

COMPENSATION COMMITTEE CHARTER

1 PURPOSE

The purpose of the compensation committee (the "Committee") of the Board of Directors (the "Board") of Nomad Foods Limited (the "Company") is to discharge the Board's responsibility relating to compensation of the Company's executives in accordance with applicable rules and regulations.

2 COMPOSITION

The Committee shall consist of a minimum of three directors. The members of the Committee shall be appointed and may be removed by the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. All members of the Committee shall satisfy the applicable standards for independence of the New York Stock Exchange and any other applicable regulatory authority.

3 RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

- To assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of any executive succession plans.
- To review and approve corporate goals and objectives with respect to compensation for the Company's Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors, determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the Company's Chief Executive Officer in past years.
- To determine and approve the compensation of, and awards granted to, non-CEO Company executive officers. The Committee may delegate to one or more officers of the Company the authority to make grants and awards of share rights or options to any persons other than the Chief Executive Officer under such of the Company's incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and as permitted under applicable law
- To review the Company's incentive compensation and other equity-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
- To review on a periodic basis the form and amount of director compensation and recommend such compensation to the Board for approval.

4 RESOURCES, AUTHORITY AND EVALUATION

Subject to applicable law and listing requirements, the Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have authority to retain, at the Company's expense, independent counsel and other advisors as the Committee may deem appropriate in its sole discretion to advise it with regard to any of its functions, duties, responsibilities and processes. The Committee shall have sole authority to approve related fees and retention terms, and shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such counsel or advisors.

In retaining advisors, the Committee shall take into consideration all factors relevant to the independence of such advisors including the following: (i) the provision of other services to the Company by the person that employs the advisor; (ii) the amount of fees received from the Company by the person that employs the advisor, as a percentage of the total revenue of the person that employs the advisor; (iii) the policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the advisor with a member of the Committee; (v) any share rights of the Company owned by the advisor; and (vi) any business or personal relationship of the advisor with an executive officer of the Company.

The Committee shall regularly report its actions and any recommendations to the Board.

The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board. The Committee shall conduct an annual performance evaluation of the Committee.

