby Corporation (the "Company") to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation or the Bylaws of the Company. These Corporate Governance Guidelines are subject to modification from time to time by the Board. A current version of the Corporate Governance Guidelines shall be posted on the Company's website.

I. THE BOARD'S ROLE AND RESPONSIBILITIES

The Board's Goals and Role of Directors

The Board oversees management's performance to ensure that the Company operates in an effective, efficient and ethical manner designed to produce value for the Company's stockholders. To achieve this goal, the Board monitors both the performance of the Company (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer, and offers him or her constructive advice and feedback. When it is appropriate or necessary, it is the Board's responsibility to remove the Chief Executive Officer and to select his or her successor.

A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the chairperson of the appropriate committee in advance of such meeting.

In addition, the Board acknowledges that effective directors maintain an attitude of constructive skepticism; they ask incisive, probing questions and require accurate, honest answers; they act with integrity and diligence; and they demonstrate a commitment to the Company, its business plans and long-term stockholder value.

Director Attendance at Annual Meetings of Stockholders

Directors are expected to physically or virtually attend the Company's annual meeting of stockholders. A director who is unable to attend the Company's annual meeting of stockholders (which it is understood will occur on occasion) is expected to notify the Chairman of the Board.

II. BOARD LEADERSHIP

Selection of the Chairman of the Board

The Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall otherwise be free to choose its Chairman of the Board in any way that it deems best for the Company at any given point in time.

Lead Independent Director

If the Chairman of the Board is not an Independent Director (as defined below), the Company's Independent Directors will designate one of the Independent Directors on the Board to serve as a lead Independent Director (the "Lead Independent Director"). If the Chairman of the Board is an Independent Director then the duties of the Lead Independent Director described herein shall be a part of the duties of the Chairman of the Board. The Lead Independent Director's duties will include coordinating the activities of the Independent Directors, coordinating the agenda for, serving as chairperson of and moderating sessions of the Board's Independent Directors and other non-management directors, facilitating communications among directors and between the Board and the Chief Executive Officer and working with the Chief Executive Officer to provide an appropriate information flow to the Board.

In performing the duties described above, the Lead Independent Director is expected to consult with the chairperson of the appropriate Board committees and solicit their participation, as appropriate.

III. BOARD COMPOSITION

Size of the Board

The Board believes its size and composition should permit a broad range of experience without hindering effective discussion or diminishing individual accountability. The size of the Board may be increased or decreased if determined to be appropriate by the Board and consistent with the Company's governing documents. For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

Selection of New Directors

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening, recommending and maintaining a slate of qualified candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider advice and recommendations from others as it deems appropriate. In addition, the Nominating and Corporate Governance Committee shall periodically evaluate Board succession, including succession planning for Board leadership positions.

The Nominating and Corporate Governance Committee will consider candidates recommended by stockholders. In considering candidates submitted by stockholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications

of the candidate. The Nominating and Corporate Governance Committee may establish procedures, from time to time, regarding stockholder submission of candidates.

Board Membership Criteria

The Nominating and Corporate Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members.

The Nominating and Corporate Governance Committee may apply several criteria in selecting nominees. At a minimum, the Committee shall consider (a) whether the nominee has demonstrated, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company, (b) the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities and (c) whether the nominee's professional skillset complements the existing Board member skillset and contributes to the long term strategic plan of the Company. Additional factors which the Committee may consider include a candidate's specific experiences, skills, expertise, relevant industry background and knowledge, time availability in light of other commitments, conflicts of interest and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board.

In identifying candidates for the Board, the Nominating and Corporate Governance Committee primarily considers whether the qualifications and experience of a particular candidate adequately satisfy the skillset requirements created by a Board vacancy. Given the global and complex nature of the Company's business, the Board also believes it is important to consider a broad range of backgrounds, education, and professional experiences in evaluating candidates.

Other Public Company Directorships

The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Nominating and Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee or a director is a member. Directors shall provide prior written notice to the chairperson of the Nominating and Corporate Governance Committee of any proposed service on the board of a public or private company.

Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, the Board has adopted a policy that no member of the Audit Committee may serve simultaneously on the audit committees of more than two other public companies.

Independence of the Board

The Board shall be comprised of a majority of directors who qualify as independent directors ("Independent Directors") under the listing standards of the Nasdaq Stock Market ("Nasdaq").

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the Nasdaq listing standards or under applicable law. The Board may adopt and disclose categorical standards to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the Nasdaq listing standards or under applicable law, the director shall promptly inform the chairperson of the Nominating and Corporate Governance Committee.

Directors Who Change Their Present Job Responsibility

Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company.

An Independent Director shall notify the chairperson of the Nominating and Corporate Governance Committee promptly upon any change in such director's employment or other professional affiliations or activities. Upon receiving such notice or at any other time as appropriate based on facts and circumstances, the Nominating and Corporate Governance Committee shall review whether the change in circumstances affects the director's independence, creates a conflict of interest, or otherwise impacts the director's continued suitability for Board service. If the Committee determines that further review is warranted, the director shall tender a resignation for consideration by the Board. The Nominating and Corporate Governance Committee shall recommend to the Board whether the Board should accept such proposed resignation or request that the director continue to serve.

Retirement Age and Director Tenure

The Board does not impose a mandatory retirement age for its members. The Board values the professional experience and contributions of each director and does not consider age alone to be a determinative factor in Board composition decisions.

Notwithstanding the foregoing, any director who has reached the age of 75 shall tender a written offer of resignation to the Nominating and Corporate Governance Committee at or prior to the next annual meeting of stockholders following such director's 75th birthday. The Nominating and Corporate Governance Committee shall evaluate the offer of resignation and make a recommendation to the full Board, taking into account the director's contributions, skills, experience, and the overall needs of the Board. The Board shall then determine, in its discretion, whether to accept or decline the resignation. A director who tenders such an offer of resignation

may continue to serve until the Board acts on the matter. This process shall be repeated at each subsequent annual meeting for so long as the director remains on the Board.

Similarly, any director who has completed 15 or more years of continuous service on the Board shall tender a written offer of resignation to the Nominating and Corporate Governance Committee at or prior to the next annual meeting of stockholders following the completion of such director's 15th year of service. The Nominating and Corporate Governance Committee shall evaluate the offer of resignation and make a recommendation to the full Board, taking into account the director's contributions, skills, tenure, experience, and the overall needs of the Board. The Board shall then determine, in its discretion, whether to accept or decline the resignation. A director who tenders such an offer of resignation may continue to serve until the Board acts on the matter. This process shall be repeated at each subsequent annual meeting for so long as the director remains on the Board.

In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the issue of continuing director tenure and take such steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. As part of this process, the Nominating and Corporate Governance Committee shall evaluate each director's individual performance and suitability for continued Board service prior to recommending such director for re-nomination.

IV. BOARD MEETINGS

Frequency of Meetings

There shall be four regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly. Independent Board members are also required, unless waived by the Board, to attend an annual strategic review meeting in the third or fourth quarter of a given year.

Selection of Agenda Items for Board Meetings

The Chairman of the Board and the Lead Independent Director, as applicable, in consultation with the Chief Executive Officer, shall annually prepare a "Master Agenda."[1] This Master Agenda shall set forth a general agenda of items to be considered by the Board during the year. Thereafter, the Chairman of the Board and Lead Independent Director, in consultation with the Chief Executive Officer, shall prepare the agenda for each Board meeting, including applicable items from the Master Agenda as well as items not contemplated during the preparation of the annual Master Agenda.

Each Board member shall be free to suggest inclusion of items on the agenda as well as free to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

[1] **Note to Company**: Please confirm this practice remains in effect.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

Separate Sessions of Non-Management Directors

In general, the non-management directors of the Company shall meet in executive session without management at each regularly scheduled Board meeting. The Chairman of the Board, if an Independent Director, or the Lead Independent Director shall preside at such executive sessions, or in such director's absence, another Independent Director designated by the Chairman of the Board or the Lead Independent Director, as applicable, shall preside at such executive sessions.

In the event that the non-management directors include directors who are not independent under Nasdaq listing standards, the Company should, at least once a year, schedule an executive session including only Independent Directors.

V. BOARD ACCESS

Strategic Direction of the Company

The Board does not seek to manage the day-to-day operations of the Company, which is the responsibility of management under the direction of the CEO. It is management's job to formalize, propose and implement strategic decisions and the Board's role generally is to serve in an oversight role with respect to strategic direction, contributing to discussions on strategic direction, and evaluation and oversight of strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and other Board members. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings or other Board functions when appropriate.

Board Access to Management

Board members shall coordinate access to the Company's management through the Chief Executive Officer or the Corporate Secretary and Board members will use judgment to assure that this access is not distracting to the business operation of the Company. Board members shall have access, as appropriate, to the Company's outside advisers and shall coordinate such access through the Chief Executive Officer or the Corporate Secretary.

Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the

Board which involve management; (ii) make presentations to the Board on matters which involve management; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

VI. BOARD COMPENSATION AND SELF-EVALUATION

Board Compensation

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Compensation Committee, in conjunction with an evaluation by an independent compensation consultant, will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be reported to the full Board for consideration.

Annual Self-Evaluation and Skillset Assessment by the Board

The Nominating and Corporate Governance Committee will coordinate an annual self-evaluation and skillset assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation and skillset assessment process in evaluating and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

VII. OTHER BOARD TOPICS

Board Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Board members who have not been associated with a publicly traded company previously are required to attend public company director education as selected by the Nominating and Corporate Governance Committee. Each director is expected to participate in

continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company shall pay all reasonable expenses relating to continuing director education.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Company. Directors shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

VIII. COMMITTEE MATTERS

Number and Names of Board Committees

The Company shall have three standing committees: Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Independence of Board Committees

Each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

Assignment and Rotation of Committee Members

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chairman of the Board and the Lead Independent Director, as applicable, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairperson and members to the committees on an annual basis.

The Nominating and Corporate Governance Committee shall annually review the committee assignments and shall consider the rotation of the chairperson and members with a view toward balancing the benefits derived from continuity against the benefits derived from a broad range of experience and viewpoints of the various directors.

IX. EXECUTIVE DEVELOPMENT

Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the

Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

Evaluation of Chief Executive Officer

The formal evaluation of the Chief Executive Officer shall be made in the context of the annual compensation review of the Compensation Committee, with input from the other non-employee directors, and should be communicated to the Chief Executive Officer by the Lead Independent Director and the chairperson of the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee, with input from the other non-employee directors, shall determine, including performance of the business and accomplishment of long-term strategic objectives.

Succession Planning

The Board, led by the Nominating and Corporate Governance Committee, shall plan for the succession to the position of the Chief Executive Officer. The Chief Executive Officer shall be responsible for succession planning for other senior management positions. The Board and the Chief Executive Officer shall meet virtually or in person periodically to review the Chief Executive Officer's succession plans for the executive officers of the Company.

X. REVIEW, AMENDMENT AND WAIVER OF GUIDELINES

The Nominating and Corporate Governance Committee will annually review these Corporate Governance Guidelines and propose any changes it deems appropriate to the Board for consideration. The Board may amend these Corporate Governance Guidelines, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule or regulation, and, provided further, that any such modification or waiver is appropriately disclosed.