

Nomad Foods

Nominating and Corporate Governance Committee Charter

I. Purpose

The purpose of the nominating and corporate governance committee (the “Committee”) of the Board of Directors (the “Board”) of Nomad Foods Limited (the “Company”) is to identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders; develop and recommend to the Board a set of corporate governance principles applicable to the Company; and oversee the evaluation of the Board.

II. 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 independence requirements of the New York Stock Exchange and any other applicable regulatory authority.

III. Responsibilities

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

1. To lead the search for individuals qualified to become members of the Board, to review director nominations submitted by shareholders, and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the Company's shareholders, and who shall satisfy such other qualifications as the Board may determine from time-to-time. In evaluating nominees, the Committee shall take into consideration the following attributes, which are desirable for a member of the Board: leadership,

- independence, interpersonal skills, financial acumen, business experience, industry knowledge and diversity of viewpoints.
2. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates periodically and shall recommend additional committee members to fill vacancies as needed.
 3. To develop and recommend to the Board for its approval a set of corporate governance guidelines and to generally advise the Board on corporate governance matters. The Committee shall review the guidelines periodically and as needed and recommend changes as necessary.
 4. To oversee any self-evaluations of the Board and its committees.

IV. **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 the authority to retain, at the Company's expense, independent counsel and any 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.

The Committee shall have the authority to act, and such actions will constitute valid actions of the Committee, in the event that one or more vacancies exist on the Committee, provided that at the time of such action the Committee consists of at least one member.

The Committee shall regularly report its actions and 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.

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