

Nomad Foods Limited

Governance Guidelines and Code of Conduct

I. Membership

A. Number of Directors

The Board of Directors (the “Board”) of Nomad Foods Limited (the “Company”) may, in its sole discretion, fix the number of Directors to serve on the Board. The Board believes that, given the size of the Company and the need for diversity of views, the optimal size of the Board is at least seven Directors.

B. Independence

For purposes of determining which Directors constitute the Company’s independent Directors, the independence definitions of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”) shall be used. In general, “independent” means that the Director shall have no material relationship with the Company or any member of the senior management of the Company.

C. New Directors

The Nominating and Corporate Governance Committee has, as one of its responsibilities, the recommendation of director candidates to the full Board in accordance with the guidelines set forth in its Committee Charter.

D. Resignation Policy

i. Changes in Employment

A Director is expected to advise the Board on a timely basis of any reduction in responsibility with the Director’s then current employer, except for retirement, or of a change in employer for which such Director was engaged when most recently appointed, elected or re-elected as a Director, and in connection therewith, give notice, in writing or by electronic transmission, of such Director’s resignation effective upon the acceptance of such resignation by the Board. The Board, in its discretion, will determine whether to accept or reject such resignation. In addition, any Director who is also an officer of the Company shall submit a letter of resignation to the Board upon any termination of employment as an officer of the Company. The Board will review the circumstances relating to such officer’s termination of employment and determine whether to accept or reject such resignation.

ii. Re-election in Uncontested Elections

Each Director shall be nominated annually for election by the Company's shareholders. In an uncontested director election, any nominee for Director who receives a greater number of votes "against" his or her election than votes "for" such election shall, promptly following certification of the vote in such election, give notice, in writing or by electronic transmission, of such Director's resignation effective upon the acceptance of such resignation by the Board. The Nominating and Corporate Governance Committee will promptly consider such resignation and will recommend to the Board to accept or reject such offered resignation in light of all relevant factors including, without limitation, (i) the stated reasons why votes were cast "against" such Director; (ii) any alternatives for curing the underlying cause of the votes "against"; (iii) the tenure and qualifications of the Director; (iv) the Director's past and expected future contributions to the Company; (v) the Company's Director criteria; (vi) the Company's Governance Guidelines and Code of Conduct (of which this provision is a part); and (vii) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirement. The independent Directors of the Board, giving due consideration to the best interests of the Company and its shareholders, shall evaluate the recommendation of the Nominating and Corporate Governance Committee based on the relevant facts and circumstances and shall make a determination, within 90 days after the election, on whether to accept or reject the tendered resignation. Any Director who tenders a resignation pursuant to this provision shall not participate in the Board's determination to accept or reject the tendered resignation, which such determination to accept or reject the resignation shall be deemed, for purposes of this Paragraph D(ii), to be the decision of the Board to accept or reject the resignation. The Board will disclose publicly its determination and, if applicable, the reasons for rejecting the tendered resignation.

II. Duties and Responsibilities

The responsibility of the Board is to direct the management of the Company in the interest, and for the benefit, of the Company, the Company's shareholders and, if required by the law of the British Virgin Islands, the Company's creditors. To that end, the Board shall have the following duties and responsibilities.

- A. Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed.
- B. Reviewing, and where appropriate, approving the Company's major financial objectives, plans and actions.

- C. Reviewing, and where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements.
- D. Assessing major risk factors relating to the Company and its performance, and reviewing measures to address and mitigate such risks.
- E. Reviewing and approving a Chief Executive Officer ("CEO") succession plan at least annually, which plan should include the following elements:
 - i. Identifying and developing internal candidates;
 - ii. Developing criteria for the CEO position which reflect the Company's business strategy and using a formal assessment process to evaluate candidates;
 - iii. Non-emergency CEO succession planning beginning at least 3 years before an expected transition (with emergency succession plan being reviewed annually); and
 - iv. Reporting to shareholders at least annually on the Company's CEO succession plan.
- F. Hiring advisors to assist it in performing its duties and responsibilities on behalf of the Company. The Board shall have the express right to hire its own advisors at its sole discretion without obtaining the approval of management.
- G. Reviewing and assessing its own performance and the performance of each of its committees, in order to determine whether the Board and its committees are functioning effectively.
- H. Responding to communications from securities holders or instructing the Company to do so.

III. Meetings

A. Frequency

The Chairman of the Board shall determine the agenda, timing and length of each meeting of the Board. Directors are also entitled to suggest the inclusion of items on the agenda. The Board expects that at least four regularly scheduled meetings will be held during the year. In addition to regularly scheduled meetings, special meetings may be called by the CEO, Secretary or any Director upon appropriate notice at any time to address specific needs of the Company.

B. Confidentiality

Directors should understand and respect the need for a high level of confidentiality relating to affairs of the Company.

C. Executive Sessions

The Board's non-management directors will meet regularly in executive sessions without management. The Board shall not take formal actions at such sessions but may make recommendations to the full Board as a result of such sessions.

D. Attendance

Each Board member shall make every reasonable effort to attend all of the Board meetings and, at the very least, attend a majority of the meetings held during any fiscal year. Each Board member shall come prepared to such meetings, having reviewed in advance the meeting material.

E. Lead Independent Director

The Board shall designate one of its non-executive directors to be its lead independent director to preside over non-executive sessions and perform any duties more appropriately performed by an independent director which would otherwise be performed by the Chairman.

IV. Committees

The Board shall maintain an Audit, Compensation and Nominating and Corporate Governance Committee, each of which shall be governed by a separate charter approved by the Board.

V. Director Communication

The Company will advise any shareholders of the Company and other parties interested in communicating directly with the Chairman of the Board or with the non-management Directors that they may do so by writing to:

Chairman of the Board
Nomad Foods Limited
No. 1 New Square
Bedfont Lakes Business Park,
Feltham, Middlesex TW14 8HA

The Board has approved a process for handling correspondence received by the Company and addressed to non-management members of the Board. Under that process, the

Chairman or an officer delegated by the Chairman (“Delegated Officer”) reviews all such correspondence and maintains a log of all such correspondence and forwards to the Directors copies of all correspondence that, in the opinion of the Chairman or the Delegated Officer, deal with the functions of the Board or committees thereof or that the Chairman or Delegated Officer otherwise determine requires their attention. The Chairman or Delegated Officer may screen frivolous or unlawful communications and commercial advertisements. Directors may at any time review the log.

Concerns relating to accounting, internal controls or auditing matters should immediately be brought to the attention of the Company’s internal audit department and handled in accordance with procedures established by the Audit Committee with respect to such matters.

VI. Director Access to Management

Directors are entitled to direct access to the management and employees of the Company and to its outside counsel and auditors. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Secretary or directly by the Director. The Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board.

VII. Director Compensation

The form and amount of director compensation will be determined by the Compensation Committee and then recommended to the full Board for action.

Company employees serving as Directors do not receive additional compensation for their services as Directors. In determining compensation, the Compensation Committee will take into consideration the responsibilities of the Directors and fees being paid by other companies comparable to the Company. To encourage ownership of Company shares by Directors, a portion of director compensation may be payable in Company shares or options. In addition to such compensation, Directors shall be entitled to reimbursement for reasonable expenses incurred in attending Board and committee meetings (provided that Directors provide evidence of such expenses as may be reasonably requested by the Company).

VIII. Director Orientation and Continuing Education

The Company will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for new members of the Board for their benefit either prior to or within a reasonable period of time after their nomination or election to the Board which shall include written materials and presentations by senior management regarding the Company’s business, strategic plans and policies. The Company also provides continuing education for Directors, including presentations by senior management, visits to Company properties and facilities, and opportunities to attend relevant conferences and

seminars. The Board and the Company encourage, but do not require, Directors to participate in outside continuing education programs.

IX. Annual Performance Evaluation of Board

During the year, the Chairman of the Board will receive input on the Board's performance from Directors and will discuss the input with the full Board and oversee the full Board's review of its performance. The assessment will focus on the Board's contributions to the Company and specifically focus on areas in which the Board or management believes that the Board or any of its committees could improve. This process will also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board, with performance criteria for each committee established on the basis of its charter. The self-evaluations will be discussed with the full Board following the end of each fiscal year.

X. Code of Conduct

A. General

Directors and employees shall at all times exhibit high standards of integrity, commitment, fair dealing, and independence of thought and judgment, and shall comply with all applicable laws, rules, regulations and Company policies.

B. Representation

Directors and employees shall at all times represent the interest of the Company, the Company's shareholders and, if required by the law of the British Virgin Islands, the Company's creditors, striving to enhance and maintain the reputation of the Company by complying with all of its policies and by-laws. Directors and employees shall refrain from using the Company's property, information or position for personal gain that would serve a present or prospective corporate purpose of the Company.

C. Conflicts of Interest

Directors and employees are expected to avoid any action, position or interest that conflicts with the interest of the Company or gives the appearance of conflict. Accordingly, the Company should not enter into any paid consulting arrangements with outside Directors or their employers, without obtaining Board approval, and directors and employees should ensure any business "gifts" are made or received in compliance with law and any Company policies.

D. Company Assets; Confidentiality

Directors and employees shall at all times protect and safeguard all of the Company's assets and shall only use such assets for proper purposes in a manner

consistent with this Governance Guidelines and Code of Conduct and all other Company policies. In addition, Directors and employees shall at all times maintain the confidentiality of the Company's proprietary information, except when the Company authorizes disclosure or as required by laws, regulations or legal proceedings.

E. Share ownership; Purchases and Sales

The Board believes that the number of shares of the Company's ordinary shares owned by each Director is a personal decision, and encourages share ownership as set forth above. Directors and employees may not trade in the Company's securities while having inside information concerning the Company as set forth in the Memorandum on Insider Trading Information and Code of Practice on Dealing in Company Securities (the "Insider Trading Policy") which has been adopted by the Company. Directors and officers will comply with the Insider Trading Policy and all requirements of the SEC concerning his/her purchases and sales of Company securities.

F. Reporting Guidelines

All Directors and employees have a duty to expose wrongdoing. In the event of a Director being contacted by an employee, shareholder, customer or competitor concerning a violation of law or Company policy, the Director must report promptly the nature of the contact to the Audit Committee or the full Board to ensure proper documentation and the appropriateness of the contact. Additionally, the Board must help to ensure that such contacting employee will not be disciplined for merely reporting in good faith a suspected violation of law or Company policy. Directors must also promptly contact the Audit Committee or the full Board if the Director believes there has been a violation of this Governance Guidelines and Code of Conduct, or if he or she is aware of illegal or unethical behavior by any employee, officer, or director, or by anyone purporting to be acting on the Company's behalf.

G. Waiver

Any waiver of any provision of this Governance Guidelines and Code of Conduct must be approved by the Board.

Revised: August 2017