

Nomad Foods

Code of Business Principles

FEATURING
**shared
values**



CLICK TO OPEN

Nomad Foods

our way
one vision, shared values

Purpose

SERVING THE WORLD WITH BETTER FOOD



our society

our employees

our business partners

our consumers



BETTER FOOD

We continually improve the taste, nutrition and sourcing of our products – year after year.

At the heart of what we all do every day is making the food we produce better; better for our consumers and better for the planet. Our focus is always on better taste and better nutrition, underpinned by the quality of our ingredients and recipes.

HOW ARE WE MAKING OUR FOOD BETTER?

- As much as **88%** of our recipes are a Healthier Meal Choice (HMC)
- By the end of 2020, **100%** of our portfolio will be free of taste enhancers, artificial flavours and artificial colourants
- **98%** of the palm oil we use is RSPO certified.

WE REMOVED THE EQUIVALENT OF 1 ELEPHANT OF SALT FROM OUR PORTFOLIO LAST YEAR



FOOD FOR ALL

Our broad portfolio of brands and products allow all consumers to enjoy great family mealtimes every day.

We make products that are at the centre of everyday family mealtimes. They are affordable, available in supermarkets across Europe and in homes 24 hours a day, ready to cook in a moment.

Our focus is on ease of use and our products can be prepared using a variety of cooking methods to suit every culture in Europe.

In the UK, for example, a perfectly balanced meal of our products costs **€7** for a family of four.



OUR FISH FINGERS ARE ENCOURAGING THE FOURTH GENERATION OF CHILDREN TO LOVE AND EAT FISH.



EATING FOR THE PLANET

With a strong presence in fish, vegetables & chicken we can - & will - lead the change to a sustainable diet.

We improve the life of our planet through the way we source and make our food and we improve the health of our consumers when they eat our food.

We know that the healthiest diets are the most environmentally sustainable.

More than **95%** of our fish and seafood is MSC or ASC certified, and more than two thirds of our vegetables are grown using sustainable farming practices. In both cases, we will achieve **100%** by **2025**.

We are committed to helping our consumers reduce red meat consumption and eat more fish, vegetables and plant protein through our brands and products. Green Cuisine, our new meat free range, is just one of the ways we're helping them embrace a flexitarian diet.



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Key Values & Principles



our society



GLOBAL OR LOCAL
ACT FAST

- We respect and protect human rights in all our operations
- We follow all international laws and regulations that apply to us
- We care about the environment and source our raw materials sustainably

our employees



GREAT PEOPLE
ENTREPRENEURIAL

- We provide a safe open and respectful work environment
- We avoid conflicts of interest
- We encourage speaking up and critical feedback
- We handle information and personal data sensibly

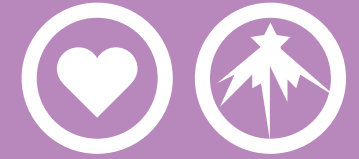
our business partners



ACCOUNTABLE
COST CONSCIOUS

- We deal openly and fairly with all our business partners
- We do not give or accept gifts or events to obtain business
- We compete fairly and transparently
- We hold all our partners to the same high standards as ourselves

our consumers



LOVE OUR BRAND
ALWAYS STRIVING

- We provide high quality products manufactured with high levels of safety and cleanliness
- We respect privacy and treat all personal data with care
- We are open and truthful in our marketing and advertising

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Stakeholders, Values & Business Principles

As Europe's leading frozen food business, **Nomad Foods** has a responsibility to the world and its people. We feel and share this responsibility throughout our supply chain and towards all of our stakeholders: We source our materials globally with respect to the environment and to human rights. We process and produce our meals to high standards of health and safety, for our consumers, customers and employees. We buy, market and sell our products and services from and to our business partners and customers with honesty, integrity and transparency. We conduct our business in line with our values, which translate into principles we apply in our global operations:



We combine our **global scale and local proximity** to consumers and customers to build on our brand heritage, innovate, develop strong retail partnerships and create fuel for growth. Wherever we operate, we follow all laws and regulations that apply to us. We respect and protect human rights in all our businesses. We care about the environment and continually strive to source our raw materials sustainably. We share this responsibility with all of our stakeholders, and empower everyone to **act quickly by deploying simple, consistent and robust ways of working.**



We inspire each other to **be the best we can be and our teams to be better than ourselves**, positively influencing the company's results and our future. We provide a safe, clean and healthy working environment for our employees. We take pride in our diverse and inclusive workplace where there is mutual trust and transparency, respect for privacy and protection of our personal data, and where everybody feels safe to speak up about anything. We avoid conflicts of interests and put the company's interest before our own. **We want people to think like entrepreneurs**, challenging the status quo while acting in the interests of the company. Our recruitment is based on fair, objective and transparent decision making and we support the continued professional development of our employees.

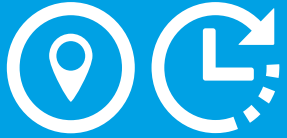


We do business honestly, with integrity and transparency. We do not offer or accept bribes, and compete openly, fairly and ethically, knowing that only honest and open business provides long-term value. We are cost conscious, we only spend to improve the performance of our business and our people, **treating the company's money as our own and making every Euro count.** We are professional in setting our budgets and follow our guidelines on gifts and hospitality. We expect everyone to **deliver these commitments** and expect the same accountability of our business partners. We will consistently enforce these standards, together with the **Nomad Foods Supplier Code of Conduct.**



We realise every day that what we do, we do for our consumers. We build **iconic brands which are trusted by consumers** and produce great tasting, nutritious food that makes consumers' lives more enjoyable. Our brands also represent our image and our reputation. Our consumers must trust that we will be truthful and clear in our advertising and marketing, fair and transparent in our pricing and respectful of our consumers' privacy and personal data. We are **always looking for additional opportunities** and are never content with "good enough".

Our Society



We operate in many countries, and source, produce, process, package and ship our goods globally. **Nomad Foods** is also listed on the New York Stock Exchange, has access to capital markets and is involved in financial transactions worldwide. Many laws and regulations apply to our business, both global and local. We abide by these laws and regulations, and respect the cultures and the people of the countries in which we do business. We uphold international Corporate Social Responsibility standards and always seek opportunities to improve, together with our business partners.

our society

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Food and the environment

Many international food regulations apply to our business – food quality assurance standards, import and export laws, local and global permits and licenses, health, hygiene and safety guidelines and procedures. Our food products are our bread and butter, and our business can only thrive to the extent that we follow all applicable food safety regulations, and, whenever or wherever necessary, do even more than the law requires.

As a food business, our activities have an impact on the environment. We realise the importance of sourcing our goods sustainably and with respect to the environment. We always seek to source, manufacture and sell our food to consumers responsibly and for the long term. Our sustainability and corporate social responsibility programme reflects our commitment and continuous search for improvement – more details can be found in our annual **Sustainability Report**.



Protecting human rights

Nomad Foods is committed to ethical trading, sourcing and procurement, which means that we uphold and live by the fundamental international standards that protect human rights. We recognise that the supply chain of food production and processing is a sector which may be vulnerable to modern slavery, particularly due to the global nature of suppliers. Together with our suppliers, **Nomad Foods'** goal is to respect and actively protect human rights.

Modern slavery and human rights abuse can take many forms: forced and child labour, sexual exploitation, debt bondage (where victims are forced to work to pay off high debts), domestic servitude and human trafficking (where people are moved across or within countries for purposes

of any kind of exploitation). **Nomad Foods** is committed to transparency in its own business and tackling any form of modern slavery or human rights abuse throughout its supply chain, consistent with international human rights and modern anti-slavery standards.

We encourage all of our employees and business partners to speak up in case of human rights violations. We will act fast and consistently in case of any human rights violations, whether in our own operations or in our supply chain, and will take whatever measures or sanctions necessary in full and open cooperation with local or global authorities.

Our Society

our society

our employees

our business partners

our consumers

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Trade Sanctions & Embargoes

The European Union (EU) and its member states, the UK, the United States of America and the United Nations impose trade sanctions and embargoes from time to time against countries, companies or individuals involved in certain illegal activity, such as drugs and weapons trade, terrorist regimes, civil wars, human rights abuse, natural resource conflicts, or financing of such illegal activity.

Trade sanctions and embargoes isolate such countries, companies and individuals from an economic and trading point of view, which helps to reduce or stop the illegal activity. Doing business with countries, companies or individuals under trade sanctions is an offence that can lead to heavy fines and even imprisonment.

Nomad Foods will carefully monitor and uphold any such trade sanctions and embargoes against countries, companies and individuals. We will screen new suppliers and customers to check whether they are subject to any international trade sanctions,

and will take appropriate action if they are. We ask all our employees, especially in Procurement, Supply Chain, Sales and Finance, to be aware of this and contact Group Legal immediately in case of any doubts or questions.

How might this apply to our business?

Imagine the following two situations:

1. Through an agent, **Nomad Foods** accidentally buys fish from a farm in a sanctioned country. While frozen food itself does not qualify as an embargoed product, if there is a general trade embargo against a country, we or any agent of ours should not do any business in that country.

2. **Nomad Foods** performs financial transactions with and through banks and financial institutions. These banks themselves have very strict requirements under international trade sanctions, to prevent financing of illegal activity. **Nomad Foods** must comply with these requirements as well.



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Preventing money laundering

Criminal activity like money laundering may not always be obvious, so it is important that we work to reduce our exposure and speak up about anything suspicious. Money laundering is a process where funds generated through criminal activity – such as terrorism, drug dealing, tax evasion, human trafficking or fraud – are moved through legitimate businesses in order to hide their criminal origin. We are committed to conducting business in a way that prevents the use of our business in this manner.

Our Procurement and Sales processes are designed to ensure that we comply with all relevant anti-money laundering, financial crime and anti-terrorism laws in the countries where we operate, and these processes must be followed for all purchases of goods and services, and for all sales.

We are vigilant and exercise good judgment when dealing with unusual customer transactions, including requests to make payment to, or receive payment from a different company than the one **Nomad Foods** is buying from or selling to. We will only conduct business with customers that are willing to provide us with proper information that allows us to determine whether the payments are appropriate.

Nomad Foods remains proactive when it comes to spotting financial transactions that might signal a problem, and requires its employees to report any activity or transaction that is outside of the norm to a manager or Group Legal.



Our Employees



At **Nomad Foods**, we have great people working together to make great products. We are committed to the health, safety, welfare and engagement of our employees. Our working environment and culture, guided by our company values, is one of mutual respect and trust. We promote inclusion and diversity and equal opportunity for all. We do not tolerate any form of harassment, discrimination or retaliation. We feel free to report and discuss any issues or incidents, whether with a colleague or manager, with HR, Group Legal or into the Safecall* reporting line. We believe in the power of open and constructive feedback, learning from each other and from our mistakes, and having an open mind to new ideas as being key drivers of our entrepreneurial and innovative approach.

* For more information on how to report issues, please turn to page 17 of the Code of Business Principles

our employees

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Health and safety

Nomad Foods takes health and safety very seriously. Our factories and sites should be a safe environment for all employees, business partners, consumers and other visitors, including those working, visiting or living nearby. We follow all national and international health and safety laws, regulations and guidelines applicable to our business. **Nomad Foods** will involve all employees in health and safety and expect all employees to embrace safe working practices and prevent personal injury. This is first and foremost a responsibility of **Nomad Foods** executives, directors and managers to our employees and visitors. It is also a duty of every **Nomad Foods** employee to take reasonable care for the health and safety of themselves and their fellow employees and visitors.

Nomad Foods will keep all employees involved in the development of a successful health and safety culture, including the appointment of employee representatives and inclusion of employees in health and safety discussions, training and consultations. Where specific local health and safety guidelines and procedures apply, all employees should be aware of and follow such guidelines and know what process to follow and who to contact if an emergency or incident occurs. If anyone is concerned that the health and safety principles, policy or local procedure is not being followed, we encourage them to share their concerns immediately.



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Inclusion and Diversity

At **Nomad Foods**, a culture of inclusion means having diverse thoughts and experience around the table. Giving everyone a voice so that together, we make better business decisions and deliver better outcomes. Our brands are focused on people and real human experiences and as a purpose-driven company focused on “Serving the World with Better Food”, we know that to stay relevant to the consumers and communities that we serve, we must attract, develop and retain the best and most diverse talent in every country and at every level. There must be no barriers to our people being able to bring their whole self to work, to give their best performance and to achieve their full potential.

Discrimination and Harassment

Nomad Foods will ensure that all employees work in an environment that promotes mutual trust and respect, where everyone is treated fairly and equally, without discrimination on the grounds of race, age, role, gender, skin colour, religion, country of origin, sexual orientation, marital status, disability, social class, political views or other characteristics protected by law.

We are committed to providing a harassment-free environment, in which we all have an opportunity to contribute at our highest potential. Harassment is behaviour that creates an offensive, intimidating, humiliating or hostile work environment that unreasonably interferes with another person's work performance. Harassment may be physical or verbal, and may be done in person or by other means (such as harassing notes or emails). Examples of harassment include unwelcome sexual advances or remarks, offensive jokes, bullying, isolating or not co-operating with a colleague, or spreading malicious or insulting rumours.



Our Employees

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Conflicts of interest

Working at **Nomad Foods** requires making business decisions in the best interests of our company. That's why we never allow personal interests to influence our business decisions. A conflict of interest arises when a personal interest can affect a business decision over which you have influence. For example, when you decide to hire a relative or friend for a **Nomad Foods** job without following the usual selection process. Or when you contract with family to provide services to **Nomad Foods**, without proper tendering. Or when we have an interest in a competitor, a business partner or a customer of **Nomad Foods**.

In situations like these, you may not be objective and the question arises whether without the personal interest you would have come to the same decision. That may damage both **Nomad Foods** and our employees.

We make business decisions in an objective and transparent manner, and always in the best interest of our business. We avoid conflicts of interest, and even the impression of a conflict of interest. When we suspect a conflict of interest, we report and discuss this immediately.

A Nomad Foods employee has a daughter that works for a major competitor as a quality control inspector. The employee has access to sales and forecasting data and future pricing. What should the Nomad Foods employee do?

The employee should report the potential conflict of interest internally. Because the daughter does not work in sales or marketing or pricing, the conflict of interest is minor but even so the employee should be reminded of his confidentiality obligations. However, if the daughter is in charge of the competitor's pricing strategy, the conflict of interest is serious. Further action must be taken to protect both the employee and the business, as well as the daughter, for example, by putting in place more robust confidentiality agreements.

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Company assets, insider trading and privacy

We are all responsible for the proper use, protection and conservation of **Nomad Foods'** assets. Think broadly of assets: It includes property, machinery, computers, phones and materials. They are the property of **Nomad Foods** and intended for business purposes only. We take care of all company assets, and take appropriate precautions against misuse, loss, theft or damage.

Company assets also include information like financial data, company know-how, intellectual property and trade secrets. We handle such information with care and common sense. That means we make sure that access to confidential, personal or sensitive information is limited to those who need it and that we share it only when necessary, and are mindful when discussing it with others. We protect digital information and follow all IT and information security guidelines and best practice.

While working at **Nomad Foods**, we may become aware of material (i.e. price sensitive) non-public information about **Nomad Foods** or other companies with whom we do business. Such "inside information" is information about a company that is not known to the general public and that a reasonable investor would consider important when deciding whether to buy, sell or hold that company's shares or securities. You must not buy or sell the securities of a company if you have knowledge of material non-public information. Doing so is a criminal offence in many countries (known as "insider trading") and is a violation of our Code. If you have any doubt about a potential securities transaction, seek guidance from Group Legal who issue and maintain the Code of Practice on dealing in **Nomad Foods** Securities. You must also not reveal any material non-public information to any other person, including to any family member or friend.

Examples of inside information include information about: a significant merger or acquisition; significant positive or negative earnings' information or volume results; gain or loss of a significant customer or supplier; pending regulatory action or significant litigation; or a change in senior management.

Play it safe! If you are not sure whether information is material or whether it is non-public, treat it as though it is, and get in touch with Group Legal before proceeding.

We respect privacy and safeguard personal data of both employees and consumers, in line with local laws and the European Union General Data Protection Regulation. We will limit use and processing of personal data to the goals we need it for, and only with explicit consent, or other legal basis. We will be critical, transparent and clear about when, how and where we use personal data. We will follow the standards of "privacy by design and default", and assess the impact of privacy when developing new product or service initiatives. We make sure we do not retain personal data any longer than we have to, and will follow all applicable data retention schedules and terms.

One of your team members is a stellar performer. You share his latest evaluation results with your colleague in Finance and copy the HR manager, as you wish to further develop this team member's career at Nomad Foods. Is that OK?

This seems in the direct interest and benefit of your team member. But evaluation results are personal data that cannot be shared directly under the **EU General Data Protection Regulation**. And while we stimulate the development of our employees and their careers at **Nomad Foods**, first check with HR and Legal and of course your team member whether it is OK to share the evaluation results.

Our Employees

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Communication

We realise that communication has become much easier, and much more frequent, because of the internet, and the explosive growth of social media and personal devices. We are able to share information, data and news faster and with more people than ever before. That's why we are careful and respectful in all of our communications, internal or external, written or spoken, digital or analogue, as the statements and comments we make can reflect on **Nomad Foods** and have an impact on our organization. We refer any requests for information from outside **Nomad Foods** to our Corporate Communications department, since only they and members of the Executive Committee can speak on behalf of **Nomad Foods** to press, investors and other outside parties.

Financial Integrity

Nomad Foods will maintain accurate, complete and timely records in relation to all aspects of our business in compliance with local laws and regulations. In particular, we will ensure we comply with all relevant financial reporting and accounting standards and regulations. Employees must only perform transactions (such as buying, selling or transferring goods or assets) for which they are authorised, ensure transactions they approve are legitimate and based on valid documentation, properly document assumptions that underpin accounting records, and co-operate fully, openly and honestly with internal and external auditors, tax authorities and other regulators.

We do not tolerate fraud of any kind, and any fraudulent activity by any employee will be subject to disciplinary action. Fraud can take many forms including falsifying expense claims, misappropriating assets, falsifying sales information or dishonestly altering or concealing company records. In particular, it is strictly prohibited to do anything to artificially inflate or shift sales or profit between reporting periods or to create or maintain undisclosed or unrecorded accounts, funds or assets.

If you hear comments like:
"Make the numbers work."
"Hold that sale until next month so we can meet next quarter's target."
"Punch my timecard for me because I am running a little late."

Stop and seek help!
If it sounds illegal or unethical, it probably is.

Our Business Partners



Nomad Foods is a Business-to-Business (B2B) company. That means that we do much of our business with and through other companies – our business partners. We source, buy, produce, process, package, distribute, market and sell through our global network of business partners. The international laws and regulations that apply to us, apply similarly to our business partners, and we must hold our partners to the same high standards as we do ourselves. The main principle is that we deal with all of our business partners openly, fairly and with integrity. This accountability applies throughout the entire food supply chain.

Business partners refers to suppliers, co-packers, distributors, dealers, wholesalers, retailers, contractors, agents, consultants or any other external party we do business with at Nomad Foods.

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No bribes or facilitation payments

Nomad Foods conducts itself fairly, honestly and lawfully in all its business dealings and relationships globally. We do not tolerate bribery, corruption or facilitation payments, and follow all anti-bribery and corruption laws and legislation, such as the US Foreign Corrupt Practices Act and the UK Bribery Act. We never accept or give anything of value that is intended to result in, or is a reward for, an unfair or improper business advantage.



What is a bribe? A bribe is anything of value offered to someone in order to obtain an unfair advantage. It could be cash, but more often it is a gift, entertainment or a special favour. This can include bottles of wine, tickets to events or electronic items, but also job or internship offers, special discounts or credits not available to others, donations or sponsorships. Whatever the form, bribes are unacceptable and illegal in most countries.

If **Nomad Foods** or its business partners are involved in bribery or corruption, it may lead to criminal and civil liability, and will seriously hurt our business and our reputation. We will therefore immediately report any suspicion of bribery or corruption.



Gifts are often seen as bribes, and even the intention to bribe may be illegal. Sometimes, a gift is presented as something good – for example, a donation to a charity in the name of another company. Or funding a playground in a city where we want to set up a new business. Just because there is a good cause behind the gift does not necessarily mean it is allowed. Stick to business and always ask yourself who is benefiting from a gift.

Our Business Partners

our business partners

OUR INGREDIENTS

No bribes or facilitation payments continued

Bribery and corruption take many forms, which are not always easy to recognise. Some general guidelines in doing business are helpful:

- Clearly document and record all payments and transactions, and make sure they are based on a solid, legal contract. If you don't understand the basis or reason for payment, ask and check further, with Legal and Finance.
- Do not accept any off-the-books transactions, secret accounts, 'work-arounds' or quick solutions, or anything that looks like a circumvention of this policy
- Be extra mindful when dealing with government officials or authorities. Gifts and hospitality to government officials are clearly forbidden in most countries. Public hospitals and retirement homes, import and export functionaries are all government officials and **Nomad Foods** may do business with them in some countries, either directly or through agents. We and our business partners should not give gifts or hospitality to government officials, as they can easily be seen as bribes.

Facilitation payments Facilitation payments are payments made to government officials or others as a personal benefit to secure or speed up the performance of a normal business transaction. For example, a customs officer asks for an extra fee to allow a food shipment to cross borders. In most countries, facilitation payments are illegal, but in some countries, such payments are considered part of business. Even if legal, facilitation payments are controversial, and may lead to bribery and corruption. That's why **Nomad Foods** as a general rule does not tolerate facilitation payments.

Political Donations and Charitable Contributions

Nomad Foods does not make donations to any political parties or candidates, or for any political purpose. However, we respect the rights of our employees to participate in political activities and to determine their individual political views and preferences. Employees should only conduct such activities outside of working hours and not use **Nomad Foods** resources or claim to represent **Nomad Foods** in any way.

We encourage our local businesses and employees to engage in their local communities and support charitable causes. For all work related charitable donations, you should obtain the approval of your function lead, make sure the donation is made only to a registered charity and that it complies with our Anti-Bribery and Corruption Policy.



Our Business Partners

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Use Common Sense

Nomad Foods recognises that gifts and hospitality can play a positive role in building relationships with our business partners. At the same time, gifts and hospitality can easily create the impression of bribery. We must always use caution and common sense when accepting or offering gifts and hospitality, especially when doing business with government officials who generally cannot accept anything of value. The main rule is that we can accept or offer gifts and hospitality of EUR/GBP 50 or less, and that we need authorisation for anything more. However, it really depends on the circumstances whether a gift or hospitality is appropriate. Please apply these guidelines, and always use common sense:

- **Gifts and hospitality should always be modest, appropriate to the circumstances and not more than once a year...**
For example, a nice book of EUR/GBP 20 to a retailer is fine; twenty books to all team members of the retailer is excessive and inappropriate
- **Be mindful of cultural differences and act with grace and respect...**
In some countries, gifts of EUR/ GBP 50 or even more are considered quite normal, and refusal to accept or even open the gift may be seen as impolite
- **Cash or cash equivalents, like tokens or vouchers, should not be accepted or offered as gifts...**
An exception is vouchers given to consumers of retailers, although use common sense and modesty too

- **Nomad Foods' merchandise is a good alternative to gifts and hospitality...**

Make sure it is branded with the **Nomad Foods** or local brands' logos

- **Follow the zero-based budgeting policy...**

We are cost conscious in all our business decisions, so also in our gifts and hospitality budget

- **Do not accept gifts or hospitality when they may be seen as a bribe...**

For example, stay away from gifts or hospitality just before or during any contract negotiation or tendering, or to secure new business

- **Be mindful of the recipient's own policy and practice on gifts and hospitality...**

Even if it's allowed by **Nomad Foods**, a gift might create an awkward situation if the recipient cannot accept it, like a government official

- **Nomad Foods does not accept nor offer travel and accommodation costs to an event, whether this is work-related or not...**

When a supplier invites us to visit their factory in another country, **Nomad Foods** pays for the travel and hotel. When we invite a customer, they pay for the travel and hotel

- **Limit gifts and hospitality to business relationships only...**

Family, children, partners or friends should not receive gifts and generally should not participate in events

- **When in doubt, don't accept or offer gifts or hospitality...**

Trust your judgment; if it feels wrong, it probably is wrong. Kindly decline, or ask and check internally before accepting an offering

- **Log all gifts and hospitality accepted or offered in our Gifts and Hospitality Log...**

We always promote transparency and visibility of gifts and hospitality

One of Nomad Foods agents sells Food Service on behalf of Nomad Foods to a public hospital. The holidays are near and the agent decides to give a nice bottle of wine with a note, thanking the hospital director for business done and looking forward to doing business again next year. Is that OK?

Probably not. Even though the value of the bottle of wine is not much compared to the total value of the business done with the retirement home, this gift can and will likely be seen as a bribe. Worse, the hospital director is a government official, and cannot accept any gift if the intention is to gain an unfair business advantage.

The agent is a **Nomad Foods** business partner, and we are responsible for their actions as if we ourselves had given the bottle of wine.

Gifts & Hospitality

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NOMINAL VALUE BEARING THE COMPANY LOGO

VALUE OF £/€50 OR LESS

MEALS WHERE BOTH PARTIES ARE PRESENT

PERISHABLE



REQUESTS FOR CHARITABLE CONTRIBUTIONS

MORE THAN NOMINAL VALUE

MULTIPLE GIFTS

MAY BE CONSIDERED BRIBES



INTENDED TO INFLUENCE A BUSINESS DECISION

LAVISH / HIGH VALUE GIFTS

CASH OR CASH EQUIVALENT (GIFT CARDS)

TO GOVERNMENT OFFICIALS



What to do with gifts and hospitality over EUR/ GBP 50 or exceptional situations?

Gifts:

- Direct manager must approve and log reason for exception in the Gifts and Hospitality Log

Hospitality:

- Event within country: Direct manager must approve and log reason for exception in the Gifts and Hospitality Log
- Event outside country: Manager's manager must approve and log reason for exception in the Gifts and Hospitality Log

What to do when a gift or hospitality cannot be accepted?

- o Return the gift or hospitality and kindly explain that we cannot accept it because it is not in line with **Nomad Foods** policy
- o Raffle the gift within your department
- o Donate the gift to charity, explaining to the charity that we could not accept it because it is not in line with **Nomad Foods** policy

Two important customers to Nomad Foods are interested in visiting the new Nomad Foods factory as part of a business trip. As the customers are based in another country than the factory, you offer to pay for their travel and lodging costs, also since Nomad Foods has a cheap corporate rate at a hotel near the factory. Are you allowed to do this?

No. This offer could be seen as a bribe to keep our customers' business. Just as we pay for our own travel and lodging when we visit business partners, so must customers of ours, even if we invite them to visit. A local lunch or dinner can be offered, but only if the amount remains within reasonable limits.

Competition & Pricing

our society

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our consumers

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Free enterprise and fair market competition



Nomad Foods has a leading position in many markets. That brings responsibilities that we take seriously. We support the principle of free enterprise and fair market competition as a basis for conducting our business. We follow all applicable competition laws and regulations, as they are essential to protect consumers.

Also, competition laws and regulations drive us to compete on the basis of innovation, quality and the loyalty of consumers, rather than just on price. All **Nomad Foods** employees, especially those involved in Sales, Marketing, Procurement or other commercial functions, should be familiar with applicable competition laws, and **Nomad Foods** will ensure that these employees receive appropriate training.

Competition laws can be difficult to understand. There are **two main rules** worth knowing, but please always check with Group Legal when you have any questions:

1. Anti-competitive agreements or practices

This rule prohibits any agreement or practice between two or more companies, which has the object or effect of preventing or restricting or distorting competition. If, for example, you agree with a competitor to fix prices, or to allocate customers or markets, the agreement will be prohibited and illegal.

2. Abuse of a dominant position

Companies that are market leaders may have a so-called dominant position. It is not illegal to have a dominant position, but it is illegal to abuse that position, for example, by setting the price of your products excessively high or low (to get rid of competitors). It is also illegal to discriminate between customers without a good reason – for example, refusing to do business with one customer without good reason.

Pricing

As market leader, we must always be mindful when we discuss pricing with customers or competitors. Sometimes, our biggest business partners are also our competitors – e.g., supermarkets or other retailers that carry private labels as well as **Nomad Foods** products. In our conversations with them, we are wearing 'two hats' – the hat of supplier and the hat of competitor. In our discussions with retailers, we will always only discuss the Recommended Retail Price and leave the retailer to decide the price at which it sells to consumers.

At a corporate event open to many companies and their customers, one of our business contacts who works at a retailer starts talking about the pricing of their private label products. What should you do?

Do not continue with this discussion. Pricing is sensitive commercial information. The retailer must set its prices independently, and even an informal discussion of prices can be illegal.

Accountability in Taxes & Supply Chain

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No facilitation of tax evasion

Some businesses seek to evade their responsibility to pay tax by breaking the law. As a result, it is possible that our suppliers or customers may be engaged in tax evasion. **Nomad Foods** will not facilitate this or participate in this in any way, even at the cost of our ongoing commercial relationship with that supplier or retailer.

Potential signs of tax evasion could be deviation from contractual arrangements or asking for payment to be channelled to a different jurisdiction. This may also be a sign of fraud at the supplier or customer. If in doubt, before agreeing to any change, speak to Group Tax.



We have bought fish from a supplier in Chile for many years and our contract is with a company in Chile. Our contact at the supplier asks us to pay future invoices to a company in Switzerland instead. What should you do?

This may be tax evasion. Do not agree to any changes without speaking to Group Tax, who may be able to advise on how the commercial objectives of any proposed change can be implemented legally.

Accountability in the supply chain

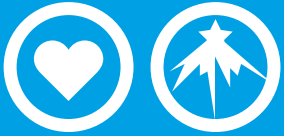
As we deal with all of our business partners openly and fairly, and without discrimination, so we hold our business partners accountable to apply the same standards, laws and regulations throughout the supply chain. When we believe that business is not being done fairly, we discuss this openly with them.

With respect to our suppliers, we maintain international food health and safety standards, and applicable laws and regulations through the **Nomad Foods** Supplier Code of Conduct.

We will enforce the Supplier Code of Conduct with all suppliers and, where necessary, help suppliers to implement the Code, and engage with them to collectively help improve quality, health and safety, as well as labour conditions, in our global food supply chain. In case of non-compliance with the Supplier Code of Conduct, **Nomad Foods** will apply the key principle of "Protect, Respect and Remedy" in line with the United Nations Guiding Principles on Business and Human Rights.



Our Consumers



Even in the Business-to-Business environment that **Nomad Foods** operates, we are in regular contact with our consumers. They love our brands, buy our products in stores and online, and contact us with questions, complaints, comments and suggestions about our products. Just as we apply high standards to ourselves and our business partners, so we must apply high standards whenever and wherever we are in contact with our consumers – whether directly or indirectly. The guiding principle here is the Golden Rule: Treat others as you would yourself. Because, in the end, we are consumers ourselves.

Quality, health and safety

Our consumers love our brands because they represent quality. We apply high standards of quality, health and safety in our factories and sites. Similarly, we make sure that these standards apply to our products and services wherever we market and sell them. We are committed to providing our consumers with high quality products, manufactured with high levels of safety and cleanliness. We welcome any questions or feedback from our consumers on the subject of quality, health and safety.

Open and honest marketing and advertising

Just as our consumers should rely on the quality of our products, they must also trust that what we say about our products is correct and transparent. We will be honest and open in all of our marketing and advertising, and not make any claims – whether on quality, health or safety – that we cannot back up. We will make sure that we do this whether we deal directly with our consumers, or through our business partners. When our consumers have any questions or complaints about our marketing and advertising, we encourage them to contact us.

our consumers

OUR INGREDIENTS



Privacy

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Protecting personal data and privacy

When we are in contact with our consumers, we learn about them – which helps us improve our products and services. But we also get to know personal information – starting with their names and addresses. They also share with us their buying behaviour. Or when they ask a question online, or download a recipe, their IP or email address. We may get sensitive information, like health-related or religious information. Sometimes, we even get personal information without us knowing it.

Most of the information we get from our consumers is personal data, meaning it's their data, not ours. We just use it to help them with the question or comment they have, or to make sure that our products end up in the right place. Just as we take privacy for our employees seriously, so we treat our consumers' personal data with due care and respect.

We will make sure that we use personal data only for the purpose that we get it for, and not any other. We will make sure we have a legal basis for using personal data, like our consumers' permission. When we ask our consumers for permission, they must clearly and explicitly give it to us. When we use their data, we will be transparent about why, when, where, how and for how long we will use it. And we will not keep their personal data any longer than we need to, and delete it when our consumers ask this.

From one of our marketing agencies, you receive a database with names and contact details of consumers who tried our famous Fish Fingers in the past and liked it. You send these consumers a mass marketing email, asking them for feedback on a new version of Fish Fingers and offering them a voucher for a free product of their choice.

Is this allowed?

*Under the **EU General Data Protection Regulation**, this kind of marketing initiative will not be allowed without prior explicit permission – or "**consent**" – of the consumer. Being an existing consumer, or receiving our regular newsletter, does not mean an automatic opt-in for new marketing or sales initiatives.*



Our Code of Business Principles And Speaking Up

All of us at **Nomad Foods** will act in line with our Code of Business Principles. In summary, that means we will do our business with honesty, integrity and openness, with respect for human rights, the environment and society, and in the interest of our employees, our business partners and our consumers. We do this because it's the right thing to do. It's good for our people, our planet and our profit.

Still, we live in an imperfect world. People make mistakes and incidents happen. With all the laws and regulations governing our behaviour and business, it isn't always easy to know what "the right thing" is. In a global food supply chain, we are dependent on many others, who can also make mistakes.



At **Nomad Foods**, we see incidents and mistakes as an opportunity to learn and improve – but we can only do so if we know about it. That's why speaking up is so important. If you see something wrong, say something. We speak up when we see or hear about an issue or incident, whether that's a violation of a law or regulation or our Code of Business Principles. But we also speak up when we disagree or wish to challenge something, at all employee levels, within or outside of our organisation. We learn from feedback, and get better. So – speak up! It doesn't matter to whom – a colleague, a manager, HR, Legal, Finance. If you like, you can speak anonymously through our Safecall reporting line (see page 22).

As an open and transparent organisation, willing to learn and improve, we care deeply about speaking up. We will make sure that we follow up on all reported incidents and, if necessary, discipline misconduct when it has occurred. We will not tolerate any retaliation against an employee reporting an incident or giving feedback in good faith, and make sure there's a safe environment for all employees to speak up.



Our Helpline



Safecall is a completely independent company that operates a confidential reporting service in multiple languages. The service is available seven days a week and 24 hours a day, and is staffed by highly skilled call handlers. Any **Nomad Foods** employee can contact Safecall by telephone or its website. You can do so anonymously if you like, and even if you make a mistake and share your name, Safecall will not pass it on.

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How does it work?

Nomad Foods employees can report any incident or suspicion of a Code of Business Principles violation to the Safecall reporting line. Once you report, the Safecall call handler will take notes and ask you questions for details. Safecall will send a written report of the incident to the **Nomad Foods** Compliance Committee, consisting of the Head of Legal, the Group Compliance Officer, the Chief People Officer and the Head of Internal Audit. This Committee will follow-up on the incident and keep the reporter of the incident informed of progress and the result of the case, also anonymously when required.



How to contact SafeCall?

[The contact telephone numbers and website details have been communicated to Nomad Foods employees]

What matters is that you speak up; to whom is less important. If you feel better about discussing the matter with a colleague or manager, please do so. If anonymity is important, contact SafeCall. If you already know there's an HR, financial or legal aspect involved, you may want to contact the appropriate function. Just make sure that **Nomad Foods** as an organization follows up on the reported matter. As long as we speak up, we learn and get better.

In Conclusion

The **Nomad Foods** Code of Business Principles contains high-level principles, guidelines and standards for how we conduct our business in general. It is a living document that may be updated from time to time as needed. For that, we welcome your input and feedback. If you have any questions or suggestions for our Code of Business Principles, please let us know. That is our way of working.

Be inspired by our Code and work each day in a way that inspires others. When something does not feel right or puts our business, colleagues or those we serve or work with at risk, report your concerns.

For more specific, rule-based guidance, please see our policies in the **Nomad Foods Policy House**. When in doubt which policy applies or if you have any questions regarding the policies, please contact Group Legal at: legal@nomadfoods.com



Nomad Foods

our way
one vision, shared values