20250122000054

Årsredovisning för

Findus Sverige Holdings AB

559027-2133

Räkenskapsåret

2023-01-01 - 2023-12-31

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Förvaltningsberättelse

Styrelsen för Findus Sverige Holdings AB, 559027-2133, med säte i Malmö, Sverige, får härmed avge årsredovisning för räkenskapsåret 2023.

Information om verksamheten

Bolagets verksamhet är att förvalta koncernbolag och därtill hörande tjänster.

De i koncernen ingående bolagen bedriver produktion och försäljning inom livsmedelssektorn till handeln, storhushåll och industri på ett flertal europeiska marknader.

Ägarförhållanden

Findus Sverige Holdings AB (559027-2133), med säte i Malmö är ett helägt dotterföretag till Nomad Foods Europe Ltd. Bolaget ingår i en koncern vars ultimata moderbolag är Nomad Foods Ltd.

Med hänvisning till Årsredovisningslagen 7:e kapitel upprättar Findus Sverige Holdings AB med dotterbolag ingen koncernredovisning för ingivande till Bolagsverket för räkenskapsåret. Årsredovisningen för Nomad Foods Ltd kommer istället att inlämnas till Bolagsverket.

Väsentliga händelser under året

Bolaget fortsatt följa även inflationsutvecklingen och hur detta kan komma påverka företagets verksamhet på kort och lång sikt.

Väsentliga händelser efter räkenskapsårets utgång

Inget väsentligt har hänt efter räkenskapsårets slut.

Utveckling av bolagets verksamhet, resultat och ställning

Belopp i tEUR

	2023	*2022*	*2021*	*2020*
Ej räntebärande skulder	115 284	91 219	89 897	74 518
Sysselsatt kapital	549 540	754 101	539 895	547 285
Soliditet %	36,4	39,8	36,9	38,5

Förändringar i eget kapital

Belopp i tEUR

2023-12-31	*Aktie-kapital*	*Fritt eget kapital*	*Summa eget kapital*
Vid årets början	308 379	-44 080	264 299
Årets resultat		-22 122	-22 122
Vid årets slut	308 379	-66 202	242 177

Förslag till disposition beträffande bolagets förlust

Styrelsen föreslår att till förfogande stående förlust:

Belopp i tEUR

Balanseras i ny räkning	-66 202
Summa	-66 202

20250122000053

Resultaträkning

Belopp i tEUR	*Not*	*2023-01-01-2023-12-31*	*2022-01-01-2022-12-31*
Resultat från finansiella poster			
Ränteintäkter och liknande resultatposter	*2*	1 793	2
Räntekostnader och liknande resultatposter	*3*	-25 738	-16 391
Resultat efter finansiella poster		-23 945	-16 389
Bokslutsdispositioner			
Koncernbidrag, erhållna		1 823	48 157
Resultat före skatt		-22 122	31 768
Skatt på årets resultat		-	-
Årets resultat		-22 122	31 768

Balansräkning

Belopp i tEUR	*Not*	*2023-12-31*	*2022-12-31*
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	*4*	614 725	614 725
Fordringar hos koncernföretag	*5*	50 099	48 157
		664 824	662 882
Summa anläggningstillgångar		664 824	662 882
SUMMA TILLGÅNGAR		664 824	662 882

20250122000056

Balansräkning

Belopp i tEUR	*Not*	*2023-12-31*	*2022-12-31*
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		308 379	308 379
		308 379	308 379
Fritt eget kapital			
Balanserat resultat		-44 080	-75 848
Årets resultat		-22 122	31 768
		-66 202	-44 080
Summa eget kapital		242 177	264 299
Långfristiga skulder			
Skulder till koncernföretag	6	422 647	398 583
		422 647	398 583
SUMMA EGET KAPITAL OCH SKULDER		664 824	662 882

Noter

Belopp i tEUR om inget annat anges

Not 1 Redovisningsprinciper

Allmänna redovisningsprinciper

Årsredovisningen upprättats med tillämpning årsredovisningslagen och Bokföringsnämndens allmänna råd BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Värderingsprinciper m m

Tillgångar, avsättningar och skulder har värderats till anskaffningsvärden om inget annat anges nedan.

Fordringar

Fordringar är redovisade till anskaffningsvärde minskat med eventuell nedskrivning.

Fordringar och skulder i utländsk valuta

Fordringar och skulder i utländsk valuta har omräknats till balansdagens kurs. Kursdifferenser på rörelsefordringar och rörelseskulder ingår i rörelseresultatet, medan differenser på finansiella fordringar och skulder redovisas bland finansiella poster.

I den mån fordringar och skulder i utländsk valuta har terminssäkrats omräknas de till terminskurs.

Skatt

Total skatt utgörs av aktuell skatt och uppskjuten skatt. Aktuella skatter värderas utifrån de skattesatser och skatteregler som gäller på balansdagen. Uppskjutna skatter värderas utifrån de skattesatser och skatteregler som är beslutade före balansdagen. Fordringar och skulder nettoredovisas endast när det finns en legal rätt till kvittning.

Skatter redovisas i resultaträkningen utom då underliggande transaktion redovisas direkt mot eget kapital varvid tillhörande skatteeffekt redovisas i eget kapital. Aktuell skatt är skatt som skall betalas eller erhållas avseende aktuellt år. Hit hör även justering av aktuell skatt hänförlig till tidigare perioder. Uppskjuten skatt beräknas enligt balansräkningsmetoden med utgångspunkt i temporära skillnader mellan redovisade och skattemassiga värden på tillgångar och skulder. Beloppen beräknas baserat på hur de temporära skillnaderna förväntas bli utjämnade och med tillämpning av de skattesatser och skatteregler som är beslutade eller aviserade per balansdagen. Temporära skillnader beaktas ej i skillnader hänförliga till andelar i dotter-och intresseföretag. Obeskattade reserver redovisas inklusive uppskjuten skatteskuld. Uppskjutna skattefordringar avseende avdragsgilla temporära skillnader och underskottsavdrag redovisas endast i den mån det är sannolikt att dessa kommer att medföra lägre skatteutbetalningar i framtiden.

Aktier och andelar i dotterföretag

Aktier och andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer. Utdelning från dotterbolag redovisas som intäkt.

Nyckeltalsdefinitioner

Soliditet
Eget kapital och obeskattade reserver (med avdrag för uppskjuten skatt) i förhållande till balansomslutningen.

Koncernuppgifter

Företaget som utgör moderföretag för en koncern med dotterföretag, upprättar ej koncernredovisning med hänvisning till reglerna i Årsredovisningslagen 7 kap. 2 §.

Findus Sverige Holdings AB (559027-2133), med säte i Malmö, är ett helägt dotterföretag till Nomad Foods Europe Ltd vars ultimata moder är Nomad Foods Ltd.

Årsredovisningen för Nomad Foods Ltd kommer att inlämnas till Bolagsverket.

20250122000057

Not 2 Ränteintäkter och liknande resultatposter

	2023-01-01-2023-12-31	*2022-01-01-2022-12-31*
Valutakursdifferenser	1 793	2
	1 793	2

Not 3 Räntekostnader och liknande resultatposter

	2023-01-01-2023-12-31	*2022-01-01-2022-12-31*
Räntekostnader, koncernföretag	-24 096	-15 313
Valutakursdifferenser	-1 642	-1 078
	-25 738	-16 391

Not 4 Andelar i koncernföretag

	2023-12-31	*2022-12-31*
Ackumulerade anskaffningsvärden		
Vid årets början	614 725	614 725
Redovisat värde vid årets slut	614 725	614 725

Specifikation av bolagets innehav av aktier och andelar i koncernföretag

			2023-12-31
Dotterföretag / Org nr / Säte	*Antal andelar*	*Andel i % i)*	*Redovisat värde*
Findus Sverige AB, 556006-4361, Malmö	850 000	100,0	614 725
			614 725

Not 5 Fordringar hos koncernföretag

	2023-12-31	*2022-12-31*
Ingående anskaffningsvärde	48 157	15 067
Tillkommande fordringar	1 823	48 157
Valutaförändring	119	-15 067
Utgående redovisat värde	50 099	48 157

Not 6 Skulder till koncernföretag

	2023-12-31	*2022-12-31*
Belopp varmed skuldposten förväntas betalas efter mer än tolv månader från balansdagen.	422 647	398 583
	422 647	398 583

Not 7 Ställda säkerheter och eventualförpliktelser

	2023-12-31	*2022-12-31*
Ställda säkerheter		
För egna skulder		
Andelar i koncerföretag	614 725	614 725
	614 725	614 725
Eventualförpliktelser	Inga	Inga

Not 8 Väsentliga händelser efter räkenskapsårets utgång

Inget väsentligt har hänt efter räkenskapsårets slut.

Underskrifter

Malmö den dag som framgår av vår elektroniska underskrift

Signed by:
Kasper Grønnegaard
084CBFFD6E134F4...
Kasper Grønnegaard
Styrelseordförande

DocuSigned by:
Alexander Friberg
787038BB4DA34FF...
Alexander Friberg
Styrelseledamot

DocuSigned by:
Ulrika Björkholm
A0D1818407C3426...
Ulrika Björkholm
Styrelseledamot

Vår revisionsberättelse har lämnats den dag som framgår av vår elektroniska underskrift

PricewaterhouseCoopers AB

Signed by:
Fredrik Aprili
47759570A3F2404...
Fredrik Aprili
Auktoriserad revisor

Ärendenummer: 9663690/2024

Findus Sverige Holdings AB
559027-2133

Fastställelseintyg

Undertecknad styrelseledamot av Findus Sverige Holdings AB intygar, dels att denna kopia av årsredovisningen överensstämmer med originalet, dels att resultat- och balansräkningen fastställts på ordinarie bolagsstämma 2024-10-25

Bolagsstämman beslöt att fastställa styrelsens förslag till vinstdisposition.

Malmö 2024-10-25

Alexander Friberg
Styrelseledamot

4/2-2025

20250205063374

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avinash.chawla@nomadfoods.com
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Kasper Grønnegaard
Kasper.Gronnegaard@nomadfoods.com
GM Nordics
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Ulrika Björkholm
ulrika.bjorkholm@se.findus.com
Security Level: Email, Account Authentication (None)

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Ulrika Björkholm
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Signed: 10/18/2024 4:25:10 PM

Fredrik Aprili
fredrik.aprili@pwc.com
Security Level: Email, Account Authentication (None)

Electronic Record and Signature Disclosure:
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Fredrik Aprili
47759570A3F2404...

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In Person Signer Events	Signature	Timestamp

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Agent Delivery Events	Status	Timestamp

Intermediary Delivery Events	Status	Timestamp

Certified Delivery Events	Status	Timestamp

Carbon Copy Events	Status	Timestamp
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Witness Events	Signature	Timestamp

Notary Events	Signature	Timestamp

Envelope Summary Events	Status	Timestamps
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Envelope Updated	Security Checked	10/18/2024 10:21:27 AM
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Certified Delivered	Security Checked	10/21/2024 2:30:52 PM
Signing Complete	Security Checked	10/22/2024 2:40:26 PM
Completed	Security Checked	10/22/2024 2:40:26 PM

Payment Events	Status	Timestamps

Electronic Record and Signature Disclosure

Revisionsberättelse

Till bolagsstämman i Findus Sverige Holdings AB, org.nr 559027-2133

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Findus Sverige Holdings AB för år 2023.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Findus Sverige Holdings ABs finansiella ställning per den 31 december 2023 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen för Findus Sverige Holdings AB.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Findus Sverige Holdings AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

En ytterligare beskrivning av vårt ansvar för revisionen av årsredovisningen finns på Revisorsinspektionens webbplats: www.revisorsinspektionen.se/revisornsansvar. Denna beskrivning är en del av revisionsberättelsen.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning för Findus Sverige Holdings AB för år 2023 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman behandlar förlusten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Findus Sverige Holdings AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation, och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

En ytterligare beskrivning av vårt ansvar för revisionen av förvaltningen finns på Revisorsinspektionens webbplats: www.revisorsinspektionen.se/revisornsansvar. Denna beskrivning är en del av revisionsberättelsen.

Malmö den dag som framgår av vår elektroniska signatur

PricewaterhouseCoopers AB

Fredrik Aprili
Auktoriserad revisor

Deltagare

ÖHRLINGS PRICEWATERHOUSECOOPERS AB 556029-6740 Sverige

Signerat med Svenskt BankID *2024-10-22 13:07:15 UTC*

Namn returnerat från Svenskt BankID: FREDRIK APRILI
Signerat med Svenskt BankID: +46 72 353 05 66

Datum

Fredrik Aprill

Senior Manager

Leveranskanal: E-post

Nomad Foods

Annual Report **2023**

Serving the World **with Better Food**



Serving the World



with Better Food

Nomad Foods

Nomad Foods is Europe's leading frozen food company. The company's portfolio of iconic brands, which includes Birds Eye, Findus, iglo, Ledo and Frikom, have been a part of consumers' meals for generations, standing for great-tasting food that is convenient, high quality and nutritious.

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Dear Fellow **Shareholders,**

Nomad Foods delivered another year of solid operational and financial results continuing its impressive track record of top-tier financial performance amongst its food peers. Notably, net sales exceeded €3 billion for the first time – roughly double our net sales at the time of our inaugural letter in 2015. We successfully navigated a volatile, complex and highly inflationary macro environment to post record sales and EBITDA, fortifying our position as the leading branded frozen foods pure-play company on the global stage.

We are proud of Nomad Foods' role leading the frozen category to deliver higher quality, more nutritious food in a convenient, sustainable and affordable form to consumers. The modern frozen food industry is celebrating its 100th year anniversary in 2024. Beginning with Clarence Birdseye's revolutionary quick-freezing technology, the frozen food category continues to align with a number of secular, long-lasting consumer trends. Given that, it is no surprise that frozen food is now a €57 billion business in Europe, growing by over €9 billion since 2021, faster than overall food sales.

At Nomad Foods, our mission of "serving the world with better food" drives everything that we do. For us "better" represents more than our products; here are a few examples:

- "Better" encompasses our dedication to better nutrition. More than 99% of our products do not use taste enhancers, artificial flavors, or artificial colours and more than 90% of our food is designated as nutritious by the UK Government Nutrient Profiling Tool, an externally-verified nutrient scoring system, which is even more relevant given increasing consumer focus and demand for minimally processed food options and recent impacts of GLP-1 drugs on food consumption.

- "Better" means more sustainable operations. 99% of our fish and seafood is sourced from sustainable fisheries and 90% of our vegetables are sourced from sustainable farms. We are committed to converting 100% of our packaging to be recyclable by 2030 and to reduce our greenhouse emissions intensity by 45% and we are well on our way to achieving these goals.

- "Better" people. Our most important asset, our people, go home every night. We are proud of our talented and hard-working team members, who continue to execute at a high level. We are investing in our people and remain committed to growing sustainably for the benefit of all of our stakeholders.

- "Better" also extends to our commitment to drive long-term value to our shareholders. It is underpinned by strong financial performance as Nomad Foods significantly outgrew food peers on net sales, EBITDA, and EPS over the last five years.

Nomad Foods' resilient business model, focused growth strategy, and portfolio of iconic brands has delivered a 7% CAGR in net sales and adjusted EBITDA and 6% CAGR in adjusted EPS over the last five years. During 2023, we repurchased approximately $185 million of ordinary shares and in February 2024, we initiated a quarterly cash dividend of $0.15 per share, a testament to the quality and resilience of our business, our solid foundation, and our confidence in our ability to generate significant cash flows and sustainable, long-term growth.

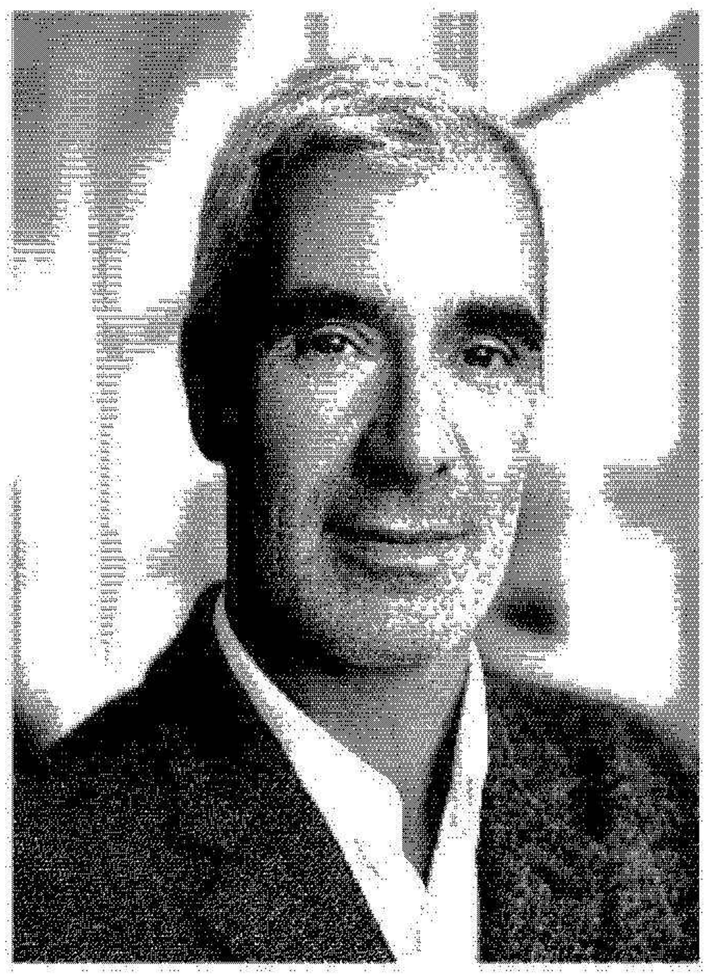
Looking ahead, we believe Nomad Foods' will continue to deliver top-tier performance. Over the long term, we expect to deliver best-in-class results: 3% to 4% organic revenue growth; 5% to 7% EBITDA growth; 7% to 9% EPS growth, and 90 to 95% cash conversion.

We look forward to reporting our progress throughout 2024.

Yours faithfully,

Sir Martin Ellis Franklin
Co-Chairman

Noam Gottesman
Co-Chairman









Dear Fellow **Shareholders,**

2023 marked a turning point for Nomad Foods as we witnessed a gradual stabilization in the macro environment after several years of unprecedented challenges. More importantly, rather than passively waiting for conditions to improve, we seized this opportunity to get better. As a result, we not only delivered on our financial commitments in 2023 but are better positioned for accelerated growth in 2024 and beyond.

It started with a commitment to preserve the long-term health and growth potential of our brands. In face of record-high inflation, we worked hard to offer better value to our consumers while raising prices to preserve our margin structure. It wasn't an easy choice but it was the right choice for our long-term growth outlook. We are now in a better position to invest in our brands, in our people, in our innovation to deliver volume and share recovery in 2024 along with higher profit and earnings growth.

A few of our key accomplishments in 2023 include:

- Organic net sales growth of 3.6%, adjusted EPS of €1.61, and adjusted cash flow conversion of 109% - all at or above our guidance. Adjusted EBITDA increased by 2% to €535 million.
- 50 basis points gross margin recovery driven by successful implementation of several pricing actions, increased focus on productivity, and revenue growth management actions to mitigate high inflation.
- Excellent supply-chain execution to de-risk our fish supplies, protect against supply shortages of key ingredients, and maintained costs discipline.
- Another year of strong cash generation with adjusted free cash flow of €300 million.
- Share buyback of nearly $185 million and quarterly cash dividend of $0.15 per share highlighting a balanced capital deployment strategy to maximize shareholder returns.
- Continued progress on our sustainability agenda as Nomad Foods was included in the annual Dow Jones Sustainability Europe Index (DJSI Europe) for the third consecutive year. The company also received a maximum score of 100 in Health & Nutrition for the fifth consecutive year.
- Successfully concluded a landmark study that could change the temperature at which frozen food is stored, leading to significant carbon emission reductions and cost savings.

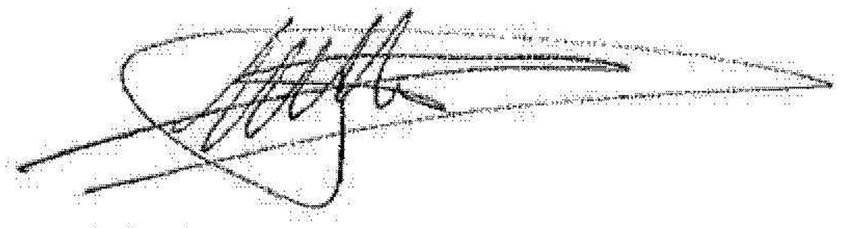
Nomad Foods has delivered uninterrupted growth since 2016 despite all the macroeconomic headwinds. We learned from these crises and are emerging stronger. As I look ahead, frozen food categories remain healthy with growing consumption, and we are positioned for accelerated growth. The consumer environment is improving and we have repositioned the organization from 22 countries into 6 clusters to capture the best of both, local and global expertise. We are strengthening our core by prioritizing our most attractive growth opportunities – our top 20 Must Win Battles – and by cross-pollinating our best ideas into markets where we already have leadership, for new, low-risk growth opportunities. We are also refocusing on innovation by building a pipeline of new products and increasing our support behind both innovation and our core.

For 2024, we expect net revenue growth of 3-4%, adjusted EBITDA growth of 4%-6%, and adjusted EPS of €1.75 to €1.80 per share. We expect cash flow conversion of 90-95%. Our retail volume trends are improving and we expect to deliver positive volume growth for the full year.

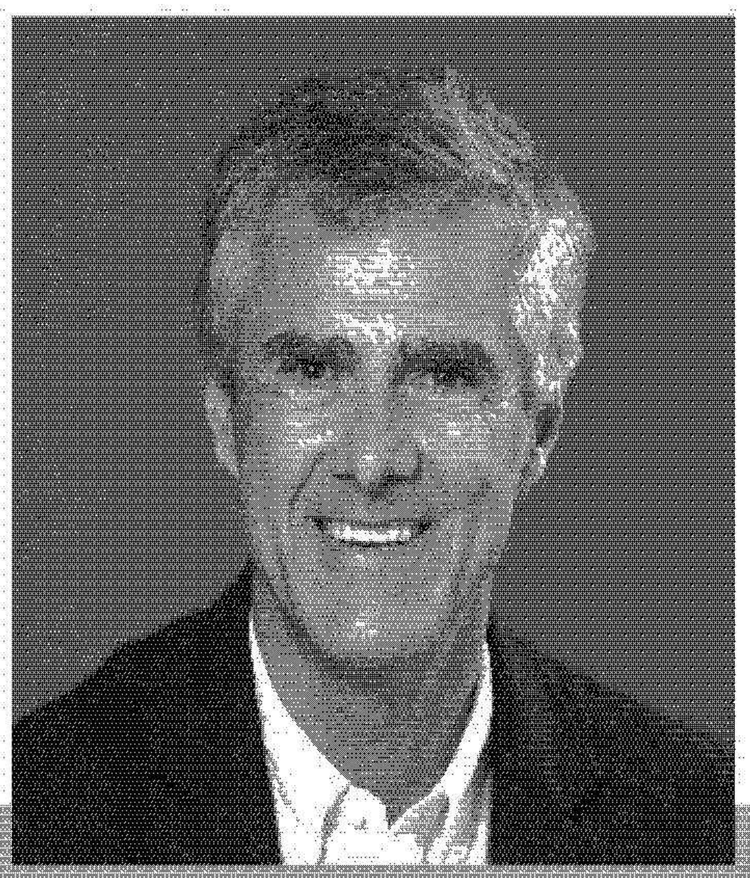
We are a resilient company with a portfolio of iconic brands, uninterrupted track-record of consistent, top-tier financial performance, and an unwavering focus on shareholder value creation. I am even more excited about what lies ahead for Nomad Foods, which is enabled by the support and dedication of our nearly 8,000 employees. I am proud of their dedication, expertise, and commitment of our team to work together to drive sustainable growth.

On behalf of everyone at Nomad Foods, I thank you for your support and I look forward to sharing our progress throughout the year.

Respectfully yours,



Stéfan Descheemaeker
CEO



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

☐ Registration Statement Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Fiscal Year Ended December 31, 2023

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

☐ Shell Company Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 001-37669

Nomad Foods Limited

(Exact Name of Registrant as Specified in Its Charter)
British Virgin Islands
(Jurisdiction of Incorporation or Organization)
No. 1 New Square
Bedfont Lakes Business Park
Feltham, Middlesex TW14 8HA, United Kingdom
(Address of Principal Executive Offices)
Samy Zekhout
No. 1 New Square
Bedfont Lakes Business Park
Feltham, Middlesex TW14 8HA
Telephone:+(44) 208 918 3200
Facsimile:+(44) 208 918 3491
(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)
Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol (s)	Name of Each Exchange on which Registered
Ordinary Shares, no par value	NOMD	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 163,167,134 Ordinary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer, accelerated filer, and emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

†The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP☐	International Financial Reporting Standards as Issued by the International Accounting Standards Board☒	Other☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

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TERMS USED IN THIS REPORT

Unless the context otherwise requires, in this annual report, the term(s) "we," "us," "our," "Company," "Nomad,", "Nomad Foods" and "our business" refer to Nomad Foods Limited and its consolidated subsidiaries.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this annual report, references to "Euro" and "€" are to the single currency adopted by participating member states of the European Union ("EU") relating to Economic and Monetary Union, references to "$", "US$" and "U.S. Dollars" are to the lawful currency of the United States of America, and references to "Pound Sterling", "Sterling" and "£" are to the lawful currency of the United Kingdom ("UK").

The historical financial information for the Company has been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") which can differ in certain significant respects from U.S. GAAP.

Unless otherwise noted, all financial information for the Company provided in this annual report is denominated in Euros.

Historical Financial Information

This annual report includes our consolidated financial statements at and as of the years ended December 31, 2023 (the "Fiscal 2023 Period") and December 31, 2022 (the "Fiscal 2022 Period") as well as selected consolidated financial information for the year ended December 31, 2021 (the "Fiscal 2021 Period").

Non-IFRS Financial Measures

In this annual report, we present certain supplemental financial measures that are not recognized by IFRS. These financial measures have not been prepared in accordance with IFRS, SEC requirements or the accounting standards of any other jurisdiction. The non-IFRS financial measures used in this annual report are Adjusted EBITDA and Adjusted EBITDA margin. For additional information on why we present non-IFRS financial measures, the limitations associated with using non-IFRS financial measures and reconciliations of our non-IFRS financial measures to the most comparable applicable IFRS measure, *see Item 5: Operating and Financial Review and Prospects*.

INDUSTRY AND MARKET DATA

We obtained the industry, market and competitive position data throughout this annual report from our own internal estimates and research as well as from industry and general publications and research, surveys and studies conducted by Euromonitor. Industry surveys and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy and completeness of the information contained in industry publications is not guaranteed. While we believe that each of these studies and publications is reliable, we have not independently verified market and industry data from third-party sources. While we believe our internal company research is reliable and the definitions of our market and industry are appropriate, neither this research nor these definitions have been verified by any independent source. Further, while we believe the market opportunity information included in this annual report is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the future performance of the industry in which we operate and our future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in *Item 3D: Key Information - Risk Factors*. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us. See *Cautionary Note Regarding Forward-Looking Statements*.

Market share data presented throughout this annual report is measured by retail sales value. The frozen food market data we refer to throughout this annual report includes the following categories: Frozen Processed Meat, Frozen Processed Seafood, Frozen Meat Substitutes, Frozen Pizza, Frozen Ready Meals, Frozen Noodles, Frozen Soup, Frozen Potatoes, Frozen Baked Goods, Processed Frozen Vegetables and Ice Cream.

TRADEMARKS

We operate under a number of trademarks, including, among others, "*Birds Eye*", "*Findus*", "*iglo*," "*Ledo*" and "*Frikom*", all of which are registered under applicable intellectual property laws. This annual report contains references to our trademarks and service marks and to those belonging to other entities. Solely for convenience, trademarks and trade names referred to in this annual report may appear without the ® or TM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent possible under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements in this annual report constitute forward-looking statements that do not directly or exclusively relate to historical facts. You should not place undue reliance on such statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as "may," "will," "should," "believe," "expect," "anticipate," "intend," "plan," "estimate" or similar expressions. Forward-looking statements included in this annual report include statements regarding:

- our beliefs and intentions regarding our strategic initiatives and their impact on the growth and profitability of our business;
- our intent to profitably grow our business through our strategic initiatives;
- our intent to seek additional acquisition opportunities in food products and our expectation regarding competition for acquisitions;
- our expectations concerning our ability to fund our liquidity requirements and to raise cash through equity and debt offerings;
- our expectations concerning our capital expenditures in 2024;
- our beliefs regarding our sales, marketing and advertising strategies, competitive strengths and ability to successfully compete in the markets in which we participate;
- our expectations concerning consumer demand for our products, our future growth opportunities, market share and sales channels, including online channels;
- our beliefs and intentions regarding the impact of key industry trends on our business, our actions in response to such trends and the resulting impact on our profitability and competitive position;
- our future operating and financial performance;
- our belief that we have sufficient spare capacity to accommodate future growth in our main product categories and to accommodate the seasonal nature of some of our products;
- our beliefs and intentions regarding our sustainability program;
- the anticipated benefits of diversifying our sources of sustainable food products and reduced exposure to Russia;
- our ability to prevent, or remediate, any future cybersecurity incidents;
- our ability to implement our remediation plan in connection with the material weakness in our internal control over financial reporting;
- our intent to rely on some of the available foreign private issuer exemptions to the New York Stock Exchange (the "NYSE") corporate governance rules; and
- the accuracy of our estimates and key judgments regarding certain tax matters and accounting valuations.

The forward-looking statements contained in this annual report are based on assumptions that we have made in light of our management's experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read and consider this annual report, you should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in these forward-looking statements.

These factors include but are not limited to:

- disruptions or inefficiencies in our operations or supply chain, including as a result of pandemics, and our ability to maintain the health and safety of our workforce;
- the duration, spread and intensity of pandemics and government responses to such pandemics;
- our ability to successfully implement our strategies and strategic initiatives and recognize the anticipated benefits of such strategic initiatives;
- the anticipated benefits from our recent acquisitions including the Fortenova Group's Frozen Food Business Group (the "Fortenova Acquisition") and the Findus Switzerland AG business ("Findus Switzerland") may take longer to realize and may cost more to achieve than expected, particularly since the Fortenova Acquisition represents entry into a new product category and new geographies;
- the loss of any of our executive officers or members of our senior management team or other key employees;
- the loss of any of our major customers or a decrease in demand for our products;
- changes in consumer preferences and our failure to anticipate and respond to such changes or to successfully develop and renovate products;
- our ability to successfully interpret and respond to key industry trends and to realize the expected benefits of our responsive actions;
- our ability to protect our brand names and trademarks;
- the commercial success of our *Green Cuisine* brand of products, including as a result of its expansion into continental Europe, and other innovations introduced to the markets, and other innovations introduced to the markets and our ability to accurately forecast the brand's performance;
- our ability to effectively compete in our markets, including the ability of our *Green Cuisine* brand to effectively penetrate the markets in continental Europe;
- our ability to commercialize sustainability and accelerate our presence in discounter stores;
- economic conditions that may affect our future performance including increases in inflation and exchange rate fluctuations;
- fluctuations in the availability of food ingredients and packaging materials that we use in our products;
- our ability to effectively mitigate factors that negatively impact our supply of raw materials;
- disruptions in our information technology systems, whether as a result of cyber attack or otherwise, supply network, manufacturing and distribution facilities or our workforce or the workforce of our suppliers;
- our ability to continue to comply with covenants and the terms of our credit instruments and our ability to obtain additional financing, as needed, to fund our liquidity requirements and capital expenditures;
- availability of debt and equity financing under favorable terms;
- increases in operating costs, including labor costs, and our ability to manage our cost structure;
- the occurrence of liabilities not covered by our insurance;
- our ability to successfully implement, and engage other stakeholders in implementing, our sustainability program;
- our ability to successfully diversify;
- our ability to identify and remediate any material weakness or significant deficiencies in our internal control over financial reporting;

- the loss of our financial arrangements with respect to receivables factoring;
- the loss of our foreign private issuer status;
- the effects of reputational damage from unsafe or poor-quality food products, particularly if such issues involve products we manufactured or distributed;
- our failure to comply with, and liabilities related to, environmental, health and safety laws and regulations; and
- changes in applicable laws or regulations.
- our ability to fund future dividend payments as approved by the Board of Directors.

These and other factors are more fully discussed in *Item 3D: Key Information - Risk Factors* and elsewhere in this annual report. These risks could cause actual results to differ materially from those implied by forward-looking statements in this annual report.

All information contained in this annual report is materially accurate and complete as of the date of this annual report. You should keep in mind, however, that any forward-looking statement made by us in this annual report, or elsewhere, speaks only as of the date on which we make it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We do not undertake any obligation to update or revise any forward-looking statements after the date of this annual report, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks and uncertainties, you should keep in mind that any event described in a forward-looking statement made in this annual report or elsewhere might not occur.

PART I

Item 1: Identity of Directors, Senior Management and Advisers

A. Directors and Senior Management

Not applicable.

B. Advisers

Not applicable.

C. Auditors

Not applicable.

Item 2: Offer Statistics and Expected Timetable

A. Offer Statistics

Not applicable.

B. Method and Expected Timetable

Not applicable.

Item 3: Key Information

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

An investment in our ordinary shares carries a significant degree of risk. You should carefully consider the following risks and other information in this annual report, including our consolidated financial statements and related notes included elsewhere in this annual report, before you decide to purchase our ordinary shares. Additional risks and uncertainties of which we are not presently aware or that we currently deem immaterial could also affect our business operations and financial condition. If any of these risks actually occur, our business, financial condition, results of operations or prospects could be materially affected. As a result, the trading price of our ordinary shares could decline, and you could lose part or all of your investment.

i. Risk Factor Summary

The risks described below include, but are not limited to, the following:

Risks Related to Our Business and Industry

- We operate in a highly competitive market.
- Sales of our products are subject to changing consumer preferences and trends.
- Our future results and competitive position are dependent on the successful development of new products and improvement of existing products.
- The ongoing conflict between Ukraine and Russia and the wider geopolitical impact of conflict could materially and adversely affect our business.
- We may not be able to increase prices to offset inflationary pressures on costs for materials or other inputs.
- Pandemics could have a material adverse impact on our business, results of operations and financial condition.
- We are exposed to macroeconomic and other trends that could adversely impact our operations in our Key Markets.
- We may not be able to source raw materials or other inputs of an acceptable type or quality.
- We rely on sales to a limited number of large food retailers.
- We may be subject to increased distribution costs or disruption of transportation services.
- Failure to protect our brand names and trademarks could materially affect our business.
- Our business is dependent on third-party suppliers.
- Health concerns or adverse developments with respect to the safety or quality of our products may damage our reputation, increase our costs of operations and decrease demand for our products.
- A failure in our cold chain could lead to unsafe food conditions and increased costs.
- Potential liabilities and costs from litigation could adversely affect our business.
- We are exposed to local business and tax risks in many different countries.
- The price of energy and other raw materials we consume in the manufacture, storage and distribution of our products are subject to volatile market conditions.
- Our supply network and manufacturing and distribution facilities could be disrupted by climate-related factors and other factors beyond our control.
- Seasonality impacts our business, and our revenue and working capital levels may vary quarter to quarter.
- We may be unable to realize the expected benefits of actions taken to align our resources, operate more efficiently and control costs.
- We may be subject to significant disruption in our workforce or the workforce of our suppliers.
- Labor shortages and higher labor costs could adversely affect our business and financial results.
- We are dependent upon key executives and highly qualified managers and we cannot assure their retention.
- Failure to adequately address current and emerging sustainability risks, including environmental, social and governance matters, could have an impact on our business.

Risks Related to Our Acquisition Strategy

- We may not be able to consummate future acquisitions or successfully integrate acquisitions into our business.
- We may be subject to antitrust regulations with respect to future acquisition opportunities.
- We may face significant competition for acquisition opportunities.
- Any due diligence by us in connection with agreed acquisitions or potential future acquisitions may not reveal all relevant considerations or liabilities of the target business.

Risks Related to Regulations

- We could incur material costs for violations of, or liabilities under applicable directives, regulations and laws.
- We are subject to complying with a variety of regulatory schemes.
- European privacy and data protection regulations could expose us to compliance risks and costs.

Risks Related to Financial Management

- We have risks related to our indebtedness, including our ability to withstand adverse business conditions and to meet our debt service obligations.
- Our variable rate indebtedness subjects us to interest rate risk.
- We are exposed to exchange rate risks.
- Changes to our payment terms with customers and suppliers may materially adversely affect our cash flows.
- Dividend payments and purchases made pursuant to announced share repurchase programs may have an impact on our cash flows and our ability to meet our debt service obligations.
- An impairment of the carrying value of goodwill or other intangible assets could negatively affect our consolidated operating results and net worth.
- We are exposed to risks in connection with our treasury and cash management activities.
- We face risks associated with certain pension obligations.
- We are exposed to risks related to our financial arrangements with respect to receivables factoring, reverse factoring and supply chain financing.
- We are a holding company whose principal source of operating cash is the income received from our subsidiaries.
- The Founders and/or the Founder Entities may in the future enter into related party transactions with us.

General Risk Factors

- We are subject to the risk of disruptions, failures or security breaches of our information technology systems.
- Changes in accounting standards and subjective assumptions, estimates and judgments by management related to accounting matters could significantly affect our financial results.
- We may incur liabilities that are not covered by insurance.
- If we fail to or are unable to maintain effective internal controls over financial reporting, the accuracy and timeliness of our financial reporting may be adversely affected.
- In connection with the preparation of our 2023 financial statements, we have identified a material weakness in our internal control over financial reporting

Risks Related to our Ordinary Shares

- Outstanding equity award grants under our LTIP could require us to issue additional ordinary shares.
- Our ordinary share price may be volatile.
- Securities or industry analysts may not or may cease publishing research reports about us.
- As a foreign private issuer, we are subject to different U.S. securities laws and NYSE governance standards.
- We may lose our foreign private issuer status in the future.
- The rights of shareholders under British Virgin Islands law differ from those under United States law.
- The laws of the British Virgin Islands provide limited protection for minority shareholders.
- British Virgin Islands companies may not be able to initiate shareholder derivative actions.
- Shareholders may experience a dilution of their percentage ownership

Risks Related to Taxation

- Changes in tax law and practice may reduce any net returns for shareholders.
- Failure to maintain our tax status may negatively affect our financial and operating results and shareholders.
- Taxation of returns from subsidiaries may reduce any net return to shareholders.
- If any dividend is declared in the future and paid in a foreign currency, U.S. holders may be taxed on a larger amount in U.S. Dollars than the U.S. Dollar amount actually received.

ii. Details of our Risk Factors

Risks Related to Our Business and Industry

We operate in a highly competitive market and our failure to compete effectively could adversely affect our results of operations.

The market for frozen food is highly competitive, and further consolidation in the industry would likely increase competition. Our competitors include retailers who promote private label products and well-established branded producers that operate on both a national and an international basis across single or multiple frozen food categories. We also face competition more generally from distributors and retailers of chilled and fresh products, baked goods and ready-made meals. We may not successfully compete with our existing competitors and new competitors may enter the market.

It is difficult to accurately predict the pricing or promotional actions of our competitors or their effect on consumer perceptions or the success of our own advertising and promotional efforts, particularly during the current period of high inflation. Our competitors develop and launch products targeted to compete directly with our products. In order to effectively compete, our products must provide higher value and/or quality than alternatives, particularly during periods of economic uncertainty and rising prices. If they do not, consumers may be more likely to purchase private label products. Our retail customers, most of which promote their own private label products, control the shelf space allocations within their stores and they may allocate more shelf space to private label products, their own branded products or to our branded competitors' products in accordance with their respective promotional or pricing strategies. Decreases in shelf space allocated to our products, increases in competitor promotional activity, aggressive marketing strategies by competitors, changes to the strategies deployed by retailers or other factors may require us to reduce our prices or invest greater amounts in advertising and promotion of our products to ensure our products remain competitive.

In addition, as high inflation continues, shoppers may move to other channels such as discounters. Discounters are supermarket retailers which offer a narrow range of food and grocery products at discounted prices and which typically focus more on non-branded rather than branded products. A continued increase in discounter sales may adversely affect the sales of our branded products. Market dynamics continue to evolve and growth rates might change by channel and over time. For example, during the COVID-19 pandemic we saw a shift in consumer behavior to online shopping. The growth in eCommerce has encouraged the entry of new competitors and business models, intensifying competition in the food industry.

Furthermore, some of our competitors may have substantially greater financial, marketing and other resources than we have. This creates competitive pressures that could cause us to lose market share or require us to lower prices, increase advertising expenditures or increase the use of discounting or promotional campaigns. These competitive factors may also restrict our ability to increase prices, including in response to commodity and other cost increases. If we are unable to continue to respond effectively to these and other competitive pressures, our customers may reduce orders of our products, may insist on prices that erode our margins or may allocate less shelf space and fewer displays for our products. These or other developments could materially and adversely affect our sales volumes and margins and result in a decrease in our operating results, which could have a material adverse effect on our business and financial condition.

Sales of our products are subject to changing consumer preferences and trends; if we do not correctly anticipate such changes, our sales and profitability may decline.

There are a number of trends in consumer preferences which have an impact on us and the frozen food industry as a whole. These include, among others, preferences for speed; convenience and ease of food preparation; value for money at a time when consumers are subject to increased inflationary pressure on household spending; natural, nutritious and well-proportioned meals; products that are sustainably sourced and produced and are otherwise environmentally friendly; and the recent trend towards meat substitutes. Concerns as to the health impacts and nutritional value of certain foods may increasingly result in food producers being encouraged or required to produce products with reduced levels of salt, sugar and fat and to eliminate trans-fatty acids and certain other ingredients, including gluten and animal products. Consumer preferences are also shaped by concern over waste reduction, the level of processing of certain products and the environmental impact of products.

The success of our business depends on both the continued appeal of our products and, given the varied backgrounds and tastes of our customer base, our ability to offer a sufficient range of products to satisfy a broad spectrum of preferences. Any shift in consumer preferences in the UK, Italy, Germany, France, Serbia or Austria (the "Key Markets", based on sales of branded goods) could have a material adverse effect on our business.

Our competitiveness depends on our ability to predict and quickly adapt to consumer preferences and trends and to exploit profitable opportunities for product development without alienating our existing consumer base or focusing excessive resources or attention on unprofitable or short-lived trends. All of these efforts require significant research and development and marketing investments. If we are unable to respond on a timely and appropriate basis to changes in demand or consumer preferences and trends, our sales volumes and margins could be materially adversely affected.

Our future results and competitive position are dependent on the successful development of new products and improvement of existing products.

We aim to introduce new products and re-launch and extend existing product lines on a timely basis in order to counteract obsolescence and decreases in sales of existing products as well as to increase overall sales of our products. The launch and success of new or modified products are inherently uncertain, especially as to the products' appeal to consumers, and there can be no assurance as to our continuing ability to develop and launch successful new products or variations of existing products. The failure to launch a product successfully can give rise to inventory write-offs and other costs, can affect consumer perception of our other products and can lead to erosion of brand equity. Market factors and the need to develop and provide modified or alternative products may also increase costs. In addition, launching new or modified products can result in cannibalization of sales of our existing products if consumers purchase the new product in place of our existing products. If we are unsuccessful in developing new products in response to changing consumer demands or preferences in an efficient and economical manner, or if our competitors respond more effectively than we do, demand for our products may decrease, which could materially and adversely affect our business, financial condition and results of operations.

The ongoing conflict between Ukraine and Russia and the wider geopolitical impact of conflict could materially and adversely affect our business.

On February 24, 2022, Russian forces invaded Ukraine. While we do not have any direct operations or sales in either Russia or Ukraine, these countries are responsible for the supply of many commonly used raw materials and resources used in, or in the manufacturing of products such as ours, including, but not limited to some species of fish, wheat and energy. The ongoing conflict in the Ukraine, and the imposition of economic sanctions and additional tariffs could result in considerable reductions in the availability or increase the cost of such raw materials and resources. In particular, both before and following the invasion, the U.S., the EU and the UK have imposed economic sanctions and tariffs on Russia. It is not clear to what extent such sanctions and tariffs could continue to proliferate and increase, what raw materials and resources may be affected, nor for how long they will be in place. Our inability, and the inability of our suppliers, to source certain raw materials, particularly fish, and provide certain products to customers and consumers could materially and adversely affect our business. In addition, sanctions and tariffs are intended to and will have an impact on international trade and the global economy. Further steps that might be taken in response to the crisis and their consequences are unknown but could include further sanctions, tariffs, embargoes, regional instability, adverse effects on macroeconomic conditions and adverse effects on exchange rates and financial markets.

Should there be additional sanctions, tariffs or restrictions on the supply of fish from Russian waters that impact our supply chain or specific products, it would not be possible to replace entirely the required volumes of MSC certified fish in the short-to-medium term. Furthermore, should there be a reduction in availability we may also face higher costs for the raw materials and resources available. In anticipation of that possibility, we are continually seeking clarity from governments on the issue and diversifying our supply sources for raw materials and resources. For example, we are continuing the diversification of our fish supply by looking into alternative species, geographies and product formats. However, these efforts are subject to negotiation of acceptable contractual terms, availability of alternative species at comparable prices and the conformity of any alternatives to our standards. Where additional sanctions or tariffs are being considered, we are asking for a realistic transition period. There is no guarantee that any such transition period will be provided.

Our factories in Europe use energy for which a proportion is sourced from Russia. If sanctions, tariffs or restrictions were to be implemented by Russia or the EU on the use of such resources this could materially and adversely affect our business.

Additionally, the invasion of Ukraine by Russian forces and the impact of wider geopolitical conflicts could impact many of the other risk factors listed in these Risk Factors. In particular, but not limited to, the conflicts could have an effect on our profitability, fluctuations on our future borrowings, fluctuations on the foreign currency market, the cost of borrowings, the prevailing rate of inflation, the creditworthiness of our customers and our suppliers, the laws and regulations affecting our business and the carrying value of goodwill and other assets in our business. To the extent conflicts are ongoing, the potential for related sanctions, potential government actions and economic impact remain

uncertain. At this time it is not possible to predict the extent or nature of these impacts on our business although we expect the current conflicts to continue for some time. Any change or movement in any of the elements listed in this section could materially and adversely affect our business.

We may not be able to increase prices to fully offset inflationary pressures on costs for materials or other inputs.

Our ability to pass through increases in the prices of raw materials, energy, packaging or freight and logistics costs to our customers depends, among others, on prevailing competitive conditions and pricing methods in the markets in which we operate, and we may not be able to pass through such price increases to our customers. Even if we are able to pass through increases in prices, there is typically a time lag between cost increases impacting our business and implementation of product price increases during which time our profit margin may be negatively impacted. Recovery of cost inflation, driven by both commodity cost increases or changes in the foreign exchange rate of the currency the commodity is denominated in, can also lead to disparities in retailers' shelf-prices between different brands and private label products which can result in a competitive disadvantage and volume decline. During our negotiations to increase our prices to recover cost increases, customers may take actions which exacerbate the impact of such cost increases, for example by ceasing to offer our products or deferring orders until negotiations have ended. Our inability to pass through price increases in raw materials, energy, packaging or freight and logistics and preserve our profit margins in the future could materially adversely affect our business, financial condition and results of operations.

Pandemics and other contagious outbreaks and government actions in response, could have a material adverse impact on our business, results of operations and financial condition.

The ultimate impact that a pandemic, such as COVID-19, or other contagious outbreaks will have on our business, results of operations and financial condition is uncertain. Restrictions, as well as prevention and mitigation measures, that may arise as a result of pandemic or contagious outbreak may have an adverse impact on global economic conditions.

We operate production space in facilities across Europe. We could, in the future, be forced to close our facilities or reduce operations due to government responses to any pandemic or employee illness or health concerns, including as a result of sustained periods of employees working from home. If a significant percentage of our workforce is unable to work, including because of illness or travel or government restrictions in connection with any pandemic or contagious outbreak, or if we are required to shut down one or more of our facilities, this could have a material adverse effect on our revenue, operations and results of operations.

The extent of a pandemic's effect on our operational and financial performance will depend on many factors, including the duration, spread, seasonality and intensity of further outbreaks, the emergence of new variants, the availability and effectiveness of vaccines and government responses to the pandemic (including any further lockdowns, mandatory social distancing or other restrictive measures), all of which are uncertain and difficult to predict. If a pandemic evolves in such a way that its effects are similar to the COVID-19 pandemic, the disease could exacerbate other risks we face, and also have a material adverse effect on our business, results of operations, financial condition and cash flows and adversely impact the trading price of our ordinary shares. Examples of trends which we saw as a result of COVID-19 restrictions included, supply chain pressures and delays as a result of localized lockdowns in China, increases in the cost of energy and raw materials, shortage of labor across Europe, and shortages of commercial truck drivers. A substantial supply of our fish is processed in China, and as such, any lockdowns or other incidents in China could have a material impact on our business if they increase or continue for a longer period than anticipated.

We are exposed to macroeconomic and other trends that could adversely impact our operations in our Key Markets.

We conduct operations in our Key Markets from which approximately 69% of our revenue was generated during the year ended December 31, 2023. We are particularly influenced by economic developments and changes in consumer habits in those countries.

The geographic markets in which we compete have been affected by negative macroeconomic trends which have affected consumer confidence. For example, inflation and resulting increases in the cost of living have created political and economic uncertainty both in the UK and the other geographies in which we operate. Additionally, the continuing conflict in Ukraine and wider geopolitical conflict will also affect different geographies in different ways. A deterioration in economic conditions could result in increased inflationary pressure, increased raw material and energy cost, increased unemployment rates, increased short and long-term interest rates, consumer and commercial bankruptcy filings, a decline in the strength of national and local economies, and other results that negatively impact household incomes. This can result in changes to consumers' purchasing habits, for example by purchasing more promoted

products, purchasing cheaper private label products instead of equivalent branded products, switching to cheaper proteins and switching to discounter stores. Such macroeconomic trends could, among other things, negatively impact global demand for branded and premium food products, which could result in a reduction of sales or pressure on margins of our branded products or cause an increasing transfer to lower priced product categories.

We may not be able to source raw materials or other inputs of an acceptable type or quality.

We use significant quantities of food ingredients and packaging materials and are therefore vulnerable to fluctuations in the availability and price of such food ingredients, packaging materials and other supplies. In particular, raw materials have historically represented a significant portion of our cost of sales, and accordingly, adverse changes in raw material prices have in the past and may in the future, negatively impact our results of operations.

Specifically, the availability and the price of fish, vegetables and other agricultural commodities, including poultry and meat, can be volatile. The current conflict in Ukraine is also causing continuous changes in the global supply chain with fish, poultry, energy, fuel, edible oils, wheat, vegetables and packaging materials affected among others. We are also affected by the availability of quality raw materials, most notably fish, which can be impacted by the fishing and agricultural policies of the UK, US, European Union and other countries including national or international quotas that can limit the volume of raw materials.

General economic conditions, economic sanctions or tariffs, whether due to regional conflict or otherwise, unanticipated demand, problems in manufacturing or distribution, natural disasters, pandemics, weather conditions during the growing and harvesting seasons, farmers choosing to grow different crops due to changing economic conditions and commodity prices, plant, fish and livestock diseases, the availability of sustainably sourced raw materials, or national or international quarantines can all also adversely affect availability and prices of commodities and transportation costs in the long and short term.

While we attempt to negotiate fixed prices for certain materials with our suppliers for periods ranging from one month to a full year, we cannot guarantee that our strategy will be successful in managing input costs if prices increase for extended periods of time. Additionally, by entering fixed price agreements we may potentially be limiting our ability to benefit from possible price decreases. Moreover, there is no market for hedging against price volatility for certain raw materials and accordingly such materials are bought at the spot rate in the market.

Our ability to avoid the adverse effects of a pronounced, sustained price increase in raw materials is limited. Any increases in prices or scarcity of ingredients or packaging materials required for our products could increase our costs and disrupt our operations. If the availability of any of our inputs is constrained for any reason, we may not be able to obtain sufficient supplies or supplies of a suitable quality on favorable terms or at all. Such shortages could materially adversely affect our market share, business, financial condition and results of operations.

Lastly, activist groups have in the past, and may in the future, use pressure tactics to influence our decisions regarding commodities, raw materials and supply chains based on their stances regarding, for example, inhumane treatment of animals, human right abuses and deforestation by our suppliers. These groups may be able to coordinate their actions with other groups, threaten strikes or boycotts or enlist the support of well-known persons or organizations in order to increase the pressure on us to achieve their stated aims. In the future, these actions or the threat of these actions may force us to change our business practices or pricing policies, which may have a material adverse effect on our business, results of operations and financial condition.

We rely on sales to a limited number of large food retailers and should they perform poorly or the buying power of these large retailers increase, our business could be adversely affected.

Our retail customers include supermarkets and large chain food retailers. Throughout our markets, the food retail segments are highly concentrated. For the year ended December 31, 2023, our top 10 retail customers accounted for 32% of revenue. In recent years, the major multiple (multi-channel) retailers in Key Markets have increased their share of the grocery market and price competition between retailers has intensified. The strength of the major multiple retailers' bargaining position gives them significant leverage over their suppliers in negotiating pricing, product specification and the level of supplier participation in promotional campaigns and offers, which can reduce our margins. International alliances among retailers continue to become stronger, and the trend for consolidation in Europe at a local level and across borders is ongoing. Further consolidation among the major multiple retailers or disproportionate growth in relation to their competitors could increase their relative negotiating power and allow them to force a negative shift in our trade terms. Our results of operations could also be adversely affected if these retailers suffer a significant deterioration in sales performance, if we are required to reduce our prices or increase our promotional spending activity as a

consequence, if we lose business from a major retail customer or if our relationship with a major retail customer deteriorates.

Our retail customers also offer private label products that compete directly with our products for retail shelf space and consumer purchases. Private label products typically have higher margins for retailers than other branded products. Accordingly, there is a risk that our retail customers may give higher priority to private label products, retailer owned brands or the branded products of our competitors as a result of a change in pricing strategy or a change in economic conditions which would adversely affect sales of our products. Our major multiple retail customers are also expanding into non-food product lines in their stores, thereby exerting pressure on available shelf space for other categories including our products. We may be unable to adequately respond to these trends and, as a result, the volume of our sales may decrease, or we may need to lower the prices of our products.

As is typical in our industry, sales to our retail customers in our markets are made on a daily demand basis. We generally do not have long-term contractual commitments to supply such customers and must renegotiate supply and pricing terms of our products on a regular basis. Customarily, trade terms are renegotiated annually or more frequently in periods of high inflation or deflation. It is not always the case that our retail customers accept more frequent negotiations of price increases or decreases nor the amount of them. In addition, ad hoc changes are often made on an informal basis, such as by email, to reflect discounts and promotional arrangements. Amounts paid can be subject to end of period reconciliations to reflect these informal arrangements. In some cases, our retail customers seek to claim reimbursement for informal discount arrangements going back multiple periods. In addition, we do not have written contractual arrangements with a number of our other retail customers. Most of our retail customer relationships or arrangements could be terminated or renegotiated at any time and, in some cases, without reasonable notice.

Our business is subject to the risks of non-payment and non-performance by our retail customers. We manage our exposure to credit risk through credit analysis and monitoring procedures, and sometimes use letters of credit, prepayments and guarantees. However, these procedures and policies cannot fully eliminate retail customer credit risk, and to the extent our policies and procedures prove to be inadequate, it could negatively affect our financial condition and results of operations. In addition, some of our retail customers may be highly leveraged and subject to their own operating and regulatory risks and, even if our credit review and analysis mechanisms work properly, we may experience financial losses in our dealings with such parties. Any future financial market disruptions or tightening of the credit markets could result in some of our retail customers experiencing a significant decline in profits and/or reduced liquidity. A significant adverse change in the financial position of a retail customer could require us to assume greater credit risk relating to that retail customer and could limit our ability to collect receivables. We do not maintain credit insurance to insure against retail customer credit risk.

Any of the above risk factors in relation to our retail customers could have a material adverse effect on our business, financial condition and results of operations.

We may be subject to increased distribution costs or disruption of transportation services.

We are dependent on third parties for almost all of our transportation and distribution requirements and distribution costs have historically fluctuated significantly over time. Increases in such costs could result in reduced profits. In addition, certain factors affecting distribution costs are controlled by our third-party carriers. To the extent that the market price for fuel or freight or the number or availability of carriers fluctuates, our distribution costs could be affected. Furthermore, temporary or long-term disruption of transportation services due to weather-related problems, pandemic related impacts, increased energy and fuel costs as a result of conflict, strikes or other events could impair our ability to supply products affordably and in a timely manner or at all. Failure to receive our raw materials or to deliver our food products promptly could also result in inventory spoilage. These factors could impact our commercial reputation and result in our customers reducing their orders or ceasing to order our products. We require the use of refrigerated vehicles to ship our products and such distribution costs represent an important element of our cost structure. If we change the transportation services we use, we could face logistical difficulties that could delay deliveries, and we could incur costs and expend resources in connection with such change. Any increases in the cost of transportation, energy or fuel, and any disruption in transportation, including the availability of suitable transportation (including the availability of suitable

refrigerated transport, freight containers or lorry drivers), could have a material adverse effect on our business, financial condition and results of operations.

Failure to protect our brand names and trademarks could materially affect our business.

Our principal brand names and trademarks (including but not limited to *Birds Eye*, *iglo*, *Findus*, *Aunt Bessie's*, *Goodfella's*, *Ledo* and *Frikom*) are key assets of our business and our success depends upon our ability to protect our intellectual property rights. We rely upon trademark and other intellectual property laws to establish and protect our intellectual property rights but cannot be certain that the actions we have taken or will take in the future will be adequate to prevent violation of our proprietary rights. Litigation may be necessary to enforce our trademark or proprietary rights. In addition, the Birds Eye brand, which we use in the UK, is used by other producers in the United States and Australia. Even though the brands have different logos, adverse publicity from such other markets may negatively impact the perception of our brands in our respective markets. Adverse publicity, legal action or other factors could lead to substantial erosion in the value of our brands, which could lead to decreased consumer demand and could have a material adverse effect on our business, financial condition and results of operations.

There is also a risk that other parties may have intellectual property rights covering some of our brands, products or technology. If any third parties bring a claim of intellectual property infringement against us, we may be subject to costly and time-consuming litigation, diverting the attention of management and our employees. If we are unsuccessful in defending against such claims, we may be subject to, among other things, significant damages, injunctions against development and sale of certain products, or we may be required to enter into costly licensing agreements, any of which could have an adverse impact on our business, financial condition, and results of operations.

Our business is dependent on third-party suppliers.

We outsource some of our business functions to third-party suppliers, such as the processing and supply of certain vegetables and other products, the manufacturing of certain products and packaging materials and distribution of our products. Our suppliers are subject to their own operational, sustainability and financial risks, which are out of our control. Our suppliers may fail to meet timelines or contractual obligations or fail to provide us with sufficient products or services, which may adversely affect our business. For example, if a third-party supplier is impacted by increased costs or unavailability of energy and raw materials as a result of the conflict in Ukraine, is prevented from supplying as a result of changes in the international sanctions or customs regimes, or fails to take adequate steps to operate their business sustainably with respect to environmental or social issues, this could negatively affect the price and availability of our ingredients, products and/or packaging materials and may adversely impact our supply chain, operations and corporate reputation. Moreover, there may be delays or shortages in procuring alternative suppliers, co-manufacturing capacity, or distribution capability.

Certain of our contracts with key suppliers, such as for the raw materials we use in our products, are short term, can be terminated by the supplier upon giving notice within a certain period and restrict us from using other suppliers. Also, a number of our supply contracts, including for fish and vegetables, may be terminated by the supplier upon a change in our ownership. Failure to appropriately structure or adequately manage our agreements with third parties may adversely affect our supply of raw materials or our supply of products to our customers. We are also subject to credit risk with respect to our third-party suppliers. If any such suppliers become insolvent, an appointed trustee could potentially ignore the service contracts we have in place with such party, resulting in increased charges or the termination of the service contracts. We may not be able to replace a service provider within a reasonable period of time, on as favorable terms or without disruption to our operations.

Any adverse changes to our relationships with third-party suppliers could have a material adverse effect on our image, brand and reputation, as well as on our business, financial condition and results of operations.

In addition, to the extent that our creditworthiness is impaired, or general economic conditions decline, certain of our key suppliers may demand different or onerous payment terms that could materially adversely affect our working capital position, or such suppliers may refuse to continue to supply to us or seek to re-negotiate the contracts they have with us. A number of our key suppliers have taken out trade credit insurance on our ability to pay them. To the extent that such trade credit insurance becomes unobtainable or more expensive due to market conditions, we may face adverse changes to payment terms by our key suppliers or they may refuse to continue to supply us.

Health concerns or adverse developments with respect to the safety or quality of products of the food industry may damage our reputation, increase our costs of operations and decrease demand for our products.

Food safety and the public's perception that our products are safe and healthy are essential to our image and business. We sell food products for human consumption, which subjects us to safety risks such as product contamination, spoilage, misbranding or product tampering. Product contamination, including the presence of foreign objects, undeclared allergens, substances, chemicals or other agents or residues or the introduction of genetically modified organisms, could require product withdrawals or recalls or the destruction of inventory, and could result in negative publicity, reputational harm, temporary plant closures and substantial costs of compliance or remediation. We may also be impacted by publicity concerning any assertion that our products caused illness, injury or death. In addition, we could be subject to claims or lawsuits relating to an actual or alleged illness stemming from product contamination or any other incidents that compromise the safety and quality of our products. Any significant lawsuit or widespread product recall or other events leading to the loss of consumer confidence in the safety and quality of our products could damage our brand, reputation and image and negatively impact our sales, profitability and prospects for growth.

We could also be adversely affected if consumers lose confidence in the safety and quality of certain food products or ingredients, the sustainability credentials of certain products or ingredients, for example, palm oil or soy, the frozen category or the food safety system generally. If another company recalls or experiences negative publicity related to a product in a category in which we compete, consumers might reduce their overall consumption of products in this category or confuse our products with those of such company. Adverse publicity about these types of concerns, whether valid or not, may discourage consumers from buying our products or cause production and delivery disruptions. In addition, product recalls are difficult to foresee and prepare for and, in the event we are required to recall one or more of our products, such recall may result in loss of sales due to unavailability of our products and may take up a significant amount of our management's time and attention. We cannot guarantee that our efforts to monitor food safety risks and such efforts of our suppliers will be successful or that such risks will not materialize. In addition, we cannot guarantee that our efforts, through contractual relationships and regular inspections, to control the risk of contamination caused by third parties, including in relation to the several manufacturing and distribution processes we outsource, will be successful or that contamination of our products by third parties will not materialize and have a material adverse effect on our business, financial condition and results of operations.

We are also subject to further risks affecting the food industry generally, including risks posed by widespread contamination and evolving nutritional, environmental/sustainability, animal welfare, social and health-related concerns. For example, we could be affected by overfishing in the seafood supply chain which poses a risk to current and future fish stocks, ecosystems, and communities. Further damage is being done by careless fishing practices, including avoidable by-catch of non-target species and fishing equipment left in the ocean (known as Ghost Gear), which is a significant contributor to plastic pollution. Seafood supply chains are also at risk of a range of human rights abuses, including modern slavery. Overfishing risks are compounded by the negative consequences of climate change, including ocean heating and acidification. All or any of these factors could give rise to a negative perception of the seafood supply chain and lead to reduced sales, higher prices and consumers choosing alternative products. Regulatory authorities may limit the supply of or place prohibitive charges on certain types of food products in response to public health concerns and consumers may perceive certain products to be unsafe, unsustainable, unhealthy or otherwise undesirable. In addition, governmental regulations may require us to discontinue certain offerings or limit the range of products we offer, for example by limiting the amount of certain nutrients in our products as is currently the case with regard to High in Fat, Salt and Sugar ("HFSS") nutrients in the UK. We may be unable to find substitutes that are as appealing to our customer base, or such substitutes may not be widely available or may be available only at increased costs. Such substitutions or limitations could also reduce demand for our products.

We could also be subject to claims or lawsuits relating to an actual or alleged illness or injury or death stemming from the consumption of a misbranded, altered, contaminated or spoiled product, even where such misbranding, alteration, contamination or spoilage is out of our control, which could negatively affect our reputation and business. Awards of damages, settlement amounts and fees and expenses resulting from such claims and the public relations implications of any such claims could be significant and have an adverse effect on our business. The availability and price of insurance to cover claims for damages are subject to market forces that we do not control, and such insurance may not cover all the costs of such claims and would not cover damage to our reputation. Even if product liability claims against us are not successful or fully pursued, these claims could be costly and time consuming, increase our insurance premiums and divert our management's time and resources towards defending them rather than operating our business. In addition, any adverse publicity concerning such claims, even if unfounded, could cause customers to lose confidence in the safety and quality of our products and damage our reputation and brand image.

A failure in our cold chain could lead to unsafe food conditions and increased costs.

"Cold chain" requirements setting out the temperatures at which our ingredients and products are stored are established both by statute and by us to help guarantee the safety of our food products. The cold chain is maintained from the moment the ingredients arrive at, or are frozen by, our suppliers, through our manufacturing and transportation of products and ultimately to the time of sale in retail stores. These standards ensure the quality, freshness and safety of our products. A failure in the cold chain could lead to wastage, increased costs, food contamination, risks to the health of consumers, fines and damage to our brands and reputation, each of which could have a material adverse effect on our business, financial condition and results of operations.

Potential liabilities and costs from litigation could adversely affect our business.

We are subject to litigation, arbitration and regulatory proceedings, audits and investigations from time to time. There is no guarantee that we will be successful in defending ourselves in civil, criminal or regulatory actions, including under general, commercial, employment, intellectual property, food quality and safety, anti-trust and trade, tax, advertising and claims, and environmental laws and regulations, or in asserting our rights under various new and existing laws and regulations. For example, we could face allegations of false, misleading or deceptive advertising, claims or marketing, allegations or investigations of anti-competitive practices or other criticisms which could result in litigation, arbitration or regulatory proceedings and result in potential liabilities or costs which may be significant and/or may damage our reputation. In addition, the defense of these lawsuits may divert our management's attention from other business matters. The costs and other effects of potential and pending litigation and administrative actions against us, and new legal requirements, cannot be determined with certainty and may differ from expectations and may have a material adverse effect on our reputation, business, financial condition and results of operations.

We are exposed to local business and tax risks in many different countries.

Our business is subject to risks resulting from differing legal, political, social and regulatory requirements, economic conditions and unforeseeable developments in our markets, all or any of which could result in disruption of our activities. These risks include, among others, political instability, differing economic cycles, tariffs, duties and adverse economic conditions, changes in regulatory and legislative environments, currency exchange rate fluctuations, inability to collect payments or seek recourse under or comply with ambiguous or vague commercial or other laws, changes in distribution and supply channels, foreign exchange controls and restrictions on repatriation of funds, and difficulties in attracting and retaining qualified management and employees. Our overall success in the markets in which we operate depends, to a considerable extent, on our ability to effectively manage differing legal, political, social and regulatory requirements, economic conditions and both foreseeable and unforeseeable developments. We cannot guarantee that we will succeed in developing and implementing policies and strategies which will be effective in each location where we do business.

We must comply with complex and evolving tax regulations in the various jurisdictions in which we operate, which subjects us to international tax compliance risks. Some tax jurisdictions in which we operate have complex and subjective rules regarding income tax, value-added tax, sales or excise tax, tariffs, duties and transfer tax. From time to time, our foreign subsidiaries are subject to tax audits and may be required to pay additional taxes, interest or penalties should the taxing authority assert different interpretations, or different allocations or valuations of our services which could be material and could reduce our income and cash flow from our international subsidiaries. We currently have several pending tax assessments and audits in various jurisdictions including Germany. The agreements by which we acquired certain businesses provide for certain indemnifications of tax liabilities which may arise in certain jurisdictions which we believe are sufficient to address these specific tax matters as far as they relate to those businesses but our belief that these indemnities are sufficient may prove incorrect. We have also established, where appropriate, reserves and provisions for tax assessments which we believe to be adequate to address potential tax liabilities, where management assesses that it is probable that the liability will arise, but our belief that these reserves and provisions are adequate may prove incorrect. However, it is possible that the tax audits referred to above could result in the volatility of timings of cash tax payment and recoveries. In addition, it is possible that countries will increase tax rates in the future to address rising costs following the COVID-19 pandemic and global economic pressures.

The price of energy and other raw materials we consume in the manufacture, storage and distribution of our products are subject to volatile market conditions.

The price and availability of electricity and other energy resources required in the manufacture, storage and distribution of our products is subject to volatile market conditions. These market conditions are often affected by political and economic factors beyond our control, including, for instance, the energy policies of the countries in which we operate. For example, the current conflict in Ukraine is resulting in volatility in the markets for energy and fuel as a result of the widespread usage of gas, oil and coal from Russia throughout Europe. Any sustained increases in energy costs, or disruptions to or limitations in supply as a result of wider geopolitical conflict or otherwise, could have an adverse effect on our business, financial conditions and results of operations and could affect our competitive position if our competitors' energy costs do not increase at the same rate as ours or if they do not suffer the same disruptions to or limitations in supply. Such disruptions may also occur as a result of the loss of energy supply contracts or the inability to enter into new energy supply contracts on commercially attractive terms. Furthermore, natural catastrophes, regional conflicts or similar events could affect the electricity grid. Any such disruptions or increases in energy costs as a result of the aforementioned factors or otherwise, could have a material adverse effect on our business, financial condition and results of operations.

Our supply network and manufacturing and distribution facilities could be disrupted by factors beyond our control.

Severe weather conditions and natural disasters, such as storms, floods, droughts, frosts, earthquakes or pestilence, may affect the supply of the raw materials and energy resources that we use for the manufacturing of our products. For example, climate change may increase the frequency of adverse weather events such as flooding or droughts in crop growing areas or changes in sea temperature that may adversely affect marine biomass, fishing catch rates and overall fishing conditions. In addition, drought or floods may affect the feed supply for red meat and poultry, which in turn may affect the quality and availability of protein sources for our products. Adverse weather conditions and natural disasters can reduce crop size and crop quality, which in turn can reduce our supplies of raw materials, lower recoveries of usable raw materials, increase the prices of our raw materials, increase our cost of transporting and storing raw materials and finished goods, or disrupt our production schedules. Competing food producers can be affected differently by weather conditions and natural disasters depending on the location of their supply sources. If our climate continues to change, whether as a result of increased greenhouse gas emissions or otherwise, and leads to increasingly severe weather conditions, shortages of raw materials, local water scarcity, soil health deterioration, ocean heating and acidification, increased price volatility, increased regulation, and impacts the quality of raw materials, together with any resulting social unrest, it could have a material adverse effect on our business, financial condition and results of operation.

In addition, our manufacturing and distribution facilities may be subject to damage, disruption or closure resulting from conflict, fire, terrorist activity, natural disasters, health epidemics or other causes. For example, our Lowestoft and Bremerhaven manufacturing facilities are situated in regions which have historically been prone to flooding. Extensive damage to any of our nineteen major manufacturing facilities as a result of any of the foregoing reasons, could, to the extent that lost production could not be compensated for by unaffected facilities, severely affect our ability to conduct our business operations and, as a result, adversely affect our business, financial condition and results of operations.

Furthermore, as we lease parts of our Boulogne, Bremerhaven, Lowestoft, and Tonsberg manufacturing sites, the use of these properties is subject to certain terms and conditions, the breach of which could affect our ability to continue use of these properties which in turn may disrupt our operations and may materially adversely affect our results of operations.

Also, while we do not have any direct operations or sales in either Russia or Ukraine, these countries are responsible for many commonly used raw materials and resources such as fish, edible oils, wheat and energy. The ongoing conflict in Ukraine could see considerable reductions in the availability or cost of such raw materials and resources, for example if the crops are not planted in as great a quantity in any year, and if we are not able to source or find suitable alternatives in a cost effective manner, then this may adversely affect our business, financial condition, and results of operations.

Seasonality impacts our business, and our revenue and working capital levels may vary quarter to quarter.

Our sales and working capital levels have historically been affected to a limited extent by seasonality. In general, sales volumes for savory frozen food are slightly higher in cold or winter months, partly because there are fewer fresh alternatives available for vegetables and because our customers typically allocate more freezer space to the ice cream segment in summer or hotter months. The one exception is our "Adriatic business", defined as those entities acquired in the Fortenova Acquisition in 2021, which follows a different seasonality pattern with stronger performance through the summer months as a result of the ice-cream business. In addition, variable production costs, including costs for seasonal staff, and working capital requirements associated with the keeping of inventories, vary depending on the harvesting and buying periods of seasonal raw materials, in particular vegetable crops. For example, inventory (and therefore net working capital) levels typically peak in August to September just after the pea harvest. If seasonal fluctuations are greater than anticipated, our business, financial condition and results of operations could be adversely affected.

We may be unable to realize the expected benefits of actions taken to align our resources, operate more efficiently and control costs.

When required we take actions, such as workforce reductions, plant closures and consolidations, and other cost reduction initiatives, to align our resources with our growth strategies in order to operate more efficiently and control costs. As these plans and actions are complex, unforeseen factors could result in expected savings and benefits to be delayed or not realized to the full extent planned, could negatively impact labor relations, including causing work stoppages, and could lead to disruptions in our business and operations and higher short-term costs related to severance and related capital expenditures.

We may be subject to significant disruption in our workforce or the workforce of our suppliers, which could adversely affect our business, financial condition and results of operations.

As of December 31, 2023, we employed approximately 7,894 employees, of which approximately 1,557 were located in the UK, 1,370 were located in Serbia, 1,269 were located in Germany, 1,073 were located in Croatia, 449 were located in Italy, 365 were located in Sweden/Norway, 323 were located in Bosnia & Herzegovina, 306 were located in France and 1,182 employees in other locations. As of December 31, 2023, approximately 62% of our employees worked in our manufacturing operations. We have in the past, and may in the future, experience labor disputes and work stoppages at one or more of our manufacturing sites due to localized strikes or strikes in the larger retail food industry sector. We have also been involved in negotiations on collective bargaining agreements. A labor stoppage or other interruption at one of our eighteen manufacturing sites (or at the site of any of our suppliers) would impact our ability to supply our customers and could have a material adverse effect on such facility's operations and, potentially, on our business, financial condition and results of operations.

Labor shortages and higher labor costs could adversely affect our business and financial results.

A sustained labor shortage or increased turnover rate within our workforce, caused by macroeconomic factors beyond our control, have led, and could in the future lead, to production delays and increased costs, such as increased overtime costs to meet demand. Such labor shortages and increased costs could adversely affect our business and financial results.

Additionally, we compete with other producers for good and dependable employees. The supply of such employees is limited and competition to hire and retain them may result in higher labor costs, for example as a result of higher wages negotiated in response to inflationary pressure and cost of living increases. Furthermore, a number of our employees are subject to national minimum wage requirements. If legislation is enacted that has the effect of raising national minimum wage requirements, requires additional mandatory employee benefits or affects our ability to hire or dismiss employees, we could face substantially higher labor costs. High labor costs could adversely affect our profitability if we are not able to pass them on to our customers.

We are dependent upon key executives and highly qualified managers and we cannot assure their retention.

Our success depends, in part, upon the continued services of key members of our management. Our executives' and managers' knowledge of the market, our business and our Company represents a key strength of our business, which cannot be easily replicated. The success of our business strategy and our future growth also depend on our ability to attract, train, retain and motivate skilled managerial, sales, administration, development and operating personnel. There can be no assurance that our existing personnel will be adequate or qualified to carry out our strategy, or that we will be able to hire or retain experienced, qualified employees to carry out our strategy. The loss of one or more of our key management or operating personnel, or the failure to attract and retain additional key personnel, could have a material adverse effect on our business, financial condition and results of operations.

Failure to adequately address current and emerging sustainability risks, including environmental, social and governance ("ESG") matters, could have a material adverse effect on our business, financial condition and results of operations.

Our ability to ensure a resilient business that delivers long-term sustainable growth, is reliant on our ability to identify current and emerging sustainability risks and legislative requirements that could adversely impact our business and ensure appropriate strategies are in place to manage such risks and requirements. Some of the key risks and requirements include:

- Growing expectations of how businesses respond to and address sustainability issues from customers, consumers, non-governmental organizations, and ESG-focused investors. Failure to meet this expectation can have adverse consequences, such as: active product delisting, negative non-governmental organization campaigns, loss of market share and omission from high profile sustainability indices.

- Increased mandatory sustainability due-diligence and non-financial reporting and disclosure obligations, requiring businesses to take appropriate action or face regulatory penalties. This includes the U.S. Securities and Exchange Commission's proposed climate disclosure rules, as well as local legislation in the countries we operate, such as the EU Corporate Sustainability Due Diligence Directive, EU Corporate Sustainability Reporting Directive, German Supply Chain Due Diligence Act, Task Force on Climate Related Financial Disclosure (TCFD) and proposed Task Force on Nature Related Financial Disclosures (TNFD).

- Physical risks of climate change, such as increased frequency of adverse weather events (droughts, floods, storms) impacting the availability of agricultural commodities or causing damage to physical assets within our operations and wider supply chain.

Any of the above risks, together with any others which relate to our inability to address increased and emerging sustainability risks could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Acquisition Strategy

We may not be able to consummate future acquisitions or successfully integrate acquisitions into our business, which could result in unanticipated expenses and losses.

Our acquisitions strategy is largely based on our ability to grow through acquisitions of additional businesses to build an integrated group. Consummating acquisitions of businesses, or our failure to integrate such businesses successfully into our existing businesses, could result in unanticipated expenses and losses. Furthermore, we may not be able to realize all of the anticipated benefits from completed acquisitions, including the Findus Switzerland and Fortenova acquisitions.

We anticipate that any future acquisitions we may pursue as part of our business strategy may be partially financed through additional debt or equity. Any future financial market disruptions or tightening of the credit markets may make it more difficult for us to obtain financing for acquisitions or increase the cost of obtaining financing. If new debt is added to current debt levels, or if we incur other liabilities, including contingent liabilities, in connection with an acquisition, the debt or liabilities could impose additional constraints and requirements on our business and operations, which could materially adversely affect our financial condition and results of operation. In addition, to the extent our ordinary shares are used for all or a portion of the consideration to be paid for future acquisitions, dilution may be experienced by existing shareholders.

In connection with our completed and future acquisitions, the process of integrating acquired operations into our existing group operations may result in unforeseen operating difficulties and may require significant financial resources that would otherwise be available for the ongoing development or expansion of existing operations. Some of the risks associated with acquisitions include:

- unexpected losses of key employees or customers of the acquired company;
- challenges with conforming the acquired company's standards, processes, procedures and controls with our operations;
- difficulties with coordinating new product and process development;
- hiring additional management and other critical personnel;
- inheriting historic legacy business decisions and risks together with the potential for litigation, arbitration and regulatory proceedings associated with them;
- negotiating with labor unions; and
- increasing the scope, geographic diversity and complexity of our current operations.

We may encounter unforeseen obstacles or costs in the integration of businesses that we may acquire. For example, an acquisition may trigger change of control clauses entered into by the previous owner in which case the counterparties to such agreements may terminate their agreements requiring the acquired business to enter into new contracts, potentially on less favorable terms. In addition, general economic and market conditions or other factors outside of our control could make our operating strategies difficult or impossible to implement. Any such unforeseen obstacles or costs or failure to implement operational improvements successfully and/or the failure of any operational improvements to deliver the anticipated benefits could have a material adverse effect on our results of operations and financial condition.

Typically, when acquiring a business, the seller will provide certain warranties regarding its ownership of the acquired business as well as warranties regarding the business and operations of the acquired business. We may also obtain a warranty & indemnity insurance policy which provides coverage in respect of certain of these warranties. Any unexpected liabilities, individually or in the aggregate, which are not subject to such warranties or which are not recoverable under such insurance policy, could have a material adverse effect on the business, financial condition and results of operations of the acquired business following the acquisition, whether or not such liabilities result from breaches of warranties. There can be no assurance that we will be able to enforce any claims against the seller relating to breaches of such warranties or successfully claim under our insurance policy. Moreover, even if we are ultimately able to recover any amounts from the seller or the insurer, we may be required to temporarily bear some or all of the losses which may arise from any breaches of warranties, which could have a material adverse effect on our financial condition and results of operations.

We may be subject to antitrust regulations with respect to future acquisition opportunities.

Many jurisdictions in which we operate have antitrust regulations which involve governmental filings for certain acquisitions, impose waiting periods and require approvals by government regulators. Governmental authorities may seek to challenge potential acquisitions or impose conditions, terms, obligations or restrictions that may delay completion of the acquisition or materially reduce the anticipated benefits (financial or otherwise) as a result of applying the relevant antitrust regulations. Our inability to consummate potential future acquisitions or to receive the full benefits of such acquisitions because of antitrust regulations could limit our ability to execute on our acquisition strategy which could have a material adverse effect on our financial condition and results of operations.

We may face significant competition for acquisition opportunities.

There may be significant competition in some or all of the acquisition opportunities that we may explore. Such competition may for example come from strategic buyers, sovereign wealth funds, special purpose acquisition companies and public and private investment funds, many of which are well established and have extensive experience in identifying and completing acquisitions. Such competition may cause us to be unsuccessful in executing any acquisition or may result in a successful acquisition being made at a significantly higher price than would otherwise have been the case.

Any due diligence by us in connection with potential future acquisitions may not reveal all relevant considerations or liabilities of the target business, which could have a material adverse effect on our financial condition or results of operations.

We intend to conduct such due diligence as we deem reasonably practicable and appropriate based on the facts and circumstances applicable to any potential acquisition. The objective of the due diligence process will be to identify material issues which may affect the decision to proceed with any one particular acquisition target or the consideration payable for an acquisition. We also intend to use information revealed during the due diligence process to formulate our business and operational planning for, and our valuation of, any target company or business. While conducting due diligence and assessing a potential acquisition, we may rely on publicly available information, if any, information provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations where certain of our diligence efforts may be delayed or prohibited due to government or practical restrictions.

There can be no assurance that the due diligence undertaken with respect to an acquisition will reveal all relevant facts that may be necessary to evaluate such an acquisition including the determination of the price we may pay for an acquisition target or to formulate a business strategy. Furthermore, the information provided during due diligence may be incomplete, inadequate or inaccurate. As part of the due diligence process, we will also make subjective judgments regarding the results of operations, financial condition and prospects of a potential target. If the due diligence investigation fails to correctly identify material issues and liabilities that may be present in a target company or business, or if we consider such material risks to be commercially acceptable relative to the opportunity, and we proceed with an acquisition, we may subsequently incur substantial impairment charges or other losses.

In addition, following any acquisition, we may be subject to significant, previously undisclosed liabilities of the acquired business that were not identified during due diligence and which could contribute to poor operational performance, undermine any attempt to restructure the acquired company or business in line with our business plan and have a material adverse effect on our financial condition and results of operations.

Risks Related to Regulations

We could incur material costs to address violations of, or liabilities under all applicable directives, regulations and laws.

As a producer of food products for human consumption, we are subject to extensive regulation in our Key Markets and other countries in which we operate, at both a national and European Union level, that governs production, composition, manufacturing, animal welfare, sustainability, storage, transport, advertising, packaging, quality, marketing, including marketing to children, labeling, and distribution standards. Any failure to comply with applicable laws and regulations could subject us to civil remedies, including fines, injunctions, product recalls or asset seizures, as well as potential criminal sanctions.

In addition, our facilities and our suppliers' facilities are subject to licensing, reporting requirements and official quality controls by numerous governmental authorities. These governmental authorities include European, national and local health, environmental, labor relations, sanitation, building, zoning, and fire and safety departments. Difficulties in obtaining or failure to obtain the necessary licenses or approval could delay or prevent the development, expansion or operation of a given production or warehouse facility. Any changes in those regulations may require us or our suppliers to implement new quality controls and possibly invest in new equipment, which could delay the development of new products and increase our operating costs.

All of our products and production facilities must comply with strict national and international hygiene regulations. Our facilities and our suppliers' facilities are subject to regular inspection by authorities for compliance with hygiene regulations applicable to the sale, storage and manufacturing of foodstuffs and the traceability of genetically modified organisms, meats and other raw materials. Additionally, in certain jurisdictions, food business operators, including those in the food storage, processing and distribution sectors, are required to trace all food, animal feed, and food-producing animals under their control using registration systems that track the source of the products through the supply chain. Despite the precautions we undertake, should any non-compliance with such regulations be discovered during an inspection or otherwise, authorities may temporarily shut down any of our facilities, demand a product recall and/or levy a fine for such non-compliance.

Our facilities and operations are subject to numerous health, safety and environmental regulations, including local and national laws, European directives and regulations governing, among other things, water supply and use, water discharges, air emissions, chemical safety, solid and hazardous waste management and disposal, clean-up of

contamination, energy use, noise pollution, and workplace health and safety together with globally recognized health and safety standards, including ISO compliance. Health, safety and environmental legislation and standards in Europe and elsewhere has generally become more comprehensive and restrictive and more rigid over time and enforcement has become more stringent. Failure to comply with applicable requirements, or the terms of required permits, can result in penalties or fines, clean-up costs, third party property damage, personal injury claims and damage to our reputation and relationships with our suppliers and retail customers. In addition, if health, safety and environmental laws and regulations in our Key Markets and the other countries in which we operate or from which we source raw materials and ingredients become more stringent in the future, the extent and timing of investments required to maintain compliance may exceed our budgets or estimates and may limit the availability of funding for other investments.

Furthermore, under some environmental laws, we could be liable for costs incurred in investigating or remediating contamination at properties we own or occupy, even if the contamination was caused by a party unrelated to us, and even if the activity which caused the contamination was legal at the time it occurred. The discovery of previously unknown contamination, or the imposition of new or more burdensome obligations to investigate or remediate contamination at our properties or at third-party sites, could result in substantial unanticipated costs.

In certain jurisdictions, we are also subject to legislation designed to significantly reduce industrial energy use, water use, carbon dioxide emissions and the emission of ozone depleting compounds more generally. If we fail to meet applicable standards for energy use reduction or are unable to decrease, and in some cases eliminate, certain emissions within the applicable period required by relevant laws and regulations, we could be subject to significant penalties or fines and temporary or long-term disruptions to production at our facilities. We are also subject to increasing pressure to reduce waste in our supply chains and to reduce packaging overall, reduce the use of certain substances in our packaging, for example non-recyclable plastic and increase the recyclability of our products. Any failure to do so could see a reduction in our sales, the imposition of penalties or fines, retailers destocking as a result of not meeting increased standards all or any of which could have a material adverse effect on our business, financial condition, reputation and results of operations.

Any failure to comply with any of the applicable directives, regulations and laws as set out in this section could have a material adverse effect on our business, financial condition, reputation and results of operations.

We are subject to a variety of regulatory schemes; failure to comply with applicable rules and regulations could adversely affect our business, results of operations and reputation.

Our operations are subject to a variety of regulatory schemes which require us to implement processes, procedures and controls to provide reasonable assurance that we are operating in compliance with applicable regulations, including the UK Bribery Act, the Modern Slavery Act 2015, the Foreign Corrupt Practices Act of 1977, the Trade Sanctions and Export Controls and the General Data Protection Regulation ("GDPR"). In addition, our business, including our ability to operate and continue to expand internationally, could be adversely affected if local and foreign laws or regulations are adopted, interpreted, or implemented in a manner that is inconsistent with our current business practices and that require rapid changes to these practices or our products, services, policies and procedures. For example, if we are prevented from purchasing certain products and raw materials as a result of the increasing sanctions currently being imposed on Russia and Belarus. If we are not able to adapt our business practices or strategies to changes in laws or regulations, it could subject us to liability, increased costs and reduced product demand. Additionally, the costs of compliance with laws and regulations may increase in the future as a result of changes in interpretation. Failure to comply (or any alleged failure to comply) with the regulations referenced above or any other regulations could result in civil and criminal, monetary and non-monetary penalties, and any such failure or alleged failure (or becoming subject to a regulatory enforcement investigation) could also damage our reputation, disrupt our business, result in loss of customers and cause us to incur significant legal and investigatory fees.

European privacy and data protection regulations could expose us to compliance risks and costs.

On May 25, 2018, the EU's GDPR became enforceable. The GDPR relates to the collection, use, retention, security, processing and transfer of personally identifiable information of residents of European Economic Area (EEA) countries, and we are subject to these heightened standards. The GDPR created a range of new compliance obligations and imposes substantial fines for breaches and violations (up to the greater of €20 million or 4% of our annual global revenue). Furthermore, there is uncertainty with respect to compliance with privacy and data protection laws and regulations, including the GDPR, because such laws and regulations are continuously evolving and developing and may be interpreted and applied differently from country to country and may create inconsistent or conflicting requirements. Our efforts to comply with privacy and data protection laws in all our markets may impose significant costs and challenges that are likely to increase over time, in particular with the UK, Switzerland and other non-EU countries in which we operate. Since January 1, 2021 the GDPR has ceased to have direct effect in the UK but the Data Protection Act 2018 alongside the UK GDPR ensures that the UK has in effect the same high standards for data protection in place as under the GDPR. As with other EU-origin laws, how these are interpreted and applied by the UK might change and differ from the EU approach over time.

Risks Related to Financial Management

We have risks related to our indebtedness, including our ability to withstand adverse business conditions and to meet our debt service obligations.

Our ability to make payments on and to refinance our indebtedness, and to fund our operations, working capital and capital expenditures, depends on our ability to generate cash. To a certain extent, our cash flow is subject to general economic, industry, financial, competitive, operating, legislative, regulatory and other factors, many of which are beyond our control.

We cannot assure you that our business will generate sufficient cash flow from operations or that future sources of cash will be available to us in an amount sufficient to enable us to pay amounts due on our indebtedness or to fund our other liquidity needs.

Additionally, if we incur additional indebtedness in connection with any future acquisitions or development projects or for any other purpose, our debt service obligations could increase. We may need to refinance all or a portion of our indebtedness before maturity. Our ability to refinance our indebtedness or obtain additional financing will depend on, among other things:

- our financial condition and market conditions at the time;
- restrictions in the agreements governing our indebtedness;
- general economic and capital market conditions;
- the availability of credit from banks or other lenders;
- investor confidence in us; and
- our results of operations.

In addition, a significant part of our indebtedness includes provisions with respect to maintaining and complying with certain financial and operational covenants. Our ability to comply with these covenants may be affected by events beyond our control. A breach of one or more of these covenants could result in an event of default and may give rise to an acceleration of the debt. In the longer term, such breach of covenants could have a material adverse effect on our operations and cash flows.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

An increase in market interest rates may increase our interest expense arising on our existing and future floating rate indebtedness. Pursuant to the terms of the amended and restated Senior Facilities Agreement dated September 15, 2023, the interest rate paid on indebtedness incurred under our senior loans and primary revolving credit facility varies based on a fixed margin over a base reference rate, term SOFR for the USD denominated term loans or EURIBOR for the EUR denominated term loans. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed remains the same, and our net income and cash flows, including cash available for operational or strategic purposes, will correspondingly decrease. Pursuant to our interest rate hedging policy, we may enter into interest rate derivatives that may involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk. If any reference rate ceases to exist, we will need to renegotiate the interest rate payable on our Senior Facilities Agreement with our lenders.

We are exposed to exchange rate risks.

We are exposed to exchange rate risk. Our reporting currency is the Euro. We are exposed to foreign exchange translation risk as we convert the results of our non-Euro businesses into our reporting currency of Euro. Pursuant to Company foreign exchange hedging policy, we have converted our USD term loan to EUR designated as a cash flow hedge. We are exposed to transactional exchange rate risk as many of our raw material purchases may be denominated in non-functional currencies of the purchasing entity, predominantly U.S. Dollars and Euro. Company policy is to reduce this risk by using foreign exchange forward contracts that are designated as cash flow hedges. Hedging arrangements are subject to changes in Company policy, may not fully protect us against currency fluctuations and may or not achieve hedge effectiveness. Fluctuations and sustained strengthening of non-functional currencies against the functional currency of the operating entities may materially adversely affect our business, financial condition and results of operations.

Changes to our payment terms with customers and suppliers may materially adversely affect our cash flows.

We may experience significant pressure from our key suppliers to reduce trade payable terms. At the same time, we may experience pressure from our customers to extend trade receivable terms. European and country legislation can also set conditions and restrictions related to payment terms between suppliers and purchasers at different levels of the supply chain, for example, Directive 2019/633 on unfair trading practices in business to business relationships in the agricultural and food supply chain, which has been widely implemented across the European Union. Any failure to comply with applicable laws and regulations could subject us to civil remedies, including fines, which could have a material adverse effect on our business, financial condition and results of operations. Any such changes in commercial arrangements regarding trade payable and trade receivable payment terms, as a result of changes in legislation or otherwise, may have a material adverse effect on our business, financial condition and results of operations.

Dividend payments and purchases made pursuant to announced share repurchase programs may have an impact on our cash flows and our ability to meet our debt service obligations.

We intend to pay dividends on our ordinary shares only at such times, if any, and in such amounts, if any, as the board determines appropriate and in accordance with applicable law, and then only if we receive dividends from our operating subsidiaries. The board from time to time has announced share repurchase programs as set out further in the Financing and Acquisition section below. Our ability to make payments on and to refinance our indebtedness, and to fund our operations, working capital and capital expenditures, depends on cash flows. A significant part of our indebtedness includes provisions with respect to maintaining and complying with certain financial and operational covenants. In the event that we were to pay any dividends or to repurchase shares pursuant to any announced share repurchase programs, such dividends and share repurchases may have an impact on our cash flows and on our ability to make repayments on and refinance our indebtedness and to comply with those financial covenants.

An impairment of the carrying value of goodwill or other intangible assets could negatively affect our consolidated operating results and net worth.

Goodwill represents amounts arising from acquisitions and is the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired. Intangible assets can include computer software, brands, customer relationships and other acquired intangibles as of the acquisition date. Goodwill and other intangibles expected to contribute indefinitely to our cash flows are not amortized but must be evaluated by management at least annually for impairment. If carrying value exceeds its recoverable amount, the intangible is considered impaired and is reduced to recoverable amount via a charge to earnings. Factors outside of our control which could result in an impairment include, but are not limited to: (i) reduced demand for our products; (ii) higher commodity prices; (iii) lower prices for our products or increased marketing as a result of increased competition; and (iv) significant disruptions to our operations as a result of both internal and external events. Should the value of one or more of the acquired intangibles become impaired, our consolidated profit or loss and net assets may be materially adversely affected. As of December 31, 2023, the carrying value of intangible assets totaled €4,573.2 million, of which €2,105.0 million was goodwill and €2,468.2 million represented brands, computer software, customer relationships and other acquired intangibles compared to total assets of €6,416.7 million.

We are exposed to risks in connection with our treasury and cash management activities.

From time to time we may acquire various investment securities as part of our cash management and treasury activities. Factors beyond our control can significantly and adversely influence the fair value of our investment securities, including, but not limited to, the risk that the counterparty may not return the funds and that movements in financial, currency or interest rate markets may have an impact on the value of the investment securities. For example, fixed-rate securities are generally subject to decreases in market value when interest rates rise. Additional factors include, but are not limited to, rating agency downgrades of the securities, defaults by the issuer or individual borrowers with respect to the underlying securities, and instability in the credit markets. Any of the foregoing factors could cause a significant or prolonged decline in the fair value of an investment.

In the ordinary course of treasury activities, whether entering into derivative hedging arrangements, cash account deposits or otherwise, we are exposed to the risk that the financial counterparty with whom we have conducted dealings will not be able to perform the agreed services and as a result may have a material adverse effect on our business, financial condition and results of operation.

We face risks associated with certain pension obligations.

The Company has a mixture of partially funded and unfunded post-employment defined benefit plans in Germany, Sweden, Switzerland and Austria as well as defined benefit indemnity arrangements in Italy and France. Deterioration in the value or lower than expected returns on investments may lead to an increase in our obligation to make contributions to these plans.

The obligations that arise from these plans are calculated using actuarial valuations which are based on assumptions linked to the performance of financial markets, interest rates and legislation which changes over time. Adverse changes to these assumptions will impact the obligations recognized and would lead to higher cash payments in the long term.

Our obligation to make contributions to the pension plans could reduce the cash available for operational and other corporate uses and may have a materially adverse impact on our operations, financial condition and liquidity.

We are exposed to risks related to our financial arrangements with respect to receivables factoring, reverse factoring and supply chain financing.

We may enter into factoring, reverse factoring or supply chain financing arrangements with financial institutions from time to time to sell certain of our accounts receivables from customers without recourse or to otherwise finance aspects of our supply chain. If we were to cease entering into such arrangements, our operating results, financial condition and cash flows could be adversely impacted. However, by entering into these arrangements we are exposed to additional risks. If any of these financial institutions or other counterparties experiences financial difficulties or is otherwise unable to honor the terms of our factoring, reverse factoring or supply chain financing arrangements with them, we may experience material financial losses due to the failure of such arrangements which could have an adverse impact upon our operating results, financial condition and cash flows.

We are a holding company whose principal source of operating cash is the income received from our subsidiaries.

We are a holding company and rely on the earnings and cash flows of our subsidiaries, which are paid to us by our subsidiaries in the form of dividends and other payments or distributions, to meet our debt service and other obligations, or, if applicable, to pay dividends on our ordinary shares. The ability of our subsidiaries to pay dividends or make other payments or distributions to us will depend on their respective operating results and may be restricted by, among other things, the laws of their jurisdiction of organization (which may limit the amount of funds available for the payment of dividends and other distributions to us), their constitutional documents, documents governing any existing indebtedness and the covenants of any future outstanding indebtedness that our subsidiaries incur, and other factors which may be outside our control.

The Founders and/or the Founder Entities may in the future enter into and/or amend related party transactions with us, which may give rise to conflicts of interest between us and some or all of the Founders and/or the Directors.

Our founders, Sir Martin Franklin and Noam Gottesman (the "Founders") and/or one or more of their affiliates, including Mariposa Acquisition II, LLC and TOMS Acquisition I LLC (the "Founder Entities") may in the future enter into and/or amend agreements with us that are not currently under contemplation. While we have implemented procedures to ensure we will not enter into any related party transaction without the approval of our Audit Committee, it is possible that the entering into of such an agreement might raise conflicts of interest between us and some or all of the Founders and/or the directors.

General Risk Factors

We are subject to the risk of disruptions, failures or security breaches of our information technology systems, or those of third parties on which we rely.

We are increasingly dependent upon our information technology systems for communication among our suppliers, manufacturing plants, distribution functions, headquarters and customers. Our performance depends on the availability of accurate and timely data and other information from key software applications to aid day-to-day business and decision-making processes. If we do not allocate and effectively manage the resources necessary to build and sustain the proper technology infrastructure and to maintain the related automated and manual control processes, we could be subject to adverse effects including billing and collection errors, business disruptions, in particular concerning our manufacturing and logistics functions, issues with or errors in system's maintenance and security and migration of applications to the cloud and security breaches. We may be adversely affected if our controls designed to manage information technology operational risks fail to contain such risks. Any disruption caused by failings in our information technology infrastructure equipment or of communication networks, could delay or otherwise impact our day-to-day business and decision-making processes and negatively impact our performance. In addition, we are reliant on third parties to service our IT infrastructure. Failure on their part to provide good and timely service may have an adverse impact on our information technology network. We rely on third parties for the support and maintenance of our software solutions and furthermore we do not control the facilities or operations of our suppliers or third parties. An interruption of operations at any of their or our facilities or any failure by them to deliver on their contractual commitments may have a material adverse effect on our business, financial condition and results of operations.

Although our information technology systems are protected through physical and software safeguards, it is difficult to protect against the possibility of damage or breach created by cyber-attacks or other security attacks in every potential circumstance that may arise. In addition, governmental authorities have warned that cybercriminals will take advantage of the uncertainty created by COVID-19, national and regional mandated quarantines

and recent international conflicts to launch cybersecurity attacks. The risks could include more frequent malicious cybersecurity and fraudulent activities, as well as schemes which attempt to take advantage of employees' use of various technologies to enable remote work activities. We believe the COVID-19 outbreak and conflict in Ukraine have increased our cyber risk profile, but we are unable to predict the extent or impacts of those risks at this time. As cyber-attacks are increasing in frequency and sophistication, it becomes even more difficult to protect against a breach of our information technology systems. Cybersecurity incidents including malfeasance, security breaches, computer viruses or other malicious codes, ransomware, unauthorized access attempts, denial of service attacks, phishing, hacking, and other cyberattacks that impact the availability, reliability, speed, accuracy, or other proper functioning of these information technology systems could have a significant impact on our operations. Furthermore, there is increasing market use and availability of third party Artificial Intelligence (AI) software and whilst we have policies and procedures in place to manage their use, there is the risk of inadvertent use of 3rd party AI engines through sharing of data into an AI tool which then becomes public domain. If we are unable to prevent physical and electronic break-ins, cyber-attacks and other information security breaches, we may suffer financial and reputational damage, be subject to litigation or incur remediation costs or penalties because of the unauthorized disclosure of confidential information belonging to us or to our customers, suppliers or employees. The mishandling or inappropriate disclosure of non-public sensitive or protected information could lead to the loss of intellectual property, negatively impact planned corporate transactions or damage our reputation and brand image. Misuse, leakage or falsification of legally protected information could also result in a violation of data privacy laws and regulations and have a negative impact on our reputation, business, financial condition and results of operations.

While, to date, we have not had a significant cybersecurity breach or attack that had a material impact on our business or operations, there can be no assurance that our efforts to maintain the security and integrity of our information technology systems will be effective or that attempted breach would not be successful in the future.

For additional information on our cybersecurity risk management, see *Item 16K Cybersecurity* below.

Changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters could significantly affect our financial results.

Generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including but not limited to revenue recognition, leases, estimating valuation allowances and accrued liabilities (including allowances for returns, doubtful accounts and obsolete and damaged inventory), accounting for income taxes, valuation of long-lived and intangible assets and goodwill, stock-based compensation and loss contingencies, are highly complex and involve many subjective assumptions, estimates and judgments by our management. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by our management could significantly change our reported or expected financial performance, and could have a material adverse effect on our business.

Management continues to assess new accounting pronouncements and their impact on the Company prior to their adoption dates.

We may incur liabilities that are not covered by insurance.

While we seek to maintain appropriate levels of insurance, not all claims are insurable, and we may experience major incidents of a nature that are not covered by insurance. Our insurance policies cover, among other things, employee-related accidents and injuries, property damage and liability deriving from our activities. In particular, our Lowestoft and Bremerhaven manufacturing facilities are situated in regions that have historically been affected by flooding. We may not be able to obtain flood insurance on reasonable terms or at all with respect to those facilities. We maintain an amount of insurance protection that we believe is adequate, but there can be no assurance that such insurance will continue to be available on acceptable terms or that our insurance coverage will be sufficient or effective under all circumstances and against all liabilities to which we may be subject. We could, for example, be subject to substantial claims for damages upon the occurrence of several events within one calendar year. In addition, our insurance costs may increase over time in response to any negative development in our claims history or due to material price increases in the insurance market in general which could have a material impact on our business.

If we fail to or are unable to maintain effective internal controls over financial reporting, the accuracy and timeliness of our financial reporting may be adversely affected.

We are subject to reporting obligations under U.S. securities laws. The SEC, as required under Section 404 of the Sarbanes-Oxley Act of 2002, has adopted rules requiring every public company to include a report of management on the effectiveness of such company's internal control over financial reporting in its annual report. In addition, an independent registered public accounting firm must issue an attestation report on the effectiveness of the company's internal control over financial reporting.

We recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives. If we fail to maintain effective internal control over financial reporting in the future, we and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting at a reasonable assurance level. Please see the risk factor below titled, "In connection with the preparation of our 2023 financial statements, we have identified a material weakness in our internal control over financial reporting" for more information. This could in turn result in the loss of investor confidence and a decline in the reliability of our financial statements. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act. If we are not able to continue to meet the requirements of Section 404 in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by the SEC, the NYSE or other regulatory authorities. Any such action could adversely affect the accuracy and timeliness of our financial reporting.

In connection with the preparation of our 2023 financial statements, we have identified a material weakness in our internal control over financial reporting

As of December 31, 2023, our management assessed the effectiveness of our internal control over financial reporting. We have concluded that there is a material weakness in our internal control over financial reporting, related to operation of effective control over the review of supporting information to determine the completeness and accuracy of the consolidated statement of cash flows for the year ended December 31, 2023. The material weakness did not result in any material misstatement of our consolidated financial statements as of and for the year ended December 31, 2023 or prior periods; however, if it is not remediated, it could result in a material misstatement of our consolidated financial statements that would not be prevented or detected on a timely basis.

A "material weakness" is a deficiency, or combination of deficiencies, in internal controls such that there is a reasonable possibility that a material misstatement in financial statements will not be prevented or detected in a timely basis.

Our failure to correct this material weakness or our failure to discover and address any other material weaknesses could result in inaccuracies in our financial statements and could also impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis. As a result, our business, financial condition, results of operations and prospects, as well as the trading price of our Ordinary Shares, may be materially and adversely affected. Moreover, ineffective internal control over financial reporting significantly hinders our ability to prevent fraud. Should this material weakness not be remediated, our management may conclude that our internal control over financial reporting is not effective. In addition, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm, after conducting its own independent testing, may issue an adverse report if it is not satisfied with our internal controls or the level at which our controls are documented, designed, operated or reviewed, or if it interprets the relevant requirements differently from us.

Risks Related to our Ordinary Shares

Outstanding equity award grants under our LTIP could require us to issue additional ordinary shares. Therefore, you may experience significant dilution of your ownership interests and the future issuance of additional ordinary shares, or the anticipation of such issuances, could have an adverse effect on our share price.

We currently have 10,676,337 ordinary shares available for issuance under our LTIP. Additionally, as of February 23, 2024, we have 5,595,580 equity awards that have either been issued to participants or been granted and are outstanding under the LTIP, which may be converted into ordinary shares subject, in most cases, to meeting certain performance conditions.

Our ordinary share price may be volatile, and as a result, you could lose a significant portion or all of your investment.

The market price of the ordinary shares on the NYSE may fluctuate as a result of several factors, including the following:

- variations in our quarterly operating results;
- volatility in our industry, the industries of our customers and suppliers and the global securities markets;
- risks relating to our business and industry, including those discussed above;
- strategic actions by us or our competitors;
- reputational damage from unsafe or poor-quality food products;
- actual or expected changes in our growth rates or our competitors' growth rates;
- investor perception of us, the industry in which we operate, the investment opportunity associated with the ordinary shares and our future performance;
- addition or departure of our executive officers;
- changes in financial estimates or publication of research reports by analysts regarding our ordinary shares, other comparable companies or our industry generally;
- trading volume of our ordinary shares;
- future issuances or purchases of our ordinary shares by us or our shareholders;
- domestic and international economic, legal and regulatory factors unrelated to our performance; or
- the release or expiration of lock-up or other transfer restrictions on our outstanding ordinary shares.

Furthermore, the stock markets often experience significant price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions or interest rate changes may cause the market price of ordinary shares to decline.

If securities or industry analysts do not publish or cease publishing research reports about us, if they adversely change their recommendations regarding our ordinary shares or if our operating results do not meet their expectations, the price of our ordinary shares could decline.

The trading market for our ordinary shares will be influenced by the research and reports that industry or securities analysts may publish about us, our business, our market or our competitors. Securities and industry analysts currently publish limited research on us. If there is limited or no securities or industry analyst coverage of our company, the market price and trading volume of our ordinary shares would likely be negatively impacted. Moreover, if any of the analysts who may cover us downgrade our ordinary shares, provide more favorable relative recommendations about our competitors or if our operating results or prospects do not meet their expectations, the market price of our ordinary shares could decline. If any of the analysts who may cover us were to cease coverage or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline.

As a foreign private issuer, we are subject to different U.S. securities laws and NYSE governance standards than domestic U.S. issuers, which may afford less protection to holders of our ordinary shares.

As a foreign private issuer, the rules governing the information that we disclose differ from those governing U.S. corporations pursuant to the Exchange Act. Although we report quarterly financial results and certain material events, we are not required to file quarterly reports on Form 10-Q or provide current reports on Form 8-K disclosing significant events within four days of their occurrence and our quarterly or current reports may contain less information than required for domestic issuers. In addition, we are exempt from the SEC's proxy rules, and proxy statements that we distribute will not be subject to review by the SEC. Our exemption from Section 16 rules regarding sales of ordinary shares by insiders means that you will have less data in this regard than shareholders of U.S. companies that are subject to the Exchange Act. As a result, you may not have all the data that you are accustomed to having when making investment decisions with respect to U.S. public companies.

As a foreign private issuer, we are exempt from complying with certain corporate governance requirements of the NYSE applicable to a U.S. issuer, including the requirement that a majority of our board of directors consist of independent directors. As the corporate governance standards applicable to us are different from those applicable to domestic U.S. issuers, you may not have the same protections afforded under U.S. law and the NYSE rules as shareholders of companies that do not have such exemptions.

We may lose our foreign private issuer status in the future, which could result in significant additional costs and expenses.

We could cease to be a foreign private issuer if a majority of our outstanding voting securities are directly or indirectly held of record by U.S. residents and we fail to meet additional requirements necessary to avoid loss of foreign private issuer status. The regulatory and compliance costs to us under U.S. securities laws as a U.S. domestic issuer may be significantly higher than costs we incur as a foreign private issuer, which could have a material adverse effect on our business and financial results.

The rights of shareholders under British Virgin Islands law differ from those under United States law, you may have fewer protections as a shareholder.

Our corporate affairs are governed by our Memorandum and Articles of Association, the BVI Business Companies Act, 2004 (as amended, the "BVI Act") and the common law of the British Virgin Islands. The rights of shareholders to take legal action against our directors, actions by minority shareholders and the fiduciary responsibilities of our directors under British Virgin Islands law are to a large extent governed by the common law of the British Virgin Islands and by the BVI Act. The common law of the British Virgin Islands is derived in part from comparatively limited judicial precedent in the British Virgin Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the British Virgin Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under British Virgin Islands law are not as clearly established as they would be under statutes or judicial precedents in some jurisdictions in the United States. In particular, the British Virgin Islands has a less developed body of securities laws as compared to the United States, and some states (such as Delaware) have more fully developed and judicially interpreted bodies of corporate law. As a result of the foregoing, holders of our ordinary shares may have more difficulty in protecting their interests through actions against our management, directors or major shareholders than they would as shareholders of a U.S. company.

The laws of the British Virgin Islands provide limited protection for minority shareholders. Minority shareholders will have limited or no recourse if they are dissatisfied with the conduct of our affairs.

Under the laws of the British Virgin Islands, there is limited statutory law for the protection of minority shareholders other than the provisions of the BVI Act dealing with shareholder remedies. The principal protection under statutory law is that shareholders may bring an action to enforce the constituent documents of the Company and are entitled to have the affairs of the Company conducted in accordance with the BVI Act and the memorandum and articles of association of the Company. As such, if those who control the Company have persistently disregarded the requirements of the BVI Act or the provisions of the Company's memorandum and articles of association, then the courts will likely grant relief. Generally, the areas in which the courts will intervene are the following: (i) an act complained of which is outside the scope of the authorized business or is illegal or not capable of ratification by the majority; (ii) acts that constitute fraud on the minority where the wrongdoers control the Company; (iii) acts that infringe on the personal rights of the shareholders, such as the right to vote; and (iv) acts where the Company has not complied with provisions requiring approval of a special or extraordinary majority of shareholders, which are more limited than the rights afforded minority shareholders under the laws of many states in the United States.

To the extent allowed by law, the rights and obligations among or between us, any of our current or former directors, officers and employees and any current or former shareholder will be governed exclusively by the laws of the British Virgin Islands and subject to the jurisdiction of the British Virgin Islands courts, unless those rights or obligations do not relate to or arise out of their capacities as such. Although there is doubt as to whether United States courts would enforce these provisions in an action brought in the United States under United States securities laws, these provisions could make judgments obtained outside of the British Virgin Islands more difficult to enforce against our assets in the British Virgin Islands or jurisdictions that would apply British Virgin Islands law.

British Virgin Islands companies may not be able to initiate shareholder derivative actions, thereby depriving shareholders of one avenue to protect their interests.

British Virgin Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States. The circumstances in which any such action may be brought, and the procedures and defenses that may be available in respect of any such action, may result in the rights of shareholders of a British Virgin Islands company being more limited than those of shareholders of a company organized in the United States. Accordingly, shareholders may have fewer alternatives available to them if they believe that corporate wrongdoing has occurred. The British Virgin Islands courts are also unlikely to recognize or enforce judgments of courts in the United States based on certain liability provisions of United States securities law or to impose liabilities, in original actions brought in the British Virgin Islands, based on certain liability provisions of the United States securities laws that are penal in nature. There is no statutory recognition in the British Virgin Islands of judgments obtained in the United States, although the courts of the British Virgin Islands will generally recognize and enforce the non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits. This means that even if shareholders were to sue us successfully, they may not be able to recover anything to make up for the losses suffered.

Shareholders may experience a dilution of their percentage ownership if we make non-pre-emptive offers of ordinary shares in the future.

We have opted-out of statutory pre-emptive rights pursuant to the terms of our Memorandum and Articles of Association. No pre-emption rights therefore exist in respect of future issuance of ordinary shares whether or not for cash. Should we decide to offer additional ordinary shares on a non-pre-emptive basis in the future, this could dilute the interests of shareholders and/or have an adverse effect on the market price of the ordinary shares.

Risks Related to Taxation

Changes in tax law and practice may reduce any net returns for shareholders.

The tax treatment of the Company, our shareholders and any subsidiary of ours, any special purpose vehicle that we may establish and any other company which we may acquire are all subject to changes in tax laws or practices in the British Virgin Islands, the UK, the U.S. and any other relevant jurisdiction. Any change may reduce the value of your investment in our ordinary shares.

Failure to maintain our tax status may negatively affect our financial and operating results and shareholders.

If we were to be considered to be resident in or to carry on a trade or business within the United States for U.S. taxation purposes or in any other country in which we are not currently treated as having a taxable presence, we could be subject to U.S. income tax or taxes in such other country on all or a portion of our profits, as the case may be, which may negatively affect our financial and operating results.

Taxation of returns from subsidiaries may reduce any net return to shareholders.

We and our subsidiaries are subject to taxes in a number of jurisdictions. It is possible that any return we receive from any present or future subsidiary may be reduced by irrecoverable withholding or other local taxes, including those arising from future changes in legislation and other local rules and this may reduce the value of your investment in our ordinary shares.

If any dividend is declared in the future and paid in a foreign currency, U.S. holders may be taxed on a larger amount in U.S. Dollars than the U.S. Dollar amount actually received.

U.S. holders will be taxed on the U.S. Dollar value of dividends at the time they are received, even if they are not converted to U.S. Dollars or are converted at a time when the U.S. Dollar value of the dividends has fallen. The U.S. Dollar value of the payments made in the foreign currency will be determined for tax purposes at the spot rate of the foreign currency to the U.S. Dollar on the date the dividend distribution is deemed included in such U.S. holder's income, regardless of whether or when the payment is in fact converted into U.S. Dollars.

Item 4. Information on the Company

A. History and Development of the Company

We are Europe's leading frozen foods company based on net sales value. We were incorporated with limited liability under the laws of the British Virgin Islands under the BVI Companies Act on April 1, 2014 under the name Nomad Holdings Limited and subsequently changed to Nomad Foods Limited.

Our principal executive offices are located at No. 1 New Square, Bedfont Lakes Business Park, Feltham, Middlesex, TW14 8HA. Our telephone number is +(44) 208 918 3200 and our fax number is +(44) 208 918 3491. Our registered office is located at Luna Tower, Waterfront Drive, Road Town, Tortola VG1110, British Virgin Islands and its telephone number is +(1)(284) 394 9100. Our registered agent in the United States is Mariposa Capital, LLC, 500 South Pointe Drive, Suite 240 Miami Beach, Florida 33139.

The SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding the Company and other issuers that file electronically with the SEC. The SEC's Internet website address is http://www.sec.gov. Our Internet website can be found at www.nomadfoods.com.

See *Item 5B: Operating and Financial Review and Prospects—Liquidity and Capital Resources* for information regarding our capital expenditures for the past three fiscal years and principal capital expenditures currently in progress.

B. Business Overview

Our Company

We are Europe's leading frozen food company with a portfolio of best-in-class food brands within the frozen category, including fish, vegetables, poultry, meals, pizza and ice cream. Our products are sold primarily through large grocery retailers under the "*Birds Eye*" brand in the UK and Ireland, "*Findus*" in Italy, France, Spain, Sweden, Switzerland and Norway, "*iglo*" in Germany and other continental markets, "*La Cocinera*" in Spain, "*Ledo*" in south-eastern Europe and "*Frikom*" in Serbia and North Macedonia. The majority of our products are in the savory frozen food market, where according to Nielsen, our market share in the countries we operate stood at 18% in 2023 (2022: 19%). For the categories in which we operate, we maintain the number one position in sixteen European geographies, namely the UK, Italy, Germany, France, Sweden, Austria, Norway, Switzerland, Belgium, The Netherlands, Portugal, Spain, Ireland, Croatia, Serbia and Bosnia & Herzegovina. The countries representing our top six markets for branded goods (as opposed to total revenue), collectively UK, Italy, Germany, France, Serbia and Austria, represented approximately 75% of the total European Savory frozen food markets. For a description of the principal markets in which we compete and related revenue, see Note 5 "Segment reporting" to our audited consolidated financial statements which appear elsewhere in this annual report.

Savory Frozen Food Market

The European savory frozen food market is served by a number of national and international producers, both with branded and private label offerings, and within single or multiple product categories. We have the broadest participation by category and geography in Europe.

According to Nielsen, the market for savory frozen food in categories which the Company competes in across Europe is estimated to have generated €22 billion in retail sales value in 2023.

Frozen food products are particularly attractive because they address important global food trends. Consumers increasingly prefer products that allow them to prepare meals quickly and with confidence and expect products to be healthy and good value for money. In addition, consumers are increasingly focused on reducing food waste. Frozen food products can have all of these characteristics. They are easy to prepare, they reduce the need for artificial preservatives, they are often better value for money than chilled alternatives and they reduce waste at all points in the supply chain and also in-home (due to the long shelf life, and the ease of portionability).

Over the last seven years the European savory frozen food market has grown modestly, while experiencing a huge spike in category demand throughout the COVID pandemic, driven by the aforementioned ability to address global food consumption trends. Furthermore, the amount of space that frozen food as a category occupies within the grocery retail environment is relatively stable due to the fixed amount of freezer space at the retailer that is not exposed to reductions in shelf space in favor of other categories or formats, as can be the case in shelf-stable parts of the retailer.

Our Brands

Our brands are household names with long histories and local heritage in their respective markets. Our Birds Eye brand was established in 1922 and is primarily marketed in the UK and Ireland. The Findus brand, which is marketed in Italy, France, Spain, Sweden, Switzerland and Norway, was formed in Italy in 1941 and has a loyal following in each of its respective geographies. The *iglo* brand, founded in 1956, has a long-standing history and is marketed in Germany and other continental European countries. *Ledo* (established in 1958) and *Frikom* (established in 1975) are the lead brands with strong heritage in south-eastern Europe.

Our Competitive Strengths

We believe the following competitive strengths differentiate us from our competitors and contribute to our ongoing success.

Market leader with solid European platform and strong acquisition opportunities.

As the leading branded savory frozen food producer in Europe, we benefit from economies of scale and have developed a strong platform for our products throughout Europe. We are market leaders in the savory categories where we offer products in sixteen geographies and a 18% market share in the savory frozen food market in the countries we operate. We benefit from longstanding relationships with our retail customers which provide access to our diversified distribution channels, including supermarkets, discount retailers, the food service channel and other food retailers that sell directly to consumers. We benefit from a diverse category and geographic mix and believe our strong existing platforms facilitate our expansion within a large addressable market and provide a broad set of potential acquisition targets in various food categories and geographic markets.

Effective brand equity strategy to leverage and expand well-known brands.

Our brands are well-established household names with long histories and local heritage in their respective markets. We have several iconic brand assets and focus on our local "hero" platforms that are designed to leverage these iconic assets such as the “Captain”. Each of the *Birds Eye*, *iglo*, *Findus*, *Ledo* and *Frikom* brands holds a leading position in terms of spontaneous brand awareness in certain European markets. Our leading brand recognition, broad product offering, and local provenance of these brands are key drivers of consumer trust and result in demand for our products.

Experienced management team and Board with a proven track record.

Our management team has extensive experience in the food industry and other fast-moving consumer goods markets and has worked with leading multinational consumer goods companies globally. Our management team is complemented by an experienced Board of Directors, and collectively, they have a proven track record of successfully acquiring, integrating and managing consumer businesses. We believe our management team and Board of Directors' collective industry knowledge, coupled with our track record of achieving growth and responding to challenging market conditions, will enable us to continue to generate profitable growth.

Optimized sourcing through established platform and diversified supplier base.

We operate an efficient and centralized procurement and supply chain function which is closely aligned with our geographic footprint, allowing us to optimize our supply arrangements and reduce distribution costs. We source our products globally from a diverse supplier base and, as a result, we minimize our dependency on any one supplier. Our relationships with diverse suppliers enable us to safeguard the security of our supply and raw materials as well as enhance the quality and sustainability of such materials, while also delivering competitive pricing and limiting exposure to geographic risk and adverse currency movements.

Strategic and geographically diversified manufacturing facilities.

We own and operate an efficient network of eighteen manufacturing facilities, all of which are located near the major markets we serve, balancing manufacturing and logistics costs and allowing for high levels of customer service. These facilities have what we believe to be sufficient spare capacity to accommodate future growth in our main product categories.

Commitment to innovation and research and development.

Innovation is core to our growth model. Our R&D team actively scan new and emerging technologies, alongside consumer trends and unmet consumer needs. The intersection of these insights leads us to identify new opportunities to drive penetration and frequency. In addition, we regularly benchmark our existing ranges to ensure that these continue to deliver experiences that delight our consumers. In response to these insights we establish multifunctional project teams that design new and improved products and packaging delivered through our core strategic areas (called "Must Win Battles") for fish, vegetables, poultry, pizza and ice cream. Each time we create a new product or pack we apply the principles of sustainable by design. To ensure the development and introduction of successful products, we follow a robust process through which we move from idea generation, concept screening, concept and product development, to scale up and final validation before launch. We are creating intellectual assets, patenting our in-house science & technology solutions focused on our new products and renovations that we are launching in several markets. The R&D nutritional pillar, keeps pushing the boundaries for healthier meal choices (HMC) with the majority of sales coming from these products.

Our Strategy

Our strategy is underpinned by three fundamental pillars which are to expand the category, grow the core and accelerate innovation. In addition, we have developed and made significant progress in implementing the following strategic initiatives:

1. Build an integrated group of best-in-class food companies and brands within existing and related food categories and expand our geographic footprint through strategic acquisitions.

Our goal is to transform our Company into an integrated best-in-class, global manufacturer, marketer and distributor of food products, within the frozen food category and the broader food sector. We believe there are significant growth opportunities in the European and North American markets and that our acquisitions provide a strong platform on which to grow our business and expand and enhance our market share in the food industry in key geographic markets.

2. Focus on "Core products" as a foundation for long-term growth.

We continue our strategy which is rooted in relentless focus on our Core products, which include fish, vegetables, meals and poultry, and which, represents 68% of our branded retail sales. These strategies include improving product quality, packaging renovation and executing in-store initiatives such as ensuring the right product assortment, display strategies and promotional efficiencies. We believe focusing on these Core product initiatives will accelerate growth, lead to margin expansion and improve our return on investment. To further accelerate growth, we continue to pursue innovation which leverages consumer trends such as health, wellness and convenience, but which are anchored in our core categories.

3. Align our business with consumer preferences and trends.

Our goal is to create and acquire food businesses and brands that strongly align with consumer needs and preferences that have high growth and margin potential and that leverage our existing portfolio of brands. In addition, we seek to align our product innovation strategies with consumer trends such as increased demand for nutrition-packed meals that can be prepared in shorter times, vegetarian options, meat substitutes and sustainably sourced and produced food.

4. Leverage our acquisition expertise, strong management team and access to capital to identify and evaluate attractive growth opportunities.

Our Founders and CEO have significant experience and expertise, and have been highly successful, in identifying, acquiring and integrating value-added businesses. We believe that this expertise, our access to capital and the deep industry knowledge of our management team will position us to acquire related and complementary food businesses that can enhance our market position, create synergies and fully leverage our existing marketing, manufacturing and supply chain capabilities, which we believe will allow us to deliver sustained profitable growth and maximize shareholder value. For example, in 2018 we completed (i) the Goodfella's Acquisition including the *"Goodfella's"* and "*San Marco"* brands, which enlarged our portfolio of brands to include the number one and number two market share positions within the frozen pizza category in Ireland and the UK, a successful frozen private label pizza business, and two frozen pizza manufacturing facilities and (ii) the Aunt Bessie's Limited acquisition including the "*Aunt Bessie's"* brand, which enlarged our portfolio of brands to include the number one and number two market share positions, respectively, within frozen Yorkshire puddings and frozen potatoes, which combine to represent the majority of its revenues. On December 31, 2020 we completed the acquisition of Findus Switzerland. Findus is the leading frozen food brand in Switzerland with a portfolio of value-added frozen products across categories including fish, vegetables and ready meals. The acquisition expands the Company's geographic reach into Switzerland, a new and sizeable market, providing a natural extension for our Findus product offering and brand family with an attractive entry for *Green Cuisine*. The transaction unifies the Company's ownership of the iconic Findus brand across Europe. In September 2021 we acquired Fortenova Group's Frozen Food Business Group, which brings a leading European frozen food portfolio operating in attractive new markets for the Company, including Croatia, Serbia, Bosnia & Herzegovina, Hungary, Slovenia, Kosovo, North Macedonia and Montenegro. Its two anchor brands, "*Ledo*" and "*Frikom*", have No 1 market share in many of these markets and offer a broad range of frozen food products including fish, fruits, vegetables, ready meals, pastry and ice cream. The acquisition creates a platform for future expansion into Central and Eastern Europe and introduces us to ice-cream which opens new potential avenues for growth.

5. Respond to changing consumer shopping habits and drive advertising efficiency and impact.

We are responding to the growing consumer shift to digital and mobile technologies, apparent across all of our markets, by investing in technology platforms and partnering with both existing and emerging retailer partners who are executing their own e-commerce strategies to meet changing consumer habits. COVID-19 dynamics have played a part in accelerating existing consumer shopping behavior trends. Our strategies are evolving in response to other consumer shopping trends such as increased purchases through the hard discounter channel, which has been growing significantly in the UK and Southern Europe.

6. Generate strong margins and cash flow through disciplined net revenue management, supply chain optimization and disciplined cost management.

We continue to increase our margins and cash flows by strengthening our revenue growth management capabilities and focusing on supply chain optimization and disciplined cost management. These efforts, which will be implemented over time, will include developing stronger promotional programs, price pack architecture and trade terms as well as continuing our focus on lean manufacturing, factory footprint optimization, and procurement productivity.

Products

During the past three fiscal years, we have manufactured, marketed and distributed the following frozen food products:

Fish: includes frozen fish products such as fish fingers, coated fish and natural fish. These products were the largest contributor to our revenues in 2023, 2022 and 2021.

Vegetables: includes ready to cook vegetable products such as peas and spinach.

Meals: includes ready to cook noodles, pasta, lasagna, pancakes and other ready-made meals under the *iglo*, *Findus* and *La Cocinera* brand names.

Poultry: includes frozen poultry and meat products such as nuggets, grills and burgers.

Ice Cream: following the Fortenova Acquisition, includes in home and out of home ice cream.

Others: includes a variety of other offerings such as soups, pizza, bakery goods and meat substitutes.

We continue to place a strong emphasis on renovation of our existing core products in order to overcome penetration barriers and continue to build loyalty. For example, in 2023, we expanded the Chunky FiFi range with a new curry flavor and expanded our prepared vegetables range with grilled vegetables. We manage renovation and innovation centrally on European common product platforms and have more local involvement where products are differentiated and country specific. Our research and development continues to be centralized, allowing us to leverage our research and development investment across our markets and focus on our largest Core products.

Customers

Our customers are typically supermarkets and large food retail chains supplying food products directly to consumers. Each key market in which we operate has its own distinct retail landscape. We consider our key retailer clients to be, in the UK, Tesco, Asda and Sainsbury's; in Italy, Coop, Conad and Esselunga; in Germany, Rewe and Edeka; in Sweden, ICA, Axfood and Coop; and in France, Carrefour, Auchan and E.Leclerc. For the year ended December 31, 2023, our top ten customers (in terms of revenue) accounted for 32% of revenues.

The majority of our sales are to established retailers and we expect this channel to remain our most significant channel for the foreseeable future. We partner with traditional retailers when we identify commercial or marketing opportunities that can be of interest for both businesses. In addition, we are selectively building partnerships and are increasing our presence in the growing discounter channel.

The food service channel accounted for approximately 8% of our total sales for the year ended December 31, 2023. The majority of these sales were in the Nordics, Croatia and Spain and consisted primarily of sales to institutional and public sector customers such as schools and hospitals, and privately run work canteens and restaurants.

Sales, Marketing and Pricing

Our commercial strategy is centered around our Core products and our growth model focuses on three core elements: creating distinctive brands through leveraging our iconic brand assets, innovating to break penetration barriers balanced between renovation and innovation, and executing in store through category leadership driving the right assortment, display and promotional efficiency.

Our brand equity strategy aims to further increase brand awareness. We are utilizing our core iconic assets at all consumer touchpoints including traditional media, digital media, point of sale and packaging. Furthermore, we have invested and will continue to seek to invest at sufficient levels of media on all our Core products.

We maintain sales teams in each of our Key Markets with a small proportion of sales being sold via a distribution model. Our sales force is resourced to provide good store coverage. We have been chosen to lead category management projects by several of our key retailers in each of our main product categories and have developed innovative presentations of our frozen food products and in-store marketing concepts with supermarkets in a number of our markets in order to increase shopper traffic and sales.

Manufacturing

We own and operate eighteen manufacturing facilities which are located in Lowestoft and Hull (UK), Bremerhaven and Reken (Germany), Cisterna (Italy), Loftahammar and Bralanda (Sweden), Tonsberg and Larvik (Norway), Boulogne-sur-Mer (France), Valladolid (Spain), Longford and Naas (Republic of Ireland), Rorschach (Switzerland), Zagreb, Sesvete, and Daruvar (Croatia) and Belgrade (Serbia). These facilities produce approximately 541 kilo tonnes of frozen product per year, representing approximately 77% of the total volumes of our sales. The manufacturing facilities are located near the major markets we serve, providing for a balance between manufacturing and logistics costs and customer service. Our manufacturing facilities are focused on in house manufacturing of our main product categories and emphasize quality and efficiency through scale. We continue investing in improving the safety and quality standards of our facilities.

Procurement

Our procurement function is structured around primes raw materials (materials used in manufacturing which form a part of the end product, such as fish, vegetables, meat, other ingredients and packaging), Indirects (non-production items and services used to design, market and distribute the product, such as logistics, operations, including maintenance, sales and marketing) and co-pack (finished products bought from third parties, such as most vegetables other than peas and spinach).

Within our Supply Chain team we operate a centralized procurement function, with all procurement of primes and co-pack and the majority of non-production items procured centrally to maximize scale and efficiencies that cover the supply to all our manufacturing facilities and markets.

We are the world's largest buyer of Marine Stewardship Council (MSC) certified wild caught whitefish sourcing globally and working with partners to bring to consumers nutritious, sustainable products. Our fish primarily originates from wild-caught fish in the North Pacific, predominantly from U.S. and Russian waters whereby MSC certification can be assured. Russia holds a large percentage of global fish quota and accounts for nearly 40% of global whitefish catch and up to 60% of the most popular wild caught fish varieties that we and many other companies buy, including Alaska pollock, Atlantic cod, haddock and wild caught salmon.

We are reducing our exposure to Russian origin fish, which will take some time to replace with volumes from alternative wild caught sources and therefore we are continuing in our the second year accelerating our species diversification strategy to bring a greater volume of responsibly farmed Aquaculture Stewardship Council (ASC) certified products into our portfolio.

Our suppliers use a range of processing methods which also extends to activities in China. Vegetables are sourced predominantly from Europe and poultry is sourced largely from South America (but also from Thailand and Eastern Europe). We have contracts in place with pea and spinach growers and third-party pea processors in regions close to where peas are harvested. In addition, we utilize various co-pack suppliers for vegetables other than peas and spinach. The contract terms we enter into with various suppliers differ extensively with respect to length and provisions.

We aim to maintain an appropriately diverse supplier base to safeguard the security of our supply of raw materials as well as enhance the quality and sustainability of such materials, while also delivering competitive pricing. We segregate vendors into “strategic” and “tactical” categories based on criteria such as bargaining power or opportunistic procurement. On that basis, we have identified a number of strategic suppliers with whom we maintain close relationships, particularly in relation to main product categories for which security of supply is critical. Raw materials are mostly directly shipped to our manufacturing facilities.

The price of fish, vegetables and other agricultural commodities, including poultry and meat, can be volatile. We limit our exposure to price increases of raw materials by contractually securing prices for periods ranging from one month to a full year. Prices of raw materials that are harvested annually are generally fixed for a full

year. Prices for certain other products, such as fish, dairy products and potatoes, are fixed for several months in line with seasonality and/or industry practice.

Additionally, we are accelerating relevant R&D projects; diversifying our fish species, expanding our poultry platform across our existing markets and developing other categories such as "fishless fish" and expanding our vegetables category to create a broader range of options for our consumers.

Logistics

Our distribution network is made up of our manufacturing facilities, warehouses, local distribution centers and third-party providers of services (such as co-packers & transport). We outsource the majority of our distribution processes to third parties seeking to collaborate with shared sites and integrated transport networks. Our distribution network is well consolidated and aligned with our manufacturing footprint in the UK, Ireland, Germany, Italy, Sweden, France, Norway, Spain, Croatia and Serbia. From our manufacturing plants, our products are sent to regional distribution centers to be further distributed to local markets. Our primary distribution centers are used to consolidate both local production and imported products to be sold locally. These sites include Wisbech in the UK, Naas in Ireland, Reken in Germany, Capua, Latina and Parma in Italy, Bjuv in Sweden, Brussels in Belgium, Vantaa in Finland, Froneri in Switzerland, Vienna in Austria, Lognes in France, Tonsberg and Moss in Norway, Lisbon in Portugal, Madrid in Spain, Podgorica in Montenegro, Skopje in North Macedonia, Milosheve in Kosovo, Szada in Hungary, Ljubljana in Slovenia, Sarajevo, Tuzla and Banja Luka in Bosnia & Herzegovina, Novi Beograd and Nis in Serbia, and Zagreb, Osijek and Slavonski Brod in Croatia.

Seasonality

Our sales and working capital levels have historically been affected to a limited extent by seasonality. In general, sales volumes for savory frozen food are slightly higher in colder or winter months and variable production costs and working capital will vary depending on the harvesting and buying periods of seasonal raw materials, in particular vegetable crops. For example, inventory levels typically peak in August to September just after the pea harvest and as a result, more working capital is required during those months. The Fortenova Acquisition in September 2021 follows a different seasonality to the legacy business, with stronger performance through the summer months behind the ice-cream business.

Sustainability Strategy

Our purpose is to serve the world with better food and that means focusing on food that is great tasting, good for people and the planet, affordable and available everywhere.

We know that consumers, retailers, and other stakeholders are increasingly asking for brands that are more sustainable and we are very proud that our brands are for the masses because that gives us an opportunity to make a huge difference. Put simply, we want to democratize sustainable eating and we do this by working proactively and collaboratively to deliver strong, sustainable financial performance to help us grow and by making an impact across the three key pillars of our "Appetite for a Better World" sustainability strategy:

1. Better Sourcing

2. Better Nutrition

3. Better Operations

The food system contributes a third of global greenhouse gas emissions (according to the United Nations Food and Agriculture Organization) and so we aim to source, manufacture, and sell our food to consumers in a responsible way and support the wider transformation that is needed to reduce pressure on resources and deliver a more resilient and inclusive food system. This is essential for the long-term success of our business, and we are always asking "how can we keep improving" as we work towards a future where food is produced with greater respect for the health of people and our planet.

Our portfolio is centered around great tasting and affordable fish, chicken, vegetable, and plant-based products with the majority of our products qualify as a healthier meal choice – well above the industry average. Freezing is a natural way of preserving food that locks in nutrients and helps to reduce food waste and we are proud of the role that we are playing to make healthier, more sustainable food available to everyone.

Our sustainability strategy is embedded into our business planning processes and is informed by perspectives from internal and external stakeholders, including our Sustainability Advisory Board, customers, suppliers, peer benchmarking and the Nomad Foods Sustainability Risk Heat Map (*see also Risk Factors – Failure to adequately address current and emerging sustainability risks, including environmental, social and governance ("ESG") matters, could have a material adverse effect on our business, financial condition and results of operations*).

We have set clear time-bound targets, aligned with the UN's Sustainable Development Goals and focused on areas that have the largest impact on our business, employees and the communities that we serve, and where we believe we can make a meaningful contribution to wider efforts to tackle the climate crisis; working, of course, with our suppliers and other key stakeholders, some of whom we have worked with for decades.

We are proud of how our teams are working together to drive progress. We are also excited to be included in the Dow Jones Sustainability Europe Index, a recognized global sustainability benchmark, as the third highest ranking company in Europe within the food product industry group with a maximum score of 100% in Health and Nutrition for the fifth consecutive year. (2023, 2022, 2021, 2020, 2019).

A summary of key activity under each pillar of our sustainability strategy is outlined below with further information available within our annual Sustainability Impact Report and Modern Slavery Act statement.

1. Better Sourcing

- We have a diverse supply chain that spans from fisheries to farming and sustainability is at the heart of our approach to sourcing, from ensuring sustainable fishing and responsible aquaculture along our value chain, to sourcing high risk crops in a sustainable way and improving the welfare of animals throughout the supply chain. As a major purchaser of fish, seafood and vegetables across Europe and beyond, we can help to drive change in how food is produced and, together with our suppliers and partners, make a meaningful contribution to global efforts to tackle the climate crisis.

- We prioritize fish and seafood sourced from Marine Stewardship Council (MSC) and Aquaculture Stewardship Council (ASC) certified suppliers to ensure it meets strict requirements related to stock management, impact on eco-habitats, bycatch and a range of other risk areas.

- For agricultural crops we use the Sustainable Agriculture Initiative Platform (SAI Platform)'s global Farm Sustainability Assessment (FSA) to measure progress against our target to source all of our vegetables, potatoes, fruit and fresh herbs through sustainable farming practices.

- We are committed to ethical trading, sourcing and procurement, upholding international standards. Our Supplier Code of Conduct applies to all our supply chain partners and includes requirements on human rights, workplace health and safety, fair business practices and traceability. We also require our direct suppliers to register on Sedex, one of the world's largest collaborative platforms for sharing responsible sourcing data on supply chains.

- We believe we are in compliance with all relevant environmental laws and regulations and expect our suppliers to do the same.

2. Better Nutrition

- Globally and across Europe, obesity levels are rising and populations are consuming inadequate intakes of vegetables, fruits, fiber, essential fatty acids and certain micronutrients. This comes with an enormous health, well-being and financial toll for individuals and societies. The world needs a transformed food system: one that supports sustainable, nutritionally balanced diets for all.

- As a company, we are committed to meeting increasing consumer demand for affordable nutritious food. We want to grow the proportion of our food that comes from healthy meal choices and nutritionally improved products.

- Our Nutrition Manifesto sets out our eight key commitments to empower positive choices and we continuously work to improve our product portfolio using an externally verified Nutrient

Profiling Tool, with the majority of our products (based on net sales) already qualifying as a healthy meal choice (HMC) – well above the food industry average. We launched a new Future of Nutrition strategy in January 2022, to reflect the evolving nature of the Nomad Foods product portfolio. This now includes Occasional Foods such as pizza and ice cream, alongside our core Everyday Foods products such as vegetables, fish, plant-based foods and chicken. We use on-pack nutritional labelling across all of our markets and in addition to improving our own product offering we participate in a number of external partnerships that seek to influence a shift towards healthier, more sustainable diets.

• Our "Clean Labelling Policy", which has been in place since 2003, outlines our approach to ingredient selection to ensure that all new products are free from flavor enhancers, artificial flavors and artificial colorants. Our approach to ingredient selection ensures we meet consumer demand for more familiar ingredients.

3. Better Operations

• According to the United Nation's Food and Agriculture Organization (FAO) the food system contributes a third of global greenhouse gas emissions and is vulnerable to the impacts of climate change. Consequently, as a large food company, we have a critical role in playing our part to reduce greenhouse gas emissions across our value chain.

• Our significant investment in the development and promotion of meat alternatives which can play a role in the shift towards plant-based diets also forms part of these broader efforts. We also believe that frozen food more broadly, has an important role to play in helping consumers reduce their carbon footprint.

• Our Safety Health and Environment Policy sets out our commitment to measure, manage and mitigate our environmental impact and in 2021 our emissions reduction targets were approved by the Science Based Targets Initiative (SBTi) enabling us to join the UN's Race to Zero and support suppliers to develop their own science-based targets. This comes on the back of several years of significant emission reductions. In addition to setting clear targets for our own business which will see us almost halve emissions per ton of product, we want to ensure that the top 75% of our suppliers by emissions also develop own science-based targets by 2025.

• To assess progress against our targets we measure our corporate carbon footprint annually by calculating total Scope 1,2, and 3 emissions. Our footprint covers our own operations, all owned and third-party warehousing and inbound and outbound logistics of finished goods.

• In 2020 we joined the global fight against food waste initiative 10x20x30, which unites the world's largest food retailers and providers to reduce food waste. For our legacy business (that which excludes the acquisition of Findus Switzerland and the Adriatic business) we have reduced edible food waste by a third since 2015.

• We consider the total packaging system when designing packaging, recognizing that it plays an important role in terms of food safety, convenience, as well as sustainability. Under our Packaging Policy we are committed to reducing packaging volumes, using more recyclable packaging materials and promoting re-use. As driving progress on sustainable packaging is particularly challenging, this is one of the key areas of focus for our Open Innovation Portal initiative launched in 2022.

• Our people are our greatest asset and we continue to drive a safety first mindset across our business. In 2023 we expanded our Safety First, Everyone, Everyday (SFEE) program to our Adriatic business operations (Manufacturing, Logistics and Distribution). The program resulted in a significant decrease in accidents in the region. We continue to focus on building strong fundamentals through our Nomad Safety Management System. Alongside our SFEE program we have developed a risk reduction program. In 2023 we will have completed safety audits of all of our manufacturing facilities with priority risk reduction through targeted actions and investment.

- Our mission is to inspire, empower and equip our teams to be successful, so that everyone can learn, develop and grow and have rewarding work experiences. This includes helping our employees to nurture their health and well-being and measuring how we are doing as part of our "Our Voice" employee survey.

Information Technology

Our IT systems are critical to operating and growing our business, in particular to our general operations, logistics and commercial functions, as well as enabling work from hybrid locations. We have two SAP tool kits, one supporting our Adriatic business and one supporting all other markets. These underpin the processes that support all of our operations and management reporting across countries, with new tools being introduced to support Sales planning, Customer Relationship Management and Net Revenue Management activities.

The IT architecture is designed as a consolidation platform enabling integration of future acquisitions, whereby we can extend our current architecture to acquisitions to standardize, simplify and automate processes where and when it makes sense to do so.

We believe that the role of data and analytics will continue to increase in importance in decision-making, and we therefore intend to continue to enhance our capability to use such data and analytics in our decision-making process. Our cyber security capability has increased with multiple tools and protection being implemented as well as training across the Company.

The Company is undertaking a business transformation program underpinned by an upgrade to the latest SAP S4/HANA Enterprise Resource Planning (ERP) platform. The program aims to modernize the end-to-end technology estate to support current and future complex and evolving business needs. Among the many changes, the program will move the operating model for our existing business to a cloud-hosted solution, which better deploys new services to the business and end users, including application management, supporting a diverse workforce across multiple locations and languages, as well as deploying artificial intelligence assisted tools. Additionally, we utilize an outsourced service provider, maintaining best in class IT cost alongside improved capability to scale in line with business developments. This will continue throughout 2024 and 2025.

Details of the Company's approach to Cybersecurity can be found in Item 16K Cybersecurity.

Intellectual Property

Intellectual Property remains a core focus for the business. In 2021, we saw our trademark portfolio expand dramatically with the acquisition of the Fortenova business, and we now have over 1800 trademarks across all our markets around the world. On the patent side, the dedicated drive to protect the business' innovations and new technology continues, particularly in the area of plant-based food products, packaging and food coatings - the business now has 20 pending or registered patents in place across the UK and Europe and there is an increased focus on the protection of the business' trade secrets.

Our intellectual property is managed centrally, and we work in close collaboration with a specialist team of trademark and patent attorneys and intellectual property solicitors in respect of trade mark, design and patent protection and enforcement around the world. In particular, there are strategies in place to maintain, protect and enforce our core central brands including *Captain* and *Nomad Foods* in the Group's commercial territories of interest. Likewise, we monitor, protect and enforce our trademark rights in all local brands including *Birds Eye*, *iglo*, *Findus*, *Green Cuisine*, *Aunt Bessie's*, *Goodfella's*, *Frikom*, *Ledo*, *La Cocinera and Belviva*, across the UK, Europe and our export markets.

Material Contracts

Each material contract to which we have been a party for the preceding two years, other than those entered into in the ordinary course of business, is listed as an exhibit to this annual report and is summarized elsewhere herein.

Pensions

We operate a number of different pension schemes across our various countries of operation, the majority of which are defined contribution schemes. We operate defined benefit pension plans in Germany, Sweden, Italy, Switzerland and Austria which are all closed to new entrants, as well as various defined contribution plans in other countries, the largest of which include Sweden and the UK. Long term service awards and other employee benefits are also in operation in a number of countries.

Regulatory Matters

Our activities are subject to laws and regulations regarding food safety, the environment and occupational health and safety.

Food Safety Regulation

As a manufacturer of foods intended for human consumption, we are subject to extensive legislation and regulation both from the European Union, the EU Member States and European free trade association (EFTA) members, UK adopted legislation and other European countries in which we operate. For the European Union, the European Commission, Directorate-General for Health and Food Safety is responsible for EU policy on food safety and health and for monitoring the implementation of related laws. The European Food Safety Authority advises the European Commission, the European Parliament and the EU Member States on food safety matters. EU Member States must ensure adequate enforcement, control and supervision of principles set forth in numerous EU Directives and Regulations and may be allowed to maintain or establish more stringent measures in their own legislation. Other European countries may follow the EU Directives and Regulations as is the case currently in the UK through the adopted legislation process following Brexit, but it may be that there are additional regulations to comply with on a country by country basis. We expect the UK to start generating its own regulatory matters as time progresses and as a UK based entity, we will be duty bound to follow these. These regulations govern the composition, manufacture, storage, handling, packaging, labeling, marketing and safety of our products. These regulations generally impose on food business operators an obligation to ensure that the operations under their control satisfy the relevant food law requirements and impose a mandatory traceability requirement along the food chain. The tracing information must be kept for a period of five years and upon request, must be made available to the relevant authorities.

In addition, we are subject to specific food hygiene legislation that establishes rules and procedures governing the hygiene of food products. This legislation sets forth specific rules governing the proper hygiene for food products of animal origin and sets forth microbiological criteria for food products. In addition, there are a number of other specific EU, adopted UK and local country requirements relating to specific matters such as contaminants, packaging materials and additives. The Brexit Trade Agreement has resulted in substantial delays at Border Control Points for all food businesses due to the new level of documentation and checking which accompany food shipments across the UK to EU. Nomad products are frozen and maintained at a temperature below 18 degrees therefore there are no issues with food hygiene due to any delays or blockages which we may experience. In October 2023, the UK and EU introduced the Windsor Framework which also layers on further restrictions in trade due to the requirement to label primary packaging with a “not for EU” label. This restricts which goods can move from the UK to the EU and will require us to run smaller volume production runs to continue supply into Europe.

We are also subject to a broad range of European directives and regulations and local country requirements regarding the manufacture and sale of frozen foods for human consumption. These directives and regulations define technical standards of production, transport and storage of frozen foods intended for human consumption and require us to assure internal quality control at each stage of the “cold chain” and to implement any standards, as established by public authorities. These directives and regulations have in all areas of food safety been translated into UK statutory instruments as written, the predicted review of this legislation in the UK has been halted and all existing EU legislation will be passed into law with no further changes at this time.

Listed below are the various internal due diligence procedures we have established to ensure continuous compliance with all relevant regulatory and food safety standards:

- Implementing food hygiene principles across all production sites in accordance with food hygiene regulations;

- Annual external auditing of our production sites conducted by independent compliance companies applying the British Retail Consortium Global Standard for Food Safety Issue 9, its European equivalent, the International Food Standard or the Global Food Safety Initiative. Currently 93% of our suppliers are also certified to one or more of these food safety management systems and it is our long-term objective to achieve 100% certification;

- Maintaining a risk-based microbiological and contaminant screening program for due diligence; and

- Holding monthly regulatory updates to assess emerging risk areas, update policies and review outstanding issues as part of the quality forum meeting which is attended by functional heads.

Tariffs and Trade

We are subject to specific trade requirements regarding products of animal origin, including fish and poultry, two of our main ingredients in our products. The UK government has indicated that it will implement a Border Target Operating Model, that will be progressively introduced from January 2024, for which key components remain in a period of consultation. This may affect trade movements going forward.

Food Labeling Regulation

Pre-packaged food products must comply with provisions on labeling, which are harmonized throughout the European Union. Pre-packaged food products must also comply with provisions on nutrition labeling, which are also harmonized throughout the European Union. Under the Food Information for Consumers Regulation nutrition labeling is mandatory unless exempted.

In addition to general and nutrition requirements, pre-packaged food products must bear a lot mark declaration via a manufacturing or packaging lot reference, which is also a harmonized system throughout the European Union. The lot reference allows consumers and businesses to trace the product in the event of a product withdrawal or recall.

There are also specific labeling requirements for certain ingredients we use in our products. Local laws may also impose additional requirements with which we must comply.

Packaging

Our packaging protects the product against contamination, is designed to optimize logistics, helps with portion sizes, carries information for customers, and, by maintaining the quality of products for the duration of their shelf life, also helps to reduce food waste. However, packaging, in particular plastic packaging, has been in the spotlight because of its environmental impacts. Poor management of recycling or waste disposal of plastic packaging can result in plastic leaking from the waste management cycle into the ocean, threatening the lives of sea birds and marine animals, and disrupting ecosystems.

We primarily design our packaging around food safety needs and environmental impact concerns, ensuring that the packaging protects the product but does not waste natural resources. Our focus is on moving to recyclable materials. However, in some places we do need to use flexible materials such as plastic where innovation is required to find recyclable alternatives.

We expect packaging to be a focus for environmental law in the coming years, with the emergence of taxes or bans on the use of single-use plastic.

Environmental Law

The European Commission, Directorate-General for the Environment is responsible for EU policy on the environment and for monitoring the implementation of related laws. The European Union has issued numerous directives relating to environmental protection, including those aimed at improving the quality of water, addressing air and noise pollution, assuring the safety of chemicals and setting standards for waste disposal and clean-up of contamination. European directives are given effect by specific regulations in Member States and applicable regulations have been implemented in each of the countries in which we conduct our manufacturing activities. In addition, there may also be further regulations implemented at a country level in other countries in which we operate. Accordingly, our facilities must obtain permits for certain operations and must comply with requirements relating to, among others, water supply and use, water discharges and air emissions, solid and hazardous waste storage, management and disposal of waste, clean-up of contamination and noise pollution. For all of our facilities we track compliance against permit and license conditions. Any environmental legal action is escalated through the Risk Committee.

We are also subject to legislation designed to reduce energy usage and carbon dioxide emissions and also restrictions on the use of ozone depleting substances such as hydrochlorofluorocarbons ("HCFCs"). HCFCs are used in refrigeration systems and their use will be phased out as part of our normal maintenance, repair and replacement activities and we do not expect a need for significant incremental capital expenditures for this purpose.

Compliance with environmental laws and regulations is managed at the facility level. The majority of our manufacturing facilities have a detailed environmental management system which are externally audited on an annual basis for compliance with ISO 14001.

In addition, under some environmental laws and regulations, we could be responsible for contamination we may have caused and investigating or remediating contamination at properties we own or occupy, even if the contamination was caused by a prior owner or other third party or was not due to our fault, and even if the activity which resulted in the contamination was legal at the time it occurred. We track all losses to the environment that may result in an onsite or offsite impact. Depending on severity of the incident the event may be escalated to the Risk Committee. In 2023 there were no loss events resulting in contamination of the environment.

Occupational Health and Safety

The safety and health of our employees is the number one priority for the business. In 2023 we expanded our "safety first everyone, everyday" program to our Adriatic business as part of our journey to embed the culture of safety first across our business. The program has resulted in a significant reduction in accidents within the region. We continue to make progress in reducing the number of accidents across the business and have reduced total accident numbers against our 2022 performance.

We continue to develop our Group Safety Management system and are working towards certification to International Standards ISO45001 and ISO18001 at all our Manufacturing Facilities. We are continuing to build a centralized Nomad Safety Management System to ISO45001 standards.

We have a legal responsibility to protect the health and safety of our employees, customers and any other persons who may be affected by our operations and aim to meet the European Framework Directive on Safety and Health at Work (89/391 EEC). We continually strive to comply with all the local and European legislation in all the countries we have a presence, ensuring we share best practices and procedures across our business to continuously improve our safety and environmental performance.

In 2023, we focused on deploying our "5 Nomad Life Saving Principles" across all of our manufacturing sites. We have implemented policies, procedures and control measures for the most significant risks in our business including; electrical safety, confined space entry, working at height, workplace transport and "Lock Out Tag Out".

At the start of 2023, we introduced a Safety, Health and Environment internal audit program applicable to all of our manufacturing locations. By the end of the year, 72% of our facilities had been assessed against a set of baseline criteria. Audit actions are tracked to closure to ensure we are addressing risks and improvement opportunities.

We strive to ensure that dangerous articles and substances are transported, stored and used safely; provide adequate welfare facilities; provide workers with the information, instruction, training and supervision necessary to preserve and improve their health and safety; and consult with workers on health and safety matters.

Compliance Programs

We have established policies and procedures aimed at compliance with applicable legislation and regulations, including policies for Anti-Bribery and Corruption as well as Trade Sanctions. Our Code of Business Principles as our framework policy is designed to ensure compliance with applicable legal and regulatory requirements to drive a strong compliance culture throughout all of our operations. A breach of the Code of Business Principles can lead to disciplinary action, including termination of employment.

Our Safecall reporting line, which is operated by an external service provider, allows employees to report issues or ethical concerns anonymously. Compliance at the local level is based in large part on building strong local companies and developing a proper approach in coping with operational dilemmas within the boundaries of applicable laws and responsible conduct. Local management, assisted by the Internal Audit department, carries out reviews to identify compliance risks and to ensure that adequate procedures to manage those risks are in place. We continually analyze and assess changes in applicable laws and regulations, and implement appropriate adaptations when necessary.

Insurance

We have a comprehensive Global Insurance Program covering all territories that the organization operates within and undertake regular risk reviews. We continually assess business risks as part of the review to ensure we maintain an effective insurance program covering risk exposures.

The Global Insurance Program encompasses coverages such as directors and officers, property damage and business interruption, public liability, product liability, employer's liability, personal accident and travel, advertising and motor.

Human Capital management

1.Leadership Development and Talent Management.

Recruiting, developing and engaging our workforce is critical to executing our strategy and achieving business success. The board oversees and is updated on the company's leadership development and talent management strategies designed to recruit, attract, develop and retain business leaders who can drive financial and strategic growth objectives and build long-term shareholder value. The board has also reviewed succession plans for the Chief Executive Officer, Executive team and direct reports.

2. Culture and Employee Engagement.

The board is keenly interested in ensuring that the company maintains and promotes a culture that fosters the values, behavior and attributes necessary to advance the company's business strategy and purpose and encourage employee engagement and commitment. We regularly seek colleagues views and feedback on how successfully we are doing this through our employee survey and through the quarterly all colleagues' engagement sessions with the Executive team.

3. Human Capital Management

The efficient production of high-quality products and successful execution of our strategy requires a talented, skilled and engaged team of employees. We aim to give our colleagues training to do their jobs, as well as opportunities to expand their skills and contributions over time. We are also committed to maintaining a safe and secure workplace for our employees and have recently set specific safety standards to identify and manage critical risks. We prohibit workplace discrimination, and we do not tolerate abusive conduct or harassment. We also believe that respect for human rights is fundamental to our purpose of Serving the World with Better Food and to our commitment to ethical business conduct. Our code of Business Conduct is set out in our 'Code of Business Principles' and is available on our website.

4. Diversity and Inclusion

We believe that fostering a culture of inclusion and belonging strengthens our ability to recruit talent and allows all of our employees to thrive and succeed. We actively cultivate a culture that acknowledges, respects and values all dimensions of diversity - including gender, race, sexual orientation, ability, backgrounds and beliefs. Ensuring diversity of input and perspectives is core to our business strategy, and we are committed to recruiting, retaining, developing and advancing a workforce that reflects the diversity of the consumers we serve. We have an active Inclusion plan and are working to embed our culture of inclusion and belonging into our day-to-day ways of working through: Shine (Support program aimed at improving internal female talent pipeline), a growing number of networks promoting representation and inclusion and enabling our employees to have space for debate and growth and continuing with our program of Inclusive leadership and Inclusive hiring training.

5. Measuring our Human Capital Performance

We welcome the increasing focus on measurement of Human Capital Practice through Indexes such as the Dow Jones Sustainability Index and will address the increasing disclosure requirements through our ongoing efforts in sustainability, including data collection and systems.

C. Organizational Structure

We (Nomad Foods Limited) are a holding company with 51 subsidiaries, all of which are wholly-owned by us. The following table provides a list of all of our significant subsidiaries and their country of incorporation.

Name	Activity	Country of incorporation	Ownership as of December 31, 2023
Nomad Foods Europe Holdings Limited	Holding	England	100%
Nomad Foods Europe Holdco Limited	Holding	England	100%
Nomad Foods Europe Finco Limited	Holding	England	100%
Nomad Foods Europe Midco Limited	Holding/Finance	England	100%
Nomad Foods Bondco Plc	Finance	England	100%
Nomad Foods Lux S.à.r.l.	Finance	Luxembourg	100%
Nomad Foods Europe Limited	Management	England	100%
Birds Eye Limited	Trading	England	100%
Nomad Foods Europe Finance Limited	Finance	England	100%
Birds Eye Ireland Limited	Trading	Republic of Ireland	100%
Iglo Holding GmbH	Holding	Germany	100%
Iglo Nederland B.V.	Trading	Netherlands	100%
Iglo Belgium S.A.	Trading	Belgium	100%
Iglo Portugal	Trading	Portugal	100%
Iglo Austria Holdings GmbH	Holding	Austria	100%
C.S.I. Compagnia Surgelati Italiana S.R.L.	Trading	Italy	100%
Findus Sverige Holdings AB	Holding	Sweden	100%
Iglo GmbH	Trading	Germany	100%
Frozen Fish International GmbH	Trading	Germany	100%
Liberator Germany Newco GmbH	Property	Germany	100%
Iglo Austria GmbH	Trading	Austria	100%
Findus Sverige AB	Trading	Sweden	100%
Frionor Sverige AB	Holding	Sweden	100%
Findus Holdings France SAS	Holding	France	100%
Findus France SAS	Trading	France	100%
Findus Espana SLU	Trading	Spain	100%
Findus Danmark A/S	Trading	Denmark	100%
Findus Finland Oy	Trading	Finland	100%
Findus Norge AS	Trading	Norway	100%
Findus Norge Holding AS	Holding	Norway	100%
Toppfrys AB	Trading	Sweden	100%
Findus Switzerland AG	Trading	Switzerland	100%
LEDO plus d.o.o.	Trading	Croatia	100%
INDUSTRIJA SMRZNUTE HRANE FRIKOM DOO BEOGRAD	Trading	Serbia	100%
LEDO d.o.o. Čitluk	Trading	Bosnia & Herzegovina	100%
IRIDA d.o.o.	Trading	Croatia	100%
LEDO Jégkrém és Fagyasztott Élelmiszer Gyártó és Forgalmazó Korlátolt Felelősségű Társaság	Trading	Hungary	100%
Ledo d.o.o. (LEDO, podjetje za trgovino s sladoledom, zmrznjeno hrano in storitve, d.o.o.)	Trading	Slovenia	100%

Ledo d.o.o. Podgorica (Društvo Za Proizvodnju, promet roba i usluga "Ledo" d.o.o. Podgorica)	Trading	Montenegro	100%
Ledo Sh.p.k.	Trading	Kosovo	100%
FRIKOM BEOGRAD DOOEL Cucer Sandevo	Trading	North Macedonia	100%

D. Property, Plant and Equipment

The following table sets forth information on the main manufacturing sites used by us in our business:

Facility	Products	Production (ktons)	Utilization %	Freehold/ Leasehold	Footprint
Belgrade, Serbia	Ice cream, Pastry Products, Vegetables, Fruits	28	46%	Freehold	Site: 116,500 m2 Buildings: 8,100 m2
Boulogne, France	Fish Products	16	84%	Leasehold	Buildings: 11,000 m2
Bralanda, Sweden	Vegetables	9	38%	Freehold	Site: 80,000m2 Buildings: 22,000m2
Bremerhaven, Germany	Fish Products	90	90%	Leasehold	Site: 90,000 m2 Buildings: 30,000 m2
Cisterna, Italy	Vegetables, Free Flow Meals, Fish Fingers, Sofficini	59	57%	Freehold	Site: 269,560 m2 Buildings: 69,198 m2
Daruvar, Croatia	Fish Products	2	21%	Freehold	Site: 30,223 m2 Buildings: 2,589 m2
Hull, UK	Yorkshire Puddings, Accompaniments & Desserts	20	63%	Freehold	Site: 39,000 m2 Buildings: 15,000 m2
Larvik, Norway	Vegetables, Free Flow Meals, Ready Meals	6	73%	Freehold	Site: 57,968 m2 Buildings: 7,246 m2
Loftahammar, Sweden	Bakery Products	2	41%	Freehold	Buildings: 5,300 m2 Site: 21,000 m2
Longford, ROI	Frozen Pizza Products	16	88%	Freehold	Buildings: 6,200 m2
Lowestoft, UK	Vegetables, Fish Products, Poultry, Potato, Beef Burgers	109	78%	Mixed	Buildings: 45,000 m2 Site: 99,000 m2
Naas, ROI	Frozen Pizza Products	38	88%	Freehold	Buildings: 5,930 m2 Site: 35,288 m2
Reken, Germany	Vegetables, Free Flow Meals, Ready Meals, Special Foods	80	64%	Freehold	Buildings: 43,000 m2 Site: 118,000 m2
Rorschach, Switzerland	Pancakes, Ready Meals	3	56%	Freehold	Buildings: 8,500 m2 Site: 11,000 m2
Sesvete, Croatia	Fruits, Vegetables	6	40%	Leasehold	Site: 4,540 m2 Buildings: 2,208 m2
Tonsberg, Norway	French Fries, Vegetables, Free Flow Meals	24	62%	Leasehold	Buildings: 30,000 m2 Site: 58,000 m2
Valladolid, Spain	Vegetables, Free Flow Meals, Ready Meals, Pastry Products, Pizza	14	44%	Freehold	Buildings: 50,000 m2 Site: 80,000 m2
Zagreb, Croatia	Ice cream, Pastry Products	19	35%	Freehold	Site: 23,129 m2 Buildings: 9,739 m2

For more information on property, plant and equipment see Note 12 "Property, plant and equipment". We lease our principal executive offices located at No. 1 New Square, Bedfont Lakes Business Park, Feltham, Middlesex, TW14 8HA, which is 36,549 square feet in size.

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

The following is a discussion of the financial condition and results of operations for the years ended December 31, 2023 and 2022. Discussion regarding our financial condition and results of operations for the year ended December 31, 2022 as compared to the year ended December 31, 2021 is included in Item 5 of our Annual Report on Form 20-F for the year ended December 31, 2022, filed with the SEC on February 23, 2023 (the "2022 Form 20-F").

Some of the information contained in this discussion and analysis or set forth elsewhere in this annual report, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, including those factors set forth in Item 3 Key Information-D. Risk Factors of this annual report, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. This discussion should be read in conjunction with our audited historical consolidated financial statements and other financial information included elsewhere in this annual report.

The historical financial information has been prepared in accordance with IFRS.

Overview

Nomad operates in the European frozen food market, selling its products primarily to large grocery retailers either directly or through distribution arrangements primarily in the UK, Italy, Germany, France, Serbia and Austria.

These countries represent our top six markets and collectively represented approximately 75% of the total European Savory frozen food markets (in terms of retail sales value) and generated 69% of our revenue in 2023. We also sell our products across western & southern Europe, as well as Ireland and the Nordics. Since the Fortenova Acquisition in 2021, this has extended the reach to south-eastern Europe. The brands under which we sell our products are "*Birds Eye*", "*Aunt Bessie's*" and "*Goodfella's*" in the UK and Ireland, "*Findus*" in Italy, France, Spain, Sweden, Switzerland and Norway, "*iglo*" in Germany and other continental markets, "*Ledo*" in south-eastern Europe and "*Frikom*" in Serbia and North Macedonia.

We currently operate eighteen manufacturing plants, three in Croatia, two in Germany, two in Sweden, two in Norway, two in Ireland, two in the UK and one each in Spain, Italy, France, Serbia and Switzerland.

Management discussion on current macroeconomic issues

Since the start of 2022 we have seen huge volatility in our macro environment driven by the war in Ukraine and further Covid restrictions impacting our supply chain (e.g. China). This has resulted in the need to focus on our two most urgent challenges: significantly higher raw material prices and risks to our fish supply.

For our consumers, the Ukraine and Russia conflict and supply chain restrictions have driven a cost of living crisis as well as an anticipated recession, and we have therefore made a number of interventions to our plans to ensure we remain on track to deliver our medium-term commitments.

Throughout 2022, we experienced higher than anticipated input cost inflation, including higher transportation and supply chain costs which we have attempted to mitigate through pricing increases. Inflation has continued to persist throughout 2023. Our clear priorities in 2023 have been pricing for inflation and securing the future of fish, as we believe these have, and will continue to have, the biggest commercial impact on our short term and long-term success. We believe these agile commercial interventions, coupled with media investment, commercializing sustainability and accelerating our presence in discounters, will allow us to retain our existing consumer base and attract new consumers to the category and our brands. We believe these strong fundamentals will set us up for long-term sustained growth.

Financings and Acquisitions

Financings

On August 5, 2021, the Company announced a share repurchase program to purchase up to an aggregate of $500.0 million of the Company's ordinary shares to be executed. Acquisitions pursuant to the stock repurchase program may be made from time to time through a combination of open market repurchases, privately negotiated transactions, accelerated share repurchase transactions, and/or other derivative transactions, at the Company's discretion, as permitted by securities law and other legal requirements. Pursuant to the program, as at December 31, 2021, the Company repurchased and cancelled 3,090,082 ordinary shares at an average price of $24.50, for aggregate gross costs of $75.8 million (€67.1 million). Directly attributed transaction costs of €0.1 million were incurred. During 2022, the Company repurchased and cancelled a further 1,160,547 ordinary shares in open market transactions at an average price of $26.23 for aggregate gross costs of $30.5 million (€26.8 million) under this authorization. During 2023, a further 11,314,705 ordinary shares were repurchased and canceled in open market transactions at an average price of $16.33 for aggregate gross costs of $185.0 million (€170.9 million) under this authorization. Directly attributable costs of €0.2 million were incurred.

On November 10, 2022, the Company announced that it closed on the issuance of both a $700.0 million (€700.6 million) term loan bearing interest at a rate per annum equal to SOFR plus 3.75% and a €130.0 million term loan bearing interest at a rate per annum equal to EURIBOR plus 3.5%, both due November 10, 2029. The net proceeds from these loans were used to repay the Company's existing Senior Secured U.S. Dollar term loan due in 2024 in full, and for transaction expenses and general corporate purposes.

On September 22, 2023, the Company closed on the repricing of its USD denominated Term Loan B of USD 700 million principal due 2029. Following the closing, the margin on the Term Loan has been reduced by 0.75% to SOFR plus 3.0%.

On November 6, 2023, the Company's Board of Directors authorized a new share repurchase program to purchase up to an aggregate of $500.0 million of the Company's ordinary shares. Acquisitions pursuant to the share repurchase program may be made from time to time through a combination of open market repurchases, privately negotiated transactions, accelerated share repurchase transactions, and/or other derivative transactions, at the Company's discretion, as permitted by securities laws and other legal requirements. This new program replaces the previous authorization which was established in August 2021 and finished at the end of 2023. The new program will expire at the end of 2026.

Acquisitions

On September 30, 2021, the Company announced the completion of the acquisition of the Fortenova Group's Frozen Food Business Group (FFBG) for consideration of €641.6 million. FFBG is a leading European frozen food portfolio operating in attractive markets new to Nomad, including Croatia, Serbia, Bosnia & Herzegovina, Hungary, Slovenia, Kosovo, North Macedonia and Montenegro. Its two anchor brands, Ledo and Frikom, have unparalleled consumer awareness and number one market share in many of these markets and offer a broad range of frozen food products including fish, fruits, vegetables, ready meals, pastry and ice cream.

Recently Issued and Not Yet Adopted Accounting Pronouncements under IFRS

Information relating to "IFRSs recently issued and not yet adopted" are described in detail and are reported in Note 2 to the Financial Statements.

A. Operating Results

Selected Financial Data

The following table sets forth selected historical consolidated financial and other data for the Company for the periods presented. The selected historical consolidated financial data below should be read in conjunction with our Audited Consolidated Financial Statements and related notes (Item 18), as well as *Item 4: Information on the Company* and *Item 5: Operating and Financial Review and Prospects* of this annual report.

The statement of income data for the Fiscal 2023 Period, Fiscal 2022 Period and Fiscal 2021 Period and the balance sheet data as of December 31, 2023 and 2022 have been derived from our audited consolidated financial statements included elsewhere in this annual report.

	Year ended Dec 31 2023	Year ended Dec 31 2022	Year ended Dec 31 2021	Year ended Dec 31 2020	Year ended Dec 31 2019
	€m	€m	€m	€m	€m
Statement of Income data:					
Revenue	3,044.5	2,939.7	2,606.6	2,515.9	2,324.3
Cost of sales	(2,185.8)	(2,124.4)	(1,862.3)	(1,753.4)	(1,626.4)
Gross profit	**858.7**	**815.3**	**744.3**	**762.5**	**697.9**
Other operating expenses	(445.8)	(391.2)	(356.3)	(382.7)	(359.9)
Exceptional items	(72.5)	(48.7)	(45.3)	(20.6)	(54.5)
Operating profit	**340.4**	**375.4**	**342.7**	**359.2**	**283.5**
Net finance costs	(86.8)	(54.4)	(106.0)	(63.7)	(73.2)
Profit before tax	**253.6**	**321.0**	**236.7**	**295.5**	**210.3**
Taxation	(60.9)	(71.2)	(55.7)	(70.4)	(56.7)
Profit for the period	**192.7**	**249.8**	**181.0**	**225.1**	**153.6**
Basic weighted number of shares	170,573,002	174,279,621	178,070,770	194,019,070	192,004,803
Diluted weighted number of shares	171,203,914	174,279,621	178,070,770	197,894,106	198,425,877
Basic earnings per share	1.13	1.43	1.02	1.16	0.80
Diluted earnings per share	1.13	1.43	1.02	1.14	0.78
Balance Sheet data:					
Total assets	6,416.7	6,326.1	6,170.8	5,580.6	5,904.5
Total equity	2,591.9	2,606.2	2,299.0	2,126.1	2,556.7
Share capital	—	—	—	—	—

Overview of Results

	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Statement of Income data:		
Revenue	3,044.5	2,939.7
Cost of sales	(2,185.8)	(2,124.4)
Gross profit	**858.7**	**815.3**
Other operating expenses	(445.8)	(391.2)
Exceptional items	(72.5)	(48.7)
Operating profit	**340.4**	**375.4**
Finance income	22.8	12.1
Finance costs	(109.6)	(66.5)
Net finance costs	**(86.8)**	**(54.4)**
Profit before tax	**253.6**	**321.0**
Taxation	(60.9)	(71.2)
Profit for the year	**192.7**	**249.8**

The table below presents certain additional key performance indicators:

(€ in millions, except percentages)	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Gross Margin(1)	28.2 %	27.7 %
Adjusted EBITDA(2)	535.0	524.4
Adjusted EBITDA Margin(3)	17.6 %	17.8 %

(1) ***Gross Margin***. Represents Gross Profit as a percentage of revenue for the relevant period. You should exercise caution in comparing our Gross Profit and Gross Margin with similarly titled measures of other companies, as the definition may not be comparable.

(2) ***Adjusted EBITDA***. EBITDA is profit or loss for the period before taxation, net financing costs, depreciation and amortization. Adjusted EBITDA is EBITDA adjusted to exclude, when they occur, the impacts of exited markets, acquisition purchase price adjustments, and exceptional items such as restructuring charges, goodwill and intangible asset impairment charges and other unusual or non-recurring items. In addition, we exclude other adjustments such as the impact of share-based payment expenses and related employer payroll taxes, and non-operating M&A related costs, because we do not believe they are indicative of our normal operating costs, can vary significantly in amount and frequency, and are unrelated to our underlying operating performance. The Company believes Adjusted EBITDA provides important comparability of underlying operating results, allowing investors and management to assess operating performance on a consistent basis. Accordingly, the information has been disclosed in this annual report to permit a more complete and comprehensive analysis of our operating performance. You should exercise caution in comparing our Adjusted EBITDA with similarly titled measures of other companies, as the definition may not be comparable. Adjusted EBITDA should not be considered as an alternative to profit/(loss) for the period, determined in accordance with IFRS, as an indicator of the Company's operating performance.

(3) ***Adjusted EBITDA Margin.*** Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of revenue for the relevant period. Adjusted EBITDA and Adjusted EBITDA margin are non-IFRS measures and you should not consider them an alternative or substitute to operating profit or operating margin as a measure of operating performance.

The following table reconciles revenue to Gross Profit and Gross Margin for the periods presented:

	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Revenue	**3,044.5**	**2,939.7**
Cost of sales	(2,185.8)	(2,124.4)
Gross Profit	**858.7**	**815.3**
Gross Margin	**28.2 %**	**27.7 %**

The following table reconciles profit for the year to Adjusted EBITDA for the relevant period as follows:

	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Profit for the year	**192.7**	**249.8**
Taxation	60.9	71.2
Net financing costs	86.8	54.4
Depreciation and amortization	95.0	88.6
Exceptional items (1)	72.5	48.7
Other add-backs (2)	27.1	11.7
Adjusted EBITDA	**535.0**	**524.4**

(1) Elimination of exceptional items which management believes do not have a continuing impact. Details of what has been identified as exceptional is included in the Results of Operations for each reporting period as set out in this item and in Item 5 of the 2022 Form 20-F.

(2) Represents the elimination of share-based payment charges and related employer payroll expense of €26.1 million (2022: €8.6 million) and elimination of non-operating M&A related costs of €1.0 million (2022: €3.1 million). We exclude these costs because we do not believe they are indicative of our normal operating costs, can vary significantly in amount and frequency, and are unrelated to our underlying operating performance.

Description of Key Line Items and Certain Key Performance Indicators

Set forth below is a brief description of key items from our consolidated statements of income. For additional information, see Note 3 to our audited consolidated financial statements which appear elsewhere in this annual report.

Revenue. Revenue is comprised of sales of goods after deduction of discounts and sales taxes. It does not include sales between Nomad subsidiaries. Discounts given by us include rebates, price reductions and incentives given to customers, promotional couponing and trade communication costs. At each end date of a reporting period, any discount incurred, but not yet invoiced, is estimated and accrued. Revenue is recognized when control of the products has transferred, being when the products are delivered to the customer in accordance with the contractual arrangements. This is usually upon either the dispatch of a shipment or the delivery of goods to the customer but is dependent upon contractual terms that have been agreed with a customer. Sales discounts incurred but not yet invoiced are established based on management's best estimate at the end of the reporting period.

Cost of Sales. Cost of Sales are comprised of the cost of the inventories and distribution costs. Cost of inventories includes expenses related to the procurement and purchase of raw materials, as well as conversion costs including labor costs, depreciation of production assets, fuel, electricity, equipment maintenance and inspection.

Other Operating Expenses. Other operating expenses are comprised of advertising and promotions and indirect costs. Indirect costs include staff costs, selling and marketing expenses, administration expenses, research and development expenses, amortization of software, amortization of brands and other expenses.

Exceptional items. The separate reporting of exceptional items which are presented as exceptional within the relevant income statement category helps provide an indication of our underlying business performance. Exceptional items have been identified and adjusted by virtue of their size, nature or incidence. In determining whether an event or transaction is exceptional, management considers quantitative as well as qualitative factors such as the frequency or predictability of occurrence.

Finance Income. Finance income is comprised of interest income, other financing related income and net foreign exchange gains on translations of financial assets and liabilities held for financing purposes in currencies other than the Company's functional currency.

Finance Costs. Finance costs are comprised of interest expenses, net interest on net defined pension plan obligations, amortization of debt discounts and borrowing costs, net foreign exchange costs on translations of financial assets and liabilities held for financing purposes in currencies other than the Company's functional currency, financing costs incurred as a result of amendments of debt terms and other financing related costs.

Taxation. Taxation is comprised of current tax expenses and deferred tax movements.

Gross Margin. Gross margin is gross profit as a percentage of revenue.

We also utilize certain additional key performance indicators, as described below. We believe these measures provide an important alternative measure with which to assess our underlying operating performance on a constant basis. Our calculation of Adjusted EBITDA and Adjusted EBITDA margin may be different from the calculations used by other companies and therefore comparability may be limited. Adjusted EBITDA and Adjusted EBITDA margin are non-IFRS measures and you should not consider them an alternative or substitute to operating profit or operating margin as a measure of operating performance.

Adjusted EBITDA. Adjusted EBITDA is profit or loss for the period before taxation, net financing costs, depreciation and amortization, adjusted to exclude, when they occur, the impacts of exited markets, acquisition purchase price adjustments and exceptional items such as restructuring charges, goodwill and intangible asset impairment charges and other unusual or non-recurring items. In addition, we exclude other adjustments such as the impact of share-based payment expenses and related employer payroll taxes, and non-operating M&A related costs, because we do not believe they are indicative of our normal operating costs, can vary significantly in amount and frequency, and are unrelated to our underlying operating performance. The Company believes Adjusted EBITDA provides important comparability of underlying operating results, allowing investors and management to assess operating performance on a consistent basis.

Adjusted EBITDA Margin. Adjusted EBITDA margin is Adjusted EBITDA as a percentage of revenue.

Currency

Our consolidated financial statements have been presented in Euro, which is our functional currency. Unless specifically stated otherwise herein, transactions in foreign currencies have been translated at the foreign exchange rate at the date of the relevant transaction.

Changes in foreign currency rates have a translation impact on our reported operating results.

A significant portion of our operations have functional currencies other than Euro (including Pound Sterling, Norwegian Krone, Swedish Krona, Serbian Dinar and Swiss Franc amongst others). In preparing our financial statements, translations in currencies other than our functional currency are recognized at the rates of exchange prevailing at the dates of transaction. Accordingly, our results for each of the periods presented below have been impacted by fluctuations in foreign exchange rates. Where material, the impact of translation of currency on results has been provided. For a discussion on strategies to mitigate the effect of these fluctuations see Note 32 "Financial risk management".

Results of Operations for the Year Ended December 31, 2023 and the Year Ended December 31, 2022

	Year ended December 31, 2023	Year ended December 31, 2022
Statement of Income data:	€m	€m
Revenue	3,044.5	2,939.7
Cost of sales	(2,185.8)	(2,124.4)
Gross profit	**858.7**	**815.3**
Other operating expenses	(445.8)	(391.2)
Exceptional items	(72.5)	(48.7)
Operating profit	**340.4**	**375.4**
Finance income	22.8	12.1
Finance costs	(109.6)	(66.5)
Net finance costs	**(86.8)**	**(54.4)**
Profit before tax	**253.6**	**321.0**
Taxation	(60.9)	(71.2)
Profit for the year	**192.7**	**249.8**

Revenue for the year ended December 31, 2023 was €3,044.5 million (year ended December 31, 2022: €2,939.7 million). The 3.6% revenue increase was driven by an organic revenue increase of 4.9%, a measure which excludes the impact of translational foreign exchange and acquisitions compared to the year ended December 31, 2022.

Gross profit, defined as revenue offset by cost of sales, increased €43.4 million to €858.7 million for the year ended December 31, 2023 from €815.3 million for the year ended December 31, 2022. The increase in gross profit was driven by the increase in revenue and gross margin. Gross Margin, defined as gross profit as a percentage of revenue, increased by 50 basis points to 28.2% from 27.7% in the year ended December 31, 2022 primarily due to:

- A 980 basis points increase from pricing, promotional investments and product mix
- A 930 basis points decrease due to cost of goods inflation.

Other operating expenses increased to €445.8 million for the year ended December 31, 2023 (year ended December 31, 2022: €391.2 million). The increase of €54.6 million was driven primarily by increased Advertising and Promotion linked to the organic sales growth, and by an increase in Indirect costs as a result of the Company's employee incentive program.

Exceptional items of €72.5 million were incurred in the year ended December 31, 2023 (year ended December 31, 2022: €48.7 million). Included in this charge are (i) expenses associated with a multi-year, enterprise-wide transformation and optimization program that began in 2020 of €68.4 million (year ended December 31, 2022: €37.0 million), (ii) expenses related to integrating the Fortenova Acquisition of €4.3 million (year ended December 31, 2022: €9.5 million), and (iii) expenses for an Information Technology Transformation Program of €0.6 million (year ended December 31, 2022: €4.4 million). In the year ended December 31, 2022, exceptional items also included: expenses related to the integration of the Findus Switzerland business of €8.2 million, a charge of €7.0 million from the release of indemnification assets, a charge related to impairment of customer relationships of €5.8 million, expenses of €3.5 million relating to a factory optimization program, which was initiated in 2018 and was completed in 2022, and expenses related to distribution network integration of €2.2 million.

Offsetting these charges are net income related to settlement of legacy matters of €0.8 million (year ended December 31, 2022: net income of €28.9 million). For the year ended December 31, 2022, the majority of the net income followed favorable rulings on a series of registration tax claims in relation to an acquisition in 2010, prior to the formation of the Company in 2014. As a result, the Company received a refund of payments made in 2013 and 2018 in addition to interest.

Net finance costs of €86.8 million in the year ended December 31, 2023 (year ended December 31, 2022: €54.4 million) include €91.1 million of interest payable on long term borrowings, lease liabilities and other cash pay interest expenses net of hedges (year ended December 31, 2022: €61.0 million), losses on derivatives designated as fair value through profit and loss of €1.0 million (year ended December 31, 2022: nil), €8.1 million of other interest and finance costs (year ended December 31, 2022: €2.8 million) and €6.4 million of amortization of capitalized debt discounts and borrowing costs (year ended December 31, 2022: €2.7 million). This is offset by a gain of €3.0 million resulting from the translation of foreign currency-denominated financial assets and liabilities into Euros (year ended December 31, 2022: €9.2 million), finance income of €5.8 million (year ended December 31, 2022: €0.6 million), net financing gains incurred in amending terms of debt of €16.7 million (year ended December 31, 2022: €2.3 million) and a reversal of impairment on short-term investments of €0.3 million (year ended December 31, 2022: nil).

There was a tax charge in the year ended December 31, 2023 of €60.9 million based on the underlying taxable profits. A taxation charge of €71.2 million was booked in the year ended December 31, 2022. This difference is principally caused by lower profits and movements in provisions for uncertain tax positions, partly offset by an increase in the rate of corporation tax in the United Kingdom.

As noted in Item 3D. Risk Factors, the future performance of the business is affected by a range of governmental economic, fiscal, monetary and political factors. In particular, the ongoing conflict between the Ukraine and Russia, which could have a material impact on the future results of the business.

B. Liquidity and Capital Resources

Overview

We believe that cash flow from operating activities, available cash and cash equivalents and our access to our revolving credit facilities will be sufficient to fund our liquidity and other requirements for at least the next 12 months. At December 31, 2023, we had €584.3 million of total liquidity, comprising €412.9 million in cash and €184.6 million of available borrowings under our revolving credit facilities, offset by bank overdrafts of €13.2 million. We also continue to expect to be able to raise capital through equity and debt offerings to support the strategic aims of the Company when it is advisable to do so and market conditions allow. In addition, we may enter into working capital related facilities including receivables financing, reverse factoring and supply chain financing to support the requirements of the business. Our principal liquidity requirements are for working capital and general corporate purposes, including capital expenditures and debt service, as well as to identify and effect strategic acquisitions.

As a holding company, we depend on our receipt of cash dividends from our operating subsidiaries. For more information, see Item 3D: Key Information - Risk Factors - We are a holding company whose principal source of operating cash is the income received from our subsidiaries.

Restricted Cash

Nomad had cash and cash equivalents of €412.9 million at December 31, 2023, of which €0.2 million was restricted. This compares with cash and cash equivalents of €369.7 million at December 31, 2022 of which €0.3 million was restricted. Cash may be restricted for reasons including, but not limited to collateral as support for issuance of guarantees.

Cash Flows

Our primary sources of liquidity for the periods reported were cash flow from operations and financing activities, including borrowings under credit facilities and Senior Secured notes. Our liquidity requirements arise primarily from the need to meet debt service requirements, to fund capital expenditures, to meet working capital requirements and to fund pension and tax obligations. Cash flows generated from operating activities together with cash flows generated from financing activities, have historically been sufficient to meet our liquidity needs and are expected to remain so for the foreseeable future.

The following table summarizes net cash flows with respect to our operating, investing and financing activities for the periods indicated:

	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Net cash provided by operating activities	430.8	303.8
Net cash used in investing activities	(76.8)	(78.7)
Net cash used in financing activities	(321.5)	(108.1)
Net increase in cash and cash equivalents	**32.5**	**117.0**
Cash and cash equivalents at end of the period	399.7	366.8

Net Cash Provided by Operating Activities

Net cash provided by operating activities was €430.8 million for the year ended December 31, 2023, compared to €303.8 million for the year ended December 31, 2022. The €127.0 million increase was mainly due to movements in working capital. The net cash inflow from changes in working capital was €58.0 million in the year ended December 31, 2023, compared to a net cash outflow of €96.8 million in the year ended December 31, 2022. The contribution from movements in working capital was partly offset by cash receipts relating to exceptional items, which were nil in the year ended December 31, 2023, compared to €24.4 million in the year ended December 31, 2022.

Net Cash Used in Investing Activities

Net cash used in investing activities was €76.8 million for the year ended December 31, 2023, compared to €78.7 million for the year ended December 31, 2022. Payments for purchase of property, plant and equipment and intangibles were €82.4 million in the year ended December 31, 2023, compared to €79.1 million in the year ended December 31, 2022. Receipt of interest increased to €5.3 million in the year ended December 31, 2023.

Net Cash (Used in)/ Provided by Financing Activities

Net cash used in financing activities was €321.5 million for the year ended December 31, 2023, compared to €108.1 million for the year ended December 31, 2022. The net cash outflow in the year ended December 31, 2023 includes payment of interest €93.9 million, payment of lease liabilities €30.1 million, and payments of €170.9 million for the repurchase of ordinary shares. The net cash outflow in the year ended December 31, 2022 included payment of interest €54.2 million, payment of lease liabilities €26.5 million, and payments of €26.8 million for the repurchase of ordinary shares.

Capital Expenditures

Our capital expenditures as of December 31, 2023 consisted, and in 2024 we expect to consist of, primarily expenditures for factory capacity expansion and maintenance, cost savings projects, information systems, innovation, regulatory compliance and other items. Capital expenditure increased in 2023 due to the ongoing execution of its multi-year business transformation program which includes the ongoing implementation of new systems. Capital expenditure is expected to remain at heightened levels in 2024 as a result of this program.

Capital commitments as of December 31, 2023 are not considered to be significant and are presented within Note 35 "Capital commitments" to our consolidated financial statements in Item 18. The anticipated source of such funds for such capital expenditures are cash flow from operating activities, available cash and cash equivalents and our revolving credit facilities.

The following table sets forth our capital expenditures for the periods indicated, including as a percentage of revenue:

	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Capital expenditures	82.4	79.1
Capital expenditure as a % of revenue	2.7%	2.7%

Funding and treasury policies

The Company uses centralized financial management to oversee access to financial markets, monitor and manage financial risks, and control liquid assets. This process is conducted according to a policy that applies to all group entities. All financial risk management strategies employed are for the purposes of risk mitigation and not for speculation.

The primary objective of our capital structure management is to maintain a strong financial profile for investor, creditor and customer confidence, and to support the growth of our business. We believe that the liquid assets of the Company, together with undrawn credit facilities and projections for future cash flows from operations, are sufficient to support the Company strategy. Access to external financing markets will be considered if funds are required other than from free cash flow to support the viability and growth of the business (e.g. supporting acquisitions).

Debt

Senior Facilities Agreement

We maintain a syndicated senior facilities agreement with certain finance parties and lenders, originally dated July 3, 2014, as subsequently amended and restated most recently on September 15, 2023 (the "Senior Facilities Agreement"). Morgan Stanley, London Branch, is currently both the facility agent and security agent.

The Senior Facilities Agreement governs our term loan facilities and our €175 million revolving credit facility.

Term Loan Facilities

U.S. Dollar Denominated Term Loan Facility

The U.S. Dollar (USD) denominated term loan facility as at December 31, 2023 consists of term loans in an aggregate principal amount of $693.0 million. The USD denominated term loans bear interest at a rate per annum equal to term SOFR (subject to a 0.5% floor) plus 3.0% per annum.

The USD denominated term loan facility is fully drawn and matures on November 10, 2029.

Euro Denominated Term Loan Facilities

The Euro (EUR) denominated term loan facilities as at December 31, 2023 consists of term loans in an aggregate principal amount of €683.2 million. Of this, €553.2 million bears interest at a rate per annum equal to EURIBOR (subject to a zero floor) plus 2.5% and matures on June 24, 2028. A further €130.0 million bears interest at a rate per annum of EURIBOR (subject to a zero floor) plus 3.5% and matures on November 10, 2029.

Revolving Credit Facilities

The Senior Facilities Agreement provides for an €175.0 million revolving credit facility, of which up to €50.0 million can be used for the issuance of letters of credit and other ancillary facilities. The revolving credit facility matures on June 24, 2026 and bears interest at a rate per annum equal to the underlying reference rate, plus the applicable margin of 2.25% per annum, payable at the end of each interest period. The Revolving Credit Facility also includes a margin ratchet linked to the future leverage of the Group and achievement of linked ESG target KPI's. In addition to the Revolving Credit Facility, the Company also has an aggregate of €12.3 million available through other revolving credit facilities. As of December 31, 2023, there was no cash drawn from the revolving facilities, with €2.7 million outstanding by way of issued letters of credit and bank guarantees.

Indebtedness at December 31, 2023

As of December 31, 2023, we had approximately €2,094.1 million (December 31, 2022: €2,140.2 million) of indebtedness outstanding under our term loan facilities and no amounts outstanding under our revolving credit facilities, other than €2.7 million (December 31, 2022: €1.8 million) in relation to stand-by letters of credit and bank guarantees.

Terms of the Senior Facilities Agreement

The Senior Facilities Agreement contains certain customary operating covenants (certain of which are not applicable depending on the ratio of Consolidated Total Net Debt to Consolidated EBITDA) and other customary provisions relating to events of default, including non-payment of principal, interest or fees, misrepresentations, breach of covenants, creditor process, cross default to other indebtedness of the borrowers and its subsidiaries. If, in respect of any Relevant Period, the aggregate amount of: (i) all Revolving Facility Loans; (ii) drawn Letters of Credit; and (iii) Ancillary Outstanding's (but excluding Ancillary Outstanding's by way of undrawn letters of credit and undrawn bank guarantees under the relevant Ancillary Facility) calculated as at the last day of each such Relevant Period, is equal to or exceeds 40% of the Total Revolving Facility Commitments as at such date, Debt Cover in respect of that Relevant Period shall not exceed 7.25:1. (Each of the foregoing terms is defined in the Senior Facilities Agreement). As of December 31, 2023, we were in compliance with all financial and other covenants contained in our Senior Facilities Agreement.

The USD denominated term loans include the requirement to repay 1% of original issued notional per annum from and including October 10, 2023. In addition to the mandatory 1% per annum amortization, the Senior Facilities Agreement also includes an excess cash flow calculation whereupon an amount of principal shall be repaid based upon terms including cash generated during the year and Company leverage. As of December 31, 2023, no excess cash is expected to be paid out in 2024 related to 2023.

Hedging

In order to mitigate underlying foreign exchange exposure and mitigate interest rate risk, the Company has entered into a number of cross-currency swaps and interest rate swaps. In exchange for receiving cash flows in U.S. Dollars matching the payments of principal and interest due under the Senior U.S. Dollar debt, the Company pays fixed amounts of interest and principal on notional amounts of EUR. All cross-currency swaps have been designated as a cash flow hedge.

In order to mitigate interest rate risk, the Company has entered into a number of interest rate swaps. In exchange for receiving cash flows matching all of the payments of interest due under the €130.0 million Senior EUR debt, the Company pays fixed amounts of interest on notional amounts of EUR. These swaps have been designated as a cash flow hedge.

As a result of decisions taken by national regulators, GBP LIBOR and certain U.S. Dollar LIBOR time periods have been phased out and replaced by an alternative reference index (SONIA and SOFR, respectively). This is reflected in the Company's latest issuance of U.S. Dollar term loan and related cross currency interest rate swaps, which use SOFR as the benchmark. There are no current plans to phase out EURIBOR.

Fixed Rate Senior Secured Notes due 2028

On June 24, 2021, the Company through its indirect, wholly-owned subsidiary, Nomad Foods Bondco Plc, repaid the €400.0 million 3.25% senior secured notes due 2024 and completed a private offering of €750.0 million aggregate principal amount of 2.5% senior secured notes due June 24, 2028. Interest on the Notes accrues from the date of issue and is payable semi-annually in arrears on January 15 and July 15, commencing on January 15, 2022.

On July 9, 2021 the Company announced that Nomad Foods Bondco Plc, an indirect, wholly-owned subsidiary of the Company, completed its private offering of €50.0 million aggregate principal amount of additional 2.5% senior secured notes due 2028, representing a tack-on to the €750.0 million aggregate principal amount of senior secured notes due 2028 issued on June 24, 2021, and issued at a price of €100.75.

The Fixed Rate Senior Secured Notes are currently admitted to the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF Market. As of December 31, 2023, we had €800.0 million of Fixed Rate Senior Secured Notes outstanding.

The indenture contains customary events of default and customary covenants including limitations on indebtedness, restricted payments, liens, restrictions on distributions from restricted subsidiaries, sales of assets and subsidiary stock, affiliate transactions, our activities, such as merger, conveyance, transfer or lease of all or substantially all of our assets, and compliance requirements with respect to additional guarantees, reporting, additional intercreditor agreements, payment of notes, withholding taxes, change of control, compliance certificate, payments for consent and listing requirements. The Fixed Rate Senior Secured Notes are redeemable at our option in whole or in part on the terms detailed in the indenture.

Intercreditor Agreement

The finance parties under the Senior Facilities Agreement and the holders of the Fixed Rate Senior Secured Notes share the benefit of a security and guarantee package. The rights and obligations of the senior creditors and other creditors (including intra-group creditors) between themselves is controlled by an Intercreditor Agreement originally dated July 3, 2014, as amended, and restated on or about April 28, 2017, as may be further amended, supplemented or otherwise modified from time to time.

Pension Plans

We maintain defined benefit pension plans in Germany, Sweden, Switzerland, Italy and Austria as well as various defined contribution plans in other countries. In addition, an unfunded post-retirement medical plan is operated in Austria. The defined benefit pension plans are partially funded in Germany and Austria and unfunded in Sweden and Italy. In Switzerland, the plan obligations are met via a contract with a collective foundation that offers a fully insured solution to provide a contribution-based cash balance retirement plan. With the exception of Switzerland, the defined benefit pension plans are closed to new entrants and there is no current requirement to fund the deficit in any plan. We also maintain various defined contribution pension plans in other countries, the largest of which include Sweden and the UK. In most countries, long term service awards are in operation.

For accounting purposes, as of December 31, 2023 (based on the assumptions used), the deficit for the net employee benefit obligations equaled €158.3 million (December 31, 2022: €132.1 million).

For the year ended December 31, 2023 pension costs related to defined benefit, defined contributions and long-term benefit plans equated to €22.1 million (2022: €22.4 million; 2021: €19.8 million). This includes all costs related to the pension schemes and other long-term benefits plans as well as associated interest costs.

For additional information, see Note 22 “Employee benefits” to our consolidated financial statements in Item 18.

A description of our principal accounting policies, critical accounting estimates and judgments is set out in Note 3 and Note 4 to our audited consolidated statements which appear elsewhere in this annual report.

Other cash commitments

We are contractually obliged to short and long term commitments regarding raw material expenditures as well as for purchases of finished or semi-finished products. Agreements with co-packers that require significant investment from the counterparty are generally negotiated to cover several years of our operational needs. Furthermore, a high proportion of Advertising and promotional expenditure is negotiated and committed to through annual contracts. We also have long term service contracts which we have committed to make but which are not yet payable. These include those for the provision of logistical operations as well as software and IT support which typically cover a number of years. All of these purchase commitments represent a modest proportion of our annual expenditure. As of December 31, 2023 these commitments total €441.4 million.

Furthermore, a number of our tangible fixed assets are leased under short and long term contracts for which a maturity profile is presented within Note 32 “Financial Risk Management” to our consolidated financial statements in Item 18.

C. Research and development, patents and licenses, etc.

Growing our core through our Must Win Battle strategy is our focus across fish, vegetables and local product portfolio, e.g., chicken and pizza. Innovation is key to this and we have a strong pipeline of activities. Innovation is also a key driver of growth for our Green Cuisine business, which includes development of meat alternatives and fish species diversification. Our focus is to create competitive advantage through delivery of innovations that address consumer needs and are enabled by science and technology. To achieve this we have embedded innovation in our strategy and seek to ensure that technologies are fully protected to maintain differentiation.

We are committed to ensuring product superiority on all our Must Win battles by focusing on taste, health and sustainability. We invest in external benchmarking activities to track product performance and renovation programs are in place to ensure that our core continues to delight our consumers.

To support these activities, we operate a clear governance process with a “Central Monthly Operating Review Board” (“CMOR”) which is responsible for reviewing and approving innovations in our core Must Win Battles that span multiple markets. "Local Monthly Operating Reviews" ("LMOR") occur within each market and focus on the local portfolio. Our Research and Development team is organized around our Must Win Battles, both centrally and locally. This allows us to leverage our investment in research and development across our markets where scale can be achieved and move fast within individual markets to address local opportunities, thus maximizing our ability to deliver to consumer needs efficiently.

D. Trend information

We are subject to the following key industry trends and challenges which have impacted, and may continue to impact, our business, operations and financial performance.

Accelerating costs in non-discretionary spend areas of energy, transport and housing costs has squeezed household budgets. As a result, households are looking for savings, with an anticipated reduction in eating out, entertainment and clothing.

Inflation is expected to result in a decline in the number of ‘comfortable’ households which have higher incomes who are typically less impacted by inflation. Conversely, ‘struggling’ households with low incomes are expected to increase in the near future. We believe these 'struggling' households will manage their spend by buying more products on promotional deals, buying cheaper brands and private labels or shopping in cheaper stores including discounters.

As a result of these market dynamics, we expect that discounters and eCommerce will accelerate their gain of market share. For example, we expect the growth of discounters to continue. Also, across all channels retailers are responding to these new challenges by focusing on driving value for money, including

aggressive price comparisons, smaller packs and increasing private label offerings, and operating efficiency to help maintain their margins through range optimization to mitigate costs and complexity.

We believe the differing consumer groups and the impact on their spending will result in 'in-flows' to the frozen category and our brands (gaining consumers) but we also anticipate 'out-flows' (losing consumers) from the frozen category and our brands.

See Item 5 for a discussion of current macroeconomic issues facing the Company.

E. Critical Accounting Estimates and Judgments

The consolidated financial statements of Nomad and its subsidiaries have been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board. Information relating to "Critical Accounting Estimates and Judgments" are described in Note 4 to the Financial Statements.

Item 6. Directors, Senior Management and Employees

A. Executive Officers and Directors

The following table lists each of our executive officers and directors and their respective ages and positions as of February 23, 2024.

Name	Director since	Age	Position
Sir Martin E. Franklin	**April 4, 2014**	59	Co-Chairman
Noam Gottesman	**April 4, 2014**	62	Co-Chairman
Ian G.H. Ashken	**June 16, 2016**	63	Director
Stéfan Descheemaeker	**June 1, 2015**	63	Chief Executive Officer and Director
James E. Lillie	**May 28, 2015**	62	Director
Stuart M. MacFarlane	**May 8, 2019**	56	Director
Victoria Parry	**February 16, 2016**	58	Director
Amit Pilowsky	**May 9, 2022**	48	Director
Melanie Stack	**May 4, 2021**	62	Director
Samy Zekhout	**April 1, 2018**	61	Chief Financial Officer and Director

Set forth below is a brief biography of each of our executive officers and directors.

Sir Martin Ellis Franklin, KGCN, our co-founder and co-Chairman is the founder and CEO of Mariposa Capital, LLC, a Miami-based family investment firm focused on long-term value creation across various industries, and Chairman and controlling shareholder of Royal Oak Enterprises, LLC. Sir Martin is also the Founder and Executive Chairman of Element Solutions Inc, co-Chairman of APi Group Corporation and a founder and director of Admiral Acquisition Limited. Sir Martin was the co-founder and Chairman of Jarden Corporation ("Jarden") from 2001 until April 2016 when Jarden merged with Newell Brands Inc ("Newell") serving also as its CEO from 2001 to 2011 and its Executive Chairman from 2011-2016 . Prior to founding Jarden in 2001, Sir Martin served as the Chairman and/or Chief Executive Officer of three public companies: Benson Eyecare Corporation, Lumen Technologies, Inc., and Bollé Inc. between 1992 and 2000.

Noam Gottesman, our co-founder and co-Chairman, is the Founder and Managing Partner of TOMS Capital LLC, which he founded in 2012. Mr. Gottesman also served until September 2023 as a non-executive director of Radius Global Infrastructure Inc. (previously known as Digital Landscape Group, Inc. and prior to that known as Landscape Acquisition Holdings Limited), a global aggregator of real property interests underlying wireless telecommunications cell sites. Mr. Gottesman was the co-founder of GLG Partners Inc. and its predecessor entities where he served in various chief executive capacities until January 2012. Mr. Gottesman served as GLG's chief executive officer from September 2000 until September 2005, and then as its co-chief executive officer from September 2005 until January 2012. Mr. Gottesman was also chairman of the board of GLG following its merger with Freedom Acquisition Holdings Inc. and prior to its acquisition by Man Group plc. Mr. Gottesman co-founded GLG as a division of Lehman Brothers International (Europe) in 1995 where he was a Managing Director. Prior to 1995, Mr. Gottesman was an executive director of Goldman Sachs International, where he managed global equity portfolios in the private client group.

Ian G.H. Ashken serves as a director of APi Group Corporation (since 2019) and Element Solutions Inc. (since 2013). Previously, he was the co-founder of Jarden and served at various times as its Vice Chairman, President, Chief Financial Officer, Secretary and as a director from June 2001 until the consummation of Jarden's business combination with Newell in April 2016. Prior to Jarden, Mr. Ashken served as the Vice Chairman and/or Chief Financial Officer of three public companies, Benson Eyecare Corporation, Lumen Technologies, Inc. and Bollé Inc. between 1992 and 2000. Mr. Ashken is also a director or trustee of a number of private companies and charitable institutions.

Stéfan Descheemaeker was appointed as the Chief Executive Officer of the Company on June 1, 2015. He was previously at Delhaize Group SA, the international food retailer, where he was Chief Financial Officer between 2008 and 2011 before becoming Chief Executive Officer of its European division until October 2013. Since leaving Delhaize Group SA, Mr. Descheemaeker held board positions with Telenet Group Holdings N.V. and Group Psychologies, served as an industry advisor to Bain Capital and is currently a professor at the Université Libre de Bruxelles. Between 1996 and 2008, Mr. Descheemaeker was at Interbrew (now Anheuser-Busch InBev "ABInBev") where he was Head of Strategy & External Growth responsible for managing M&A and strategy, during the time of the merger of Interbrew and AmBev in 2004, and prior to that he held operational management roles as Zone President in the U.S., Central and Eastern Europe, and Western Europe. Mr. Descheemaeker started his career with Cobepa, at that time the Benelux investment company of BNP-Paribas. Mr. Descheemaeker served as a Director on the Board of ABInBev, a position he has held from 2008 to 2019. Since June 2019, SDS Invest S.A represented by Mr. Descheemaeker has served as Chairman of the Board of Verlinvest.

James E. Lillie has served as co-Chairman of API Group Corporation since October 2019, and served as its director from October 2017. Previously, he served as Jarden's Chief Executive Officer from June 2011 until the consummation of Jarden's business combination with Newell in 2016. From 2003 to 2011 he served as Jarden's Chief Operating Officer and President (from 2004). From 2000 to 2003, Mr. Lillie served as Executive Vice President of Operations at Moore Corporation, Limited. From 1999 to 2000, he served as Executive Vice President of Operations at Walter Industries, Inc., a Kohlberg, Kravis, Roberts & Company (KKR) portfolio company. From 1990 to 1999, Mr. Lillie held a succession of senior level management positions across a variety of disciplines including human resources, manufacturing, finance and operations at World Color, Inc., another KKR portfolio company. During the last five years, Mr. Lillie also previously served as a director of Tiffany & Co.

Stuart M. MacFarlane joined the Whitbread Beer Company in 1992, which was later acquired by Interbrew and, subsequently ABInBev. At ABInBev, Mr. MacFarlane held various senior roles, including in Finance, Marketing & Sales. He was appointed President of ABInBev UK & Ireland in 2008 and in 2012 became a member of the Executive Board of Management, serving as President of Central & Eastern Europe. Mr. MacFarlane most recently served as ABInBev's President of a combined Europe & Middle East from 2014 to May 2019. He is a Board Director and Chair of the Audit Committee at JDE Peets'. Mr. MacFarlane has a degree in Business Studies from Sheffield University in the UK and is also a qualified Chartered Management Accountant.

Victoria Parry was Global Head of Product Legal for Man Group plc until April 2013 and now acts as an independent non-executive director in the financial services sector. Mrs. Parry is an independent non-executive director to funds affiliated with Guardian Capital Group Limited, Pacific Capital UCITS Fund plc, Dimensional Holdings, Inc, and LSV Funds Plc. Prior to the merger of Man Group plc with GLG Partners, Inc. in 2010, she was Senior Legal Counsel for GLG Partners LP. Mrs. Parry joined Lehman Brothers International (Europe) in April 1996 where she was Legal Counsel with responsibility for inter alia the activities of the GLG Partners division and left Lehman Brothers in September 2000 upon the establishment of GLG Partners LP. Prior to joining Lehman Brothers in 1996 Mrs. Parry practiced as a solicitor with a leading London based firm of solicitors. Mrs. Parry graduated from University College Cardiff, with a LLB (Hons) in 1986. Mrs. Parry is a non-practicing solicitor and a member of the Law Society of England and Wales. From July 2019 to April 2022, Mrs. Parry previously served as a non-executive director to funds affiliated with Fiera Capital Corporation. Mrs. Parry is a director of a number of other private companies.

Amit Pilowsky is the Founder and Managing Partner of Key1 Capital, a global investment firm primarily focused on Israeli and Israeli-related growth technology companies. Prior to founding Key1 Capital in January 2022, Mr. Pilowsky held various leadership roles at Goldman Sachs in its London and Tel Aviv offices from February 2005 to May 2021, including Head of the Consumer and Retail team at the Cross Markets Group in EMEA and as sector captain for Food, Beverage and Food Ingredients in EMEA. During his time at Goldman Sachs, Mr. Pilowsky led teams in numerous deals across mergers and acquisitions and capital markets transactions in the consumer and retail, food, beverage and food ingredient industries. From July 1993 to January 2004, Mr. Pilowsky served in the Israeli Air Force, retiring as a Major. Since December 2021, Mr. Pilowsky has also served as a director of Movendo Capital, a registered investment company. Mr. Pilowsky holds an MBA from INSEAD, France.

Melanie Stack has served on the board of directors of Admiral Acquisition Ltd since May 2023, and served as Board Chair of MPowder, a provider of nutritional supplements for women since February 2023. Ms. Stack served as President and Chief Executive Officer of Ideal Protein, a medically-based weight-loss company, between November 2018 and December 2021. Prior to joining Ideal Protein, Ms. Stack served as President EMEA of Newell Home Fragrance Division (formerly Jarden) from May 2014 to September 2018 and also as a Non-Executive Director of Bromley Healthcare, a leading provider of community health services in the United Kingdom, from November 2012 to May 2014. She both led the UK and then international businesses as President International of Weight Watchers International, a leading provider of weight management services, from December 2003 to May 2013 prior to which she ran the UK-based toy, game and trading card operations for Hasbro, Inc. from January 2002 to November 2003 and served as the Vice President for WeightWatchers.com from November 2000 to January 2002. Prior to joining WeightWatchers.com, Ms. Stack was Managing Director, Hedstrom, U.K. from August 1998 to October 2000, and from July 1989 to July 1998 she held various marketing positions at Mattel UK Ltd., including Group Marketing Director. Ms. Stack is a business graduate of Manchester Metropolitan University.

Samy Zekhout has served as Chief Financial Officer of Nomad since April 1, 2018. Prior to joining the Company, Mr. Zekhout served as CFO and Vice President of Global Grooming at Procter & Gamble since 2007. Preceding this, Mr. Zekhout has also held various finance leadership roles at Procter & Gamble throughout the course of his more than 30-year career there, including General Manager and Vice President of the Art of Shaving business. In February 2021, Mr. Zekhout became a board member of Algama, a French food-tech start-up and an advisory board member for Blake Mill, a fashion design start-up in September 2023. Mr. Zekhout is passionate about diving and sealife. He has been a PADI scuba diving instructor since 2014.

B. Compensation of Executive Officers and Directors

This section sets forth for the year ended December 31, 2023: (i) the aggregate compensation and benefits provided to our executive officers, (ii) a brief description of the bonus programs in which our executive officers participated, and (iii) the total amounts set aside for pension, retirement and similar benefits for our executive officers. This section also describes the Nomad Foods Amended and Restated Long Term 2015 Incentive Plan ("LTIP") including a summary of the material terms of the LTIP, a description of current executive employment agreements and equity awards granted thereunder, and a description of our director compensation program.

Executive Compensation

Executive Officer Compensation and Benefits for the year ended December 31, 2023

For the year ended December 31, 2023, Nomad's executive officers received total compensation, including base salary, cash and equity bonus, and certain perquisites, equal to €15.1 million in the aggregate.

Pension, Retirement and Similar Benefits

Our executive officers who participate in our money purchase pension plans do so on generally the same terms as our other employees. The aggregate amount of the employer contributions to this plan for our executive officers during the year ended December 31, 2023 was less than €0.1 million.

Employment Agreements

Chief Executive Officer. Stéfan Descheemaeker was appointed as the Chief Executive Officer of the Company and as a Director of the Company effective on June 1, 2015. He entered into his Service Agreement with us on June 17, 2015. He entered into a new Service Agreement with the Company on May 1, 2020. Under the agreement, Mr. Descheemaeker will receive an annual salary that will be reviewed, but not necessarily increased, on an annual basis. Mr. Descheemaeker's salary was reviewed in 2023 resulting in an increased salary of £820,000. Mr. Descheemaeker is entitled to receive the following benefits under the terms of his agreement:

(a) an annual contribution of 10% of his salary paid either to a pension plan or to Mr. Descheemaeker directly (as he so directs);

(b) eligibility for performance-related discretionary cash bonuses (target performance equating to 100% of salary), subject to the achievement of financial and other performance targets as the Company may decide;

(c) the Company will annually advise Mr. Descheemaeker by letter of the award that he will be granted under the Company's Long Term Incentive Plan (as amended, the "LTIP") in the third year following the date of such letter (subject to the LTIP and vesting and performance provisions); and

(d) an annual car allowance of £14,400, death in service benefit (three times salary), group income protection (offering 75% of base salary less £5,000) and family medical insurance.

We have the right to place Mr. Descheemaeker on paid leave for up to six months of his 12 month notice period. Mr. Descheemaeker is subject to confidentiality provisions and to non-competition and non-solicitation restrictive covenants for a period of between six and 12 months after the termination of his employment, subject to an off-set for paid leave. We may terminate Mr. Descheemaeker's employment at any time by serving a notice stating that we will pay to Mr. Descheemaeker within 14 days a sum equal to the basic salary (as at the date of the employment agreement), pension payment and car allowance in lieu of any required period of notice less certain deductions. We may also terminate Mr. Descheemaeker's employment agreement without any payment of compensation, damages, payment in lieu of notice or otherwise under certain circumstances, including, among other things, gross misconduct, material breach of the terms of such agreement or charge or conviction of a criminal offence.

Chief Financial Officer. Samy Zekhout was appointed as the Chief Financial Officer of the Company and as a Director of the Company effective on April 1, 2018. He entered into his Service Agreement with us on February 15, 2018. Under the agreement, Mr. Zekhout will receive an annual salary that will be reviewed, but not necessarily increased, on an annual basis. A review took place in February 2023, with a base salary increase of 3.5% effective April 1, 2023, which took his annual salary to £483,700. Mr. Zekhout was or is entitled to receive the following benefits under the terms of his agreement:

(a) an annual contribution of 10% of his base salary, paid either to a pension plan or to Mr. Zekhout directly (as he so directs);

(b) eligibility for performance-related discretionary cash bonuses (up to 100% of salary with an opportunity to increase this to 200% depending on business performance), subject to the achievement of financial and other performance targets as the Company may decide;

(c) the Company will annually advise Mr. Zekhout by letter of the award that he will be granted under the Company's Long Term Incentive Plan (as amended, the "LTIP") in the third year following the date of such letter (subject to the LTIP and vesting and performance provisions); and

(d) an annual car allowance of £13,200, death in service benefit (three times salary), group income protection (offering 75% of base salary less £5,000) and family medical insurance.

Additionally, an amendment to his service agreement in 2023 entitles Mr. Zekhout to a payment of €300,000 in three equal installments to be paid (less applicable deductions) on dates in 2023, 2024 and 2025, respectively. The Company shall also grant Mr. Zekhout awards under the Amended and Restated Nomad Foods 2015 Long Term Incentive Plan to include (i) an award of 10,000 ordinary shares in 2023 and (ii) an additional award of 10,000 ordinary shares in 2024, in each case, as incentive compensation, subject only to time-based vesting conditions over a three-year period from the date of the grant.

We have the right to place Mr. Zekhout on paid leave for his notice period. Mr. Zekhout is subject to confidentiality provisions and to non-competition and non-solicitation restrictive covenants for a period of 12 months after the termination of his employment, subject to an off-set for paid leave. We have the right to terminate Mr. Zekhout's employment at any time by serving a notice stating that we will pay to Mr. Zekhout within 14 days a sum equal to the basic salary (as at the date of the employment agreement), in lieu of any required period of notice less certain deductions. We also have the right to terminate Mr. Zekhout's employment agreement without any payment of compensation, damages, payment in lieu of notice or otherwise under certain circumstances, including, among other things, gross misconduct, material breach of the terms of such agreement or charge or conviction of a criminal offence.

Nomad Foods Limited Amended and Restated Long Term 2015 Incentive Plan ("LTIP")

Eligibility

The LTIP is discretionary and enables the Compensation Committee to make grants ("Awards") to any director or employee of the Company, although the current intention of the Committee is that Awards be granted only to directors and senior management.

Awards

Under the LTIP, the Committee or Board may grant Awards in the form of rights over ordinary shares. Where an Award vests, the participant will receive ordinary shares free and clear of any restrictions, other than those imposed by applicable securities laws.

Performance conditions

The vesting of Awards will be subject to conditions determined by the Committee. The current policy of the Committee is for vesting to be both time-based and related to the financial performance of the Company. Generally, the vesting period (i.e. the period over which performance is to be measured) will be between three and five years, and the ordinary shares subject to the Award will vest subject to the participant remaining an employee of the Company and any performance targets relating to the Award having been fulfilled (and in some circumstances an Award will lapse on the participant giving or receiving notice).

Permitted dilution

No Award may be granted on any date if, as a result, the total number of ordinary shares issued or remaining issuable pursuant to Awards or options granted in the previous ten years under the LTIP or any other employees' share plan operated by the Company would exceed 10% of the issued ordinary share capital of the Company on that date.

Awards may at the discretion of the Committee be satisfied out of new issue shares, treasury shares or shares provided out of an employee trust. Ordinary shares issued will rank pari passu with ordinary shares in issue at that time, save in relation to rights arising by reference to a record date before the date of issue. Participants will not be entitled to votes or dividends on the ordinary shares subject to Awards until such Awards vest.

Early vesting

Unless otherwise determined by the Committee, if a participant ceases to be employed by the Company due to death, disability, or otherwise as a good leaver, as determined by the Committee Awards will vest to the extent performance targets (adapted, if necessary, at the discretion of the Committee, to take into account the shortened vesting period) have been achieved and subject to the Committee's discretion to waive the performance targets in whole or in part. If a participant ceases employment for any other reason their Award(s) will lapse to the extent unvested at the date of cessation.

Change of Control

Unless otherwise determined by the Committee, in the event of a Change of Control or winding up of the Company (including by reason of an offer or scheme of arrangement), Awards will vest in accordance with the performance targets applied at the date of the Change of Control, subject to the Committee's discretion to waive such targets in whole or in part.

Variation in share capital

The Committee may make such adjustments to Awards as it considers appropriate to preserve their value in the event of any variation in the ordinary share capital of the Company or to take account of any demerger or special dividend paid (or similar event which materially affects the market price of ordinary shares).

Amendments

The Committee may amend the LTIP as it considers appropriate, subject to the written consent of participants to changes to their disadvantage to existing Awards. Shareholder approval is required to increase the permitted dilution limits.

General

Benefits under the LTIP will not be pensionable. Awards are not transferable except to the participant's personal representatives on death.

Director Compensation

In 2023, each of our non-executive directors (other than Messrs. Gottesman and Franklin) received, and are entitled to receive in 2023, $50,000 per year together with an annual restricted stock grant issued under the LTIP equal to $100,000 of ordinary shares valued at the date of issue, which vest on the earlier of the date of the following year's annual meeting of shareholders or 13 months from the issuance date. For those Directors who are members of board committees, each member is entitled to receive an additional $2,000 per year. The chairman of the Audit Committee, currently, is entitled to receive $10,000 per year and the chairmen of the Compensation and Nominating and Corporate Governance Committees, currently and respectively, are entitled to receive $7,500 per year. Messrs. Gottesman and Franklin will not receive a fee in relation to their services as Directors.

Director fees are payable quarterly in arrears. In addition, all of the Directors are entitled to be reimbursed by us for travel, hotel and other expenses incurred by them in the course of their directors' duties.

C. Board Practices

Board Composition and Election of Directors

Our board of directors currently consists of ten members. Our Memorandum and Articles of Association provides that our board of directors must be composed of at least one director. The number of directors is determined from time to time by resolution of our board of directors. Messrs. Gottesman and Franklin serve as Co-Chairmen of our board of directors. The Co-Chairmen have primary responsibility for providing leadership and guidance to our board and for managing the affairs of our board. James E. Lillie is our lead independent director.

Pursuant to our Memorandum and Articles of Association, our directors are appointed at the annual meeting of shareholders for a one-year term, with each director serving until the annual meeting of shareholders following their election. For additional information regarding our board of directors, see Item 6A: Directors, Senior Management and Employees - Executive Officers and Directors.

Our non-executive directors do not have service contracts with us or any of our subsidiaries providing for benefits upon termination of employment.

Committees of the Board of Directors

Our board of directors has three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee.

Audit Committee

As of December 31, 2023, our Audit Committee consisted of three directors: Messrs. Lillie and MacFarlane and Ms. Stack, and Mr. Lillie served as its chairman. Our Audit Committee is responsible for, among other things, assisting the board of directors in its oversight of the integrity of our financial statements, of our compliance with legal and regulatory requirements, and of the independence, qualifications and performance of our independent auditors. In addition, it focuses on compliance with accounting policies and ensuring that an effective system of internal and external audit and financial controls is maintained, and oversees our policies and procedures with respect to risk assessment and risk management. Our Audit Committee will meet at least quarterly with management and the independent auditors and report on such meetings to the board of directors. The responsibilities of our Audit Committee as set forth in its charter include oversight of the following: external audit, financial reporting, public disclosure, internal controls, risk management and compliance and whistleblowing.

Compensation Committee

As of December 31, 2023, our Compensation Committee consisted of three directors: Messrs. Ashken and MacFarlane and Ms. Parry, and Mr. Ashken served as its chairman. Our Compensation Committee is responsible for determining the compensation of our executive officers. The responsibilities of our Compensation Committee as set forth in its charter include the following: assisting the board in evaluating potential candidates for executive positions, determining the compensation of our chief executive officer, making recommendations to the board with respect to the compensation of other executive officers, reviewing our incentive compensation and other equity-based plans, and reviewing, on a periodic basis, director compensation.

Nominating and Corporate Governance Committee

As of December 31, 2023, our Nominating and Corporate Governance Committee (the "N&CG Committee") consisted of three directors: Messrs. Ashken, Lillie and Ms. Parry and Mr. Ashken served as its chairman.

Our N&CG Committee is responsible for considering and making recommendations to the board of directors in respect of appointments to the board. The responsibility of our N&CG Committee as set forth in its Charter include the following: recommending directors to the board to serve as members of each committee, developing and recommending a set of corporate governance principles applicable to our company and overseeing board evaluations. It is also responsible for regularly reviewing the structure, size and composition of the board and making recommendations to the board with regard to any changes it deems necessary.

D. Employees

As of December 31, 2023, we had approximately 7,894 employees, including 901 temporary staff. In addition, we employed approximately 360 agency workers in 2023. We source the majority of our temporary workers from agencies to allow us to quickly respond and adapt to production demands. Approximately 62% of our employees work in our manufacturing operations, with the remaining employees involved in sales, marketing, finance, administration, procurement, logistics, product development, IT and other areas. Following are the number of employees by region for the last three years:

Region	**2023**	**2022**	**2021**
United Kingdom	1,557	1,355	1,389
Serbia	1,370	1,169	1,302
Germany	1,269	1,338	1,437
Croatia	1,073	977	853
Italy	449	481	494
Sweden/Norway	365	406	378
Bosnia & Herzegovina	323	319	348
France	306	305	333
Other	1,182	1,185	1,468
Total	**7,894**	**7,535**	**8,002**

A number of our employees are members of trade unions, including (but not limited to) the UK, Germany, Italy, France, Sweden, Norway, Croatia, Serbia, Bosnia & Herzegovina and Spain. Trade union membership is not required to be disclosed by employees. Many of our plants are governed by collective agreements with the respective unions. Our relationships with the trade unions are currently stable.

E. Share Ownership

The following table sets forth, as of February 23, 2024, certain information regarding the beneficial ownership of our ordinary shares by:

- each of our current directors;
- each of our named executive officers for the fiscal year ended December 31, 2023; and
- all of our current directors and current executive officers as a group.

Percentages are based on the 162,719,172 ordinary shares that were issued and outstanding on February 23, 2024.

Director and Executive Officers:	Number		Percentage
Sir Martin E. Franklin	10,263,463	(1)	6.3
Noam Gottesman	12,751,550	(2)	7.8
Ian G.H. Ashken	490,389	(3)	*
Stéfan Descheemaeker	4,092,401	(4)	2.5
James E. Lillie	945,212	(5)	*
Stuart MacFarlane	2,555	(6)	*
Victoria Parry	23,874	(7)	*
Amit Pilowsky	2,721	(8)	*
Melanie Stack	4,284	(9)	*
Samy Zekhout	150,755	(10)	*
Directors and Executive Officers as a Group (10 persons)	28,727,204		17.7

* Represents beneficial ownership of less than one percent of ordinary shares outstanding.

(1) Consists of (i) 6,722,212 ordinary shares held indirectly through the Martin E. Franklin Revocable Trust and (ii) 3,541,251 ordinary shares held indirectly through RSMA, LLC. Sir Martin disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Consists of (i) 8,565,449 ordinary shares held indirectly through TOMS Capital Investments LLC (ii) 1,514,652 ordinary shares held indirectly through an entity wholly-owned by Mr. Gottesman (iii) 1,921,449 ordinary shares held by certain employees of TOMS Capital Investments LLC that are subject to an irrevocable proxy agreement granted to Mr. Gottesman and (iv) 750,000 ordinary shares held by Lavender Fiduciary Management Inc., as a trustee of various trusts established by certain employees of TOMS Capital Investments LLC, that are subject to an irrevocable proxy agreement granted to Mr. Gottesman. Mr. Gottesman is the managing member and majority owner of TOMS Capital Investments LLC and may be considered to have beneficial ownership of TOMS Capital Investments LLC's interests in the Company. In addition, Mr. Gottesman owns or controls, directly or indirectly, 100% of TOMS Capital Investments LLC. Mr. Gottesman disclaims beneficial ownership of such shares to the extent of his pecuniary interest therein.

(3) Includes (i) 485,443 ordinary shares held by Tasburgh, LLC and (ii) 4,946 held by The Ian G.H. Ashken Living Trust of which Mr. Ashken is the sole settlor and trustee. Mr. Ashken is the Managing Manager of Tasburgh, LLC. Excludes 5,847 ordinary shares issuable under currently outstanding equity awards issued under the LTIP, all of which will vest on the earlier of (i) the date of the Company's annual meeting of shareholders in 2024 or (ii) August 6, 2024.

(4) Includes 2,593,897 ordinary shares held indirectly through Olidipoli Sprl, a company owned by Mr. Descheemaeker. Excludes a potential 300,000 ordinary shares issuable under management share awards which have vested but have not yet been issued, as well as 600,000 ordinary shares issuable under management share awards, which will vest subject to performance based vesting conditions (and subject to further vesting conditions relating to Mr. Descheemaeker's tenure as Chief Executive Officer).

(5) Includes 788,962 ordinary shares held directly by Mr. Lillie, (ii) 100,000 ordinary shares held directly by a family charitable foundation and (iii) 56,250 shares held directly by ZWC, LLC an entity managed by Mr. Lillie. Mr. Lillie disclaims beneficial ownership of such ordinary shares except to the extent of his pecuniary interest therein. Excludes 5,847 ordinary shares issuable under currently outstanding equity awards issued under the LTIP, all of which will vest on the earlier of (i) the date of the Company's annual meeting of shareholders in 2024 or (ii) August 6, 2024.

(6) Excludes 5,847 ordinary shares issuable under currently outstanding equity awards issued under the LTIP, all of which will vest on the earlier of (i) the date of the Company's annual meeting of shareholders in 2024 or (ii) August 6, 2024.

(7) Excludes 5,847 ordinary shares issuable under currently outstanding equity awards issued under the LTIP, all of which will vest on the earlier of (i) the date of the Company's annual meeting of shareholders in 2024 or (ii) August 6, 2024.

(8) Excludes 5,847 ordinary shares issuable under currently outstanding equity awards issued under the LTIP, all of which will vest on the earlier of (i) the date of the Company's annual meeting of shareholders in 2024 or (ii) August 6, 2024.

(9) Excludes 5,847 ordinary shares issuable under currently outstanding equity awards issued under the LTIP, all of which will vest on the earlier of (i) the date of the Company's annual meeting of shareholders in 2024 or (ii) August 6, 2024.

(10) Excludes 173,017 ordinary shares issuable under management share awards, which will vest subject to performance based vesting conditions (and subject to further vesting conditions relating to Mr. Zekhout's tenure as Chief Financial Officer).

There are no arrangements for involving the employees in the capital of the Company, including any arrangement that involves the issue or grant of options or shares or securities of the Company, other than those described under Item 6. Directors, Senior Management and Employees—B. Compensation of Executive Officers and Directors—Nomad Foods Limited Amended and Restated Long Term 2015 Incentive Plan ("LTIP").

F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation

None.

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

The following table sets forth certain information regarding the beneficial ownership of our ordinary shares by each person known by us to be a beneficial owner of more than 5% of the ordinary shares. Currently we only have one class of listed shares issued and outstanding, that being ordinary shares, which have no par value. All of our ordinary shares have the same voting rights. Percentages are based on the 162,719,172 ordinary shares that were issued and outstanding on February 23, 2024.

	Ordinary Shares Beneficially Owned	
Name of Beneficial Owner:	**Number**	**Percentage**
5% Shareholders:		
Noam Gottesman c/o TOMS Acquisition I LLC 450 W. 14th Street, 13th Floor New York, NY 10014	12,751,550 (1)	7.8
Martin E. Franklin c/o Mariposa Capital, LLC 500 South Pointe Drive, Suite 240 Miami Beach, FL 33139	10,263,463 (2)	6.3
FMR LLC 245 Summer Street Boston, MA 02210	16,684,360 (3)	10.3

(1) Consists of (i) 8,565,449 shares held indirectly through TOMS Capital Investments LLC, (ii) 1,514,652 ordinary shares held indirectly through an entity wholly-owned by Mr. Gottesman and (iii) 1,921,449 ordinary shares held by certain members of TOMS Capital Investments LLC that are subject to an irrevocable proxy agreement granted to Mr. Gottesman and (iv) 750,000 ordinary shares held by Lavender Fiduciary Management Inc., as a trustee of various trusts established by certain members of TOMS Capital Investments LLC, that are subject to an irrevocable proxy agreement granted to Mr. Gottesman. Mr. Gottesman is the managing member and majority owner of TOMS Capital Investments LLC and may be considered to have beneficial ownership of TOMS Capital Investments LLC's interests in the Company. In addition, Mr. Gottesman owns or controls, directly or indirectly, 100% of TOMS Capital Investments LLC. Mr. Gottesman disclaims beneficial ownership of such shares to the extent of his pecuniary interest therein.

(2) Consists of (i) 6,722,212 ordinary shares held indirectly through the Martin E. Franklin Revocable Trust and (ii) 3,541,251 ordinary shares held indirectly through RSMA, LLC. Sir Martin disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) Based on a Schedule 13G/A filed by FMR LLC on February 9, 2024.

On February 9, 2024, FMR LLC filed a Schedule 13G/A to report that its percentage ownership in our ordinary shares increased to 7.39% as of February 9, 2023 to 9.999% as of February 9, 2024.

As of February 23, 2024, approximately 162,719,172 of our outstanding ordinary shares were held by one United States record holder (Cede and Company).

Except for the foregoing, no major shareholder has disclosed a significant change in its percentage ownership of our ordinary shares during the three years ended December 31, 2023.

B. Related Party Transactions

For a description of our related party transactions, see Note 36, Related Parties, to our audited consolidated financial statements which appear elsewhere in this annual report.

On January 1, 2022, the Company entered into an Amended and Restated Advisory Services Agreement with Mariposa Capital, LLC, an affiliate of Sir Martin, and TOMS Capital LLC, an affiliate of Mr. Gottesman. Pursuant to the terms of the Amended and Restated Advisory Services Agreement, Mariposa Capital, LLC and TOMS Capital LLC provide high-level strategic advice and guidance to the Company. Under the terms of the Amended and Restated Advisory Services Agreement, Mariposa Capital, LLC and TOMS Capital LLC are entitled to receive an aggregate annual fee equal to $4.0 million, payable in quarterly installments. This agreement expires on January 1st annually and will be automatically renewed for successive one-year terms unless any party notifies the other parties in writing of its intention not to renew the agreement no later than 90 days prior to the expiration of the term. The agreement may only be terminated by the Company upon a vote of a majority of its directors. In the event that the agreement is terminated by the Company, the effective date of the termination will be 6 months following the expiration of the initial term or a renewal term, as the case may be.

Since 2020, the Company has utilized a working capital solutions specialist to facilitate a program that provides our suppliers with the ability to receive advance payments from a third party credit institution as part of our ordinary course of business payables, in exchange for a discounted invoice amount. The working capital solutions specialist is owned in part by affiliates of TOMS Capital LLC (of which Mr. Gottesman is the founder and managing partner). In November 2023, the agreement was amended so that a guaranteed minimum annualized fee of up to £130,000 (€150,000) would be received by the working capital solutions specialist (previously all ongoing fees associated with this service were received by the working capital solutions specialist directly from our suppliers utilizing the service). Furthermore, a setup fee of less than €0.1 million has been incurred to allow the platform to be used on the Company's new ERP platform. These amendments and fees are not considered to be material to either party.

Related Party Transactions Procedures

The Audit Committee Charter provides that the Audit Committee shall review all related party transactions, as defined under Item 404 of Regulation S-K under the Securities Act of 1933, as amended. Following such review, the Audit Committee determines whether such transaction should be approved based on the terms of the transaction, the business purpose for the transaction and whether the transaction is in the best interest of the Company and its shareholders.

No member of the Audit Committee shall participate in any review, consideration or approval of any related party transaction with respect to which such member or any of his or her immediate family members is the related party.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

Financial Statements

Please see Item 18 below.

Export Sales

For a description of our export sales which constitute all of our sales, please see Geographical information - External revenue by geography in Item 18, Note 5 below.

Legal Proceedings

We are not currently subject to any legal proceedings, nor to the best of our knowledge, is any proceeding threatened, the results of which would have a material impact on our properties, results of operation, or financial condition. Tax audits are taking place in a number of countries. Whenever there is a difference in view between local tax authorities and the Company, to the extent deemed necessary, provisions are made for exposures for which it will be probable that they will lead to additional tax liabilities. To the best of our knowledge, none of our officers or directors is involved in any legal proceedings in which we are an adverse party.

Dividend Policy

The declaration and payment of future dividends to holders of our ordinary shares will be at the discretion of our board of directors and will depend upon many factors, including our financial condition, earnings, legal requirements, restrictions in our debt agreements and other factors deemed relevant by our board of directors. In addition, as a holding company, our ability to pay dividends depends on our receipt of cash dividends from our operating subsidiaries, which may further restrict our ability to pay dividends as a result of the laws of their respective jurisdictions of organization, agreements of our subsidiaries or covenants under future indebtedness that we or they may incur. See Item 3D: Key Information - Risk Factors - Risks Related to our Ordinary Shares - Dividend payments on our ordinary shares are not expected, and for a discussion of taxation of any dividends, see Item 10E: Additional Information - Taxation.

In 2024, the Company intends to declare quarterly dividends. Details of dividends declared and paid can be found in Item 18, Note 24 below.

The Founder Preferred Shares were entitled to receive an annual stock dividend based on the market price of our ordinary shares if such market price exceeded certain trading price minimums and to participate in any dividends on the ordinary shares. For the year ended December 31, 2022, no Founder Preferred Shares Annual Dividend Amount was payable pursuant to the terms of the Founder Preferred Shares. On January 3, 2023, each of the Founder Preferred Shares converted into one ordinary share and, as of such date, no Founder Preferred Shares remained outstanding and no future dividend will be paid.

B. Significant Changes

No significant change has occurred since the date of the annual financial statements included in this annual report.

Item 9. The Offer and Listing

A. Offer and Listing Details

Our ordinary shares are currently listed for trading on the NYSE under the symbol "NOMD".

Item 10. Additional Information

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

A copy of our Memorandum and Articles of Association have been previously filed as Exhibit 99.1 to our Report of Foreign Private Issuer on Form 6-K (File No. 001-37669), filed with the SEC on January 14, 2016, and is incorporated by reference into this annual report. A description of securities registered under Section 12 of the Exchange Act is filed as Exhibit 2.3 to this annual report on Form 20-F and includes a summary of the additional information required by this Item 10B and is incorporated by reference herein. Such summary does not purport to be complete and is subject to and qualified in its entirety by reference to our Memorandum and Articles of Association, as amended, and to the relevant laws and regulations. There are no limitations on the rights to own securities, including the rights of non-resident or foreign shareholders to hold or exercise voting rights on the securities imposed by the laws of the British Virgin Islands or by our Memorandum.

C. Material Contracts

Each material contract to which the Company has been a party for the preceding two years, other than those entered into in the ordinary course of business, is listed as an exhibit to the Registration Statement and is summarized elsewhere herein.

D. Exchange Controls

We are not aware of any governmental laws, decrees, regulations or other legislation in the British Virgin Islands that restrict the export or import of capital, including the availability of cash and cash equivalents for use by our affiliated companies, or that affect the remittance of dividends, interest or other payments to non-resident holders of our securities.

E. Taxation

U.S. Federal Income Taxation

General

The following discussion is a summary of certain U.S. federal income tax issues relevant to the acquisition, holding and disposition of the ordinary shares. Additional tax issues may exist that are not addressed in this discussion and that could affect the U.S. federal income tax treatment of the acquisition, holding and disposition of the ordinary shares.

This discussion does not address any tax consequences other than U.S. federal income tax consequences, such as U.S. state and local tax consequences, U.S. estate and gift tax consequences, or non-U.S. tax consequences. The discussion applies, unless indicated otherwise, only to holders of ordinary shares who acquire the ordinary shares as capital assets. It does not address special classes of holders that may be subject to different treatment under the Internal Revenue Code of 1986, as amended (the "Code"), such as:

- certain financial institutions, insurance companies, underwriters, real estate investment trusts, or regulated investment companies;
- controlled foreign corporations or passive foreign investment companies;
- dealers and traders in securities;
- persons holding ordinary shares as part of a hedge, straddle, conversion or other integrated transaction;
- partnerships or other entities or arrangements classified as partnerships for U.S. federal income tax purposes;
- persons liable for the alternative minimum tax;

- tax-exempt organizations, qualified retirement plans, individual retirement accounts, or other tax-deferred accounts;
- certain U.S. expatriates or former long-term residents of the United States;
- a person that is required to accelerate the recognition of any item of gross income with respect to ordinary shares as a result of such income being recognized on an applicable financial statement;
- a person that acquired ordinary shares as compensation for services;
- persons holding ordinary shares that own or are deemed to own 10 percent or more (by vote or value) of the Company's stock; or
- persons that do not use the U.S. Dollar as their functional currency.

This section is based on the Code, its legislative history, existing and proposed Treasury regulations, published rulings by the Internal Revenue Service ("IRS") and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis. Holders of ordinary shares should consult their own tax advisers concerning the U.S. federal, state, local and non-U.S. tax consequences of acquiring, holding and disposing of ordinary shares in their particular circumstances.

As used herein, a "U.S. Holder" is a beneficial owner of ordinary shares that is, for U.S. federal income tax purposes: (i) an individual who is a citizen or resident of the United States; (ii) a corporation or other entity taxable as a corporation, created or organized in or under the laws of the United States or any political subdivision thereof; (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source; or (iv) a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more "United States persons" (within the meaning of the Code) have the authority to control all substantial decisions of the trust, or (2) it has a valid election in effect under applicable Treasury regulations to be treated as a "United States person".

This discussion does not consider the tax treatment of partnerships or other pass-through entities that hold ordinary shares, or of persons who hold ordinary shares through such entities. If a partnership (or other entity or arrangement classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of ordinary shares, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership.

This discussion is based upon certain understandings and assumptions with respect to the business, assets and shareholders, including that the Company is not, does not expect to become, nor at any time has been, a controlled foreign corporation as defined in Section 957 of the Code (a "CFC"). The Company believes that it is not and has never been a CFC, and does not expect to become a CFC. In the event that one or more of such understandings and assumptions proves to be inaccurate, the following discussion may not apply, and material adverse U.S. federal income tax consequences may result to U.S. Holders.

Passive Foreign Investment Company ("PFIC") Considerations

The U.S. federal income tax treatment of U.S. Holders will differ depending on whether the Company is considered a passive foreign investment company ("PFIC") for U.S. federal income tax purposes.

In general, the Company will be considered a PFIC for any taxable year in which: (i) 75 percent or more of its gross income consists of passive income; or (ii) 50 percent or more of the average quarterly market value of its assets in that year are assets (including cash) that produce, or are held for the production of, passive income. For purposes of the above calculations, if the Company, directly or indirectly, owns at least 25 percent by value of the stock of another corporation, then the Company generally would be treated as if it held its proportionate share of the assets of such other corporation and received directly its proportionate share of the income of such other corporation. Passive income generally includes, among other things, dividends, interest, rents, royalties, certain gains from the sale of stock and securities, and certain other investment income.

Based on the current and anticipated composition of the income, assets and operations of the Company and its subsidiaries, the Company believes that it will not be a PFIC in its current taxable year and is not likely to be a PFIC in future taxable years. However, there is no assurance that the Company will not be a PFIC in any taxable year because PFIC status is factual in nature, depends upon factors not wholly within the Company's control, generally cannot be determined until the close of the taxable year in question, and is determined annually. If the Company is a PFIC for any taxable year during which a U.S. Holder holds (or, in the case of a lower-tier PFIC, is deemed to hold) its ordinary shares, such U.S. Holder will be subject to significant adverse U.S. federal income tax rules. U.S. Holders should consult their tax advisors on the U.S. federal income tax consequences of the Company being treated as a PFIC.

Tax Consequences for U.S. Holders if the Company is not a PFIC

Dividends

In general, subject to the PFIC rules discussed above, a distribution on an ordinary share will constitute a dividend for U.S. federal income tax purposes to the extent that it is made from the Company's current or accumulated earnings and profits as determined under U.S. federal income tax principles. If a distribution exceeds the Company's current and accumulated earnings and profits, it will be treated as a non-taxable reduction of basis to the extent of the U.S. Holder's tax basis in the ordinary share on which it is paid, and to the extent it exceeds that basis it will be treated as capital gain. For purposes of this discussion, the term "dividend" means a distribution that constitutes a dividend for U.S. federal income tax purposes. However, it is not expected that the Company will maintain calculations of its earnings and profits in accordance with U.S. federal income tax principles. U.S. Holders should therefore assume that any distribution by the Company with respect to the Company's ordinary shares will be reported as dividend income. U.S. Holders should consult their own tax advisors with respect to the appropriate U.S. federal income tax treatment of any distribution received from the Company.

The gross amount of any dividend on an ordinary share (which will include the amount of any foreign taxes withheld) generally will be subject to U.S. federal income tax as foreign source dividend income, and generally will not be eligible for the corporate dividends received deduction allowed to corporations in respect of dividends received from U.S. corporations. The amount of a dividend paid in foreign currency will be its value in U.S. Dollars based on the prevailing spot market exchange rate in effect on the day the U.S. Holder receives the dividend. A U.S. Holder will have a tax basis in any distributed foreign currency equal to its U.S. Dollar amount on the date of receipt, and any gain or loss realized on a subsequent conversion or other disposition of foreign currency generally will be treated as U.S. source ordinary income or loss. If dividends paid in foreign currency are converted into U.S. Dollars on the date they are received by a U.S. Holder, the U.S. Holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend income.

Subject to certain exceptions for short-term and hedged positions, a dividend that a non-corporate holder receives on an ordinary share will be subject to a maximum federal income tax rate of 20 percent if the dividend is a "qualified dividend" not including the Medicare Contribution Tax described below. A dividend on an ordinary share will be a qualified dividend if (i) either (a) the ordinary shares are readily tradable on an established market in the United States or (b) the Company is eligible for the benefits of a comprehensive income tax treaty with the United States that the Secretary of the Treasury determines is satisfactory for purposes of these rules and that includes an exchange of information program, and (ii) the Company was not, in the year prior to the year the dividend was paid, and is not, in the year the dividend is paid, a PFIC. Since the ordinary shares are listed on the New York Stock Exchange, the ordinary shares should be treated as readily tradable on an established securities market in the United States. Even if dividends on the ordinary shares would otherwise be eligible for qualified dividend treatment, in order to qualify for the reduced qualified dividend tax rates, a non-corporate holder must hold the ordinary share on which a dividend is paid for more than 60 days during the 120-day period beginning 60 days before the ex-dividend date, disregarding for this purpose any period during which the non-corporate holder has an option to sell, is under a contractual obligation to sell or has made (and not closed) a short sale of substantially identical stock or securities, is the grantor of an option to buy substantially identical stock or securities or, pursuant to Treasury regulations, has diminished its risk of loss by holding one or more other positions with respect to substantially similar or related property. In addition, to qualify for the reduced qualified dividend tax rates, the non-corporate holder must not be obligated to make related payments with respect to positions in substantially similar or related property. Payments in lieu of dividends from short sales or other similar transactions will not qualify for the reduced qualified dividend tax rates.

A non-corporate holder that receives an extraordinary dividend eligible for the reduced qualified dividend rates must treat any loss on the sale of the stock as a long-term capital loss to the extent of the dividend. For purposes of determining the amount of a non-corporate holder's deductible investment interest expense, a dividend is treated as investment income only if the non-corporate holder elects to treat the dividend as not eligible for the reduced qualified dividend tax rates. Special limitations on foreign tax credits with respect to dividends subject to the reduced qualified dividend tax rates apply to reflect the reduced rates of tax.

The U.S. Treasury has announced its intention to promulgate rules pursuant to which non-corporate holders of stock of non-U.S. corporations, and intermediaries through whom the stock is held, will be permitted to rely on certifications from issuers to establish that dividends are treated as qualified dividends. Because those procedures have not yet been issued, it is not clear whether the Company will be able to comply with them.

Non-corporate holders of ordinary shares are urged to consult their own tax advisers regarding the availability of the reduced qualified dividend tax rates with respect to dividends received on the ordinary shares in light of their own particular circumstances.

Capital Gains

Subject to the PFIC rules discussed above, on a sale or other taxable disposition of an ordinary share, a U.S. Holder will recognize capital gain or loss in an amount equal to the difference between the U.S. Holder's adjusted basis in the ordinary share and the amount realized on the sale or other disposition, each determined in U.S. Dollars. Such capital gain or loss will be long-term capital gain or loss if at the time of the sale or other taxable disposition the ordinary share has been held for more than one year. In general, any adjusted net capital gain of an individual is subject to a maximum federal income tax rate of 20 percent, not including the Medicare Contribution Tax, discussed below. Capital gains recognized by corporate U.S. holders generally are subject to U.S. federal income tax at the same rate as ordinary income. The deductibility of capital losses is subject to limitations.

Any gain a U.S. Holder recognizes generally will be U.S. source income for U.S. foreign tax credit purposes, and, subject to certain exceptions, any loss will generally be a U.S. source loss. If a non-U.S. income tax is paid on a sale or other disposition of an ordinary share, the amount realized will include the gross amount of the proceeds of that sale or disposition before deduction of the non-U.S. tax. The generally applicable limitations under U.S. federal income tax law on crediting foreign income taxes may preclude a U.S. Holder from obtaining a foreign tax credit for any non-U.S. tax paid on a sale or other disposition of an ordinary share. The rules relating to the determination of the foreign tax credit are complex, and U.S. holders are urged to consult with their own tax advisers regarding the application of such rules. Alternatively, any non-U.S. income tax paid on the sale or other disposition of an ordinary share may be taken as a deduction against taxable income, provided the U.S. Holder takes a deduction and not a credit for all foreign income taxes paid or accrued in the same taxable year.

Medicare Contribution Tax

Dividends received with respect to ordinary shares and capital gains from the sale or other taxable disposition of the ordinary shares recognized by certain non-corporate U.S. Holders will be includable in computing net investment income of such U.S. Holder for purposes of the 3.8 percent Medicare Contribution Tax.

Tax Consequences for Non-U.S. Holders of Ordinary Shares

As used herein, a "non-U.S. Holder" is a beneficial owner of ordinary shares that is neither a U.S. Holder nor a partnership (or entity or arrangement classified as a partnership) for U.S. federal income tax purposes.

Dividends

A non-U.S. Holder generally will not be subject to U.S. federal income tax or withholding on dividends received from the Company with respect to ordinary shares, other than in certain specific circumstances where such income is deemed effectively connected with the conduct by the non-U.S. Holder of a trade or business in the United States. If a non-U.S. Holder is entitled to the benefits of a U.S. income tax treaty with respect to those dividends, that income is generally subject to U.S. federal income tax only if it is attributable to a permanent establishment maintained by the non-U.S. Holder in the United States. A non-U.S. Holder that is subject to U.S. federal income tax on dividend income under the foregoing exception generally will be taxed with respect to such dividend income on a net basis in the same manner as a U.S. Holder unless otherwise provided in an applicable income tax treaty; a non-U.S. Holder that is a corporation for U.S. federal income tax purposes may also be subject to a branch profits tax with respect to such dividend income at a rate of 30 percent (or at a reduced rate under an applicable income tax treaty).

Sale, Exchange or Other Taxable Disposition of Ordinary Shares

A non-U.S. Holder generally will not be subject to U.S. federal income tax or withholding with respect to any gain recognized on a sale, exchange or other taxable disposition of ordinary shares unless:

- the gain is treated as effectively connected with the conduct by the non-U.S. Holder of a trade or business in the United States (and, if an applicable income tax treaty so requires, such gain is attributable to a permanent establishment maintained by the non-U.S. Holder in the United States); or
- the non-U.S. Holder is an individual and is present in the United States for 183 or more days in the taxable year of the sale, exchange or other taxable disposition, and meets certain other requirements.

If the first exception applies, the non-U.S. Holder generally will be subject to U.S. federal income tax with respect to such gain on a net basis in the same manner as a U.S. Holder unless otherwise provided in an applicable income tax treaty; a non-U.S. Holder that is a corporation for U.S. federal income tax purposes may also be subject to a branch profits tax with respect to such gain at a rate of 30 percent (or at a reduced rate under an applicable income tax treaty). If the second exception applies, the non-U.S. Holder generally will be subject to U.S. federal income tax at a rate of 30 percent (or at a reduced rate under an applicable income tax treaty) on the amount by which such non-U.S. Holder's capital gains allocable to U.S. sources exceed capital losses allocable to U.S. sources during the taxable year of disposition of the ordinary shares.

Information Reporting and Backup Withholding

Under U.S. federal income tax laws, certain categories of U.S. Holders must file information returns with respect to their investment in, or involvement in, a foreign corporation (including IRS Forms 926). Persons who are required to file these information returns and fail to do so may be subject to substantial penalties. Pursuant to Section 1298(f) of the Code, for any year in which the Company is a PFIC, each U.S. Holder will be required to file an information statement, Form 8621, regarding such U.S. Holder's ownership interest in the Company. U.S. Holders of ordinary shares should consult with their own tax advisers regarding the requirements of filing information returns.

Furthermore, certain U.S. Holders who are individuals and to the extent provided in future regulations, certain entities, will be required to report information with respect to such U.S. Holder's investment in "foreign financial assets" on IRS Form 8938. An interest in the Company constitutes a foreign financial asset for these purposes. Persons who are required to report foreign financial assets and fail to do so may be subject to substantial penalties. Potential shareholders are urged to consult with their own tax advisers regarding the foreign financial asset reporting obligations and their application to an investment in ordinary shares.

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and to backup withholding unless the U.S. Holder is a corporation or other exempt recipient, or, in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that no loss of exemption from backup withholding has occurred. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder's U.S. federal income tax liability and may entitle such U.S. Holder to a refund, provided that the required information is furnished to the IRS.

Non-U.S. Holders generally are not subject to information reporting or backup withholding with respect to dividends paid on ordinary shares, or the proceeds from the sale, exchange or other disposition of ordinary shares, provided that each such non-U.S. Holder certifies as to its foreign status on the applicable duly executed IRS Form W-8 or otherwise establishes an exemption.

Foreign Account Tax Compliance Act

Under certain circumstances, the Company or its paying agent may be required, pursuant to the Foreign Account Tax Compliance Act ("FATCA"), to withhold U.S. tax at a 30 percent rate on all or a portion of payments of dividends or other corporate distributions to holders of ordinary shares that are treated as "foreign pass-thru payments" made on or after the date that is two years after the issuance of final regulations concerning such foreign pass-thru payments are published, if such payments are not in compliance with FATCA. Such regulations have not yet been issued. The rules regarding FATCA and "foreign pass-thru payments," including the treatment of proceeds from the disposition of ordinary shares, are complex and holders of ordinary shares are encouraged to consult their own tax advisers regarding the impact of the FATCA rules on them.

This summary is for general information only and it is not intended to be, nor should it be construed to be, tax or legal advice to any prospective shareholder. Further, this summary is not intended to constitute a complete analysis of all U.S. federal income tax consequences relating to holders of their acquisition, ownership and disposition of the ordinary shares. Accordingly, prospective holders of ordinary shares should consult their own tax advisers about the U.S. federal, state, local and non-U.S. tax consequences of the acquisition, ownership and disposition of the ordinary shares.

British Virgin Islands Taxation

The Company

We are not subject to any income, withholding or capital gains taxes in the British Virgin Islands. No capital or stamp duties are levied in the British Virgin Islands on the issue, transfer or redemption of ordinary shares.

Shareholders

Shareholders who are not tax resident in the British Virgin Islands will not be subject to any income, withholding or capital gains taxes in the British Virgin Islands, with respect to the ordinary shares of the Company owned by them and dividends received on such ordinary shares, nor will they be subject to any estate or inheritance taxes in the British Virgin Islands.

United Kingdom Taxation

General

The following is a general summary of material UK tax considerations relating to the ownership and disposal of our ordinary shares. The comments set out below are based on current UK tax law as of the date of this summary, which is subject to change, possibly with retrospective effect. This summary does not constitute legal or tax advice and applies only to shareholders holding our ordinary shares as an investment and who are the beneficial owners thereof, whose ordinary shares are not held through an individual savings account or a self-invested personal pension and who have not acquired their or another person's ordinary shares by reason of their or another person's employment. These comments may not apply to certain classes of persons, including dealers in securities, insurance companies and collective investment schemes.

This summary is for general information only and is not intended to be, nor should it be considered to be, legal or tax advice to any particular investor. It does not address all of the tax considerations that may be relevant to specific investors in light of their particular circumstances or to investors subject to special treatment under UK tax law. Potential investors should consult their own tax advisers concerning the overall tax consequences of acquiring, holding and disposing of our ordinary shares in their particular circumstances.

The Company

As previously stated, on January 12, 2016, we became centrally managed and controlled in the UK and therefore became resident in the UK for UK taxation purposes.

Accordingly, since that date, we are subject to UK taxation on our income and gains, except where an exemption applies. Dividend income will generally be exempt from UK corporation tax on income if certain conditions are met.

We may be treated as a dual resident company for UK tax purposes. As a result, our right to claim certain reliefs from UK tax may be restricted, and changes in law or practice in the UK could result in the imposition of further restrictions on our right to claim UK tax reliefs.

Shareholders

Sale, Exchange or Other Taxable Disposition of Ordinary Shares

Subject to their individual circumstances, shareholders who are resident in the UK for UK taxation purposes will potentially be liable to UK taxation, as further explained below, on any gains which accrue to them on a sale or other disposition of their ordinary shares which constitutes a "disposal" for UK taxation purposes.

A shareholder who is not resident in the UK for UK tax purposes will not generally be subject to UK tax on chargeable gains on a disposal of ordinary shares unless such a shareholder carries on a trade, profession or vocation in the UK through a branch or agency or, in the case of a corporate shareholder, a permanent establishment. For shareholders in such circumstances, a gain on a disposal of our ordinary shares may be subject to UK taxation.

An individual shareholder who acquires ordinary shares while UK resident, who temporarily ceases to be UK resident or becomes resident in a territory outside the UK for the purposes of double taxation relief arrangements, and who disposes of our ordinary shares during that period of temporary non-UK residence, may on his or her return to the UK be liable to UK capital gains tax on any chargeable gain realized on that disposal.

For an individual shareholder within the charge to capital gains tax, a disposal of ordinary shares may give rise to a chargeable gain or allowable loss for the purposes of UK capital gains tax. The rate of capital gains tax is generally 10% for individuals who are subject to income tax at the basic rate and 20% to the extent that an individual shareholder's chargeable gains, when aggregated with his or her income chargeable to income tax, exceeds the basic rate band for income tax purposes. However, an individual shareholder is entitled to realize £6,000 of gains (the annual exempt amount) in the UK tax year ended April 5, 2024, without being liable to tax.

For a shareholder within the charge to UK corporation tax, a disposal (or deemed disposal) of ordinary shares may give rise to a chargeable gain or allowable loss for the purposes of UK corporation tax. Corporation tax is charged on chargeable gains at the rate applicable to that company, subject to any available exemption or relief. Indexation allowance may reduce the amount of chargeable gain that is subject to corporation tax (but may not give rise to or increase an allowable loss). No indexation allowance is available in respect of any period of ownership falling after December 2017.

Dividends on Ordinary Shares

No UK tax will be withheld or deducted at source from dividends paid by us on our ordinary shares.

Shareholders who are resident in the UK for tax purposes may, subject to their individual circumstances, be liable to UK income tax or, as the case may be, UK corporation tax on dividends paid to them by us.

A nil rate of income tax applies to the first £1,000 of dividend income received by an individual shareholder in the UK tax year ended April 5, 2024. If and to the extent that an individual shareholder who is subject to UK income tax receives dividends in the tax year which, in aggregate, do not exceed that allowance, the individual will not be liable to UK income tax on those dividends. If and to the extent that an individual shareholder who is subject to UK income tax receives dividends in the tax year which, in aggregate, exceed that allowance, the individual will be subject to UK income tax on those dividends at the rate of 8.75% (in the case of basic rate taxpayers), 33.75% (in the case of higher rate taxpayers) and 39.35% (in the case of additional rate taxpayers), and the individual will not be entitled to any tax credit in respect of those dividends. In calculating into which income tax band any dividend income in excess of the above nil rate allowance falls, savings and dividend income are treated as the highest part of an individual's income.

Shareholders who are within the charge to UK corporation tax are generally likely to be exempt from corporation tax on dividends they receive from us, provided the dividends fall within an exempt class and certain conditions are met.

Stamp duty/stamp duty reserve tax

(i) Issue of Ordinary Shares

No UK stamp duty or stamp duty reserve tax will be payable on the issue of ordinary shares.

(ii) Transfers of Ordinary Shares

UK stamp duty will in principle be payable on any instrument of transfer of our ordinary shares that is executed in the UK or that relates to any property situated, or to any matter or thing done or to be done, in the UK. An exemption from stamp duty is available on an instrument transferring ordinary shares where the amount or value of the consideration is £1,000 or less and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the consideration exceeds £1,000. Shareholders should be aware that, even where an instrument of transfer is in principle subject to stamp duty, stamp duty is not required to be paid unless it is necessary to rely on the instrument for legal purposes, for example to register a change of ownership or in litigation in a UK court. An instrument of transfer need not be stamped in order for the British Virgin Islands register of ordinary shares to be updated, and the register is conclusive proof of legal ownership.

Provided that the ordinary shares are not registered in any register maintained in the UK by or on behalf of us and are not paired with any shares issued by a UK incorporated company, any agreement to transfer ordinary shares will not be subject to UK stamp duty reserve tax.

We currently do not intend that any register of our ordinary shares will be maintained in the UK.

F. Dividends and Paying Agents

Not applicable.

G. Statements by Experts

Not applicable.

H. Documents on Display

Documents concerning us that are referred to herein may be inspected at our principal executive offices at: No. 1 New Square, Bedfont Lakes Business Park, Feltham, Middlesex, TW14 8HA. Those documents, which include our registration statements, periodic reports and other documents which were filed with the SEC, may be obtained electronically from the Investor section of our website at www.nomadfoods.com or from the SEC's website at www.sec.gov. We do not incorporate the information contained on, or accessible through, our website into this annual report, and you should not consider it a part of this annual report.

I. Subsidiary Information

Not applicable.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

The consolidated financial statements of Nomad and its subsidiaries have been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board.

We are exposed to certain market risks during the normal course of our business, such as risk arising from fluctuations in foreign currency exchange rates, as well as fluctuations in interest rates. In attempts to manage these risks, we employ certain strategies to mitigate the effect of these fluctuations. For a detailed discussion of these risks, see Note 32 "Financial risk management" to our audited consolidated financial statements which appear elsewhere in this annual report.

Item 12. Description of Securities Other than Equity Securities

Not applicable.

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

Use of Proceeds

None.

Item 15. Controls and Procedures

Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d - 15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this annual report in providing a reasonable level of assurance because of a material weakness in internal control over financial reporting as described below. Notwithstanding the material weakness, management has concluded that our consolidated financial statements as of and for the year ended December 31, 2023 are fairly stated in all material respects in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Management's annual report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2023 using criteria described in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this assessment, management concluded that our internal control over financial reporting was not effective as of December 31, 2023 due to the material weakness described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

We identified a material weakness in the operation of effective control over the review of supporting information used to determine the completeness and accuracy of the consolidated statement of cash flows. Specifically, the operation of the control did not address the completeness and accuracy objectives that could be impacted by the use of customizable reports used in the preparation of the consolidated statement of cash flows, as well as insufficient corroboration with supporting evidence. This ineffective operation could result in errors in future presentations of the consolidated statement of cash flows, however the material weakness did not result in a material misstatement of our consolidated financial statements as of and for the year ended December 31, 2023 or prior periods.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2023 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

The control deficiency did not result in a material misstatement of our consolidated financial statements for the year ended December 31, 2023 or prior periods.

Remediation Efforts to Address the Material Weakness

To remediate this deficiency, we plan to implement certain measures to address the underlying causes of the control deficiency that gave rise to this material weakness. These measures include improving existing controls over financial reporting with respect to the preparation, review, and approval of the consolidated statement of cash flows. We also plan to enhance control activities over the completeness and accuracy of the underlying data used in the preparation of our consolidated statement of cash flows, including performing additional testing, enhanced manual checks and/or data corroboration.

The material weakness in our internal control over financial reporting will not be considered remediated until the remediated controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. There is no assurance that the remediation will be fully effective. If these remediation efforts do not prove effective and control deficiencies and one or more material weaknesses persist or occur in the future, the accuracy and timing of our financial reporting may be adversely affected.

Attestation report of the independent registered public accounting firm

The effectiveness of the Company's internal control over financial reporting as of December 31, 2023 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in internal control over financial reporting

During the period covered by this report, there have been no changes to our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 16A. Audit Committee Financial Expert

The board of directors has determined that Mr. Lillie qualifies as an audit committee financial expert as defined in Item 16A of Form 20-F, and that he is also "independent," as defined in Rule 10A-3 under the Exchange Act and applicable NYSE standards. For more information about Mr. Lillie, see *Item 6A: Directors, Senior Management and Employees - Executive Officers and Directors.*

Item 16B. Code of Ethics

We have adopted a Code of Ethics that applies to our Chief Executive Officer and all senior financial officers. The Code of Ethics is located on our Internet website at www.nomadfoods.com under "Investor Relations - Corporate Governance".

We intend to provide disclosure of any amendments or waivers of our Code of Ethics on our website within five business days following the date of the amendment or waiver.

Item 16C. Principal Accountant Fees and Services

PricewaterhouseCoopers LLP ("PwC") acted as our independent auditor for the years ended December 31, 2023 and 2022. The table below sets out the total amount billed to us by PwC, for services performed in the years ended December 31, 2023 and 2022, and breaks down these amounts by category of service:

(€ in millions)	For the year ended December 31, 2023	For the year ended December 31, 2022
Audit fees	8.7	5.3
Audit-related fees	—	—
Tax fees	0.7	0.9
All other fees	0.1	0.1
Total	**9.5**	**6.3**

Audit Fees

Audit fees in the years ended December 31, 2023 and 2022 are related to the audit of our consolidated financial statements and other audit or interim review services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

There were no audit-related fees in the year ended December 31, 2023 or 2022.

Tax Fees

Tax fees in the years ended December 31, 2023 and 2022 are related to tax compliance and other tax related services.

All Other Fees

Other fees in the years ended December 31, 2023 and 2022 relate to other non-audit assurance services.

Pre-Approval Policies and Procedures

The advance approval of the Audit Committee or members thereof, to whom approval authority has been delegated, is required for all audit and non-audit services provided by our auditors.

All services provided by our auditors are approved in advance by either the Audit Committee or members thereof, to whom authority has been delegated, in accordance with the Audit Committee's pre-approval policy. No such services were approved pursuant to the procedures described in Rule 2-01(c)(7)(i)(C) of Regulation S-X, which waives the general requirement for pre-approval in certain circumstances.

Item 16D. Exemptions from the Listing Standards for Audit Committees

None.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The table below presents a summary of the ordinary shares repurchased by the Company in 2023:

Period	Total Number of Ordinary Shares Purchased	Average Price Paid per Ordinary Share (USD)	Total Number of Ordinary Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Value of Shares that may yet be purchased under the Plans or Programs in USD
2021 $500m repurchase program (1)				
As of December 31, 2022	**4,250,629**	**24.97**	**4,250,629**	$ 393,763,086
May 1, 2023 – May 31, 2023	687,309	17.49	687,309	$ 381,741,521
June 1, 2023 - June 30, 2023	2,852,493	17.51	2,852,493	$ 331,798,601
August 1, 2023 - August 31, 2023	143,728	17.54	143,728	$ 329,278,204
September 1, 2023 - September 30, 2023	5,764,609	15.93	5,764,609	$ 237,435,353
October 1, 2023 - October 31, 2023	1,397,790	14.84	1,397,790	$ 216,686,731
November 1, 2023 - November 30, 2023	135,323	16.16	135,323	$ 214,500,290
December 1, 2023 - December 31, 2023	333,453	16.62	333,453	$ 208,959,350
Total	**15,565,334**	**18.70**	**15,565,334**	$ 208,959,350
2023 $500m repurchase program (2)				
Total	—	—	—	$ 500,000,000

(1) On August 5, 2021, the Company announced its Board of Directors authorized a share repurchase program to purchase up to an aggregate $500 million of the Company's ordinary shares over 3 years. Acquisitions pursuant to the share repurchase program may be made from time to time through a combination of open market repurchases, privately negotiated transactions, accelerated share repurchase transactions, and/or other derivative transactions, at the Company's discretion, as permitted by securities laws and other legal requirements. The program has concluded.

(2) On November 6, 2023, the Company's Board of Directors authorized a new share repurchase program to purchase up to an aggregate of $500 million of the Company's ordinary shares. Acquisitions pursuant to the share repurchase program may be made from time to time through a combination of open market repurchases, privately negotiated transactions, accelerated share repurchase transactions, and/or other derivative transactions, at the Company's discretion, as permitted by securities laws and other legal requirements. This new program replaces the previous authorization which was established in August 2021 and finishes at the end of 2023. The new program will expire at the end of 2026. As of December 31, 2023, the maximum number of shares that may yet be purchased under the share repurchase program is $500 million.

Item 16F. Change in Registrants' Certifying Accountant

Not applicable.

Item 16G. Corporate Governance

Comparison of Shareholder Rights

We are incorporated under, and are governed by, the laws of the British Virgin Islands. The following discussion summarizes material differences between the rights of holders of ordinary shares and the rights of holders of common stock of a typical corporation incorporated under the laws of the State of Delaware.

Director's Fiduciary Duties

Under Delaware corporate law, a director of a solvent Delaware corporation owes fiduciary duties to the corporation and its shareholders. These duties have two components: the duty of care and the duty of loyalty. The duty of care requires that a director inform himself of all material information regarding a decision. The duty of loyalty requires that a director act in a manner he reasonably believes to be in the best interests of the corporation and its shareholders. A director must not use his corporate position for personal gain or advantage. The duty of loyalty prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder that is not shared by the shareholders generally. In general, the "business judgment rule" presumes that actions of the board of directors are made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation and its shareholders. This presumption may be rebutted by evidence of a breach of the directors' fiduciary duties. If this presumption is rebutted, the board of directors bear the burden of proving that the actions were "entirely fair" to the corporation or its minority shareholders. In addition, Delaware common law imposes "heightened" judicial scrutiny on actions of directors in certain circumstances, such as upon a sale of the corporation.

British Virgin Islands law provides that every director of a British Virgin Islands company in exercising his powers or performing his duties, shall act honestly and in good faith and in what the director believes to be in the best interests of the company. Additionally, the director shall exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances taking into account the nature of the company, the nature of the decision and the position of the director and his responsibilities. In addition, British Virgin Islands law provides that a director shall exercise his powers as a director for a proper purpose and shall not act, or agree to the company acting, in a manner that contravenes British Virgin Islands law or the memorandum and articles of association of the company.

Amendment of Governing Documents

Under Delaware corporate law, with very limited exceptions, a vote of the shareholders of a corporation is required to amend the certificate of incorporation. In addition, Delaware corporate law provides that shareholders have the right to amend the corporation's bylaws, but the certificate of incorporation may also confer such right on the directors of the corporation.

Consent in Lieu of Meeting

Under Delaware corporate law, a consent in lieu of a meeting of the directors must be unanimous to take effect. Under British Virgin Islands law and our Memorandum and Articles, only a majority of the directors are required to sign a written consent.

Under Delaware corporate law, unless otherwise provided in the certificate of incorporation, any action to be taken at any annual or special meeting of shareholders of a corporation may be taken without a meeting by consent of the holders of outstanding stock having not less than the minimum number of votes that would be necessary to take that action at a meeting at which all shareholders entitled to vote were present and voted. If any shareholder action is taken by less than unanimous consent, notice of such action must be given to those shareholders who have not consented and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that consents signed by a sufficient number of shareholders were delivered to the corporation.

Our Memorandum and Articles provides that any shareholder action permitted to be taken at a shareholder meeting may also be taken by written consent of a majority of the votes of shares entitled to vote thereon. If any shareholder resolution is adopted otherwise than by the unanimous written consent of all shareholders, a copy of such resolution shall be sent to all shareholders not consenting to such resolution.

Shareholder Proposals

Under Delaware corporate law, a shareholder has the right to put any proposal before the annual meeting of shareholders, provided it complies with any notice provisions in the corporation's certificate of incorporation or bylaws. A meeting of shareholders may be called by the board of directors or any other person authorized to do so by the corporation's certificate of incorporation or bylaws; shareholders may be precluded therein from calling special meetings. British Virgin Islands law and our Memorandum and Articles provide that our directors shall call a meeting of the shareholders if requested in writing to do so by shareholders entitled to exercise at least 30% of the voting rights in respect of the matter for which the meeting is requested.

Sale of Assets

Under Delaware corporate law, a vote of the shareholders is required to approve a sale, lease or exchange of property and assets of a corporation (including property and assets of its qualifying subsidiaries) only when all or substantially all of the corporation's property and assets are being sold other than to a qualifying subsidiary of the corporation. Under British Virgin Islands law generally, shareholder approval is required when more than 50% of a company's total assets by value are being disposed of or sold to any person if not made in the usual or regular course of the business carried out by the company. Under our Memorandum and Articles, this requirement of British Virgin Islands law has been disapplied and accordingly no shareholder approval is required in relation to such a disposal or sale.

Redemption of Shares

Under Delaware corporate law, by provision of the certificate of incorporation, any class or series of stock may be made subject to redemption by the corporation at its option, at the option of the holders of that stock or upon the happening of a specified event, provided that after such redemption shares of a class or series of stock with full voting power remain outstanding. The class or series of stock may, by provision of the certificate of incorporation, be made redeemable for cash, property or rights, as specified in the certificate of incorporation or in the resolution of the board of directors providing for the issue of the stock pursuant to the power expressly vested in the board of directors by the certificate of incorporation. Under Delaware corporate law, shares also may be repurchased with the consent of both the corporation and the holder, except that shares may not be repurchased for more than the price at which such shares may then be redeemed at the option of the corporation. Both the redemption and repurchase of shares of a Delaware corporation are subject to certain solvency limitations established by Delaware corporate law and Delaware common law. As permitted by British Virgin Islands law and our Memorandum and Articles, shares may be repurchased, redeemed or otherwise acquired by us. However, the consent of the shareholder whose shares are to be repurchased, redeemed or otherwise acquired must be obtained, except as specified in the terms of the applicable class or series of shares.

Squeeze-Out Merger

Under the Delaware General Corporation Law § 253, in a process known as a "short form" merger, a corporation that owns at least 90% of the outstanding shares of each class of voting stock of another corporation and where at least one of the corporations is a Delaware corporation and the laws of the jurisdiction of the other corporation don't prohibit such action, may either merge the other corporation into itself or merge itself into the other corporation by executing, acknowledging and filing with the Delaware Secretary of State a certificate of ownership and merger setting forth a copy of the resolution of its board of directors authorizing such merger. If the parent corporation is a Delaware corporation that is not the surviving corporation, the merger also must be approved by a majority of the outstanding stock of the parent corporation entitled to vote thereon and the resolution must include provision for the pro rata issuance of stock of the surviving corporation to the holders of the stock of the parent corporation on surrender of any certificate therefor. If the parent corporation does not own all of the stock of the subsidiary corporation immediately prior to the merger, the minority shareholders of the subsidiary corporation party to the merger have appraisal rights as set forth in § 262 of the Delaware General Corporation Law.

Under the BVI Act, subject to any limitations in a company's memorandum and articles of association, members holding 90% of the votes of the outstanding shares entitled to vote, and members holding 90% of the votes of the outstanding shares of each class of shares entitled to vote, may give a written instruction to the company directing the company to redeem the shares held by the remaining members. In our Memorandum and Articles, we have opted out of the BVI Act's squeeze out provisions.

Variation of Rights of Shares

Under Delaware corporate law, a corporation may vary the rights of a class of stock with the approval of a majority of the outstanding shares entitled to vote thereon, and, in certain circumstances, including if such variation would change the rights of such class so as to affect them adversely, with the approval of a majority of the outstanding shares of such class, voting separately as a single class.

As permitted by British Virgin Islands law and our Memorandum and Articles, we may vary the rights attached to any class with the written consent of at least 50% of the holders of each class of shares affected or by a resolution passed by at least 50% of the votes cast by eligible holders of the issued shares of the affected class at a separate meeting of the holders of that class.

Election of Directors

Under Delaware corporate law generally, unless otherwise specified in the certificate of incorporation or bylaws of a corporation, directors are elected by a plurality of the votes of the shares entitled to vote on the election of directors and vacancies and newly created directorships resulting from an increase in the number of directors may be filled by a majority of the directors then in office (although less than a quorum) or by the sole remaining director. Subject to the BVI Act and pursuant to our Memorandum and Articles, directors shall be appointed at any time, and from time to time, by our directors, without the approval of shareholders, either to fill a vacancy or as an alternate or additional director. The shareholders may, by a majority vote, appoint any person as a director. In addition, for so long as an initial holder of Founder Preferred Shares holds 20% or more of the Founder Preferred Shares in issue, such holder is entitled to nominate, and the directors are required to appoint, a person as director. If such holder notifies the Company to remove any director nominated by him or her, the other directors shall remove such director, and the holder will have the right to nominate a director to fill the resulting vacancy. In the event an initial holder ceases to be a holder of Founder Preferred Shares or holds less than 20% of the Founder Preferred Shares in issue, such initial holder will no longer be entitled to nominate a person as a director, and the holders of a majority of the Founder Preferred Shares in issue will be entitled to exercise that initial holder's former rights to appoint a director instead.

Removal of Directors

Under Delaware corporate law generally, a director of a corporation without a classified board may be removed, with or without cause, by the holders of a majority (or such larger portion set forth in the certificate of incorporation) of the outstanding shares entitled to vote at an election of directors. Under Delaware corporate law, generally a director of a corporation with a classified board may be removed only for cause with the approval of a majority (or such larger portion set forth in the certificate of incorporation) of the outstanding shares entitled to vote at an election of directors, unless the certificate of incorporation provides otherwise. Under Delaware corporate law, generally a director may resign at any time upon notice given in writing or by electronic transmission to the corporation.

Our Memorandum and Articles provide that a director may be removed at any time if: (i) he resigns by written notice to the Company; (ii) he is requested to resign by written notice of all of the other directors; (iii) he ceases to be a director by virtue of any provision of law or becomes prohibited by law from or is disqualified from being a director; (iv) he becomes bankrupt or makes any arrangement or composition with his creditors generally or otherwise has any judgment executed on any of his assets; (v) he becomes of unsound mind or incapable; (vi) he is absent from meetings of directors for a consecutive period of 12 months and the other directors resolve that his office shall be vacated; (vii) he dies; or (viii) a resolution of shareholders is approved by a majority of the shares entitled to vote on such matter passed at a meeting of shareholders called for the purposes of removing the director or for purposes including the removal of the director or a written special resolution of shareholders is passed by at least 75% of the votes of shares entitled to vote thereon.

Mergers

Under Delaware corporate law, one or more constituent corporations may merge into and become part of another constituent corporation in a process known as a merger. A Delaware corporation may merge with a foreign corporation as long as the law of the foreign jurisdiction permits such a merger. To effect a merger under Delaware General Corporation Law § 251, an agreement of merger must be properly adopted and the agreement of merger or a certificate of merger must be filed with the Delaware Secretary of State. In order to be properly adopted, the agreement of merger must be adopted by the board of directors of each constituent Delaware corporation by a resolution or unanimous consent in lieu of a meeting. In addition, the agreement of merger generally must be approved at a meeting of shareholders of each constituent Delaware corporation by a majority of the outstanding stock of such corporation entitled to vote, unless the certificate of incorporation provides for a supermajority vote. In general, the surviving corporation is vested in all of the assets and liabilities of the disappearing corporation or corporations as a result of the merger.

Under the BVI Act, two or more companies may merge or consolidate in accordance with the statutory provisions. A merger means the merging of two or more constituent companies into one of the constituent companies, and a consolidation means the uniting of two or more constituent companies into a new company. In order to merge or consolidate, the directors of each constituent company must approve a written plan of merger or consolidation, which must be authorized by a resolution of shareholders. One or more companies may also merge or consolidate with one or more companies incorporated under the laws of jurisdictions outside the British Virgin Islands if the merger or consolidation is permitted by the laws of the jurisdictions in which the companies incorporated outside the British Virgin Islands are incorporated. In respect of such a merger or consolidation, a British Virgin Islands company is required to comply with the provisions of the BVI Act, and a company incorporated outside the British Virgin Islands is required to comply with the laws of its jurisdiction of incorporation.

Shareholders not otherwise entitled to vote on the merger or consolidation may still acquire the right to vote if the plan of merger or consolidation contains any provision that, if proposed as an amendment to the memorandum and articles of association, would entitle them to vote as a class or series on the proposed amendment. In any event, all shareholders must be given a copy of the plan of merger or consolidation irrespective of whether they are entitled to vote at the meeting or consent to the written resolution to approve the plan of merger or consolidation.

Inspection of Books and Records

Under Delaware corporate law, any shareholder of a corporation may, upon proper demand, and for any proper purpose, inspect or make copies of the corporation's stock ledger, list of shareholders and other books and records. Members of the public, on payment of the requisite fee, can obtain a copy of a Delaware corporation's certificate of incorporation.

Under British Virgin Islands law, members of the general public, on payment of a nominal fee, can obtain copies of the public records of a company available at the office of the British Virgin Islands Registrar of Corporate Affairs, including the company's certificate of incorporation, its memorandum and articles of association (with any amendments), records of license fees paid to date, any articles of dissolution, any articles of merger and a register of charges if the company has elected to file such a register.

A shareholder of a company is entitled, on giving written notice to the company, to inspect:

(a) the memorandum and articles of association;

(b) the register of members;

(c) the register of directors; and

(d) the minutes of meetings and resolutions of shareholders and of those classes of shares of which he is a shareholder.

In addition, a shareholder may make copies of or take extracts from the documents and records referred to in (a) through (d) above. However, subject to the memorandum and articles of association of the company, the directors may, if they are satisfied that it would be contrary to the company's interests to allow a shareholder to inspect any document, or part of any document, specified in (b), (c) or (d) above, refuse to permit the shareholder to inspect the document or limit the inspection of the document, including limiting the making of copies or the taking of extracts from the records. Where a company fails or refuses to permit a shareholder to inspect a document or permits a shareholder to inspect a document subject to limitations, that shareholder may apply to the court for an order that he should be permitted to inspect the document or to inspect the document without limitation.

Where a British Virgin Islands company keeps a copy of the register of members or the register of directors at the office of its registered agent, it is required to notify the registered agent of any changes to the originals of such registers, in writing, within 15 days of any change; and to provide the registered agent with a written record of the physical address of the place or places at which the original register of members or the original register of directors is kept. Where the place at which the original register of members or the original register of directors is changed, the company is required to provide the registered agent with the physical address of the new location of the records within 14 days of the change of location.

A British Virgin Islands company is also required to keep at the office of its registered agent or at such other place or places, within or outside the British Virgin Islands, as the directors determine the minutes of meetings and resolutions of shareholders and of classes of shareholders, and the minutes of meetings and resolutions of directors and committees of directors. If such records are kept at a place other than at the office of the company's registered agent, the company is required to provide the registered agent with a written record of the physical address of the place or places at which the records are kept and to notify the registered agent, within 14 days, of the physical address of any new location where such records may be kept. The Company's registered agent in the British Virgin Islands is: Intertrust Corporate Services (BVI) Limited, Luna Tower, Waterfront Drive, Road Town, Tortola, British Virgin Islands.

Conflict of Interest

Under Delaware corporate law, a contract or transaction between a corporation and a director or officer, or between a corporation and any other organization in which a director or officer has a financial interest or is a director or officer, is not void or voidable as long as (i) the material facts as to the director's or officer's relationship or interest are disclosed or known and either (A) a majority of the disinterested directors authorizes the contract or transaction in good faith or (B) the shareholders vote in good faith to approve the contract or transaction or (ii) the contract or transaction is fair to the corporation when it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders. Delaware corporate law permits the corporation to renounce, in its certificate of incorporation or by action of its board of directors, any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, specified business opportunities or specified classes or categories of business opportunities that are presented to the corporation or one or more of its officers, directors or stockholders.

The BVI Act provides that a director shall, forthwith after becoming aware that he is interested in a transaction entered into or to be entered into by the company, disclose that interest to the board of directors of the company. The failure of a director to disclose that interest does not affect the validity of a transaction entered into by the director or the company, so long as the director's interest was disclosed to the board prior to the company's entry into the transaction or was not required to be disclosed because the transaction is between the company and the director himself and is otherwise in the ordinary course of business and on usual terms and conditions. As permitted by British Virgin Islands law and our Memorandum and Articles, a director interested in a particular transaction may vote on it, attend meetings at which it is considered and sign documents on our behalf that relate to the transaction. In addition, if our directors have other fiduciary obligations, including to other companies on whose board of directors they presently sit and to other companies whose board of directors they may join in the future, to the extent that they identify business opportunities that may be suitable for us or other companies on whose board of directors they may sit, our directors are permitted to honor those pre-existing fiduciary obligations ahead of their obligations to us. Accordingly, they may refrain from presenting certain opportunities to us that come to their attention in the performance of their duties as directors of such other entities unless the other companies have declined to accept such opportunities or clearly lack the resources to take advantage of such opportunities.

Transactions with "Interested Stockholders"

Delaware corporate law contains a business combination statute applicable to Delaware public corporations whereby, unless the corporation has specifically elected not to be governed by that statute by appropriate action, it is prohibited from engaging in certain business combinations with an "interested stockholder" for three years following the date that the person becomes an "interested stockholder." An "interested stockholder" generally is a person or group that owns or owned 15% or more of the corporation's outstanding voting stock within the past three years. This statute has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the corporation in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which the shareholder becomes an "interested stockholder," the board of directors approves either the business combination or the transaction that resulted in the person becoming an "interested stockholder."

British Virgin Islands law has no comparable provision. However, although British Virgin Islands law does not regulate transactions between a company and its significant shareholders, it does provide that these transactions must be entered into in the bona fide best interests of the company and not with the effect of constituting a fraud on the minority shareholders.

Independent Directors

There are no provisions under Delaware corporate law or under the BVI Act that require a majority of our directors to be independent.

Cumulative Voting

Under Delaware corporate law, cumulative voting for elections of directors is not permitted unless the corporation's certificate of incorporation specifically provides for it. Cumulative voting potentially facilitates the representation of minority shareholders on a board of directors since it permits the minority shareholder to cast all the votes to which the shareholder is entitled on a single director, which increases the shareholder's voting power with respect to electing such director. There are no prohibitions on cumulative voting under the laws of the British Virgin Islands, but our Memorandum and Articles do not provide for cumulative voting.

Shareholders' Rights under British Virgin Islands Law Generally

The BVI Act provides for certain remedies that may be available to shareholders. Where a company incorporated under the BVI Act or any of its directors engages in, or proposes to engage in, conduct that contravenes the BVI Act or the company's memorandum and articles of association, British Virgin Islands courts can issue a restraining or compliance order. However, shareholders cannot also bring derivative, personal and representative actions under certain circumstances. The traditional English basis for shareholders' remedies has also been incorporated into the BVI Act: where a shareholder of a company considers that the affairs of the company have been, are being or are likely to be conducted in a manner likely to be oppressive, unfairly discriminating or unfairly prejudicial to him, he may apply to the court for an order based on such conduct. In addition, any shareholder of a company may apply to the courts for the appointment of a liquidator of the company and the court may appoint a liquidator of the company if it is of the opinion that it is just and equitable to do so.

The BVI Act also provides that any shareholder of a company is entitled to payment of the fair value of his shares upon dissenting from any of the following: (i) a merger, if the company is a constituent company, unless the company is the surviving company and the shareholder continues to hold the same or similar shares; (ii) a consolidation, if the company is a constituent company; (iii) any sale, transfer, lease, exchange or other disposition of more than 50% in value of the assets or business of the company if not made in the usual or regular course of the business carried on by the company but not including (a) a disposition pursuant to an order of the court having jurisdiction in the matter, (b) a disposition for money on terms requiring all or substantially all net proceeds to be distributed to the shareholders in accordance with their respective interest within one year after the date of disposition, or (c) a transfer pursuant to the power of the directors to transfer assets for the protection thereof; (iv) a redemption of 10% or fewer of the issued shares of the company required by the holders of 90% or more of the shares of the company pursuant to the terms of the BVI Act; and (v) an arrangement, if permitted by the court.

Generally, any other claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the British Virgin Islands or their individual rights as shareholders as established by a company's memorandum and articles of association.

Foreign Private Issuer Exemption

As a "foreign private issuer," as defined by the SEC, we are permitted to follow certain corporate governance practices of our home country, the British Virgin Islands, instead of those otherwise required under the NYSE for domestic issuers. While we voluntarily follow most NYSE corporate governance rules, we intend to take advantage of the following limited exemptions:

- Unlike NYSE corporate governance rules, under BVI law, there is no requirement that our board of directors consist of a majority of independent directors and our independent directors are not required to hold executive sessions. Currently, however only six out of our ten board members are independent based on NYSE independence standards. Also, while our board's non-management directors will meet regularly in executive session without management, our board does not intend to hold an executive session of only independent directors at least once a year as called for by the NYSE.

- The NYSE rules applicable to domestic issuers require disclosure within four business days of any determination to grant a waiver of the code of business conduct and ethics to directors and officers. Although we will require board approval of any such waiver, we may choose not to disclose the waiver in the manner set forth in the NYSE rules, as permitted by the foreign private issuer exemption.
- We are exempt from the rules and regulations under the Exchange Act and NYSE related to the furnishing and content of proxy statements. Therefore, we intend to hold annual shareholder meetings in accordance with the corporate governance practices of the British Virgin Islands and our Memorandum and Articles of Association. Similarly, with respect to matters on which shareholders will have a right to vote, we intend to comply with corporate governance practices of the British Virgin Islands and the voting requirements under the NYSE rules applicable to foreign private issuers.

Item 16H. Mine Safety Disclosure

None.

Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

Item 16J. Insider Trading Policy

Not applicable.

Item 16K. Cybersecurity

We have processes for assessing, identifying, and managing material risks from cybersecurity threats which have been integrated into our overall risk management programs. Executive management works with our IT security team to regularly review our cybersecurity and related Information Technology ("IT") security risks and capability along with our plans to mitigate cybersecurity risks and to respond to data breaches. Our cybersecurity risk management is aligned to our business strategy and shares common reporting channels and governance processes that apply to other areas of enterprise risk, including legal, compliance, operational, and financial risk.

Our IT systems are critical to operating and growing the Company, in particular to our general operations and logistics functions but also in enabling our teams to work from hybrid locations and across countries. The Company is undertaking a business transformation program underpinned by an upgrade to the latest SAP S4/HANA Enterprise Resource Planning (ERP) platform. The program aims to modernize the end-to-end technology estate to support current and future complex and evolving business needs. Among the many changes, the program will move the operating model for our existing business to a cloud-hosted solution, which better deploys new services to the business and end users, including application management, supporting a diverse workforce across multiple locations and languages, as well as deploying artificial intelligence assisted tools. This is supported by a dedicated cybersecurity program, including third-party risk management processes for service providers, suppliers, and vendors, enabling us to further adapt to rapidly changing threats and increase our cybersecurity capabilities across the business.

Our Board has delegated the oversight of cybersecurity risks to the Audit Committee and the Audit Committee reviews the Company's cybersecurity progress and status periodically. Regular updates from the Chief Information Officer regarding recent cybersecurity threats and incidents (if any) are reported to, and reviewed by, the Audit Committee, allowing the Committee to be informed about and monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. These reports include incident assessments and, programs and incident responses as well as any relevant regulatory developments.

Our Chief Information Officer, who has over 25 years of experience with information technology systems and cybersecurity risk management, is supported by the Head of Cyber Security, who has obtained professional security certifications and advanced training in the field of cybersecurity, along with the IT security team within the IT organization, is responsible for the Company's day to day information security activities and cyber risk programs, including overseeing compliance with our cyber and information security policies. The Company monitors the prevention, detection, mitigation, and remediation of cybersecurity incidents. Incidents are managed in accordance with our established procedures and training is provided to relevant stakeholders. Additionally, we utilize external assurance and assessments,

vulnerability testing, and mock phishing campaigns to identify and mitigate risks. We have also engaged an outsourced service provider, which improves our ability to scale in line with business developments.

To date, the Company has not had a significant cybersecurity breach or attack that has had, or is reasonably likely to have, a material impact on our business strategy, results of operations, or financial condition.

Item 17. Financial Statements

See item 18.

Item 18. Financial Statements

The following financial statements, together with the report of PricewaterhouseCoopers LLP thereon, are filed as part of this annual report:

NOMAD FOODS LIMITED AND SUBSIDIARIES

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Nomad Foods Limited

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated statements of financial position of Nomad Foods Limited and its subsidiaries (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of profit or loss, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2023, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO because a material weakness in internal control over financial reporting existed as of that date related to the operation of effective control over the review of supporting information used to determine the completeness and accuracy of the consolidated statement of cash flows.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 15. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the 2023 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in management's report referred to above. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Provisions for uncertain tax positions

As described in Notes 3, 4 and 11 to the consolidated financial statements, provisions for uncertain tax positions were €125.7 million as at December 31, 2023. The Company operates in many different jurisdictions and in some of these there are certain tax matters which are under discussion with local tax authorities. Management considers these tax audits and discussions with local tax authorities as well as the local tax legislation relative to their tax positions in those jurisdictions when identifying uncertain tax positions. Management uses judgment when identifying and determining whether it is appropriate to provide for uncertain tax positions and for how long provisions for uncertain tax positions are retained, based on assessment as to whether it is probable that a risk would crystallize or not. Where tax exposures can be quantified, and management assesses that the risk of an exposure crystallizing is probable, a provision for uncertain tax positions is made based on management's estimates which include judgments with regard to the amounts expected to be paid to the relevant tax authority. The factors considered in estimating the provision include the progress of discussions with the tax authorities, the complexity of respective tax legislation, valuations of assets for tax purposes and the level of documentary support for historical positions taken by previous owners. The provisions are made on the basis of a probability-weighted average of potential outcomes. Given the inherent uncertainties in assessing the outcomes of these exposures, the Company could in future periods experience adjustments to these provisions.

The principal considerations for our determination that performing procedures relating to provisions for uncertain tax positions is a critical audit matter are the significant judgments by management when identifying and determining provisions, and the estimation required due to the complexity of tax legislation across various jurisdictions, and ongoing discussions with local tax authorities. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating evidence related to the identification, quantification and probability assessment of uncertain tax positions. Additionally, the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the identification, recognition and measurement of the provisions for uncertain tax positions, and controls addressing completeness of the uncertain tax exposures. These procedures also included, among others, (i) testing the completeness, accuracy and relevance of the information used in the identification of uncertain tax exposures and in estimating the provision for uncertain tax positions; (ii) assessing the method for estimating the provisions for uncertain tax positions; (iii) evaluating management's assessment of the probability-weighted average of potential outcomes and amounts expected to be paid to the relevant tax authorities; (iv) assessing whether the uncertain tax positions remain appropriate to recognize when considering the tax laws in the relevant jurisdiction; and

(v) evaluating the status and results of tax audits and progress of discussions with the relevant tax authorities. Professionals with specialized skill and knowledge were used to assist in the evaluation of the completeness of the uncertain tax exposures identified, and the recognition and measurement of those exposures, including evaluating the reasonableness of management's determination of the probability-weighted average of potential outcomes.

/s/ PricewaterhouseCoopers LLP
London, United Kingdom
February 29, 2024

We have served as the Company's or its predecessor's auditor since 2006.

Consolidated Statements of Financial Position

	Notes	December 31, 2023 €m	December 31, 2022 €m
Non-current assets			
Goodwill	13	2,105.0	2,101.6
Intangibles	13	2,468.2	2,457.6
Property, plant and equipment	12	563.7	542.9
Other non-current assets	18	7.1	8.1
Derivative financial instruments	33	0.7	0.2
Deferred tax assets	16	106.9	100.4
Total non-current assets		**5,251.6**	**5,210.8**
Current assets			
Cash and cash equivalents	19	412.9	369.7
Inventories	17	446.4	457.1
Trade and other receivables	2, 18	263.4	261.7
Current tax receivable	2	40.7	5.1
Indemnification assets		0.5	1.8
Derivative financial instruments	33	1.2	19.9
Total current assets		**1,165.1**	**1,115.3**
Total assets		**6,416.7**	**6,326.1**
Current liabilities			
Trade and other payables	21	769.8	695.4
Current tax payable		189.5	183.0
Provisions	23	35.1	36.1
Loans and borrowings	20	21.4	22.6
Derivative financial instruments	33	12.2	3.7
Total current liabilities		**1,028.0**	**940.8**
Non-current liabilities			
Loans and borrowings	20	2,113.7	2,142.3
Employee benefits	22	158.3	132.1
Other non-current liabilities	21	0.5	1.1
Provisions	23	1.4	1.3
Derivative financial instruments	33	97.8	56.6
Deferred tax liabilities	16	425.1	445.7
Total non-current liabilities		**2,796.8**	**2,779.1**
Total liabilities		**3,824.8**	**3,719.9**
Net assets		**2,591.9**	**2,606.2**
Equity			
Share capital and capital reserve	24	1,426.1	1,596.7
Share-based compensation reserve	25	31.4	13.8
Translation reserve	27	101.0	89.3
Other reserves	28	(24.6)	19.8
Retained earnings		1,058.0	886.6
Total equity		**2,591.9**	**2,606.2**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Profit or Loss

	Note	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Revenue	5	3,044.5	2,939.7	2,606.6
Cost of sales		(2,185.8)	(2,124.4)	(1,862.3)
Gross profit		**858.7**	**815.3**	**744.3**
Other operating expenses		(445.8)	(391.2)	(356.3)
Exceptional items	7	(72.5)	(48.7)	(45.3)
Operating profit	6	**340.4**	**375.4**	**342.7**
Finance income	10	22.8	12.1	0.1
Finance costs	10	(109.6)	(66.5)	(106.1)
Net financing costs		**(86.8)**	**(54.4)**	**(106.0)**
Profit before tax		**253.6**	**321.0**	**236.7**
Taxation	11	(60.9)	(71.2)	(55.7)
Profit for the year		**192.7**	**249.8**	**181.0**
Earnings per share:				
Basic earnings per share	29	€1.13	€1.43	€1.02
Diluted earnings per share	29	€1.13	€1.43	€1.02

All profits are attributable to the owners of the Parent Company.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Income

	Notes	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Profit for the year		**192.7**	**249.8**	**181.0**
Other comprehensive (loss)/income:				
Actuarial (losses)/gains on defined benefit pension plans	22	(26.7)	108.1	36.1
Taxation credit/(charge) on remeasurement of defined benefit pension plans	11, 16	6.3	(26.1)	(10.2)
Items not reclassified to the Consolidated Statement of Profit or Loss		**(20.4)**	**82.0**	**25.9**
Gain/(loss) on investment in foreign subsidiary, net of hedge		11.7	(15.8)	18.8
Cash flow hedges	28	(58.7)	67.8	22.6
Taxation credit/(charge) relating to components of other comprehensive income	11, 16	18.5	(3.3)	(13.6)
Items that may be subsequently reclassified to the Consolidated Statement of Profit or Loss		**(28.5)**	**48.7**	**27.8**
Other comprehensive (loss)/income for the period, net of tax		**(48.9)**	**130.7**	**53.7**
Total comprehensive income for the period		**143.8**	**380.5**	**234.7**

All comprehensive income is attributable to the owners of the Parent Company.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Equity

	Note	Share capital and capital reserve €m	Share-based compensation reserve €m	Founder preferred shares dividend reserve €m	Translation reserve €m	Other reserves €m	Retained earnings €m	Total Equity €m
Balance at December 31, 2020		**1,620.5**	**8.3**	**245.5**	**84.7**	**(24.5)**	**191.6**	**2,126.1**
Adjustment on adoption of hedge accounting under IFRS 9		—	—	—	1.6	(1.6)	—	—
Balance at January 1, 2021 (restated)		**1,620.5**	**8.3**	**245.5**	**86.3**	**(26.1)**	**191.6**	**2,126.1**
Profit for the year		—	—	—	—	—	181.0	181.0
Other comprehensive income for the year		—	—	—	18.8	9.0	25.9	53.7
Total comprehensive income for the year		**—**	**—**	**—**	**18.8**	**9.0**	**206.9**	**234.7**
Deferred hedging gains transferred to the carrying value of inventory		—	—	—	—	27.6	—	27.6
Transactions with owners, recognized directly in equity								
Founder preferred shares annual dividend amount	26	79.5	—	(79.5)	—	—	—	—
Vesting of non-executive restricted stock	8	0.6	(0.6)	—	—	—	—	—
Issue of ordinary shares	24	0.1	(0.1)	—	—	—	—	—
Repurchase of ordinary shares	24	(77.6)	—	—	—	—	—	(77.6)
Share based payment charge	8	—	5.1	—	—	—	—	5.1
Reclassification of awards for settlement of tax liabilities	25	—	(5.8)	—	—	—	(11.1)	(16.9)
Total transactions with owners, recognized directly in equity		**2.6**	**(1.4)**	**(79.5)**	**—**	**—**	**(11.1)**	**(89.4)**
Balance as of December 31, 2021		**1,623.1**	**6.9**	**166.0**	**105.1**	**10.5**	**387.4**	**2,299.0**

Consolidated Statements of Changes in Equity (continued)

	Note	Share capital and capital reserve €m	Share-based compensation reserve €m	Founder preferred shares dividend reserve €m	Translation reserve €m	Other reserves €m	Retained earnings €m	Total Equity €m
Balance at December 31, 2021		**1,623.1**	**6.9**	**166.0**	**105.1**	**10.5**	**387.4**	**2,299.0**
Profit for the year		—	—	—	—	—	249.8	249.8
Other comprehensive (loss)/income for the period		—	—	—	(15.8)	64.5	82.0	130.7
Total comprehensive income for the period		**—**	**—**	**—**	**(15.8)**	**64.5**	**331.8**	**380.5**
Deferred hedging gains transferred to the carrying value of inventory		—	—	—	—	(55.2)	—	(55.2)
Transactions with owners, recognized directly in equity								
Release of founder preferred shares annual dividend reserve	26	—	—	(166.0)	—	—	166.0	—
Vesting of non-executive restricted stock award	8	0.4	(0.4)	—	—	—	—	—
Repurchase of ordinary shares	24	(26.8)	—	—	—	—	—	(26.8)
Share based payment charge	8	—	8.1	—	—	—	—	8.1
Reclassification of awards for settlement of tax liabilities		—	(0.8)	—	—	—	1.4	0.6
Total transactions with owners, recognized directly in equity		**(26.4)**	**6.9**	**(166.0)**	**—**	**—**	**167.4**	**(18.1)**
Balance as of December 31, 2022		**1,596.7**	**13.8**	**—**	**89.3**	**19.8**	**886.6**	**2,606.2**

Consolidated Statements of Changes in Equity (continued)

	Note	Share capital and capital reserve €m	Share-based compensation reserve €m	Translation reserve €m	Other reserves €m	Retained earnings €m	Total Equity €m
Balance at December 31, 2022		**1,596.7**	**13.8**	**89.3**	**19.8**	**886.6**	**2,606.2**
Profit for the year		—	—	—	—	192.7	192.7
Other comprehensive income/(loss) for the year		—	—	11.7	(40.2)	(20.4)	(48.9)
Total comprehensive income for the year		**—**	**—**	**11.7**	**(40.2)**	**172.3**	**143.8**
Deferred hedging gains transferred to the carrying value of inventory		—	—	—	(4.2)	—	(4.2)
Transactions with owners, recognized directly in equity							
Vesting of non-executive restricted stock award	8	0.3	(0.3)	—	—	—	—
Repurchase of ordinary shares	24	(170.9)	—	—	—	—	(170.9)
Share based payment charge	8	—	24.1	—	—	—	24.1
Reclassification of awards for settlement of tax liabilities	25	—	(6.2)	—	—	(0.9)	(7.1)
Total transactions with owners, recognized directly in equity		**(170.6)**	**17.6**	**—**	**—**	**(0.9)**	**(153.9)**
Balance as of December 31, 2023		**1,426.1**	**31.4**	**101.0**	**(24.6)**	**1,058.0**	**2,591.9**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows

	Note	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Cash generated from operations before tax and exceptional items	31	**591.2**	**424.8**	**450.3**
Payments relating to exceptional items		(67.6)	(65.2)	(48.8)
Receipts relating to exceptional items		—	24.4	—
Tax paid		(92.8)	(80.2)	(95.2)
Net cash flows from operating activities		**430.8**	**303.8**	**306.3**
Cash flows from investing activities				
Business combinations, net of cash acquired	14	—	0.4	(597.3)
Purchase of property, plant and equipment and intangibles		(82.4)	(79.1)	(79.2)
Interest received		5.3	—	—
Redemption of investments		0.3	—	16.5
Net cash used in investing activities		**(76.8)**	**(78.7)**	**(660.0)**
Cash flows from financing activities				
Repurchase of ordinary shares	24	(170.9)	(26.8)	(77.6)
Payments related to shares withheld for tax	25	(7.1)	(2.9)	(22.6)
Proceeds from new loans and notes		6.0	799.3	800.0
Repayment of loan principal		(12.6)	(916.2)	(408.7)
Payment of lease liabilities		(30.1)	(26.5)	(19.4)
Payment of financing fees		(3.3)	(6.5)	(18.7)
Interest paid		(93.9)	(54.2)	(36.7)
Payment of interest on tax relating to legacy tax audits		(9.2)	—	—
(Payment)/proceeds on settlement of derivatives		(0.4)	124.8	—
Other financing cash flows		—	0.9	(1.9)
Net cash (used in)/provided by financing activities		**(321.5)**	**(108.1)**	**214.4**
Net increase/(decrease) in cash and cash equivalents		**32.5**	**117.0**	**(139.3)**
Cash and cash equivalents at beginning of period	19	366.8	254.2	382.5
Effect of exchange rate fluctuations		0.4	(4.4)	11.0
Cash and cash equivalents at end of period	19	**399.7**	**366.8**	**254.2**

The accompanying notes are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

1) General information

Nomad Foods Limited (the "Company" or "Nomad") was incorporated in the British Virgin Islands on April 1, 2014. The address of Nomad's registered office is Luna Tower, Waterfront Drive, Road Town, Tortola, British Virgin Islands. The Company is domiciled for tax in the United Kingdom.

Nomad Foods Limited (NYSE: NOMD) is Europe's leading frozen foods company. Nomad's portfolio of iconic brands, which includes *Birds Eye*, *Findus*, *iglo*, *Ledo* and *Frikom*, have been a part of consumers' meals for generations, standing for great tasting food that is convenient, high quality and nutritious. Nomad is headquartered in the United Kingdom. Additional information may be found at www.nomadfoods.com.

2) Basis of preparation

The consolidated financial statements of Nomad and its subsidiaries (the "Company" or "Nomad") have been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board.

The consolidated financial statements were approved for issuance by the Board of Directors of Nomad Foods Limited on February 28, 2024.

The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues, expenses and disclosure of contingent assets and liabilities. We evaluate our estimates on an ongoing basis using our historical experience, as well as other factors we believe are appropriate under the circumstances, such as supply chain disruptions, high inflation and the ongoing conflict between Ukraine and Russia. Actual results could differ from these estimates. The Directors, at the time of approving these financial statements, have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of signing these financial statements given the cash funds available and the current forecast cash outflows. In preparing cash flow forecasts, management considers severe but plausible downside scenarios taking into consideration the Company's key risks, including the current economic climate which may adversely impact the Company. Having considered these risks the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing these financial statements.

Reclassification of current tax receivable

The Company's current tax receivable was previously presented within "Trade and other receivables" in the Statement of Financial Position. However, management considers it to be more relevant to present this is a separate line in the statement of financial position. Comparatives as at December 31, 2022, have been reclassified to conform to the current year presentation.

Amendments to IAS 12 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction

In May 2021, the International Accounting Standards Board issued targeted amendments to IAS 12, Income Taxes. The amendments are effective for annual periods beginning on or after January 1, 2023, and have been adopted in these financial statements with no material impact to results. The amendments clarify that companies are required to recognize deferred taxes on transactions where both assets and liabilities are recognized, such as with leases and asset retirement (decommissioning) obligations.

Change in the functional currency of a foreign operation

The functional currency of our entities in Croatia changed from the Croatian Kuna to the Euro on January 1, 2023, when Croatia adopted the Euro as its currency. Assets and liabilities were converted using the official rate of exchange on this date, which was €1:HRK7.53450. The resulting converted amounts will be used as the historical cost for non-monetary items. Exchange differences arising from the translation of the entities into Euro before the change in functional currency were recognized in other comprehensive income. The cumulative translation difference at December 31, 2022 was €0.2 million and this will remain in the translation reserve.

Recently issued and not yet adopted accounting pronouncements under IFRS

In December 2021, the OECD released a framework for Pillar Two Model Rules which will introduce a global minimum corporate tax rate of 15% applicable to multinational enterprise groups with global revenue over €750 million, with an expected application date of 1 January 2024. Nomad has reviewed this legislation, is monitoring the status of implementation of the model rules in the UK as well as in the EU and other jurisdictions, and has performed calculations based on the financial statements for the years ended December 31, 2022 and 2023 and concluded that the tax charge would not be materially affected by the application of the legislation, based on our current facts and circumstances, as all of the material jurisdictions in which the group operates have a statutory tax rate of 15% or above. The Company has applied the exemption to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar 2 income taxes.

All other recently issued and not yet adopted accounting standards have been considered. Adoption of these will not have a material effect on the reporting entity's financial position or results of operations.

Other

The consolidated financial statements and notes are presented in the reporting currency of millions of Euros. All financial information has been rounded to the nearest €0.1 million, except where otherwise indicated.

3) Material accounting policies

The accounting policies set out below have, unless otherwise stated, been applied consistently. Judgments made by the Directors in the application of these accounting policies that have a significant effect on the financial statements and key sources of estimation uncertainty are discussed in Note 4.

3.1 Measurement convention

The financial statements are prepared on the historical cost basis with the exception of derivative financial instruments, business combinations, share based payments, and founder preferred shares which are stated at fair value.

3.2 Business combination

The Company uses the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interest issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred.

Non-controlling interests arise from business combinations in which the Company acquires less than a 100 per cent interest. Non-controlling interests are initially measured at either fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. Nomad determines on a transaction by transaction basis which measurement method is used.

The excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets is recorded as goodwill.

Where selling shareholders have contractually agreed to indemnify Nomad Foods Limited for contingent liabilities, an indemnification asset is recognized equivalent to the fair value of the liability recognized by Nomad. The indemnification asset is deducted from consideration transferred for the business combination. The indemnification asset value will subsequently be revised where revisions are made to the value of the liability or where there are doubts over the ability to recover losses from the selling shareholders.

3.3 Basis of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions, and any unrealized income and expenses arising from intra-group transactions are eliminated. Accounting policies are applied consistently across the Company.

Subsidiaries are all entities (including structured entities) over which Nomad has control; directly or indirectly. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

Where the Company owns less than a 100 per cent interest in a subsidiary, a non-controlling interest is recognized. The carrying amount of non-controlling interests is increased or decreased by the non-controlling interest's share of subsequent changes in equity and payments to the non-controlling interest. Total comprehensive income is attributed to the non-controlling interests even if this results in the non-controlling interests having a negative balance.

3.4 Foreign currency

i) Foreign currency transactions

Transactions in foreign currencies (currencies other than the functional currency of the transacting entity) are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the foreign exchange rate ruling the financial year end. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges, qualifying net investment hedges or are attributable to part of a net investment in a foreign operation.

Non-monetary assets and liabilities in a foreign currency are translated into the functional currency to establish historical cost, using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates ruling at the date the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

The revenues and expenses of foreign operations are translated at an average rate for the period (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transaction).

ii) Assets and liabilities of foreign operations

For the purposes of presenting consolidated financial statements, the assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated at foreign exchange rates ruling at the financial year ended December 31, 2023 of £1:€1.15 (December 31, 2022: £1:€1.13). The revenues and expenses of foreign operations are translated at an average rate for the period where this rate approximates to the foreign exchange rates ruling at the dates of the transactions. The average rate used for year ended December 31, 2023 is £1:€1.15 (year ended December 31, 2022: £1:€1.17, year ended December 31, 2021: £1:€1.16).

Foreign exchange gains and losses that relate to these assets and liabilities are presented in the Consolidated Statement of Comprehensive Income.

iii) Net investment in foreign operations

Exchange differences arising from the translation of foreign operations and of any related qualifying hedges are presented in the Consolidated Statement of Comprehensive Income. They are realized through the Consolidated Statement of Profit or Loss upon disposal of the related foreign operation.

3.5 Goodwill

Goodwill represents amounts arising on acquisition of subsidiaries. Goodwill is the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired.

Goodwill is stated at cost less any accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is not monitored below the operating segment. Goodwill is not amortized but is tested at least annually for impairment.

3.6 Other intangible assets

Intangible assets acquired separately are recorded at cost and those acquired as part of a business combination are recorded at fair value as at the date of acquisition.

i) Computer software

Capitalized software costs include the cost of acquired computer software licenses and costs that are directly associated with the design, construction and testing of such software where this relates to a major business system. Costs associated with identifying, sourcing, evaluating or maintaining computer software are recognized as an expense within other operating expenses as incurred.

The assets are stated at cost less accumulated amortization and impairment losses. Software costs are amortized by equal monthly installments over their estimated useful economic life of five to ten years once the software is capable of being brought into use.

ii) Brands

Our largest brands, including *Birds Eye*, *iglo, Findus, Ledo* and *Frikom* are considered to have indefinite lives. This is based on the market position of the brands, the significant levels of investment in advertising and promoting the brands, and the fact that they have been established for at least 20 years. This accounting treatment is considered annually. Therefore these brands are not amortized, but instead held at historical cost less provision for any impairment.

Brands that are deemed to not have an indefinite life are being amortized by equal monthly installments within other operating expenses over the course of their remaining useful economic life.

iii) Customer relationships

Long standing Food Service customer relationships have been identified as intangible assets as part of business combinations. These are deemed to not have an indefinite life and are being amortized by equal monthly installments within other operating expenses over their expected lives. The most significant of these assets were acquired as part of the Findus Acquisition in 2015 and are being amortized over 14 years.

3.7 Impairment of non-current assets

The carrying amounts of the Company's non-current assets are reviewed annually to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Impairment losses are recognized in the Consolidated Statement of Profit or Loss in the period in which they arise. For goodwill and assets that have an indefinite useful life an impairment review is performed at least annually.

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the net carrying amount may not be recoverable. An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

i) Calculation of recoverable amount

Recoverable amount is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows of the business are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

ii) Allocation of impairment losses

Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units, then to reduce the carrying amount of the other assets in the unit on a pro rata basis. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

iii) Reversals of impairment

An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment loss is reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.8 Property, plant and equipment

i) Owned assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

ii) Leased assets

The Company leases various properties, equipment and cars. The Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Where a contract contains both lease and non-lease components, the Group has elected to account for the contract as a single lease.

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is classified within property, plant and equipment and is depreciated over the shorter of the asset's useful life or the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities are presented within loans and borrowings and include the net present value of expected lease payments, including those from extension options if the Company reasonably expects to exercise them. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, otherwise the Company's incremental borrowing rate is used. Right-of-use assets are measured at cost comprising the amount of the lease liability, adjusted for payments made or received before the commencement date, initial direct costs and restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets primarily comprise IT equipment and small items of office furniture.

iii) Depreciation

Depreciation is charged to the Consolidated Statement of Profit or Loss on a straight line basis over the shorter of the lease term and the estimated useful lives of each part of an item of property, plant and equipment once the item is brought into use. Land is not depreciated. The estimated useful lives are as follows:

- Buildings 40 years
- Plant and equipment 5 to 20 years
- Computer equipment 3 to 5 years

The assets' residual values and useful lives are reviewed on an annual basis.

3.9 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is based on the weighted average principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Inventories that are acquired through business combinations are fair valued at the time of acquisition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of direct costs and overheads based on normal operating capacity. Provision is made for slow moving, obsolete and defective inventories.

3.10 Employee benefits

i) Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognized as an expense in the Consolidated Statement of Profit or Loss as incurred. Prepaid contributions are recognized as an asset to the extent that a cash refund or reduction in the future payments is available.

ii) Defined benefit plans

The Company's net obligation in respect of defined benefit pension plans and other post-employment benefits is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. That net obligation is discounted to determine its present value. The calculation is performed by a qualified actuary using the projected unit credit method.

The current service cost of the defined benefit plan, recognized in the Consolidated Statement of Profit or Loss in staff costs included within Operating profit/ (loss), except where included in the cost of an asset, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in Other Comprehensive Income in the period in which they arise.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Consolidated Statement of Profit or Loss.

Past service cost is recognized immediately.

iii) Share-based payment schemes

Employee benefits given through share-based payment schemes are discussed further in section 3.15 of this note.

3.11 Founder Preferred Shares

Nomad Foods issued Founder Preferred Shares to both TOMS Acquisition I LLC and Mariposa Acquisition II, LLC (collectively the "Founder Entities") in connection with its initial public offering in April 2014. Holders of the Founder Preferred Shares were entitled to receive annual dividend amounts subject to certain performance conditions (the "Founder Preferred Shares Dividend Amount"). The instrument and its component parts were analyzed under IFRS 2. The Company intended that any future Founder Preferred Shares Annual Dividend Amount would be equity settled. Accordingly, the Founder Preferred Shares Annual Dividend Amount as of June 1, 2015, of €531.5 million (the "Founder Preferred Shares Dividend reserve") was classified as equity and no further revaluations will be required or recorded.

Founder Preferred Share Annual Dividend Amount that have been issued have been deducted from the Founder Preferred Shares Dividend reserve. Following the end of the period in which dividends are payable the excess has been transferred to retained earnings within equity.

3.12 Provisions

Provisions are recognized when the Company has a legal or constructive present obligation as a result of a past event and it is probable that the Company will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the financial year end date and are discounted to present value where the effect is material.

Where it is not possible to make a reliable estimate of the estimated financial effect of a provision, appropriate disclosure of the resulting contingent liability is made, but no provision is recognized.

3.13 Financial instruments

Financial assets and liabilities are recognized in the Company's Consolidated Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

i) Trade receivables

Trade receivables are amounts due from customers for goods sold when control of the products has transferred, being when the products are delivered in accordance with the contractual arrangements. At this point, there is no unfulfilled performance obligation that could affect the customer's acceptance of the product, except for returns due to quality. The Company holds the trade receivables with the objective of collecting the contractual cash flows and so they are subsequently measured at amortized cost using the effective interest method, less any loss allowance. Since trade receivables are due within one year, this equates to initial carrying value less any loss allowance.

To assist in managing operating cash flow, we may enter into non-recourse factoring arrangements with certain receivables whereby we sell specific accounts receivables to one or more external financial institutions. The risks and rewards of ownership are considered to have been transferred at the point of sale. Up to the point of sale, these receivables are treated as held for sale and measured at fair value through Profit or Loss. Under the terms of the contractual arrangements, the Company may continue to collect the cash from the customer receivables sold, albeit acting solely as a collecting agent on behalf of the purchaser of receivables. Any cash received from customers which is due to be paid to the agent is presented as a financial liability in the Consolidated Statement of Financial Position and as a financing activity within the Consolidated Statement of Cash Flows. Factoring fees associated with the sale of factored receivables were minimal for all periods presented. See Note 18.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Trade receivables are grouped by days past due. Expected loss rates are based on historical credit losses experienced in each market as well as forward looking information where this is significant. Trade receivables are written off when there is no reasonable expectation of recovery. Appropriate allowances for expected credit losses and estimated irrecoverable amounts are recognized in the Consolidated Statement of Profit or Loss.

Trade receivables are presented net of associated contract liabilities, referred to as 'trade terms' as discussed further in Note 3.14 and Note 4.

ii) Cash and cash equivalents

Cash and cash equivalents comprise of cash balances and deposits that are readily convertible to a known amount of cash and are measured at amortized cost. Deposits held in money market funds are measured at fair value through Profit or Loss as the cash flows do not only represent principal and interest.

iii) Loans and borrowings

a. Valuation

Interest bearing borrowings are recognized initially at fair value less attributable transaction costs.

Subsequent to initial recognition, interest bearing loans and borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the Consolidated Statement of Profit or Loss over the expected period of the borrowings.

b. Capitalization of debt discounts and transaction fees

Discounts on issuance of debt as well as directly attributable transaction fees paid on the establishment of loan facilities are capitalized and amortized over the life of the debt. In the event a modification is considered to extinguish the original debt, any remaining debt discounts and transaction fees are expensed in the Statement of Profit or Loss.

iv) Trade payables

Trade payables are measured at initial recognition at fair value and are subsequently measured at amortized cost using the effective interest method. Since trade payables are largely due within one year, this equates to initial carrying value.

v) Derivative financial instruments and hedge accounting

Derivative financial instruments are recognized at fair value. When a derivative financial instrument is not designated in a hedge accounting relationship, all changes in its fair value are recognized immediately in the Consolidated Statement of Profit or Loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged. Since the adoption of IFRS 9 for hedge accounting on January 1, 2021, the Company has elected the cost of hedging approach for the fair value movement on currency basis spreads of all hedging relationships, whereby the movements will be recognized within equity, if material, to the extent that they relate to the hedged item. In cash flow hedges of a forecast transaction that result in the recognition of a non-financial item (such as inventory), the amounts that were accumulated in the cash flow hedging reserve and the cost of hedging reserve are included in the initial cost of the non-financial item upon its recognition.

The fair value of all financial derivative instruments (including but not limited to forward foreign exchange contracts, currency swaps, interest rate swaps and cross currency interest rates swaps), is determined per market standard using forward foreign exchange and interest rates at the balance sheet date, with the resulting value discounted back to present value.

Since the adoption of IFRS 9 for hedge accounting on January 1, 2021, the Company applies the hedge accounting requirements of IFRS 9 to all hedging relationships. IAS 39 was used beforehand with the impact of the change presented in the Statement of Changes in Equity.

a. Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the cash flow of a recognized asset or liability, (including a highly probable forecast transaction) the effective part of any gain or loss on the derivative financial instrument is recognized directly in the cash flow hedging reserve, within other reserves. Any ineffective portion of the hedge is recognized immediately in the Consolidated Statement of Profit or Loss.

Since the adoption of IFRS 9 for hedge accounting on January 1, 2021, if the result of a forecasted transaction is recognition of a non-financial asset (for example inventory), the amounts that were accumulated in the cash flow hedging reserve and the cost of hedging reserve (presented together as 'Other reserves') are included in the initial cost of the non-financial item upon its recognition. For all other hedged forecasted transactions, the amounts accumulated in the hedging reserve and cost of hedging reserve are reclassified to the Consolidated Statement of Profit or Loss in the same period, or periods, in which the hedged forecasted future cash flows affect the Consolidated Statement of Profit or Loss.

When a hedging instrument expires or is sold, exercised or otherwise terminated but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognized when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealized gain or loss recognized in equity is recognized in the Consolidated Statement of Profit or Loss immediately.

When a hedging instrument is substantially modified, any fair value gain or loss is recognized immediately in the Consolidated Statement of Profit or Loss.

b. Net investment hedges

Foreign currency differences arising on the retranslation of the spot rate component of a financial liability designated as a hedge of a net investment in a foreign operation are recognized in Other Comprehensive Income to the extent that the hedge is effective, and are presented in the translation reserve within equity.

Since the adoption of IFRS 9 for hedge accounting on January 1, 2021, the change in fair value of the future price element of the hedging instrument ('forward element') is not included as part of the hedging relationships and is recognized in the Consolidated Statement of Profit or Loss immediately.

To the extent that any net investment hedge is entered into and the hedge is deemed effective, any foreign currency differences arising on the retranslation of the spot rate component of a financial liability designated as a hedge of a net investment in a foreign operation are recognized in Other Comprehensive Income, and are presented in the translation reserve within equity. To the extent that the hedge is ineffective, such differences are recognized in the Consolidated Statement of Profit or Loss. When the hedged net investment is disposed of, the relevant amount in the translation reserve is transferred to the Consolidated Statement of Profit or Loss as part of the gain or loss on disposal.

vi) Short-term investments

The Company may invest surplus cash positions in short-term investments to manage liquidity and credit risk. Short-term investments are held within managed investment funds and are measured at fair value with all changes in fair value are recognized immediately in the Consolidated Statement of Profit or Loss.

Short-term investments are valued using inputs that are derived principally from or corroborated by observable market data.

3.14 Revenue from contracts with customers

The Company manufactures and sells a range of frozen foods to retail, wholesale and Food Service markets. Revenue is recognized when control of the products has transferred, being when the products are delivered to the customer in accordance with the contractual arrangements. At this point, there is no unfulfilled performance obligation that could affect the customer's acceptance of the product, except for returns due to quality. A provision for product return allowances, which is estimated based upon the Company's historical performance and management's experience, is recorded as a reduction of sales in the same period that the revenue is recognized. Revenue excludes sales taxes and intra-company sales.

Products are often sold with variable pricing arrangements which are treated as a reduction in revenue, including payment discounts, trade promotions and slotting fees. Discounts given by the Company include rebates, price reductions and incentives to customers, promotional couponing and trade communication costs. Trade promotions consist of pricing allowances, merchandising funds and customer coupons, which are offered through various programs to customers and consumers. Certain retailers require the payment of slotting fees to obtain space for the Company's products on the retailers' store shelves.

Where variable pricing arrangements are in place, revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. Accumulated experience is used to estimate and provide for the discounts. Revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. Accruals for expected pay-outs under these programs are collectively known as 'trade terms' and are included within trade and other receivables or within trade and other payables in the Consolidated Statement of Financial Position. No element of financing is deemed present as the payment terms are made in line with market practice and accruals are typically settled within twelve months of the sale.

3.15 Share based payments

The Nomad Foods Long-term Incentive Plan known as the "Management Share Awards", which incorporates an annual Non-Executive Directors Restricted Stock Scheme, falls within the provisions of IFRS 2 "Share-based Payment" and awards under the Management Share Awards represent equity settled share based payments. A charge is taken to the Consolidated Statement of Profit or Loss for the difference between the fair value of the shares at grant date and the amount subscribed, spread over the vesting period.

Share based payment arrangements in which Nomad receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share based payment transactions, regardless of how the equity instruments are obtained by Nomad.

The grant date fair value of share-based payment awards granted to any Director or employee is recognized as an expense, with a corresponding increase in equity, over the period that any Director or employee becomes unconditionally entitled to the awards.

The fair value of the awards granted with market performance conditions are measured using a valuation model, taking into account the terms and conditions upon which the awards were granted. The amount recognized as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

See Note 8(b) for further information on the Company's share-based payment arrangements and details of the valuation model used.

3.16 Interest income

Interest income is recognized in the Consolidated Statement of Profit or Loss on an accruals basis using the effective interest method.

3.17 Expenses & Exceptional items

i) Borrowing costs

Unless capitalized as part of the cost of borrowing (see Note 3.13(iii)), borrowing costs are recognized in the Consolidated Statement of Profit or Loss in the period in which they are incurred.

ii) Exceptional items

The separate reporting of exceptional items which are presented as exceptional within the relevant Consolidated Statement of Profit or Loss category, helps provide an indication of the Company's underlying business performance. Exceptional items have been identified and presented by virtue of their size, nature or incidence. In determining whether an event or transaction is exceptional, management considers quantitative as well as qualitative factors such as the frequency or predictability of occurrence. Exceptional items comprise restructuring costs, impairments or reversal of impairments of intangible assets, operational restructuring, integration and acquisition costs relating to new acquisitions, implementation of strategic opportunities and other significant items (see Note 7).

iii) Research and development

Expenditure on research activities is recognized in the Consolidated Statement of Profit or Loss as an expense as incurred.

3.18 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognized in the Consolidated Statement of Profit and Loss except to the extent that it relates to items recognized in Other Comprehensive Income or those recognized directly in equity, in which case it is recognized within the Statement of Other Comprehensive Income or Statement of Changes in Equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the financial year end date, and any adjustment to tax payable in respect of previous years. Where tax exposures can be quantified and where management assesses that the risk of an exposure crystallizing is probable, a provision for uncertain tax positions is made based on the best estimates and management's judgments. Given the inherent uncertainties in assessing the outcomes of these exposures (which can sometimes be binary in nature), the Company could in future periods experience adjustments to these accruals.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities recognized for financial reporting purposes and the amounts used for taxation purposes on an undiscounted basis. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial year end date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

3.19 Dividends

Dividends are included in the financial statements in the year in which they are approved.

3.20 Segment reporting

The Chief Operating Decision Maker ("CODM") has been determined to be the Chief Executive Officer as he is primarily responsible for the allocation of resources to the segments and the assessment of performance of the segments.

Nomad's operations are organized into one operating unit, "Frozen", which comprises all the brands, as well as the factories, private label business units and certain corporate overheads. The CODM primarily uses "Adjusted EBITDA", disclosed in Note 5, as the key measure of the segment's results. Adjusted EBITDA is EBITDA adjusted to exclude, when they occur, the impacts of exited markets, acquisition purchase price adjustments and exceptional items such as restructuring charges, goodwill and intangible asset impairment charges and other unusual or non-recurring items. In addition, we exclude other adjustments such as the impact of share based payment expenses and related employer payroll taxes, and non-operating M&A related costs, because we do not believe they are indicative of our normal operating costs, can vary significantly in amount and frequency, and are unrelated to our underlying operating performance.

3.21 IFRSs not yet adopted

At the date of authorization of these financial statements, except as disclosed in Note 2, there are no Standards and Interpretations relevant to the Company which are in issue but not yet effective.

4) Critical accounting estimates and judgments

The preparation of financial statements in accordance with IFRS requires the use of judgment in applying the accounting policies and estimation that affect the reported amounts of assets and liabilities and results. Actual results could differ from those estimates and the financial statements will be impacted by key judgments taken.

Key Judgments

Judgments are made in the process of applying accounting policies. Those judgments which are considered key are listed below.

a) Business Combinations

Business combinations are recognized using the acquisition method. At the acquisition date, the Company is required to recognize separately the identifiable assets, liabilities and contingent liabilities acquired or assumed in a business combination at their fair values. This involves judgment over whether intangible assets can be separately identified, the useful economic life of assets and in selecting an appropriate valuation methodology. Furthermore, judgment is applied in allocating business combinations to operating segments, as well as allocating Goodwill to cash generating units.

b) Discounts and trade promotions

Management uses judgment when considering when accruals for discounts and trade promotions can be released. Management makes the judgment based on the principle that accruals are reversed only to the extent that it is highly probable that a significant reversal will not occur.

c) Uncertain tax positions

Management uses judgment when identifying and determining whether it is appropriate to provide for uncertain tax positions and for how long provisions for uncertain tax positions are retained, based on assessment as to whether it is probable that a risk would crystallize or not. Management considers tax laws which are in place in making that assessment determining whether it is appropriate to release.

d) Cash generating units

When performing goodwill impairment testing, management applies judgment to the allocation of goodwill to cash generating units. Management has determined goodwill is monitored at the operating segment level of "Frozen". Please refer to Note 13 for further information.

e) Operating segments

Management applies judgment in determining the Chief Operating Decision Maker ("CODM"), and the nature and extent of the financial information which is reviewed by the CODM. Management has considered how resources are allocated in determining the single reporting and operating segment of "Frozen". Please refer to Note 5 for further information.

Significant estimates

Information about estimates and assumptions that have significant effects on the amounts reported in the consolidated financial statements are listed below. In forming these estimates, management has taken into account the impact and potential future impact of supply chain disruptions, high inflation as well as the ongoing conflict between Ukraine and Russia. Management will continue to assess the impact of future developments in relation to these matters as it relates to estimates, especially around the carrying value of goodwill, brands and other intangibles, as well as on property, plant and equipment.

In particular, management will focus on the impact of a long-term conflict in Ukraine. While we do not have any direct operations or sales in either Russia or Ukraine, these countries are responsible for many commonly used raw materials and resources such as fish, wheat and energy. The ongoing conflict and economic sanctions have seen considerable reductions in the availability or increase in cost of such raw materials and resources. At this time it is not possible to predict the extent or nature of future impacts on our business although we expect the current conflict to continue for some time.

a) Discounts and trade promotions

Discounts given by the Company include rebates, price reductions and incentives given to customers, promotional couponing and trade communication costs. Each customer has bespoke agreements that are governed by a combination of observable and unobservable performance conditions.

Trade promotions comprise of amounts paid to retailers for programs designed to promote Company products and include pricing allowances, merchandising funds and customer coupons, which are offered through various programs to customers and consumers. The ultimate costs of these programs can depend upon retailer performance and is the subject of significant management estimates. The estimated ultimate cost of the program is based upon the programs offered, timing of those offers, estimated retailer performance based on history, management's experience and current economic trends.

At each financial year end date, any discount or trade promotion incurred but not yet invoiced is estimated and accrued for. In certain cases, the estimate for discounts and trade promotions requires the use of forecast information for future trading periods and therefore a degree of estimation uncertainty exists. These estimates are sensitive to variances between actual results and forecasts. The estimate is based on accumulated experience. It is impracticable to disclose the extent of the possible effects of estimation uncertainty, however, it is reasonably possible that outcomes within the next financial year from these agreements are materially different in aggregate to those estimated.

The accruals are presented as 'trade terms' and offset against trade receivables due to the same customer, or as trade term payables where there is no receivable to be offset. The balance of the reduction in trade receivables for trade terms as of December 31, 2023 is disclosed in Note 18 and the balance classified as a trade term payable is disclosed in Note 21.

b) Employee benefit obligation

The Group operates a number of defined benefit pension schemes and post-employment benefit schemes which are valued by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. Each scheme has an actuarial valuation performed and is dependent on a series of assumptions to estimate the projected obligations. The assumptions include variables which are revised periodically, that include discount rates, expected salary increases, inflation, employee turnover, retirement age, mortality and medical care costs. Our assumptions reflect historical experience and management's best judgment regarding future obligations. The assumptions used affect the current service cost and interest expense as well as changes in the obligation recognized. Net actuarial gains or losses arising from changes in assumptions and from experience are recognized in other comprehensive income/(loss).

Since defined benefit pension schemes and post-employment benefit schemes are measured on a discounted basis, the discount rate applied has an impact on the expense and obligation recognized. These discount rates are determined by reference to market yields at the end of the reporting period on high quality corporate bonds, except for Sweden where a deep market does not exist, where mortgage bonds are used. Note 22 in Item 18 contains additional details on the schemes and obligation, including a sensitivity analysis over other key assumptions.

c) Provisions for uncertain tax positions

The Company operates in many different jurisdictions and in some of these there are certain tax matters which are under discussion with local tax authorities, including as part of tax audits. Management considers these tax audits and discussions with local tax authorities as well as the local tax legislation relative to their tax positions in those jurisdictions when identifying uncertain tax positions. These discussions are often complex and can take many years to resolve, and are in different stages with respect to assessments, appeals and refunds.

Where tax exposures can be quantified, and management assesses that the risk of an exposure crystallizing is probable, a provision for uncertain tax positions is made based on management's estimates which include judgments with regard to the amounts expected to be paid to the relevant tax authority. Given the inherent uncertainties in assessing the outcomes of these exposures, the Company could in future periods experience adjustments to these provisions. The factors considered in estimating the provision include the progress of discussions with the tax authorities, the complexity of respective tax legislation, valuations of assets for tax purposes and the level of documentary support for historical positions taken by previous owners. The provisions are made on the basis of a probability-weighted average of potential outcomes. Given the inherent uncertainties in assessing the outcomes of these exposures, the Company could in future periods experience adjustments to these provisions.

Other estimates

a) Carrying value of goodwill and indefinite life brands

The Company's goodwill and indefinite life brand values have been allocated based on the enterprise value at acquisition of each cash generating unit. Goodwill is monitored at an operating segment level for which the Company has one reporting and operating segment. Determining whether goodwill and indefinite life brands are impaired requires an estimation of the value in use. The review is performed using a discounted cash flow model to calculate the value in use of the Frozen segment. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. This requires us to make assumptions and estimates regarding historical information, future plans and external sources. Future cash flows for the purposes of the value in use calculation are taken from approved budgets. Details of impairment reviews including disclosures covering sensitivities are provided in Note 13.

(b) Business combinations

The Company is required to recognize separately, at the acquisition date, the identifiable assets, liabilities and contingent liabilities acquired or assumed in a business combination at their fair values. This involves an estimate of fair value of all assets and liabilities acquired. Such estimates are based on valuation techniques, which require considerable estimation in forecasting future cash flows and developing other assumptions. These estimates are based on information available on the acquisition date and assumptions that have been deemed reasonable by management. The following estimates and assumptions can materially affect our financial position and profit:

- The fair value and expected useful economic life of acquired intangible and tangible assets that are subject to depreciation or amortization in future periods.

- Future changes to the assumptions over forecast future profitability used in estimating the value of intangible assets and goodwill may result in additional expenses or income.

- Future changes to the assumptions used in estimating the value of uncertain tax positions may result in additional expenses or income.

c) Fair value of derivative financial instruments.

Note 33 includes details of the fair value of the derivative instruments that the Company holds at each balance sheet period. Management has estimated the fair value of these instruments by using valuations based on discounted cash flow calculations. These inputs may be readily observable, market corroborated, or generally unobservable inputs and are further discussed in Note 33.

5) Segment reporting

Nomad has one reporting and operating segment, "Frozen", reflected in the segment presentation below for the periods presented. The CODM primarily uses "Adjusted EBITDA", disclosed in Note 3.20, as the key measure of the segment's results, which is considered non-IFRS financial information.

Segment Adjusted EBITDA

	Note	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Profit for the year		**192.7**	**249.8**	**181.0**
Taxation		60.9	71.2	55.7
Net financing costs		86.8	54.4	106.0
Depreciation and amortization		95.0	88.6	71.6
Acquisition purchase price adjustments		—	—	8.4
Exceptional items	7	72.5	48.7	45.3
Other add-backs		27.1	11.7	18.7
Adjusted EBITDA		**535.0**	**524.4**	**486.7**

Acquisition purchase price adjustments relate to the reversal of the non-cash increase applied to inventory acquired in business combinations to value it at fair value as opposed to cost.

Other add-backs include the elimination of share-based payment expense and related employer payroll expense of €26.1 million (2022: €8.6 million, 2021: €5.8 million) and elimination of non-operating M&A related costs, professional fees and transaction costs of €1.0 million (2022: €3.1 million, 2021: €12.9 million). We exclude these costs because we do not believe they are indicative of our normal operating costs, can vary significantly in amount and frequency, and are unrelated to our underlying operating performance.

No information on segment assets or liabilities is presented to the CODM.

Product information

Management considers the products it sells belong to one category, being "Frozen".

Geographical information

External revenue by geography

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
	€m	€m	€m
United Kingdom	869.4	806.2	758.3
Germany	397.2	385.4	396.3
Italy	377.8	408.5	417.9
France	209.3	192.4	188.6
Sweden	138.1	149.4	148.1
Croatia (1)	136.3	122.7	16.1
Austria	126.9	122.0	129.3
Norway	124.2	126.6	121.7
Serbia (1)	117.5	108.2	13.6
Spain	82.7	78.6	75.1
Switzerland	80.4	80.1	74.4
Rest of Europe	384.7	359.6	267.2
Total external revenue by geography	**3,044.5**	**2,939.7**	**2,606.6**

(1) Sales included from acquisition date of September 30, 2021.

Non-current assets by geography

	December 31, 2023	December 31, 2022
	€m	€m
United Kingdom	159.5	140.1
Germany	134.9	139.0
Italy	64.5	63.4
Serbia	55.1	50.3
Croatia	50.3	41.8
Ireland	34.2	35.4
Norway	25.5	28.6
Sweden	22.3	22.1
Rest of Europe	71.8	70.4
Total non-current assets by geography	**618.1**	**591.1**

Non-current assets exclude deferred tax assets, goodwill and brands which are not bound to one geographical area.

6) Operating profit

Operating profit is stated after charging:

	Note	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Staff costs	8	421.8	386.1	340.6
Depreciation of property, plant and equipment	12	87.3	79.8	63.4
Impairment of intangible assets	13	—	5.8	1.7
Amortization of intangible assets	13	7.7	8.8	8.2
Expense relating to low value and short-term leases		9.1	9.9	6.1
Exchange losses		14.2	38.3	27.0
Research & development expenditure		20.9	19.3	19.2
Inventories recognized as an expense within cost of goods sold		2,053.4	1,949.8	1,694.3

7) Exceptional items

Exceptional items are made up as follows:

	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Distribution network integration (1)	—	2.2	—
Fortenova Acquisition integration costs (2)	4.3	9.5	3.5
Findus Switzerland integration costs (3)	—	8.2	6.2
Brexit (4)	—	—	5.3
Business Transformation program (5)	68.4	37.0	18.8
Information Technology Transformation program (6)	0.6	4.4	4.2
Factory optimization (7)	—	3.5	4.9
Settlement of legacy matters (8)	(0.8)	(28.9)	(2.6)
Impairment of customer relationships (9)	—	5.8	—
Release of indemnification assets (10)	—	7.0	5.0
Total exceptional items	**72.5**	**48.7**	**45.3**

We do not consider these items to be indicative of our ongoing operating performance.

(1) Distribution network integration

In 2022, the Company restructured its sales operations in northern Italy, replacing direct sales to thousands of customers with a streamlined distributor network. The program consisted of expenses relating to restructuring and new systems and was completed in 2023.

(2) Fortenova Acquisition integration costs

The Company completed the acquisition of the Fortenova Group's Frozen Food Business Group on September 30, 2021, following which the Company began an integration project which was completed in 2023. Integration expenses incurred relate to external consultancy costs, organizational structure alignment to Nomad design, systems configuration and roll-out of our controls environment to the acquired business.

(3) Findus Switzerland integration costs

The Company completed the acquisition of Findus Switzerland on December 31, 2020, following which the Company commenced an integration project which was completed in 2022. Integration expenses incurred related to external consultancy costs, organizational structure alignment to Nomad design and roll-out of the Nomad ERP system.

(4) Brexit

As part of the process of the United Kingdom exiting the European Union, commonly referred to as Brexit, the Company has incurred expenses to prepare for, and respond to, changes impacting our supply chain. Whilst an agreement with the EU was reached on December 24, 2020, border control processes remain in a period of transition. Expenses in 2021 relate to project costs and the write-off of system development costs no longer required due to changes in regulations and the Company's approach to handling Brexit-related logistic issues.

(5) Business Transformation program

In 2020, the Company launched the first phase of a multi-year, enterprise-wide transformation and optimization program which continued to progress in the current year. Over the next few years, additional transformation phases will be implemented. Progress of the project is ongoing, there remain certain phases to be implemented. The program aims to standardize, simplify and automate end-to-end business processes. This will enable key decision making and analytical capability, building a platform and organization to support future growth and provide better value for shareholders. Execution of the business transformation program will include the evaluation and implementation of a new ERP system.

Expenses incurred to date consist of restructuring, severance and transformational project costs, including business technology transformation initiative costs and related professional fees.

(6) Information Technology Transformation program

In 2021, the Company launched a program to transform the Information Technology ("IT") operating model, specifically to modernize the end-to-end technology estate to support current and future complex and evolving business needs driven by acquisitions and organic growth. Among the many changes made, the program moved our operating model to a cloud-hosted solution, which better deploys new services to the business and end user, including application management, supporting a diverse workforce across multiple locations and languages, as well as deploying artificial Intelligence assisted tools. Other key components of the program included the Company's cyber security services to adapt to rapidly changing threats and a change of IT service partners to enable one-off renovation and uplift of capabilities across the business. The program was completed in 2023.

(7) Factory optimization

In 2018, the Company initiated a three-year factory optimization program. The focus of the program was to develop a new suite of standard manufacturing and supply chain processes, that provides a single network of optimized factories. The program is expected to provide a number of benefits, including an optimized supply chain infrastructure, benefits derived from the implementation of a standardized global manufacturing and planning processes, and an increased level of sustainable performance improvement. Due to delays in delivering the program across the Nomad manufacturing portfolio due to various government lockdowns and travel bans, the project was extended for an additional year through to its completion in 2022.

(8) Settlement of legacy matters

A net income of €0.8 million has been recognized associated with the release of acquired provisions relating to periods prior to acquisition by the Company and other gains or charges associated with items that were originally recognized as exceptional (year ended December 31, 2022: net income of €28.9 million, year ended December 31, 2021: net income of €2.6 million).

The 2022 net income includes €27.9 million recognized as the Company received favorable rulings on a series of registration tax claims in relation to an acquisition in 2010, prior to the formation of the Company in 2014. As a result, the Company received a refund of the payments made in 2013 and 2018 in addition to interest. Income has been recognized net of associated professional fees.

(9) Impairment of customer relationships

An impairment of intangible fixed assets expense has been recognized in the year ended December 31, 2022 relating to our food service customer relationships in Sweden.

(10) Release of indemnification assets

The charges for the release of indemnification assets relates to the release of shares held in escrow associated with the acquisition of the Findus Group in 2015.

Tax impact of exceptional items

The tax impact of the exceptional items amounts to a credit of €17.3 million in the year ended December 31, 2023 (year ended December 31, 2022: €5.8 million, year ended December 31, 2021: €8.4 million).

Cash flow impact of exceptional items

Included in the Consolidated Statements of Cash Flows for the year ended December 31, 2023 is €67.6 million of cash outflows (year ended December 31, 2022: net cash outflows of €40.8 million, year ended December 31, 2021: cash outflows of €48.8 million) relating to exceptional items. This includes cash flows related to the above items as well as the cash impact of the settlement of provisions brought forward from previous accounting periods.

8) Payroll costs, share based payments and management incentive schemes

(a) Payroll costs

The average number of persons employed by the Company (excluding non-Executive Directors) is analyzed and set out below:

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
Production	3,968	4,189	3,310
Administration, distribution & sales	4,129	3,892	2,193
Total number of employees	**8,097**	**8,081**	**5,503**

The increase in the average number of employees in the table above for the year ended December 31, 2022 compared with the year ended December 31, 2021 is primarily due to the full year impact of including the Fortenova Acquisition which was acquired on September 30, 2021.

The table below discloses the Company's aggregate payroll costs of these persons. Payroll costs exclude long term management incentive scheme and share based payment costs, but includes bonus costs.

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
	€m	€m	€m
Wages and salaries	330.5	293.6	266.4
Social security costs	73.8	72.9	56.1
Other pension costs	17.5	19.6	18.1
Total payroll costs	**421.8**	**386.1**	**340.6**

(b) Share based payments

The Company's discretionary share award scheme, the LTIP, enables the Company's Compensation Committee to make grants in the form of rights over ordinary shares ("Awards"), to any Director or employee of the Company. However, it is the Committee's current intention that Awards be granted only to senior management also serving as a director, whilst recognizing a separate annual Restricted Stock Award for Non-Executive Directors.

All Awards are to be settled by physical delivery of shares.

Non-Executive Directors' Restricted Share Awards

In accordance with the Board approved independent Non-Executive Director compensation guidelines, each independent Non-Executive Director is entitled to a grant of $100,000 of restricted shares annually on the date of the annual general meeting, valued at the closing market price for such shares on this date. The restricted shares vest on the earlier of thirteen months from the date of grant or the date of the Company's next annual meeting of shareholders.

On June 30, 2021, after the Company's annual general meeting of shareholders, the then current Non-Executive Directors were granted 24,759 restricted share award at a share price of $28.27. The Non-Executive Directors restricted share awards identified above vested on July 1, 2022 and 13,817 were issued. Of the total 24,759 number of shares vesting, 3,537 shares have not yet been issued and 7,405 shares were held back from issue by the Company as settlement towards personal tax liabilities arising on the vested shares.

On July 1, 2022, after the Company's annual general meeting of shareholders, the then current Non-Executive Directors were granted 29,676 restricted stock awards at a share price of $20.22. These Non-Executive Directors restricted share awards vested on July 6, 2023 and 18,450 were issued. Of the total 29,676 number of shares vesting, 11,226 shares were held back from issue by the Company as settlement towards personal tax liabilities arising on the vested shares.

On July 6, 2023, after the Company's annual general meeting of shareholders, the current Non-Executive Directors were granted 35,082 restricted stock awards at a share price of $17.10.

The total charge for Non-Executive Directors' grants within the Consolidated Statement of Profit or Loss for the year ended December 31, 2023 for stock compensation awards was €0.6 million (year ended December 31, 2022: €0.6 million; year ended December 31, 2021: €0.8 million).

Directors' and Senior Management Share Awards

As part of its long term incentive initiatives, the Company has outstanding awards over 2,503,002 ordinary shares granted to certain members of its management team (the "Management Share Awards") as of the following award dates:

	January 1, 2018 Award	January 1, 2019 Award	January 1, 2020 Award	January 1, 2021 Award	January 1, 2022 Award	Other Awards	Total
Number of awards outstanding at January 1, 2022	**431,790**	**152,695**	**645,093**	**787,277**	**—**	**—**	**2,016,855**
New awards granted in the period	—	—	—	—	964,518	176,000	1,140,518
Forfeitures in the period	—	—	(46,920)	(103,728)	(69,768)	—	(220,416)
Awards vested and issued in the period	(237,800)	—	—	—	—	—	(237,800)
Number of awards outstanding at December 31, 2022	**193,990**	**152,695**	**598,173**	**683,549**	**894,750**	**176,000**	**2,699,157**

	January 1, 2018 Award	January 1, 2019 Award	January 1, 2020 Award	January 1, 2021 Award	January 1, 2022 Award	January 1, 2023 Award	Other Awards	Total
Number of awards outstanding at January 1, 2023	**193,990**	**152,695**	**598,173**	**683,549**	**894,750**	**—**	**176,000**	**2,699,157**
New awards granted in the period	—	—	—	—	—	1,209,137	87,000	1,296,137
Forfeitures in the period	—	—	(11,735)	(77,949)	(164,156)	(205,329)	(100,000)	(559,169)
Awards lapsed in the period	—	—	(171,579)	—	—	—	—	(171,579)
Awards vested and issued in the period	(193,990)	(152,695)	(414,859)	—	—	—	—	(761,544)
Number of awards outstanding at December 31, 2023	**—**	**—**	**—**	**605,600**	**730,594**	**1,003,808**	**163,000**	**2,503,002**

The 2018 award had vesting conditions based on cumulative EBITDA performance over four years and Company share price performance over two years to five years. During 2021, the Compensation Committee of the Board of Directors amended the non-market condition targets for this award due to recent acquisitions, which did not increase its incremental fair value. The share price and EBITDA performance conditions for the 2018 award are weighted 50% each per performance target.

- For the 2018 award, for the share price target, the initial two-year period was through to January 1, 2020 and the subsequent three-year period is through to January 1, 2023.
- For the four-year cumulative EBITDA Performance Condition vested on January 1, 2022.

For the 2019, 2020, 2021 and 2022 awards, those grants have vesting conditions based on cumulative EBITDA performance, cumulative Net Sales and Company share price performance over three years. During 2021, the Compensation Committee of the Board of Directors amended the non-market condition targets for these awards due to recent acquisitions, which did not increase their incremental fair value. In addition, the 2020 award had a holding period of one-year that has been removed from the vesting period. The 2021 award was issued late in 2021 with a performance period starting January 1, 2021.

In September 2019, 173,293 restricted share awards were granted as part of the 2019 Management Share Award. The performance period associated with the award began as of January 1, 2019. The 2019 awards had vesting conditions based on three-year cumulative EBITDA and Net Sales, and Company share price performance measures. One third of the total share award was assigned to each type of performance measure. All shares were subject to a holding period of an additional year and required that the participants to the scheme were still actively employed during the entire four year period, through January 1, 2023.

For the 2020, 2021 and 2022 Management Share Awards, the awards will vest upon the Company achieving a range of performance conditions including cumulative EBITDA, cumulative net sales and share price performance measures over a three-year period. The cumulative EBITDA and cumulative net sales tranches of shares are equally weighted, being worth 37.5% of the total award each. The share price tranche is worth 25% of the total award. Specific information on each grant is further included below.

In January 2020, 761,979 restricted share awards were granted as part of the 2020 Management Share Award. The performance period associated with the award began on January 1, 2020. All shares vested, subject to satisfaction of the award conditions, on January 1, 2023.

In late 2021, 820,202 restricted share awards were granted as part of the 2021 Management Share Award. The performance period associated with the award began on January 1, 2021. All shares vest, subject to satisfaction of the award conditions, on January 1, 2024.

In January 2022, 1,140,518 restricted share awards were granted as part of the 2022 Management Share Award and two new restricted share award plans ("Other awards"). The performance period associated with the awards began either on January 1, 2022 or January 1, 2023. All shares vest, subject to satisfaction of a range of award conditions from January 2025 to January 2026, with the majority of shares vesting January 1, 2025, subject to certain Company performance conditions.

In the first quarter 2023, a revision to the January 1, 2021 and 2022 Management Share Award schemes occurred, resulting in changes to how EBITDA performance is used to measure the number of shares able to vest over the entire scheme. This change resulted in it being more likely that the performance measure would be achieved during the period. The incremental fair value granted as a result of the modifications made to the January 1, 2021 and 2022 Management Share Awards was $9.0 million (€8.5 million) and $11.4 million (€10.8 million), respectively.

In September 2023, 1,209,137 restricted share awards were granted as part of the 2023 Management Share Award. The performance period associated with the awards began on January 1, 2023. All shares vest, subject solely to the satisfaction of Company cumulative EBITDA performance conditions, on January 1, 2026. Also in the year, 87,000 restricted share awards were granted ("Other awards"). The performance period associated with these awards began on January 1, 2023 and vests on January 1, 2026, subject to certain Company performance conditions.

In March 2022, 237,800 restricted shares granted as part of the 2018 Management Share Awards vested as a result of the satisfaction of the applicable EBITDA Performance Condition (based on a share price of $25.17 at time of vesting), resulting in the issuance of 137,810 ordinary shares to participants in the LTIP (net of 99,990 ordinary shares held back from issue by the Company as settlement towards personal tax liabilities arising on the vested ordinary shares).

In January 2023, the remaining 193,990 restricted shares granted as part of the 2018 Management Share Awards vested as a result of the satisfaction of the previously achieved applicable Share Price Performance Condition (based on a share price of $17.24), resulting in the issuance of 110,781 ordinary shares to participants in the LTIP (net of 83,209 ordinary shares held back from issue by the Company as settlement towards personal tax liabilities arising on the vested ordinary shares).

In January 2023, 152,695 restricted shares granted as part of the 2019 Management Share Awards vested as a result of the satisfaction of the applicable EBITDA Performance Condition (based on a share price of $17.24 at time of vesting), resulting in the issuance of 79,575 ordinary shares to participants in the LTIP (net of 73,120 ordinary shares held back from issue by the Company as settlement towards personal tax liabilities arising on the vested ordinary shares).

In February 2023, 414,859 restricted shares granted as part of the 2020 Management Share Awards vested as a result of the satisfaction of the applicable EBITDA Performance Condition (based on a share price of $17.77 at time of vesting), resulting in the issuance of 222,780 ordinary shares to participants in the LTIP (net of 192,079 ordinary shares held back from issue by the Company as settlement towards personal tax liabilities arising on the vested ordinary shares).

The stock compensation charge reported within the Consolidated Statement of Profit or Loss for the year ended December 31, 2023 related to the directors' and senior management share awards is €23.5 million (year ended December 31, 2022: €7.5 million: year ended December 31, 2021: €4.3 million).

The Company calculated the cost of the 2020, 2021 and 2022 Management Share Awards based upon their fair value using the Monte Carlo Model, which is considered to be the most appropriate methodology considering the restricted shares only vest once the market performance conditions have been satisfied, as well as expected exercise period and the payment of dividends by the Company. For the 2023 Management Share Award, the Monte Carlo model was not required as there were no market conditions associated with share price. The inputs and assumptions underlying the Monte Carlo models for all awards outstanding as of the valuation date are now as follows:

	January 1, 2021 award	January 1, 2022 award *	January 1, 2023 award *
Grant date price	$ 25.42	$ 25.39	$ 17.24
Exercise price	$ —	$ —	$ —
Expected life of restricted share	3.00 years	3.00 years	3.00 years
Expected volatility of the share price	30.0 %	28.0 %	N/A
Dividend yield expected	— %	— %	N/A
Risk free rate	0.24 %	1.15 %	N/A
Employee exit rate	14.0 %	14.0 %	18.0 %
EBITDA Performance Target Condition	35.0 %	35.0 %	75.0 %

*Note: The table above does not include details on Other awards granted in 2022 and 2023 that only require continued employment over the vesting period and have only non-company wide specific performance conditions.

The expected volatility of the share price inputs above were estimated by referencing selected quoted companies which are considered to exhibit some degree of comparability with the Company, owing to the age of the Company at the time of issue.

Based on the latest assessments of fair value and the number of shares expected to vest, the total fair values in respect of the Restricted Shares are:

- 2021 award - $16.0 million (€15.1 million)
- 2022 award - $19.0 million (€17.9 million)
- 2023 award - $7.5 million (€7.0 million)
- Other awards - $3.8 million (€3.4 million)

9) Directors and Key Management compensation

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
	€m	€m	€m
Short-term employee benefits	3.5	1.8	2.2
Share-based payment expense	11.6	3.5	2.4
Non-Executive Director fees	0.3	0.3	0.3
Total Directors' and executive officers' compensation	**15.4**	**5.6**	**4.9**

All significant management decision making authority is vested within the Board of Directors and the executive team, therefore key management are considered to be the Directors and executive Officers.

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
Benefits are accruing to the following number of key management personnel under:			
Defined contribution plans	2	2	2
Share based payment schemes	2	2	2

10) Finance income and costs

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
	€m	€m	€m
Interest income	5.8	0.6	0.1
Reversal of impairment loss on short term investments	0.3	—	—
Net financing gain recognized on debt transactions (a)	16.7	2.3	—
Net foreign exchange gains on translation of financial assets and liabilities	—	9.2	—
Finance income	**22.8**	**12.1**	**0.1**
Interest and finance charges paid/payable for lease liabilities and financial liabilities not at fair value through profit or loss (b)	(123.8)	(79.8)	(59.8)
Cross-currency interest rate swaps: cash flow hedges, transfer from equity (c)	32.7	18.8	1.6
Net impairment loss on short-term investments	—	—	(8.6)
Net pension interest costs	(4.6)	(2.8)	(1.7)
Other interest expense (d)	(3.5)	—	—
Amortization of debt discounts and borrowing costs	(6.4)	(2.7)	(2.0)
Net foreign exchange losses on translation of financial assets and liabilities	(3.0)	—	(4.0)
Net fair value losses on derivatives held at fair value through profit or loss (e)	(1.0)	—	(13.7)
Financing costs incurred in amendment of terms of debt (f)	—	—	(17.9)
Finance costs	**(109.6)**	**(66.5)**	**(106.1)**
Net finance costs	**(86.8)**	**(54.4)**	**(106.0)**

(a) Net income in 2023 of €16.7 million has been recognized from the repricing of debt in September 2023, as detailed in Note 20, representing a modification gain net of transaction costs. Net income in 2022 of €2.3 million has been recognized as a consequence of the refinancing on November 8, 2022, also detailed in Note 20. Of this income in 2022, income of €10.2 million relates to the recognition of deferred gains on cross currency interest rate swaps where the hedged cash flows are no longer expected to occur. This is offset in part by €2.3 million of associated expenses, a non-cash €4.3 million loss on settlement as well as a charge of €1.3 million from the write-off of deferred transaction costs.
(b) Includes the unwinding of discounting on lease liabilities.

(c) As part of the refinancing on November 8, 2022 as detailed in Note 32, €23.5 million of the cash flow hedge reserve relating to the portion of the refinanced USD debt for which cash flows are still expected to occur is being released to the Statement of Profit or Loss in alignment to the original hedged cash flows. (2022: €3.9 million, 2021: nil).
(d) Other interest expense includes interest on tax relating to legacy tax audits.
(e) Net fair value losses on derivatives held at fair value through profit or loss in 2021 included a one-off non-cash charge of €7.8 million for changes to cross currency interest rate swaps as disclosed in Note 20.
(f) Charges of €17.9 million have been recognized as a consequence of the refinancing in June 2021, as disclosed in Note 20. Of this, €10.1 million relates to the extinguishment of the previous debts, including the write-off of deferred transaction costs.

11) Taxation

	Note	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Current tax expense				
Current tax on profits for the period		(60.7)	(69.9)	(117.5)
Adjustments in respect of prior periods		(4.5)	5.8	0.6
		(65.2)	(64.1)	(116.9)
Deferred tax benefit/(expense)				
Origination and reversal of temporary differences		5.2	(4.4)	116.3
Impact of change in tax rates		(0.9)	(2.7)	(55.1)
	16	4.3	(7.1)	61.2
Total tax expense		**(60.9)**	**(71.2)**	**(55.7)**

Reconciliation of effective tax rate:

	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Profit before tax	253.6	321.0	236.7
Tax charge at the standard UK corporation tax rate 23.5% (2022: 19.0%; 2021: 19.0%)	(59.6)	(61.0)	(45.0)
Difference in tax rates	(3.5)	(16.3)	22.7
Non tax deductible interest	0.8	(0.2)	0.1
Other income and expenses not taxable or deductible	(11.7)	(3.1)	2.5
Unrecognized tax assets	5.7	(2.5)	(1.5)
Provisions for uncertainties	12.8	8.8	(52.5)
Impact of change in tax rates	(0.9)	(2.7)	(55.1)
Change in tax base of assets due to step-up	—	—	72.5
Prior period adjustment	(4.5)	5.8	0.6
Total tax expense	**(60.9)**	**(71.2)**	**(55.7)**

Effective tax rates

The Company is resident in the United Kingdom for tax purposes. The effective tax rate for the year ended December 31, 2023 was 24.0% (year ended December 31, 2022: 22.2%). The change is principally caused by the increase in the corporation tax rate in the United Kingdom.

The Company operates in many different jurisdictions and in some of these, certain matters are under discussion with local tax authorities. These discussions are often complex and can take many years to resolve, and are in different stages with respect to assessments, appeals and refunds. The Company actively seeks to manage the associated risks by proactively engaging with tax authorities and applying for Advanced Pricing Agreements where appropriate. Provisions for uncertain tax positions require management to make estimates and judgments with respect to the ultimate outcome of a tax audit, and actual results could vary from these estimates. Where tax exposures can be

quantified and management assesses that the risk of that exposure crystallizing is probable, a provision is made based on best estimates and management's judgments. Given the inherent uncertainties in assessing the outcomes of these exposures (which can sometimes be binary in nature), the Company could, in future years, experience adjustments to this provision, including releases of provisions when those exposures become time-barred.

Notwithstanding this, management believes that the Company's tax position on all open matters including those in current discussion with local tax authorities is robust and that the Company is appropriately provided. As of December 31, 2023, the current tax payable of €189.5 million and deferred tax assets of €106.9 million includes provisions for uncertain tax positions of €125.7 million. As of December 31, 2022, the current tax payable of €183.0 million and deferred tax assets of €100.4 million included provisions for uncertain tax positions of €152.9 million.

The UK statutory rate of corporation tax increased from 19% to 25% with effect from April 1, 2023. The change was substantively enacted on May 24, 2021 and the increase gave rise to a substantial one-off deferred tax expense in 2021. The average UK statutory rate of corporation tax was 23.5% for the year ended December 31, 2023 (year ended December 31, 2022: 19.0%; year ended December 31, 2021: 19.0%).

The tax (benefit)/expense relating to components of other comprehensive income is as follows:

Year ended December 31, 2023	Note	Before tax €m	Tax benefit €m	After tax €m
Remeasurement of post-employment benefit liabilities		26.7	(6.3)	20.4
Net investment hedge		(11.7)	—	(11.7)
Cash flow hedges		58.7	(18.5)	40.2
Other comprehensive loss/(income)		**73.7**	**(24.8)**	**48.9**
Current tax			—	
Deferred tax	16		(24.8)	
			(24.8)	

Year ended December 31, 2022	Note	Before tax €m	Tax charge €m	After tax €m
Remeasurement of post-employment benefit liabilities		(108.1)	26.1	(82.0)
Net investment hedge		15.8	—	15.8
Cash flow hedges		(67.8)	3.3	(64.5)
Other comprehensive (income)/loss		**(160.1)**	**29.4**	**(130.7)**
Current tax			—	
Deferred tax	16		29.4	
			29.4	

Year ended December 31, 2021	Before tax €m	Tax charge €m	After tax €m
Remeasurement of post-employment benefit liabilities	(36.1)	10.2	(25.9)
Net investment hedge	(18.8)	—	(18.8)
Cash flow hedges	(22.6)	13.6	(9.0)
Other comprehensive loss/(income)	**(77.5)**	**23.8**	**(53.7)**
Current tax		—	
Deferred tax		23.8	
		23.8	

Amounts recognized directly in equity

Aggregate current and deferred tax arising in the reporting period is not recognized in either net profit or loss or other comprehensive income but is directly credited to equity. These relate to the payment of employer taxes on shares issued under management share awards.

	Year ended December 31, 2023 €m	Year ended December 31, 2022 €m	Year ended December 31, 2021 €m
Current tax benefit	0.3	0.3	—
Deferred tax (charge)/benefit	(1.5)	2.0	—
	(1.2)	**2.3**	**—**

12) Property, plant and equipment

	December 31, 2023	December 31, 2022
	€m	€m
Owned property, plant and equipment (i)	501.6	493.9
Right-of-use assets (ii)	62.1	49.0
Property, plant and equipment	**563.7**	**542.9**

(i) Owned property, plant and equipment

	Land and buildings	Plant and equipment	Computer equipment	Total
	€m	€m	€m	€m
Cost				
Balance at December 31, 2021	216.7	494.2	19.7	730.6
Additions	13.6	57.0	1.8	72.4
Transfer to intangible assets (note 13)	—	—	(1.7)	(1.7)
Disposals	(0.1)	(5.3)	(5.6)	(11.0)
Effect of movements in foreign exchange	(4.2)	(17.3)	—	(21.5)
Balance at December 31, 2022	226.0	528.6	14.2	768.8
Additions	14.2	49.1	4.3	67.6
Disposals	(1.8)	(1.9)	(0.3)	(4.0)
Effect of movements in foreign exchange	0.8	1.4	0.1	2.3
Balance at December 31, 2023	**239.2**	**577.2**	**18.3**	**834.7**
Accumulated depreciation and impairment				
Balance at December 31, 2021	40.5	191.3	9.6	241.4
Depreciation	10.3	44.3	3.1	57.7
Transfer to intangible assets (note 13)	—	—	(0.1)	(0.1)
Disposals	—	(4.6)	(5.6)	(10.2)
Effect of movements in foreign exchange	(2.2)	(11.5)	(0.2)	(13.9)
Balance at December 31, 2022	48.6	219.5	6.8	274.9
Depreciation	10.5	47.1	2.1	59.7
Disposals	(1.5)	(1.0)	(0.2)	(2.7)
Effect of movements in foreign exchange	0.3	0.8	0.1	1.2
Balance at December 31, 2023	**57.9**	**266.4**	**8.8**	**333.1**
Net book value December 31, 2021	176.2	302.9	10.1	489.2
Net book value December 31, 2022	177.4	309.1	7.4	493.9
Balance at December 31, 2023	**181.3**	**310.8**	**9.5**	**501.6**

Assets under construction

Additions for the year ended December 31, 2023 include assets under construction of €43.9 million (year ended December 31, 2022: €31.0 million).

Security

Borrowings have been provided by a syndicate of third party lenders under the terms of the Senior Facilities Agreement, (the “Syndicate”). Together with the holders of the Senior Secured Notes (the "Bond issue"), the Syndicate has security over the assets of the "Guarantor Group". The "Guarantor Group" consists of those companies which individually have more than 5% of consolidated total assets or EBITDA (subject to, and as defined in the Senior Facilities Agreement) of the Company and in total comprise more than 80% of consolidated total assets or EBITDA at any testing date.

(ii) Right-of-use assets

	December 31, 2023	December 31, 2022
	€m	€m
Net book value		
Land and Buildings	42.8	35.0
Plant and equipment and motor vehicles	19.2	13.9
Computer equipment	0.1	0.1
Right-of-use assets	**62.1**	**49.0**

Additions to right-of-use assets during the year ended December 31, 2023 were €31.7 million (year ended December 31, 2022: €10.8 million).

Lease liabilities are included within loans and borrowings in Note 20. Interest on lease liabilities is presented as a finance cost in Note 10. Payments of lease liabilities are included as a financing activity within the Consolidated Statement of Cash Flows.

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
	€m	€m	€m
Depreciation			
Land and Buildings	19.8	15.2	10.9
Plant and equipment and motor vehicles	7.7	6.8	5.5
Computer equipment	0.1	0.1	0.2
Depreciation expense of right-of-use assets	**27.6**	**22.1**	**16.6**

13) Goodwill and Intangibles

	Goodwill €m	Brands €m	Computer software €m	Customer relationships €m	Total €m
Cost					
Balance at December 31, 2021	2,099.4	2,422.1	42.9	35.3	4,599.7
Acquisitions through business combinations	2.0	—	—	—	2.0
Additions	—	—	11.3	—	11.3
Transfer from property, plant and equipment (note 12)	—	—	1.7	—	1.7
Disposals	—	—	(0.1)	—	(0.1)
Effect of movements in foreign exchange	0.2	3.5	(0.3)	—	3.4
Balance at December 31, 2022	2,101.6	2,425.6	55.5	35.3	4,618.0
Additions	—	—	13.9	—	13.9
Disposals	—	—	(0.1)	—	(0.1)
Effect of movements in foreign exchange	3.4	4.5	—	—	7.9
Balance at December 31, 2023	**2,105.0**	**2,430.1**	**69.3**	**35.3**	**4,639.7**

	Goodwill €m	Brands €m	Computer software €m	Customer relationships €m	Total €m
Accumulated amortization and impairment					
Balance at December 31, 2021	—	6.8	24.0	13.8	44.6
Amortization	—	1.1	5.1	2.6	8.8
Impairment	—	—	—	5.8	5.8
Transfer from property, plant and equipment (note 12)	—	—	0.1	—	0.1
Disposals	—	—	(0.1)	—	(0.1)
Effect of movements in foreign exchange	—	—	(0.4)	—	(0.4)
Balance at December 31, 2022	—	7.9	28.7	22.2	58.8
Amortization	—	0.6	5.3	1.8	7.7
Balance at December 31, 2023	**—**	**8.5**	**34.0**	**24.0**	**66.5**
Net book value December 31, 2021	2,099.4	2,415.3	18.9	21.5	4,555.1
Net book value December 31, 2022	2,101.6	2,417.7	26.8	13.1	4,559.2
Net book value December 31, 2023	**2,105.0**	**2,421.6**	**35.3**	**11.3**	**4,573.2**

Amortization of €7.7 million (2022: €8.8 million; 2021: €8.2 million) is included in 'other operating expenses' in the Consolidated Statement of Profit or Loss. The Impairment charge for the year was nil (2022: impairment of customer relationships of €5.8 million; 2021: impairment of computer software €1.7 million) is included in exceptional items in the Consolidated Statement of Profit or Loss.

Goodwill is initially recognized based on the accounting policy for goodwill (see note 3.5) and is subsequently measured at cost less amounts provided for impairment.

The Company's goodwill, as set out above, and indefinite life brand values of €2,420.9 million (December 31, 2022: €2,416.4 million) have been allocated to the Frozen segment, which represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. As required by IAS 36 'Impairment of Assets', an annual review of the carrying amount of the goodwill and the indefinite life brands is carried out to identify whether there is any impairment to the carrying values. The review is performed using the discounted cash flows model whereby a comparison of the carrying values to the value in use is made. Impairment is identified by comparing the value in use of the Frozen segment, being the level at which Goodwill is monitored, to its carrying value.

Key assumptions

The values for the key assumptions relating to the annual review of the carrying amount of goodwill and indefinite life brands were arrived at by taking into consideration detailed historical information and comparison to external sources where appropriate, such as market rates for discount factors.

- Budgeted cash flows: the calculation of value in use has been based on the cash flow forecasts by management for 2024 to 2028. Beyond 2028 the same assumptions have been applied for future periods in the absence of longer term detailed forecasts. These plans have been prepared and approved by management, and incorporate past performance of the entities acquired in the period, historical growth rates and projections of developments in key markets.
- Revenue: projected revenues are built up with reference to markets and product platforms. They incorporate past performance, historical growth rates and projections of developments in key markets.
- Future cash flows make assumptions over consumers' responses to price increases which are inherently less predictable in times of high inflation. Specific risks considered are set out in Item 3D: *Key Information - Risk Factors*.
- In relation to the ongoing conflict in Ukraine, management assume that there are no further material changes to economic sanctions and tariffs impacting the availability and cost of raw materials and resources. Specific risks regarding the conflict are set out in Item 3D: *Key Information - Risk Factors*.
- The impact of climate change on future cash flows has been considered in future cash flows. Specific risks considered are set out in Item 3D: *Key Information - Risk Factors*.
- Profit margins: projected margins reflect historical performance.
- Capital expenditure forecast reflects expected expenditure requirements and includes an allowance for the replacement of leased right-of-use assets.
- Discount rate: a pre-tax discount rate of 10.4% (2022: 8.3%) was applied to the cash flows. This discount rate has been calculated using a capital asset pricing model using observable market data for comparable companies as well as the share price of Nomad Foods Limited.
- Long-term growth rates: the growth rate used in the testing after the detailed forecasting period was 1.0% (2022: 1.0%). These rates do not reflect the long-term assumptions used by the Company for investment planning and exclude expectations of future inflation.

Sensitivity to changes in assumptions

Impairment was not required in either the year ended December 31, 2023, or December 31, 2022. In each case the valuations derived from the discounted cash flow model indicate a sufficient amount of headroom for which any reasonably possible change to key assumptions is unlikely to result in an impairment of the related goodwill or indefinite-lived intangible assets.

14) Acquisitions

(a) Purchase consideration - cash outflow

Cash flows include post-transaction payments for the settlement of contingent consideration for the Fortenova Acquisition which completed in 2021.

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
Outflow of cash for business combinations, net of cash acquired	€m	€m	€m
Net cash consideration (received)/paid	—	(0.4)	640.9
Less cash acquired	—	—	(43.6)
Net (inflow)/outflow of cash - investing activities	**—**	**(0.4)**	**597.3**

15) Investments

The following are the Company's significant investments as of December 31, 2023.

	Activity	Country of incorporation	Country of tax residence	Class of shares held	Ownership
Nomad Foods Europe Holdings Limited	Holding	England	United Kingdom	Ordinary	100%
Nomad Foods Europe Holdco Limited	Holding	England	United Kingdom	Ordinary	100%
Nomad Foods Europe Finco Limited	Holding	England	United Kingdom	Ordinary	100%
Nomad Foods Europe Midco Limited	Holding/ Finance	England	United Kingdom	Ordinary	100%
Nomad Foods Bondco Plc	Finance	England	United Kingdom	Ordinary	100%
Nomad Foods Lux S.à.r.l.	Finance	Luxembourg	Luxembourg	Ordinary	100%
Nomad Foods Europe Limited	Management	England	United Kingdom	Ordinary	100%
Birds Eye Limited	Trading	England	United Kingdom	Ordinary	100%
Nomad Foods Europe Finance Limited	Finance	England	United Kingdom	Ordinary	100%
Birds Eye Ireland Limited	Trading	Republic of Ireland	Republic of Ireland	Ordinary	100%
Iglo Holding GmbH	Holding	Germany	Germany	Ordinary	100%
Iglo Nederland B.V.	Trading	Netherlands	Netherlands	Ordinary	100%
Iglo Belgium S.A.	Trading	Belgium	Belgium	Ordinary	100%
Iglo Portugal	Trading	Portugal	Portugal	Ordinary	100%
Iglo Austria Holdings GmbH	Holding	Austria	Austria	Ordinary	100%
C.S.I. Compagnia Surgelati Italiana S.R.L	Trading	Italy	Italy	Ordinary	100%
Findus Sverige Holdings AB	Holding	Sweden	Sweden	Ordinary	100%
Iglo GmbH	Trading	Germany	Germany	Ordinary	100%
Frozen Fish International GmbH	Trading	Germany	Germany	Ordinary	100%
Liberator Germany Newco GmbH	Property	Germany	Germany	Ordinary	100%
Iglo Austria GmbH	Trading	Austria	Austria	Ordinary	100%
Findus Sverige AB	Trading	Sweden	Sweden	Ordinary	100%
Frionor Sverige AB	Holding	Sweden	Sweden	Ordinary	100%
Findus Holdings France SAS	Holding	France	France	Ordinary	100%
Findus France SAS	Trading	France	France	Ordinary	100%
Findus Espana SLU	Trading	Spain	Spain	Ordinary	100%
Findus Danmark A/S	Trading	Denmark	Denmark	Ordinary	100%
Findus Finland Oy	Trading	Finland	Finland	Ordinary	100%
Findus Norge AS	Trading	Norway	Norway	Ordinary	100%
Findus Norge Holding AS	Holding	Norway	Norway	Ordinary	100%
Toppfrys AB	Trading	Sweden	Sweden	Ordinary	100%
Findus Switzerland AG	Trading	Switzerland	Switzerland	Ordinary	100%
LEDO plus d.o.o.	Trading	Croatia	Croatia	Ordinary	100%
INDUSTRIJA SMRZNUTE HRANE FRIKOM DOO BEOGRAD	Trading	Serbia	Serbia	Ordinary	100%

LEDO d.o.o. Čitluk	Trading	Bosnia & Herzegovina	Bosnia & Herzegovina	Ordinary	100%
IRIDA d.o.o.	Trading	Croatia	Croatia	Ordinary	100%
LEDO Jégkrém és Fagyasztott Élelmiszer Gyártó és Forgalmazó Korlátolt Felelősségű Társaság	Trading	Hungary	Hungary	Ordinary	100%
Ledo d.o.o. (LEDO, podjetje za trgovino s sladoledom, zmrznjeno hrano in storitve, d.o.o.)	Trading	Slovenia	Slovenia	Ordinary	100%
Ledo d.o.o. Podgorica (Društvo Za Proizvodnju, promet roba i usluga "Ledo" d.o.o. Podgorica)	Trading	Montenegro	Montenegro	Ordinary	100%
Ledo Sh.p.k.	Trading	Kosovo	Kosovo	Ordinary	100%
FRIKOM BEOGRAD DOOEL Cucer Sandevo	Trading	North Macedonia	North Macedonia	Ordinary	100%

16) Deferred tax assets and liabilities

Recognized deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	December 31, 2023			December 31, 2022		
	Assets €m	Liabilities €m	Total €m	Assets €m	Liabilities €m	Total €m
Property, plant and equipment	8.8	(38.2)	(29.4)	6.2	(39.9)	(33.7)
Intangible assets	7.9	(376.1)	(368.2)	29.9	(384.6)	(354.7)
Employee benefits	17.8	—	17.8	13.0	—	13.0
Tax value of loss carry forwards	51.1	—	51.1	43.8	—	43.8
Derivative financial instruments	8.6	(0.7)	7.9	0.1	(8.9)	(8.8)
Other	12.7	(10.1)	2.6	7.4	(12.3)	(4.9)
Tax assets/(liabilities)	**106.9**	**(425.1)**	**(318.2)**	**100.4**	**(445.7)**	**(345.3)**

Deferred income tax assets are recognized for tax loss carry-forwards to the extent that the realization of the related tax benefit through future taxable profits is probable.

Deferred tax assets that the Company has not recognized in the financial statements amount to €78.5 million (December 31, 2022: €65.2 million). These deferred tax assets had not been recognized as the likelihood of recovery is not probable.

Movement in deferred tax during the year:

	Opening balance Jan 1, 2023	Recognized in Statement of Profit or Loss	Recognized in Other Comprehensive Income	Recognized directly in equity	Movement in foreign exchange	Closing balance Dec 31, 2023
	€m	€m	€m	€m	€m	€m
Property, plant and equipment	(33.7)	4.2	—	—	0.1	(29.4)
Intangible assets	(354.7)	(13.5)	—	—	—	(368.2)
Employee benefits	13.0	(0.1)	6.3	(1.5)	0.1	17.8
Tax value of loss carry forwards	43.8	6.9	—	—	0.4	51.1
Derivative financial instruments	(8.8)	(1.7)	18.5	—	(0.1)	7.9
Other	(4.9)	8.5	—	—	(1.0)	2.6
Total deferred tax	**(345.3)**	**4.3**	**24.8**	**(1.5)**	**(0.5)**	**(318.2)**

	Opening balance Jan 1, 2022	Recognized in Statement of Profit or Loss	Recognized in Other Comprehensive Income	Recognized directly in equity	Movement in foreign exchange	Closing balance Dec 31, 2022
	€m	€m	€m	€m	€m	€m
Property, plant and equipment	(25.5)	(8.7)	—	—	0.5	(33.7)
Intangible assets	(349.1)	(4.8)	—	—	(0.8)	(354.7)
Employee benefits	36.4	1.0	(26.1)	2.0	(0.3)	13.0
Tax value of loss carry forwards	40.4	4.8	—	—	(1.4)	43.8
Derivative financial instruments	(5.3)	(0.5)	(3.3)	—	0.3	(8.8)
Other	(6.2)	1.1	—	—	0.2	(4.9)
Total deferred tax	**(309.3)**	**(7.1)**	**(29.4)**	**2.0**	**(1.5)**	**(345.3)**

17) Inventories

	December 31, 2023	December 31, 2022
	€m	€m
Raw materials and consumables	125.6	134.2
Work in progress	67.0	64.6
Finished goods and goods for resale	253.8	258.3
Total inventories	**446.4**	**457.1**

As at December 31, 2023, the carrying value of inventory includes a hedge accounting basis adjustment which reduces the value of inventory by €0.4 million (year ended December 31, 2022: reduction of €8.4 million). This has been applied to the three inventory categories above.

During the year ended December 31, 2023, €13.6 million (year ended December 31, 2022: €11.5 million, year ended December 31, 2021: €8.3 million) was charged to the Consolidated Statement of Profit or Loss for the write down of inventories.

18) Trade and other receivables

	December 31, 2023	December 31, 2022
Current assets	€m	€m
Trade receivables	208.3	211.2
Prepayments and accrued income	16.0	15.9
Other receivables	39.1	34.6
Total current trade and other receivables	**263.4**	**261.7**
Non-current assets		
Other receivables	7.1	8.1
Total non-current trade and other receivables	**7.1**	**8.1**
Total trade and other receivables	**270.5**	**269.8**

Trade receivables, prepayments and other receivables, except for those defined as non-current, are expected to be recovered in less than 12 months. Other receivables includes VAT receivable.

The aging of trade receivables is detailed below:

	Gross	Impaired	Net
December 31, 2023	€m	€m	€m
Not past due	392.6	(0.1)	392.5
Past due less than 1 month	40.5	(0.9)	39.6
Past due 1 to 3 months	4.6	(0.2)	4.4
Past due 3 to 6 months	2.3	(0.3)	2.0
Past due more than 6 months	4.2	(3.0)	1.2
Sub-total	**444.2**	**(4.5)**	**439.7**
Reduction in trade-terms			(231.4)
Total trade receivables			**208.3**

	Gross	Impaired	Net
December 31, 2022	€m	€m	€m
Not past due	391.0	(0.2)	390.8
Past due less than 1 month	41.3	(0.1)	41.2
Past due 1 to 3 months	5.8	(0.3)	5.5
Past due 3 to 6 months	2.8	(0.1)	2.7
Past due more than 6 months	5.0	(2.6)	2.4
Sub-total	**445.9**	**(3.3)**	**442.6**
Reduction in trade-terms			(231.4)
Total trade receivables			**211.2**

Reduction in trade-terms are described in Note 4(a). Trade receivables have been provided against based on expected credit losses on positions net of trade-terms, which fall into all aging categories.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable. The Company does not hold any collateral as security.

Debts past due are not impaired where there are eligible trade terms deductions which can be offset against them.

The Company has previously entered into facilities with third-party banks/credit providers in which the Company sold qualifying trade debtors on a non-recourse basis. Under the terms of these agreements, the Company transferred substantially all the credit risks and control of the receivables. No trade receivables have been derecognized at the period end (December 31, 2022: € nil)

Liabilities related to contracts with customers

The Company has recognized the following liabilities related to contracts with customers:

	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Trade terms liabilities reported within trade receivables	(231.4)	(231.4)
Trade terms liabilities reported within trade and other payables (Note 21)	(75.5)	(63.4)
Total trade terms liabilities	**(306.9)**	**(294.8)**

Significant changes to trade terms

No significant changes to trade terms occurred in the year ended December 31, 2023.

Revenue recognized in relation to trade terms

Trade terms relate to sales made with variable consideration and are an estimate as disclosed in Note 4(a). Revenue recognized in the year ended December 31, 2023 relating to performance obligations that were satisfied in the prior year was €21.5 million (2022: €19.0 million).

19) Cash and cash equivalents

	Note	December 31, 2023	December 31, 2022
		€m	€m
Cash and cash equivalents in the Statement of Financial Position		**412.9**	**369.7**
Bank overdraft	21	(13.2)	(2.9)
Cash and cash equivalents per Consolidated Statement of Cash Flows		**399.7**	**366.8**

'Cash and cash equivalents' comprise cash balances and deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purposes of the Consolidated Statement of Cash Flows.

20) Loans and borrowings

The repayment profile of the syndicated and other loans held by the Company is as follows:

	December 31, 2023	December 31, 2022
	€m	€m
Current liabilities		
Syndicated loans	6.5	6.7
Lease liabilities	21.4	22.3
Less capitalized debt discounts and borrowing costs to be amortized within 1 year	(6.5)	(6.4)
Total due in less than one year	**21.4**	**22.6**
Non-current liabilities		
Syndicated loans	1,287.6	1,333.5
2028 fixed rate senior secured notes	800.0	800.0
Lease liabilities	57.4	44.3
Less capitalized debt discounts and borrowing costs to be amortized in 2-5 years	(26.6)	(25.4)
Less capitalized debt discounts and borrowing costs to be amortized in more than 5 years	(4.7)	(10.1)
Total due after more than one year	**2,113.7**	**2,142.3**
Total borrowings	**2,135.1**	**2,164.9**

Syndicated loans includes the Senior U.S. Dollar debt of $700.0 million (€656.7 million) (the "Senior USD Loan") and Senior EUR debt of €130.0 million (a "Senior EUR Loan") both repayable in November 2029, as well as the Senior EUR debt of €553.2 million (a "Senior EUR Loan") repayable in June 2028. The Senior USD Loan includes an annual amortization repayment, equivalent to 1.0% of the original issuance value or $7.0 million (€6.3 million) in October each year beginning in 2023 until maturity. The Senior EUR Loans are repayable only upon maturity. As required under

the Senior Facilities Agreement, the Company is also required to undertake an annual excess cash flow calculation whereby additional principal could be repaid.

On June 24, 2021, the Company through its indirect, wholly-owned subsidiary, Nomad Foods Bondco Plc, repaid the €400.0 million 3.25% senior secured notes due 2024 and completed a private offering of €750.0 million aggregate principal amount of 2.5% senior secured notes due June 24, 2028. In addition, on July 9, 2021 the Company announced that Nomad Foods Bondco Plc completed a further private offering of €50.0 million aggregate principal amount of additional 2.5% senior secured notes due 2028, representing a tack-on to the €750.0 million aggregate principal amount of senior secured notes due 2028 issued on June 24, 2021, and issued at a price of €100.75 (together the "Notes").

Interest on the Notes accrue from June 24, 2021 (being the original date of issuance) and are payable semi-annually in arrears on January 15 and July 15, commencing on January 15, 2022. The Notes are guaranteed on a senior basis by the Company and certain subsidiaries thereof. This transaction was accounted for as an extinguishment of the existing Notes and previously capitalized eligible transaction costs were written-off to the Statement of Comprehensive Income, as disclosed in Note 10. Eligible transaction costs on the new Notes of €4.0 million were capitalized and will be amortized over the life of the debt.

On June 24, 2021, the Company amended and restated the Senior Facilities Agreement to refinance its existing €553.2 million senior secured term loan facility originally due in May 2024, through a new 7-year term facility due June 2028 (the "Senior EUR Loan"), paying interest at a rate equal to EURIBOR with a zero floor plus a margin of 2.5%. This transaction was accounted for as an extinguishment of the existing debt and previously capitalized eligible transaction costs were written-off to the Statement of Comprehensive Income, as disclosed in Note 10. On the new Senior EUR Loan, eligible transaction costs of €3.8 million were capitalized and will be amortized over the life of the debt.

Under the refinancing, the existing revolving credit facility of €80.0 million due 2023, was also replaced with a new €175.0 million facility (the "Revolving Credit Facility") available until June 2026 with an applicable margin of 2.25% per annum that may be adjusted subject to a leverage ratchet. The Revolving Credit Facility may be utilized to support working capital requirements, including letters of credit and bank guarantees. The structure of the Revolving Credit Facility includes a pricing structure linked to environmental impact metrics during the life of the facility, this covers areas of sourcing, packaging and carbon emissions.

Charges of €17.9 million were recognized as a consequence of the refinancing activities in 2021. Of this, €10.1 million relates to the extinguishment of the previous debts, including the write-off of deferred transaction costs.

On November 8, 2022, the Company amended and restated the Senior Facilities Agreement to issue both a $700.0 million (€700.6 million) term loan bearing interest at a rate per annum equal to the term SOFR rate plus 3.75% with a 0.5% floor and a €130.0 million term loan bearing interest at a rate per annum equal to EURIBOR plus 3.5% with a zero floor, both due November 10, 2029. The net proceeds from these loans were used to repay and extinguish the Company's existing Senior Secured U.S. Dollar term loan due in 2024 in full, and for transaction expenses and general corporate purposes. The new term loans were issued at a discount of €31.3 million, which together with eligible transaction costs of €5.1 million have been capitalized and will be amortized over the life of the debt. On November 10, the Company closed out its existing cross currency interest rate swaps and has entered into a number of new 5-year cross-currency and interest rate swaps for the new Term Loans, as detailed in Note 32.

A net income of €2.3 million has been recognized as a consequence of the refinancing activities in 2022 as detailed in Note 10.

On September 22, 2023 the Company completed a repricing of its $693.0 million term loan due 2029 which reduced the interest rate from SOFR plus 3.75% to SOFR plus 3.0%. There are no changes to the maturity of the Term Loan as a result of this repricing. The repricing represents a modification of a financial liability, such that a modification gain of €17.2 million has been recognized, representing the difference between the remaining original contractual cash flows and the modified cash flows, both discounted at the original effective interest rate. Eligible transaction costs associated with the modification of €2.4 million have been added to the loan carrying amount and amortized over the remaining loan term. The carrying amount of the loan is revised to reflect the new cash outflows at the date of modification.

In addition to the Revolving Credit Facility, the Company also has an aggregate of €12.3 million (December 31, 2022: nil) available through other revolving credit facilities. As at December 31, 2023 €2.7 million (December 31, 2022: €1.8 million) of the revolving credit facilities have been utilized for issuance of letters of credit and bank guarantees.

Guarantees and secured assets

The senior loans, Senior Secured Notes and any drawn balances of the Revolving Credit Facility are secured with equal ranking against assets of the Company and specified subsidiaries.

The Senior Facility Agreement that governs the Company's Senior debt, establishes security over the assets of the "Guarantor Group". The Guarantor Group consists of those companies that individually have more than 5% of consolidated total assets or EBITDA (subject to the terms of the Senior Facilities Agreement) of the Company and in total comprise more than 80% of consolidated total assets or EBITDA at any testing date.

The Senior Facilities Agreement includes an excess cash flow calculation whereupon an amount of principal shall be repaid based upon terms including cash generated during the year and leverage. In 2023 the amount repaid was nil relating to the calculation performed at the end of 2022. Based on the calculation performed for December 31, 2023, there will be no excess cash flow repayment in 2024.

In connection with its pension scheme, Findus Sverige AB, a 100% owned subsidiary, is required to obtain credit insurance with PRI Pensionsgaranti ("PRI"), a credit insurance company that provides insurance annually against the risk of a sponsoring company's insolvency. In connection with such credit insurance, as at December 31, 2023 Findus Sverige AB has granted floating charges over certain assets in favor of PRI in an amount of SEK 300 million (€27.0 million) (December 31, 2022: €27.0 million) and Nomad Foods Limited has issued a parent guarantee to PRI which will not exceed SEK 640 million (€57.6 million) (December 31, 2022: SEK 640 million (€57.5 million)).

21) Trade and other payables

	December 31, 2023	December 31, 2022
Current liabilities	€m	€m
Trade payables	400.6	433.3
Accruals and deferred income	186.2	126.4
Trade terms payable	75.5	63.4
Social security and other taxes	30.6	25.0
Other payables	20.1	18.3
Financial payables	43.6	26.1
Bank overdrafts	13.2	2.9
Total current trade and other payables	**769.8**	**695.4**
Non-current liabilities		
Accruals and deferred income	0.5	1.1
Total non-current trade and other payables	**0.5**	**1.1**
Total trade and other payables	**770.3**	**696.5**

The Company has implemented a Supply Chain Financing ("SCF") program for its suppliers. The principal purpose of these arrangements is to provide the supplier with the option to access liquidity earlier through the sale of its receivables due from the Company to a bank or other financial institution prior to their due date. Management has determined that the Company's payables to these suppliers have neither been extinguished nor have the liabilities been significantly modified by these arrangements. The value of amounts payable, invoice due dates and other terms and conditions applicable, from the Company's perspective, remain unaltered, with only the ultimate payee being changed. At December 31, 2023, there was no material usage of the programs (December 31, 2022: nil). The cash outflows in respect of these arrangements will be recognized within operating cash flows.

22) Employee benefits

The Company operates defined benefit plans as well as defined contribution plans.

i. Defined contribution plans

The total expense relating to defined contribution plans for the year ended December 31, 2023 was €14.1 million (year ended December 31, 2022: €13.4 million, year ended December 31, 2021: €10.2 million)

ii. Defined benefit plans

The Company operates partially funded defined benefit pension plans in Germany and Austria, an unfunded defined benefit pension plan in Sweden and defined benefit indemnity arrangements in Italy and Austria. In addition, pension benefits in Switzerland are met via a contract with a collective foundation that offers a fully insured solution to provide a contribution-based cash balance retirement plan, which is classified as a defined benefit plan. In addition, an unfunded post-retirement medical plan is operated in Austria. In Germany and Italy, long term service awards are in operation and various other countries provide other employee benefits.

	December 31, 2023	December 31, 2022
	€m	€m
Net employee benefit obligations-Germany	90.7	69.4
Net employee benefit obligations-Sweden	49.8	45.4
Net employee benefit obligations-Italy	4.0	4.0
Net employee benefit obligations-Switzerland	3.3	3.4
Net employee benefit obligations-Austria	3.0	2.8
Net employee benefit obligations-total of other countries	7.5	7.1
Total net employee benefit obligations	**158.3**	**132.1**

The net obligation of €7.5 million (December 31, 2022: €7.1 million) in respect of other countries is the aggregate of a number of different types of minor schemes, each one not being considered individually material.

The amount included in the Consolidated Statement of Financial Position arising from the Company's obligations in respect of its defined benefit retirement plans and other post-employment benefits is as follows:

	Defined benefit retirement plans	Post-employment medical benefits and other benefits	Total
December 31, 2023	€m	€m	€m
Present value of unfunded employee benefit obligations	58.8	6.4	65.2
Present value of funded employee benefit obligations	203.1	—	203.1
Subtotal present value of employee benefit obligations	**261.9**	**6.4**	**268.3**
Fair value of plan assets	(110.0)	—	(110.0)
Recognized liability for net employee benefit obligations	**151.9**	**6.4**	**158.3**

	Defined benefit retirement plans	Post-employment medical benefits and other benefits	Total
December 31, 2022	€m	€m	€m
Present value of unfunded employee benefit obligations	54.0	6.4	60.4
Present value of funded employee benefit obligations	179.3	—	179.3
Subtotal present value of employee benefit obligations	**233.3**	**6.4**	**239.7**
Fair value of plan assets	(107.6)	—	(107.6)
Recognized liability for net employee benefit obligations	**125.7**	**6.4**	**132.1**

Reconciliation from the opening balances to the closing balances for the net employee benefit obligation and its components, including the amounts recognized in the Consolidated Statement of Profit or Loss and the Consolidated Statement of Comprehensive Income:

	Present value of defined benefit obligation		Fair value of plan assets		Net defined benefit obligation	
	2023	2022	2023	2022	2023	2022
	€m	€m	€m	€m	€m	€m
Balance at January 1	**239.7**	**352.6**	**(107.6)**	**(108.4)**	**132.1**	**244.2**
Included in the Consolidated Statement of Profit or Loss						
Current service cost	3.4	6.2	—	—	3.4	6.2
Interest cost/(income)	8.1	3.8	(3.5)	(1.0)	4.6	2.8
	11.5	**10.0**	**(3.5)**	**(1.0)**	**8.0**	**9.0**
Included in the Consolidated Statement of Comprehensive Income						
Actuarial loss/(gain) arising from:						
– demographic assumptions	0.5	(1.8)	—	—	0.5	(1.8)
– financial assumptions	15.8	(118.4)	—	—	15.8	(118.4)
– experience adjustment	9.8	7.7	—	—	9.8	7.7
Loss on plan assets, excluding interest income	—	—	0.6	4.4	0.6	4.4
Exchange adjustments	1.8	(3.5)	(1.1)	(0.7)	0.7	(4.2)
	27.9	**(116.0)**	**(0.5)**	**3.7**	**27.4**	**(112.3)**
Other						
Contributions by employer	—	—	(1.9)	(1.4)	(1.9)	(1.4)
Contributions by members	1.0	3.2	(1.0)	(3.2)	—	—
Benefits paid	(10.4)	(10.1)	4.5	2.7	(5.9)	(7.4)
Other movements	(1.4)	—	—	—	(1.4)	—
	(10.8)	**(6.9)**	**1.6**	**(1.9)**	**(9.2)**	**(8.8)**
Balance at December 31	**268.3**	**239.7**	**(110.0)**	**(107.6)**	**158.3**	**132.1**

Current service cost is allocated between cost of sales and other operating expenses. Interest on net employee benefit obligation is disclosed in net financing costs.

The cumulative amount of actuarial gains recognized is as follows:

	Year ended December 31, 2023	Year ended December 31, 2022
	€m	€m
Cumulative amount of actuarial gains recognized in Consolidated Statement of Comprehensive Income	**45.1**	**71.8**

The fair value of plan assets, all at quoted prices are as follows:

	December 31, 2023	December 31, 2022
	€m	€m
Equities	36.7	37.6
Debt instruments	35.1	34.8
Property	23.0	23.1
Other	15.2	12.1
Total	**110.0**	**107.6**

The following are the principal actuarial assumptions at the reporting date for the defined benefit retirement plans in Germany, Sweden, Austria, Switzerland and Italy. The remaining employee benefit plans are not considered to be material, individually and in aggregate, and therefore we do not provide disclosure of the individual actuarial assumptions for those plans:

	Defined benefit retirement plans				
December 31, 2023	**Germany**	**Sweden**	**Austria**	**Switzerland**	**Italy**
Discount rate	3.35 %	3.20 %	3.90 %	1.75 %	3.04 %
Inflation rate	2.20 %	1.60 %	5.00 %	1.25 %	2.30 %
Rate of increase in salaries	3.00 %	2.60 %	5.00 %	1.75 %	3.23 %
Rate of increase for pensions in payment	1.00%-2.20%	2.00 %	—	—	—

	Defined benefit retirement plans				
December 31, 2022	**Germany**	**Sweden**	**Austria**	**Switzerland**	**Italy**
Discount rate	3.80 %	4.00 %	3.20 %	1.95 %	3.50 %
Inflation rate	2.20 %	2.00 %	5.00 %	1.25 %	2.50 %
Rate of increase in salaries	2.80 %	3.00 %	5.00 %	1.75 %	3.38 %
Rate of increase for pensions in payment	1.00%-2.20%	2.00 %	—	—	—

In valuing the liabilities of the pension fund at December 31, 2023 and December 31, 2022, mortality assumptions have been made as indicated below. The assumptions relating to longevity underlying the pension liabilities at the financial year end date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The assumptions are based on the following mortality tables:

- Germany: Richttafeln 2018 G
- Sweden: DUS 23
- Austria: AVÖ 2018 - P
- Switzerland: BVG 2020 GT
- Italy: RG48

These references are to the specific standard rates of mortality that are published and widely used in each country for the use of actuarial assessment of pension liabilities and take account of local current and future average life expectancy. The average life expectancy of an individual retiring at the end of the year is not a relevant assumption for Italy as all defined benefit liabilities are settled at, or before, the time of retirement.

December 31, 2023 (years)	**Germany**	**Sweden**	**Austria**	**Switzerland**	**Italy**
Retiring at the end of the year:					
Male	21	22	24	22	N/A
Female	25	24	26	24	N/A

December 31, 2022 (years)	**Germany**	**Sweden**	**Austria**	**Switzerland**	**Italy**
Retiring at the end of the year:					
Male	21	22	23	22	N/A
Female	25	24	26	24	N/A

The history of experience adjustments from inception of the Company for the employee benefit plans is as follows:

	December 31, 2023	December 31, 2022	December 31, 2021
	€m	€m	€m
Present value of defined benefit obligations	261.9	233.3	341.5
Fair value of plan assets	(110.0)	(107.6)	(108.4)
Recognized liability in the scheme	**151.9**	**125.7**	**233.1**
Experience losses on plan liabilities	9.8	7.7	1.8
Experience losses/(gains) on plan assets	0.6	4.4	(9.6)

Net defined benefit obligation - sensitivity analysis

The effect of a 1 percentage point movement in the most significant assumptions for the year ended December 31, 2023 is as follows:

	Increase	Decrease
	€m	€m
Discount rate	(32.7)	41.3
Inflation rate	27.5	(21.8)
Rate of increase in salaries	6.5	(5.5)
Rate of increase for pensions in payment	27.8	(20.4)

There are no deficit elimination plans for any of the defined benefit plans. Expected contributions and payments to post-employment benefit plans for the period ending December 31, 2024 are €7.5 million. The weighted average duration of the defined benefit obligations is 15.2 years.

23) Provisions

	Restructuring	Provisions related to other taxes	Other	Total
	€m	€m	€m	€m
Balance at December 31, 2021	**5.6**	**7.9**	**28.7**	**42.2**
Additional provision in the period	2.6	0.9	2.4	5.9
Release of provision	(0.6)	—	(3.4)	(4.0)
Utilization of provision	(2.5)	(0.1)	(3.4)	(6.0)
Foreign exchange	(0.3)	—	(0.4)	(0.7)
Balance at December 31, 2022	**4.8**	**8.7**	**23.9**	**37.4**
Additional provision in the period	21.9	—	4.6	26.5
Release of provision	(6.3)	(1.0)	(3.0)	(10.3)
Utilization of provision	(7.7)	(0.1)	(9.3)	(17.1)
Balance at December 31, 2023	**12.7**	**7.6**	**16.2**	**36.5**

Analysis of total provisions:	December 31, 2023	December 31, 2022
	€m	€m
Current	35.1	36.1
Non-current	1.4	1.3
Total	**36.5**	**37.4**

Restructuring

The €12.7 million (2022: €4.8 million) provision relates to committed plans for certain restructuring activities of exceptional nature which are due to be completed within the next 12 months.

The amounts have been provided based on the latest information available on the likely remaining expenditure required to complete the committed plans.

Provisions relating to other taxes

The €7.6 million (2022: €8.7 million) provision relates to other, non-income taxes due to tax authorities after tax investigations within certain operating subsidiaries within the Nomad Group.

Other

Other provisions include €1.1 million (December 31, 2022: €2.8 million) of contingent liabilities acquired as part of the Goodfella's Pizza acquisition, €2.8 million (December 31, 2022: €2.8 million) of obligations in Italy, €6.1 million (December 31, 2022: €4.3 million) for asset retirement obligations, €0.6 million (December 31, 2022: €0.9 million) of pre-acquisition related liabilities related to the acquisition date liabilities of Aunt Bessie's Limited, €2.8 million (December 31, 2022: €2.2 million) of provisions in the period relate to employer taxes on the Long-term Incentive Plan (see Note 8) which would become payable on the issuance of shares, and other obligations from previous accounting periods.

24) Share capital and capital reserve, Founder Preferred Shares Dividend amount and Dividends

Share capital and capital reserve

Comprised of share capital and share premium.

	As at December 31, 2023 €m	As at December 31, 2022 €m
Authorized:		
Unlimited number of Ordinary Shares with nil nominal value issued at $10.00 per share	n/a	n/a
Unlimited number of Founder Preferred Shares with nil nominal value issued at $10.00 per share	n/a	n/a
Issued and fully paid:		
163,167,134 (December 31, 2022: 172,550,253) Ordinary Shares with nil nominal value	1,453.4	1,613.2
Nil (December 31, 2022: 1,500,000) Founder Preferred Shares with nil nominal value	—	10.6
Total share capital and capital reserve	**1,453.4**	**1,623.8**
Listing and share transaction costs	(27.3)	(27.1)
Total net share capital and capital reserve	**1,426.1**	**1,596.7**

Ordinary Shares

	Issued and Repurchased Ordinary shares (number in millions)
Balance at December 31, 2021	**173.6**
Shares issued in the year	0.2
Shares repurchased in the year	(1.2)
Balance at December 31, 2022	**172.6**
Shares converted from Founder Preferred Shares	1.5
Shares issued in the year	0.4
Shares repurchased in the year	(11.3)
Balance at December 31, 2023	**163.2**

Note 8(b) sets out the Non-Executive Directors' and Directors' and Senior Management Restricted share awards.

Note 26 sets out the Founder Preferred Share Dividends issued as ordinary shares in all years presented.

On March 13, 2020, the Company announced a share repurchase program to purchase up to an aggregate of $300.0 million of the Company's ordinary shares. During 2021, 507,396 ordinary shares were repurchased and cancelled at an average price of $25.29 for aggregate gross costs of $12.8 million (€10.5 million) under this authorization.

On August 5, 2021, the Company announced a new share repurchase program to purchase up to an aggregate of $500.0 million of the Company's ordinary shares, to be executed in the period to August 2024. Acquisitions pursuant to the stock repurchase program may be made from time to time through a combination of open market repurchases, privately negotiated transactions, accelerated share repurchase transactions, and/or other derivative transactions, at the Company's discretion, as permitted by securities laws and other legal requirements. Pursuant to the program, as at December 31, 2021, 3,090,082 ordinary shares had been repurchased and canceled at an average price of $24.50, for aggregate gross costs of $75.8 million (€67.1 million). Directly attributable transaction costs of €0.1 million were incurred. During 2022, a further 1,160,547 ordinary shares were repurchased and canceled in open market transactions at an average price of $26.23 for aggregate gross costs of $30.5 million (€26.8 million) under this authorization. Directly attributable transaction costs were immaterial. During 2023, a further 11,314,705 ordinary shares were repurchased and canceled in open market transactions at an average price of $16.33 for aggregate gross costs of $185.0 million (€170.9 million) under this authorization. Directly attributable costs of €0.2 million were incurred.

On November 6, 2023, the Company's Board of Directors authorized a new share repurchase program to purchase up to an aggregate of $500.0 million of the Company's ordinary shares. Acquisitions pursuant to the share repurchase program may be made from time to time through a combination of open market repurchases, privately negotiated transactions, accelerated share repurchase transactions, and/or other derivative transactions, at the Company's discretion, as permitted by securities laws and other legal requirements. This new program replaces the previous authorization which was established in August 2021 and finished at the end of 2023. The new program will expire at the end of 2026.

From January 1, 2024 to February 27, 2024, the Company has repurchased an additional 447,962 ordinary shares in open market transactions for $7.8 million (€7.1 million) under its previously announced share repurchase program authorized by Nomad's Board of Directors in November 2023.

Listing and share transaction costs

As at December 31, 2023, cumulative listing and share transaction costs, which includes the total cost of admission and share issuance expenses, as well as costs associated with share repurchases were €27.3 million and are disclosed as a deduction directly against the capital reserve.

	€m
At December 31, 2021	**27.1**
Share transaction costs	—
At December 31, 2022	**27.1**
Share transaction costs	0.2
At December 31, 2023	**27.3**

Founder Preferred Shares Annual Dividend Amount

As of December 31, 2022, each of the Founder Entities held 750,000 shares for a total of 1,500,000 Founder Preferred Shares which were issued at $10.00 per share. The Founder Preferred Shares were intended to incentivize the Founders to achieve Nomad's objectives. In addition to providing long term capital, the Founder Preferred Shares were structured to provide a dividend based on the future appreciation of the market value of the ordinary shares thus aligning the interests of the Founders with those of the holders of ordinary shares on a long term basis. The Founder Preferred Shares were also intended to encourage the Founders to grow Nomad to maximize value for holders of ordinary shares. There are no Founder Preferred Shares held in Treasury. Founder Preferred Shares conferred upon the holder the following:

1. the right to one vote per Founder Preferred Share on all matters to be voted on by shareholders generally and to vote together with the holders of ordinary shares;

2. commencing on January 1, 2015 and for each financial year thereafter:

    a. once the average price per ordinary share for the Dividend Determination Period, i.e. the last ten consecutive trading days of a year is at least $11.50 (which condition has been satisfied for the year ended December 31, 2015), the right to receive a Founder Preferred Shares Annual Dividend Amount (as more fully described below), payable in Ordinary Shares or cash, at the Company's sole option; and

b. the right to receive dividends and other distributions as may be declared from time to time by the Company's board of directors with respect to the Ordinary Shares (such dividends to be distributed among the holders of Founder Preferred Shares, as if for such purpose the Founder Preferred Shares had been converted into Ordinary Shares immediately prior to such distribution) plus an amount equal to 20% of the dividend which would be distributable on such number of Ordinary Shares equal to the Preferred Share Dividend Equivalent (as defined below); and

3. in addition to amounts payable pursuant to clause 2 above, the right, together with the holders of Ordinary Shares, to receive such portion of all amounts available for distribution and from time to time distributed by way of dividend or otherwise at such time as determined by the Directors; and

4. the right to an equal share (with the holders of Ordinary Shares on a share for share basis) in the distribution of the surplus assets of Nomad on its liquidation as are attributable to the Founder Preferred Shares; and

5. the ability to convert into Ordinary Shares on a 1-for-1 basis (mandatorily upon a Change of Control or the seventh full financial year after an acquisition)

See Note 26 for further information on the Founder Preferred Shares Dividends issued.

The Founder Preferred Shares converted into Ordinary Shares on a 1-for-1 basis on January 3, 2023.

Dividends

A dividend of $0.15 per share for the quarter ended December 31, 2023 was approved by the Board of Directors on January 29, 2024 and paid February 26, 2024. As this was approved after the date of the Consolidated Statement of Financial Position, the dividend of $24.4 million (€22.4 million) has not been recorded as a liability in these consolidated financial statements.

25) Share-based compensation reserve

The Company's discretionary share award scheme, the LTIP, enables the Company's Compensation Committee to make grants in the form of rights over ordinary shares ("Awards"), to any Director or employee of the Company. However, it is the Committee's current intention that Awards be granted only to senior management, including senior management also serving as a director, whilst recognizing a separate annual Restricted Stock Award for Non-Executive Directors.

All Awards are to be settled by physical delivery of shares. Note 8(b) sets out the Non-Executive Directors' and Directors' and Senior Management Restricted share awards.

	2023 €m	2022 €m	2021 €m
Balance as of January 1	**13.8**	**6.9**	**8.3**
Non-Executive Directors' restricted share awards charge	0.6	0.6	0.8
Directors' and Senior Management share awards charge	23.5	7.5	4.3
Shares issued upon vesting of awards	(0.3)	(0.4)	(0.7)
Reclassification of awards for settlement of tax liabilities	(6.2)	(0.8)	(5.8)
Balance as of December 31	**31.4**	**13.8**	**6.9**

26) Founder Preferred Shares Dividend Reserve

The Founder Preferred Shares converted on a 1-for-1 basis into Ordinary Shares on January 3, 2023. A summary of the key terms of the Founder Preferred Shares is set out in Note 24.

The Founder Preferred Shares Annual Dividend Amount was structured to provide a dividend based on the future appreciation of the market value of the ordinary shares, thus aligning the interests of the Founders with those of the investors on a long term basis.

The Preferred Shares Annual Dividend amount was determined with reference to the Dividend Determination Period of a financial year, i.e. the last ten consecutive trading days and calculated as 20% of the increase in the volume weighted average share price of our ordinary shares across the determination period compared to the highest price previously used in calculating the Founder Preferred Share Annual Dividend Amounts multiplied by 140,220,619 Preferred Share Dividend Equivalent (the "Preferred Share Dividend Equivalent"). The Preferred Share Dividend Equivalent was equal to the number of ordinary shares outstanding immediately following the Iglo Acquisition, but excluding the 13.7 million ordinary shares issued to the seller of the Iglo Group.

Dividends on the Founder Preferred Shares were payable until the Founder Preferred Shares were converted into Ordinary Shares effective as of January 3, 2023.

On December 31, 2020, the Company's Board of Directors approved a share dividend of an aggregate of 3,875,036 ordinary shares calculated as 20% of the increase in the market price of our ordinary shares compared to 2019 dividend price of $21.7289 multiplied by the Preferred Share Dividend Equivalent. The Dividend Price used to calculate the Annual Dividend Amount was $25.2127 (calculated based upon the volume weighted average price for the last ten consecutive trading days of 2020) and the ordinary shares underlying the Founder Preferred Share Dividend were issued on January 4, 2021.

As of December 31, 2022, no Founder Preferred Shares Annual Dividend Amount was due, as the average price per ordinary share for the last ten consecutive trading days of the year did not reach the previously achieved 2020 Dividend Price of $25.2127. As no further dividends are payable, the remaining reserve as of December 31, 2022 was released directly to retained earnings.

27) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations, as well as from the translation of liabilities that hedge the Company's net investment in a foreign subsidiary.

	Year ended December 31,		
	2023	2022	2021
	€m	€m	€m
Balance as of January 1	**89.3**	**105.1**	**84.7**
Adjustment on adoption of hedge accounting under IFRS 9	—	—	1.6
Restated balance as of January 1	**89.3**	**105.1**	**86.3**
Foreign currency translation adjustments	11.7	(15.8)	31.7
Net deferred losses on net investment hedges (1)	—	—	(12.9)
Total presented in Other Comprehensive Income	11.7	(15.8)	18.8
Balance as of December 31	**101.0**	**89.3**	**105.1**

(1) Losses on net investment hedges are offset by nil gains on GBP net investments included within the foreign currency translation adjustments (2022: nil , 2021: gains of €24.6 million).

The translation reserve as at December 31, 2023 and as at December 31, 2022 did not include any balances relating to continuing hedging relationships. The translation reserve as at December 31, 2023 included €50.8 million (December 31, 2022: €50.8 million) relating to a discontinued hedging relationship in respect of GBP net investments.

28) Other reserves

Under IFRS, cost of hedging allows firms to separately account for the fair value movement attributable to foreign currency basis under other comprehensive income (OCI) thereby excluding its impact from the hedge designation itself. Details of the Company's cash flow hedge accounting is detailed in Note 32.

The table below shows the movement in the cash flow hedging reserve and cost of hedging reserve during the year, including the gains or losses arising on the revaluation of hedging instruments during the year and the amount reclassified from Other Comprehensive Income ("OCI") to the Consolidated Statement of Profit or Loss in the year.

	Cross currency interest rate swaps	Forward currency contracts	Total Cash flow hedge reserve	Cost of Hedging reserve	Total Other reserves
	€m	€m	€m	€m	€m
Balance as of December 31, 2020	**(4.5)**	**(20.0)**	**(24.5)**	**—**	**(24.5)**
Reallocation for IFRS 9 changes to policy	2.8	—	2.8	(4.4)	(1.6)
Balance as of January 1, 2021 (restated)	**(1.7)**	**(20.0)**	**(21.7)**	**(4.4)**	**(26.1)**
Change in fair value of hedging instrument recognized in OCI for the year	73.3	9.3	82.6	2.4	85.0
Transferred to the carrying value of inventory	—	27.6	27.6	—	27.6
Reclassified from OCI to net finance costs	(64.1)	—	(64.1)	1.7	(62.4)
Deferred tax	(2.4)	(11.1)	(13.5)	(0.1)	(13.6)
Balance as of December 31, 2021	**5.1**	**5.8**	**10.9**	**(0.4)**	**10.5**
Change in fair value of hedging instrument recognized in OCI for the year	101.3	57.3	158.6	0.1	158.7
Transferred to the carrying value of inventory	—	(55.2)	(55.2)	—	(55.2)
Reclassified from OCI to net finance costs	(92.2)	—	(92.2)	1.3	(90.9)
Deferred tax	(2.1)	(1.0)	(3.1)	(0.2)	(3.3)
Balance as of December 31, 2022	**12.1**	**6.9**	**19.0**	**0.8**	**19.8**
Change in fair value of hedging instrument recognized in OCI for the year	(30.3)	(22.5)	(52.8)	1.9	(50.9)
Transferred to the carrying value of inventory	—	(4.2)	(4.2)	—	(4.2)
Reclassified from OCI to net finance costs	(8.7)	—	(8.7)	0.9	(7.8)
Deferred tax	10.3	8.9	19.2	(0.7)	18.5
Balance as of December 31, 2023	**(16.6)**	**(10.9)**	**(27.5)**	**2.9**	**(24.6)**

29) Earnings per share

Basic earnings per share

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
Profit for the year attributable to equity owners of the parent (€m)	192.7	249.8	181.0
Weighted average Ordinary Shares, Founder Preferred Shares and shares issuable solely after the passage of time (number)	170,573,002	174,279,621	178,070,770
Basic earnings per share (€'s)	1.13	1.43	1.02

For the year ended December 31, 2023, basic earnings per share is calculated by dividing the profit attributable to the shareholders of the Company of €192.7 million (year ended December 31, 2022: €249.8 million, year ended December 31, 2021: €181.0 million) by the weighted average number of Ordinary Shares of 170,537,002 (December 31, 2022: 172,779,621, year ended December 31, 2021: 176,570,770), Founder Preferred Shares of nil (December 31, 2022: 1,500,000, year ended December 31, 2021: 1,500,000) and shares to be issued in future years as performance conditions have been met of 36,000 (December 31, 2022: nil, year ended December 31, 2021: nil).

Diluted earnings per share

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
Profit for the year attributable to equity owners of the parent (€m)	192.7	249.8	181.0
Weighted average Ordinary Shares, Founder Preferred Shares, shares issuable solely after the passage of time, potential ordinary shares and contingently issuable shares (number)	171,203,914	174,279,621	178,070,770
Diluted earnings per share (€'s)	1.13	1.43	1.02

The number of shares in the diluted earnings per share calculation includes an estimate of 87,656 potential ordinary shares, calculated using the treasury method, on long term incentive plans contingent on service only (December 31, 2022: nil, year ended December 31, 2021: nil) and contingently issuable shares of 543,256 (December 31, 2022: nil, year ended December 31, 2021: nil). There are no adjustments to the profit for the year attributable to equity owners of the parent for any year presented.

30) Reconciliation of liabilities arising from financing activities

The table below details changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Company's consolidated statements of cash flows from financing activities.

	Cash / non-cash	Total loans and borrowings (Note 20)	Financial payables (Note 21)	Derivatives: (Net) Fair value of forward foreign exchange and currency swap contracts FVTPL	Derivatives: (Net) Fair value of cross currency interest rate swaps
		€m	€m	€m	€m
Opening balance January 1, 2023		**2,164.9**	**26.1**	**—**	**56.4**
Cash inflow (1)	Cash	6.0	—	—	7.6
Cash outflow (1)	Cash	(46.0)	(101.2)	—	(0.8)
Interest accretion (2)	Cash	3.4	120.4	—	—
Exchange movement	Non-cash	(22.8)	(0.4)	—	—
Fair value changes	Non-cash	—	—	—	28.6
Other non-cash adjustments	Non-cash	29.6	(1.3)	—	—
Closing balance December 31, 2023		**2,135.1**	**43.6**	**—**	**91.8**

	Cash / non-cash	Total loans and borrowings (Note 20)	Financial payables (Note 21)	Derivatives: (Net) Fair value of forward foreign exchange and currency swap contracts FVTPL	Derivatives: (Net) Fair value of cross currency interest rate swaps
		€m	€m	€m	€m
Opening balance January 1, 2022		**2,227.4**	**19.7**	**0.4**	**20.6**
Cash inflow (1)	Cash	799.3	—	0.3	139.1
Cash outflow	Cash	(947.9)	(68.5)	—	—
Interest accretion (2)	Cash	2.3	77.5	—	—
Exchange movement	Non-cash	60.9	(0.3)	—	—
Fair value changes	Non-cash	—	—	(0.7)	(103.3)
Other non-cash adjustments	Non-cash	22.9	(2.3)	—	—
Closing balance December 31, 2022		**2,164.9**	**26.1**	**—**	**56.4**

(1) Cash flows from cross currency and interest rate swaps are part of effective cash flow hedging relationships. The part of cash flows from cross currency and interest rate swaps related to payment of interest is presented within interest paid in the Consolidated Statement of Cash Flows. The part of cash flows from cross currency and interest rate swaps related to repayment of loan principal is presented within (payment)/proceeds on settlement of derivatives in the Consolidated Statement of Cash Flows.

(2) Interest accretion includes interest on lease liabilities.

31) Cash flows from operating activities

	Note	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
		€m	€m	€m
Cash flows from operating activities				
Profit for the year		**192.7**	**249.8**	**181.0**
Adjustments for:				
Exceptional items	7	72.5	48.7	45.3
Non-cash fair value purchase price adjustment of inventory	5	—	—	8.4
Share based payments expense		24.1	8.1	5.1
Depreciation and amortization	6	95.0	88.6	71.6
Loss on disposal and impairment of property, plant and equipment		1.2	0.8	0.7
Net finance costs	10	86.8	54.4	106.0
Taxation	11	60.9	71.2	55.7
Operating cash flow before changes in working capital, provisions and exceptional items		**533.2**	**521.6**	**473.8**
Decrease/(increase) in inventories		18.8	(61.7)	(23.8)
Decrease/(increase) in trade and other receivables		0.3	(38.3)	24.1
Increase/(decrease) in trade and other payables		42.1	5.6	(25.0)
(Decrease)/increase in employee benefit and other provisions		(3.2)	(2.4)	1.2
Cash generated from operations before tax and exceptional items		**591.2**	**424.8**	**450.3**

32) Financial risk management

Overall risk management policy

The Company's activities expose it to a variety of financial risks, including currency risk, interest rate risk, credit risk and liquidity risk.

The Company's overall risk management program focuses on minimizing potential adverse effects on the Company's financial performance. Where appropriate, the Company uses derivative financial instruments to hedge certain risk exposures.The Company has an exposure to interest rate risk arising principally on changes in US dollar and euro interest rates on its borrowings. To manage the risk, the Group currently fixes 75% of its borrowings through fixed-interest-rate loans and interest rate derivatives.

The Company's transactional foreign currency risk is primarily driven by its US dollar denominated purchases. The Company has a policy approved by the Board for hedging its non-functional currency forecast transactions for up to 24 months. The hedging policy target is to achieve 90% of forecast transactional foreign currency exposure for the current financial year.

Risk management is led by senior management and executed according to Company policy. All hedging activity is carried out by a central treasury department that evaluates and hedges financial risks according to forecasts provided by the Company's operating units.

Derivatives and hedging

Derivatives are used for economic hedging purposes and not as speculative investments. Where derivatives do not meet hedge accounting criteria, they are classified as 'fair value through profit or loss' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period. The Company's derivative financial instruments are disclosed within Note 33.

Hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. The effective portion of the change in the fair value of the hedging instrument is accounted for in the translation reserve or cash flow hedge reserve through Other Comprehensive Income and will be recognized in profit or loss in the same period as the hedged item. Movements in the Company's translation reserve and cash flow hedging reserve are presented in Notes 27 and 28 respectively. The Company's accounting policy for hedge accounting is disclosed within Note 3.

In creating cash flow hedges over U.S. Dollar debt, the Company enters into cross currency hedging arrangements with matching critical terms as the hedged item, such as reference rate, reset dates, payment dates, and notional amount.

On July 29, 2021 the Company extended its CCIRS used to hedge the foreign currency and interest rate risk on its previous Senior USD Loan from May 2022 to May 2024 to align with the maturity date of the USD Term Loan. As part of the transaction, the EUR fixed rate paid by the Company was amended and reflected in the underlying interest cost. The transaction was considered to be a substantial modification of the hedging instruments, so is considered to be a new hedging relationship which will give rise to some ineffectiveness in future periods. CCIRS contracts that were previously used as a net investment hedge of the Company's investments in Pound Sterling were also extinguished. A change in fair value of the CCIRS arose as a consequence of the transaction, which the Company wrote-off immediately as a cost of extinguishment. This non-cash loss of €6.8 million, as well as the write-off of the cost of hedging reserves associated with the discontinued net investment hedge, were presented as a one-off charge for the transaction as disclosed in Note 10. The cash flow hedge reserve related to the previous hedge relationship was then released on a straight line basis until May 2022.

As part of the extension of the cross currency interest rate swaps on July 29, 2021 the Company entered into off market derivatives with an embedded financing component. Amortization of the embedded financing component led to some ineffectiveness in the hedging relationship until they were closed out on November 8, 2022.

On November 10, 2022, to align with the Company's refinancing of its U.S. Dollar denominated Term Loans as detailed in Note 20, the Company closed out its existing cross currency interest rate swaps and entered into a number of new 5-year cross-currency and interest rate swaps for the new Term Loans. The cash flow hedge reserve associated with this hedging relationship on November 8, 2022 included unrealized gains of €45.6 million. As a significant portion of the U.S. Dollar interest rate cash-flows will continue to occur, the gains relating to this portion of €35.2 million was kept in the reserve and is being reclassified to the Statement of Profit or Loss in alignment to the original hedged cash flows, which end in May 2024. The remaining cash flow hedge reserve along with a portion of the cost of hedging reserve have been released to the Statement of Profit or Loss as presented in Note 10 as the hedged cash flows will no longer occur.

In October 2023, our CCIRS were amended, effective October 10, 2023 to align more closely with the amended cash flows of our USD term loan following the repricing in September 2023, as detailed in Note 20. The amendment is considered to represent a modification of the existing swaps. In accordance with the risk management strategy and hedging documentation, the cash flow hedging relationship will continue. A change in fair value of the CCIRS of €0.2 million arose as a consequence of the transaction, which the Company wrote-off immediately.

As at December 31, 2023, the Company has $693.0 million (December 31, 2022: $700.0 million) of U.S. Dollar SOFR floating rate debt. The Company uses cross currency interest rate swaps to convert this into €693.6 million (December 31, 2022: €700.6 million) of debt with a fixed rate of interest and designated as a cash flow hedge.

In addition, the Company has interest rate swaps, where in exchange for receiving cash flows matching the payments of principal and interest due under the €130.0 million (December 31, 2022: €130.0 million) Senior EUR debt, the Company pays fixed amounts of interest and principal. These swaps have been designated as a cash flow hedge.

There was no material ineffectiveness during 2023 (2022:no material ineffectiveness) in relation to the cash flow hedges using cross currency interest rate swaps and interest rate swaps.

The effects of the cash flow hedging instruments on the Company's financial position and performance are as follows:

All amounts stated in €m, unless otherwise stated	**December 31, 2023**	**December 31, 2022**
USD - cross currency interest rate swaps		
Carrying amount of liability	(89.0)	(56.6)
Notional amount (USD million)	$693.0	$700.0
Maturity date	9/22/2027	10/10/2027
Change in fair value of outstanding hedging instruments since January 1	(24.8)	(36.0)
Change in value of hedged item used to assess effectiveness	24.8	36.0
Weighted average hedged rate of outstanding hedging instruments - currency	1.00	1.00
Weighted average hedged rate of outstanding hedging instruments - interest	6.0 %	6.7 %

All amounts stated in €m, unless otherwise stated	**December 31, 2023**	**December 31, 2022**
EUR - interest rate swaps		
Carrying amount of (liability)/asset	(2.8)	0.2
Notional amount (EUR)	€130.0	€130.0
Maturity date	10/10/2027	10/10/2027
Change in fair value of outstanding hedging instruments since January 1	(3.3)	0.2
Change in value of hedged item used to assess effectiveness	3.3	(0.2)
Weighted average hedged rate for the year (or since inception)	6.7 %	6.7 %

In order to qualify as a cash flow hedge, the hedging instrument must meet the requirements of IFRS 9, including alignment of the critical terms between the hedging instrument and hedged item. The group designates the forward component of forward contracts as the hedging instrument.

Hedge ineffectiveness may arise if the timing or amount of the forecast transaction changes from what was originally estimated. There was no material ineffectiveness during 2023 (2022: no material ineffectiveness) in relation to the forward foreign exchange contracts.

The effects of the foreign currency hedging instruments on the Company's financial position and performance are as follows:

As at December 31, 2023	EUR/USD	GBP/USD	GBP/EUR	SEK/EUR	SEK/USD	Other Currencies
	€m	€m	€m	€m	€m	€m
Derivative financial instruments - forward currency contracts						
Carrying amount of assets	0.6	0.1	0.9	—	—	0.3
Carrying amount of liabilities	(5.0)	(1.7)	(3.8)	(4.6)	(0.2)	(2.9)
Notional amount	348.0	62.5	372.6	122.7	5.6	101.5
Fair value losses/(gains) of outstanding hedging instruments since January 1	5.0	2.8	7.7	3.1	(0.1)	0.2
Weighted average hedge rate for the year	1.10	1.24	1.13	0.09	0.10	N/A

As at December 31, 2022	EUR/USD	GBP/USD	GBP/EUR	SEK/EUR	SEK/USD	Other Currencies
	€m	€m	€m	€m	€m	€m
Derivative financial instruments - forward currency contracts						
Carrying amount of assets	7.4	2.1	6.4	2.4	0.5	1.1
Carrying amount of liabilities	(3.0)	(0.1)	—	—	—	(0.6)
Notional amount	288.6	44.3	194.9	58.2	9.8	45.9
Fair value losses/(gains) of outstanding hedging instruments since January 1	6.2	(6.7)	(9.0)	(4.4)	(0.6)	(0.6)
Weighted average hedge rate for the year	1.09	1.30	1.16	0.09	0.10	N/A

The fair value gains or losses on the hedge item is the same and opposite direction as on the hedging instrument for all years presented.

Gains in the year from foreign exchange swap contracts used for liquidity purposes designated as fair value through the Consolidated Statements of Profit or Loss amounted to nil (2022: €0.2 million, 2021: €0.6 million).

Losses in the year from cross currency interest rate swap contracts designated as fair value through the Consolidated Statement of Profit or Loss amounted to nil (2022: €0.1 million, 2021: €14.3 million).

Market risk (including foreign exchange and interest rate risk)

In managing market risks, the Company aims to minimize the impact of short term fluctuations on the Company's earnings. Over the longer term, permanent changes in both foreign exchange rates and interest rates will have an impact on consolidated earnings.

Currency risk	Foreign currency risk on assets and liabilities in currencies other than functional currency
Foreign Exchange translation risk	The Company is exposed to foreign exchange translation risk arising from the translation of assets and liabilities denominated in currencies other than the Euro. Key areas of foreign currency exposure include non-Euro debt and investments in subsidiaries not held in Euro. Company policy is to mitigate the potential foreign exchange translation risk by converting where appropriate, borrowings into Euro. This has been achieved on the Senior USD Loan through the use of cross currency interest rate swaps designated as a cash flow hedge.
Mitigation & Impact on Statement of Financial Position	Foreign exchange translation risk resulting from the translation of non-Euro Denominated borrowings into Euros, to the extent that they are hedged will be mitigated by the translation of the underlying cross currency interest rate hedging arrangements.

Currency risk	Foreign currency risk on purchases
	The Company is exposed to foreign exchange risk where a business unit has material operating cash flows in a currency other than the functional currency of that entity. The most significant exposures for the Company are the purchase of raw materials, stock and services purchased in U.S. Dollars and Euros.
Mitigation & Impact on Statement of Financial Position / Equity	The Company's policy is to reduce this risk by using foreign exchange forward contracts that are designated as cash flow hedges. As at December 31, 2023, the fair value of USD forward contracts entered into to hedge the future purchase of U.S. Dollars in EUR, GBP and SEK functional currency entities is a liability of €6.2 million (2022: €6.9 million asset). All forecast transactions are still expected to occur. As at December 31, 2023, 87.5% (2022: 99.0%) of forecast future U.S. Dollar payments to the end of 2024 were hedged through the use of forward contracts and existing cash. As at December 31, 2023, 35.7% of forecast future U.S. Dollar payments to the end of 2025 were hedged. All forward contracts have been designated as cash flow hedges and have a maturity within the next 24 months. The fair value of the Euro forward contracts with reference to non-Euro functional currencies as at December 31, 2023, is a liability of €9.6 million (2022: €9.7 million). As at December 31, 2023, 73.1% (2022: 62.1%) of forecast future net Euro payments to the end of 2024 were hedged through the use of forward contracts and existing cash. As at December 31, 2023, 31.0% of forecast future Euro payments to the end of 2025 were hedged. All forward contracts have been designated as cash flow hedges and have a maturity within the next 24 months.
Sensitivity analysis	The Company is sensitive to changes in primarily the following currency pairs: 1) EUR/USD 2) GBP/EUR 3) SEK/EUR These impact the valuation of our financial instruments. The table below illustrates the hypothetical sensitivity of the Company's reported profit and closing equity to a 5% movement in the EUR/GBP, EUR/USD and EUR/SEK exchange rates at the reporting date, assuming all other variables remain unchanged. This analysis is for illustrative purposes only, as in practice the foreign exchange rates rarely change in isolation. Figures are presented post-tax. The analysis assumes that exchange rate fluctuations on foreign exchange derivatives that form part of an effective cash flow hedge relationship affect the cash flow hedge reserve in equity. For foreign exchange derivatives which are not designated hedges, movements in exchange rates impact the Income Statement. Positive figures represent an increase in profit or equity.

	Profit or loss		Equity	
	2023 €m	2022 €m	2023 €m	2022 €m
5% increase in the value of the Euro against Pound Sterling (2022: 5%)	(2.1)	(1.9)	(13.7)	(6.8)
5% increase in the value of the Euro against U.S. Dollar (2022: 5%)	0.9	(2.0)	(12.9)	(10.8)
5% increase in the value of the Euro against Swedish Krona (2022: 5%)	0.4	(2.5)	4.8	2.1

A 5% decrease in the value of the Euro against the currencies identified in the table above would result in an equal and opposite movement to the values disclosed in the table above. This analysis is for illustrative purposes.

Interest rate risk

Description	The Company is exposed to changes in interest rates to the extent that it enters into floating rate borrowings, including the senior loans.
Mitigation & Impact on Equity / Income Statement	The Company's policy on interest rate risk is to mitigate the Company's exposure to fluctuations in interest rates. As a result of decisions taken by national regulators, GBP LIBOR and certain USD LIBOR time periods were phased out in 2021 and replaced by alternative reference indexes (SONIA and SOFR). The new reference rate is reflected in the Company's latest issuance of U.S. Dollar term loan and related cross currency interest rate swaps, which use SOFR as the benchmark. There are no current plans to phase out EURIBOR. If EURIBOR ceases to exist, we will need to renegotiate the interest rate payable on Euro denominated portion of our Senior Facilities Agreement with our lenders.
Sensitivity analysis	During 2023, six month EURIBOR rates increased from 2.7% to 3.9% (2022: increased from 0% to 2.7%). Within the Euro denominated senior loans, there is a EURIBOR floor of 0%. If interest rates were to move by 1%, this would have a correspondingly decrease or increase in the Company's profit/(loss) before tax by approximately €5.6 million (2022: €5.1 million), subject to the EURIBOR floor of 0% and after taking into consideration the portion of the borrowings that are on fixed interest rate or are synthetically converted into fixed interest rate using interest rate derivatives.

Credit risk

Description	Credit risk arises on cash and cash equivalents, derivative financial instruments with banks and financial institutions, any short term investments, as well as on credit exposures to customers. See Note 18 for analysis of the trade receivables balance and Note 19 for analysis of the cash and cash equivalents balance. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets.
Mitigation	The Company limits counterparty exposures by monitoring each counterparty carefully and where possible, sets credit limits according to approved treasury policy. The Company limits its exposure to individual financial institutions by diversification of exposure across a range of financial institutions. The credit quality of customers is assessed taking into account their financial position, past experience and other factors. We manage our exposure to credit risk through credit analysis and monitoring procedures, and sometimes use letters of credit, prepayments and guarantees. Credit limits are set for customers and regularly monitored to mitigate ongoing payment risk.

Liquidity risk

Description	The Company is exposed to the risk that it is unable to meet its commitments as they fall due. The Company has financial conditions, including financial covenants as part of the Senior debt arrangements which it must comply with in order to maintain its current level of borrowings. There have been no breaches of the covenants throughout the year.
Mitigation	The Company ensures that it has sufficient cash and available funding through regular cash flow and covenant forecasting. The Company uses liquidity swaps to manage timing of cash flows in non-functional currencies. These swaps are accounted for as FVTPL. In addition, the Company has access to a Revolving Credit Facility of €175.0 million, expiring in June 2026. This is available for general corporate purposes. The Company also has an aggregate of €12.3 million available through other revolving credit facilities. Currently €2.7 million of the facilities are utilized for letters of credit, overdrafts, customs bonds and bank guarantees.

Capital risk management

The objective of the Company when considering total capital is to protect the value of capital investments and to generate returns on shareholder funds. Total capital is defined as including Loans and Borrowings and equity, including derivatives to the extent that they hedge currency exposure on Loans and Borrowings, but excluding the cash flow hedging reserve.

In support of its objectives, the Company may undertake actions to adjust its capital structure accordingly. Actions may include, but not limited to, raising or prepayment of Borrowings together with related derivative instruments, issuance of additional share capital, payment of dividends or share repurchase programs.

Maturity analysis

The USD senior loan includes the annual requirement to repay 1% of the original issued notional of $7.0 million (€6.3 million) which began in October 2023. In addition, the Senior Facilities Agreement also includes an excess cash flow calculation whereupon an amount of principal shall be repaid based upon terms including cash generated and leverage. Based upon the calculation as at December 31, 2023, no excess cash flow will be repayable in 2024 (2022: nil repayable in 2023).

The tables below show a maturity analysis of contractual undiscounted cash flows prepared using forward interest rates where applicable, showing items at the earliest date on which the Company could be required to pay the liability:

2023	**2024**	**2025**	**2026**	**2027**	**2028**	**Over 5 years**	**Total**
	€m	**€m**	**€m**	**€m**	**€m**	**€m**	**€m**
Borrowings-principal	6.3	6.3	6.3	6.3	1,359.5	725.4	2,110.1
Borrowings-interest	117.5	98.6	92.2	92.7	91.1	52.9	545.0
Forward contracts Sell	722.3	307.2	—	—	—	—	1,029.5
Forward contracts Buy	(711.3)	(301.6)	—	—	—	—	(1,012.9)
Cross Currency Interest Rate Swaps Pay	47.3	48.9	48.4	713.6	—	—	858.2
Cross Currency Interest Rate Swaps Receive	(55.4)	(47.9)	(45.0)	(646.7)	—	—	(795.0)
Interest Rate Swaps Pay	8.9	8.8	8.8	8.8	—	—	35.3
Interest Rate Swaps Receive	(9.7)	(7.9)	(7.5)	(7.6)	—	—	(32.7)
Lease Liabilities	15.3	12.4	8.8	7.2	5.0	26.1	74.8
Trade and other payables excluding non-financial liabilities	719.1	—	—	—	—	—	719.1
Total	**860.3**	**124.8**	**112.0**	**174.3**	**1,455.6**	**804.4**	**3,531.4**

2022	2023	2024	2025	2026	2027	Over 5 years	Total
	€m	€m	€m	€m	€m	€m	€m
Borrowings-principal	6.6	6.6	6.6	6.6	6.6	2,107.1	2,140.1
Borrowings-interest	103.0	117.3	107.5	105.2	104.8	160.5	698.3
Forward contracts Sell	623.6	—	—	—	—	—	623.6
Forward contracts Buy	(641.7)	—	—	—	—	—	(641.7)
Cross Currency Interest Rate Swaps Pay	50.5	54.2	53.6	53.1	718.2	—	929.6
Cross Currency Interest Rate Swaps Receive	(58.9)	(59.9)	(53.2)	(51.8)	(675.3)	—	(899.1)
Interest Rate Swaps Pay	8.1	8.9	8.8	8.8	8.8	—	43.4
Interest Rate Swaps Receive	(7.7)	(9.4)	(8.8)	(8.7)	(8.7)	—	(43.3)
Lease Liabilities	22.1	12.9	8.1	6.4	3.3	19.9	72.7
Trade and other payables excluding non-financial liabilities	652.2	—	—	—	—	—	652.2
Total	**757.8**	**130.6**	**122.6**	**119.6**	**157.7**	**2,287.5**	**3,575.8**

33) Financial instruments

Categories of financial instruments

The following table shows the carrying amount of each Statement of Financial Position class split into the relevant category of financial instrument as defined in IFRS 9 'Financial Instruments'.

2023	Financial assets at amortized cost	Financial Assets at Fair Value through profit or loss	Derivatives designated in hedge relationships	Financial liabilities at amortized cost	Total
	€m	€m	€m	€m	€m
Assets					
Trade and other receivables	226.9	—	—	—	226.9
Derivative financial instruments	—	—	1.9	—	1.9
Cash and cash equivalents	275.1	137.8	—	—	412.9
Liabilities					
Trade and other payables excluding non-financial liabilities	—	—	—	(719.1)	(719.1)
Derivative financial instruments	—	—	(110.0)	—	(110.0)
Loans and borrowings	—	—	—	(2,135.1)	(2,135.1)
Total	**502.0**	**137.8**	**(108.1)**	**(2,854.2)**	**(2,322.5)**

2022	Financial assets at amortized cost	Financial Assets at Fair Value through profit or loss	Derivatives designated in hedge relationships	Financial liabilities at amortized cost	Total
	€m	€m	€m	€m	€m
Assets					
Trade and other receivables	230.8	—	—	—	230.8
Derivative financial instruments	—	—	20.1	—	20.1
Cash and cash equivalents	330.0	39.7	—	—	369.7
Liabilities					
Trade and other payables excluding non-financial liabilities	—	—	—	(652.2)	(652.2)
Derivative financial instruments	—	—	(60.3)	—	(60.3)
Loans and borrowings	—	—	—	(2,164.9)	(2,164.9)
Total	**560.8**	**39.7**	**(40.2)**	**(2,817.1)**	**(2,256.8)**

Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, Nomad uses various methods including market, income and cost approaches. Based on these approaches, Nomad utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs may be readily observable, market corroborated, or generally unobservable inputs. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values.

Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1—Quoted prices for identical assets and liabilities traded in active exchange markets, such as the New York Stock Exchange.

Level 2—Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

Level 3—Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation; also includes observable inputs for non binding single dealer quotes not corroborated by observable market data. Where market information is not available to support internal valuations, reviews of third party valuations are performed.

While Nomad believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following is a description of the valuation methodologies and assumptions used for estimating the fair values of financial instruments held by the Company.

(i) Derivative financial instruments

Derivative financial instruments are held at fair value. There is no difference between carrying value and fair value. The valuation technique utilized by the Company maximizes the use of observable market data where it is available. All significant inputs required to fair value the instrument are observable. The Company has classified its derivative financial instruments as level 2 instruments as defined in IFRS 13 'Fair value measurement'.

(ii) Trade and other payables/receivables

The notional amount of trade and other payables/receivables are deemed to be carried at fair value, short term and settled in cash.

(iii) Cash and cash equivalents

The carrying value of cash and cash equivalents is deemed to equal fair value. When measured at fair value, the Company has classified these as level 1 instruments. All our cash and cash equivalents are held in highly rated financial institutions.

(iv) Short-term investments

Short-term investments are valued using inputs that are derived principally from or corroborated by observable market data. The Company has classified these as level 2 instruments as defined in IFRS 13 "Fair value measurement".

(v) Interest bearing loans and liabilities

The fair value of secured notes is determined by reference to price quotations in the active market in which they are traded. They are classified as level 1 instruments. The fair value of the senior loans is calculated by discounting the expected future cash flows at the year end's prevailing interest rates. They are classified as level 2 instruments. There is no requirement to determine or disclose the fair value of lease liabilities.

	Fair value		Carrying value	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
	€m	€m	€m	€m
Senior EUR/USD loans	1,314.5	1,316.2	1,293.8	1,340.0
Other external debt	0.3	0.2	0.3	0.2
2028 fixed rate senior secured notes	752.8	681.2	800.0	800.0
Less capitalized debt discounts and borrowing costs	—	—	(37.8)	(41.9)
	2,067.6	**1,997.6**	**2,056.3**	**2,098.3**

Derivatives

	As at December 31, 2023	As at December 31, 2022
	€m	€m
Interest Rate Swaps	—	0.2
Forward foreign exchange contracts	1.9	19.9
Total assets	**1.9**	**20.1**
Cross Currency Interest Rate Swaps	(89.0)	(56.6)
Interest Rate Swaps	(2.8)	—
Forward foreign exchange contracts	(18.2)	(3.7)
Total liabilities	**(110.0)**	**(60.3)**
Total	**(108.1)**	**(40.2)**

Offsetting of derivatives

Derivative contracts are held under International Swaps and Derivatives Association (ISDA) agreements with financial institutions. An ISDA is an enforceable master netting agreement that permits the Company to settle net in the event of default.

The following table sets out the carrying amounts of recognized financial instruments that are subject to the above agreements.

As at Dec 31, 2023	Gross amount of financial instruments as presented upon balance sheet €m	Related financial instruments that are offset €m	Net amount €m
Derivatives - assets	1.9	(1.9)	—
Derivatives - liabilities	(110.0)	1.9	(108.1)

As at Dec 31, 2022	Gross amount of financial instruments as presented upon balance sheet €m	Related financial instruments that are offset €m	Net amount €m
Derivatives - assets	20.1	(12.2)	7.9
Derivatives - liabilities	(60.3)	12.2	(48.1)

34) Commitments

Future aggregate minimum contractual payments under non-cancellable service agreements and lease rentals for short-lived and low-value assets are payable as follows:

	As at December 31, 2023 €m	As at December 31, 2022 €m
Less than one year	2.4	2.2
Between one and three years	3.0	2.1
Between three and five years	0.4	0.6
More than five years	0.2	0.2
Total	**6.0**	**5.1**

These agreements may be subject to contractual annual increases linked to inflation indices. The payments shown above exclude the impact of these contractual increases which cannot be reliably estimated.

35) Capital commitments

Capital expenditure contracted for at the end of the reporting period but not yet incurred is as follows:

	As at December 31, 2023 €m	As at December 31, 2022 €m
Property, plant and equipment	14.3	11.1
Intangible assets	8.1	11.2
Total	**22.4**	**22.3**

36) Related parties

Founder Preferred Shares

The Founder Preferred Shares converted into Ordinary Shares on a 1-for-1 basis on January 3, 2023.

The conditions of the Founder Preferred Shares Annual Dividend Amount in 2020 were met and further details relating to these dividends are set out in Note 26.

Advisory Services Agreements

Effective as of January 1, 2022, the Company entered into an Amended and Restated Advisory Services Agreement (the "Agreement") with Mariposa Capital ("Mariposa"), LLC, an affiliate of Sir Martin, and TOMS Capital LLC ("TOMS"), an affiliate of Mr. Gottesman. Pursuant to the terms of the Amended and Restated Advisory Services Agreement, Mariposa and TOMS provide high-level strategic advice and guidance to the Company. Under the terms of the Agreement, Mariposa and TOMS are entitled to receive an aggregate annual fee equal to $4.0 million, payable in quarterly installments. The initial Agreement is for one year, subject to automatic renewals for successive one-year terms unless any party notifies the other parties in writing of its intention not to renew the agreement no later than 90 days prior to the expiration of the term. The Agreement may only be terminated by the Company upon a vote of a majority of its directors. In the event that the agreement is terminated by the Company, the effective date of the termination will be 6 months following the expiration of the initial term or a renewal term, as the case may be.

Total fees excluding reimbursed expenses incurred under the ordinary course of business of €1.9 million and €1.9 million were paid to Mariposa and TOMS respectively in the year ended December 31, 2023 (year ended December 31, 2022: €1.9 million and €1.9 million respectively).

Since 2020, the Company has utilized a working capital solutions specialist to facilitate a program that provides our suppliers with the ability to receive advance payments from a third party credit institution as part of our ordinary course of business payables, in exchange for a discounted invoice amount. The working capital solutions specialist is owned in part by affiliates of TOMS Capital LLC (of which Mr. Gottesman is the founder and managing partner). In November 2023, the agreement was amended so that a guaranteed minimum annualized fee of up to £130,000 (€150,000) would be received by the working capital solutions specialist (previously all ongoing fees associated with this service were received by the working capital solutions specialist directly from our suppliers utilizing the service). Furthermore, a setup fee of less than €0.1 million has been incurred to allow the platform to be used on the Company's new ERP platform. These amendments and fees are not considered to be material to either party.

Directors and Key Management

All significant management decision making authority is vested within the Board of Directors and the Executive Team, therefore key management are considered to be the Directors and Executive Officers. Their remuneration has been disclosed in Note 9.

Non-executive Directors continue to receive fees for their services as board members and to certain committees and are settled through payroll. Directors' fees are payable quarterly in arrears. Total Non-executive Directors' fees for the year ended December 31, 2023 was €0.3 million (year ended December 31, 2022: €0.3 million).

Non-Executive Directors are also eligible to an annual restricted stock grant issued under the LTIP which will vest on the earlier to occur of the date of the Company's annual meeting of shareholders or thirteen months from the date of grant. Details of the annual restricted stock grants under the LTIP can be found in Note 8(b).

As part of its long term incentive initiatives, the Company has 2,503,002 (year ended December 31, 2022: 2,699,157) restricted shares outstanding to the management team (the "Management Share Awards"). The Directors and Executive Officers have all been awarded shares. The associated performance metrics and valuation method is detailed in Note 8(b).

37) Significant events after the Consolidated Statement of Financial Position date

Details of shares repurchased by the Company under the share repurchase program, as well as dividends declared and paid, after December 31, 2023 can be found in Note 24.

On February 2, 2024, the Company closed on the repricing of its existing EUR denominated Term Loan B of €130.0 million principal due 2029 (the "Term Loan"), subject to customary closing conditions. Following the closing, the margin on the Term Loan will be reduced by 75 basis points to EURIBOR plus 2.75%. There are no changes to the maturity of the Term Loan as a result of this repricing.

Item 19. Exhibits

The following exhibits are filed as part of this annual report:

EXHIBIT INDEX

Exhibit No.	Exhibit Description	Incorporation by Reference			Filed with this Annual Report
		Form	Exhibit No.	Period Covered or Date of Filing	
1.1	Amended and Restated Memorandum and Articles of Association.	6-K (001-37669)	99.1	1/14/2016	
2.1	Registration Rights Agreement dated as of June 1, 2015 among Nomad Holdings Limited, Birds Eye Iglo Limited Partnership Inc, Mariposa Acquisition II, LLC, TOMS Acquisition I LLC, TOMS Capital Investments LLC and funds managed by Pershing Square.	F-1 (333-208181)	4.1	11/24/2015	
2.2	Indenture, dated as of June 24, 2021 by and among the Company, the guarantors named therein and Deutsche Trustee Company Limited, as trustee.	6-K (001-37669)	99.2	6/24/2021	
2.3	Supplemental Indenture, dated as of July 9, 2021 by and among the Company, the guarantors named therein and Deutsche Trustee Company Limited, as trustee.	6-K (001-37669)	99.1	7/12/2021	
2.4	Description of Securities.	20-F (001-37669)	2.3	2/23/2023	
4.1	Intercreditor Agreement, originally dated as of July 3, 2014, as amended and restated from time to time including, pursuant to the 2017 Amendment and Restatement Agreement originally between Nomad Foods Limited, Credit Suisse AG, London Branch, Deutsche Bank Company Limited and certain entities named therein.	6-K (001-37669)	99.2	5/3/2017	
4.2	Amendment and Restatement Agreement, dated September 15, 2023, relating to a Senior Facilities Agreement, originally dated July 3, 2014, as amended and restated from time to time, including pursuant to the Amendment and Restatement Agreements, dated December 20, 2017, June 15, 2018 and November 8, 2022 for Nomad Foods Limited originally with Credit Suisse AG, London Branch (and subsequently transferred to Citibank Europe Plc, UK Branch pursuant to the terms of a global resignation and appointment deed dated January 15, 2024.	6-K (001-37669)	99.1	9/18/2023	
4.3	Amendment Agreement by and among the Company and Citibank Europe Plc, UK Branch as agent on behalf of certain other finance parties thereto relating to that certain Senior Facilities Agreement originally dated July 3, 2014 (as amended and restated from time to time, including pursuant to amendment and restatement agreements dated May 3, 2017, June 22, 2021, November 8, 2022, September 15, 2023 and February 2, 2024).	6-K (001-37669)	99.1	2/5/2024	
4.4	Nomad Foods Limited Amended and Restated Long-Term 2015 Incentive Plan.	20-F (001-37669)	4.4	2/27/2020	
4.5	Nomad Foods Limited Long Term 2015 Incentive Plan Restricted Share Unit Agreement.	20-F (001-37669)	4.5	2/27/2020	
4.6	Nomad Foods Limited Long Term 2015 Incentive Plan Award Agreement for Performance Share Units.				X
4.7	Nomad Foods Limited Long Term 2015 Incentive Plan Award Agreement for Performance Share Units and Restricted Share Units.				X

Exhibit No.	Exhibit Description	Incorporation by Reference			Filed with this Annual Report
		Form	Exhibit No.	Period Covered or Date of Filing	
4.8	Amended and Restated Service Agreement between the Company and Stéfan Descheemaeker, dated May 1, 2020.	6-K (001-37669)	99.1	5/5/2020	
4.9	Service Agreement, dated as of February 15, 2018, between the Company and Samy Zekhout.	20-F (001-37669)	4.7	3/22/2018	
4.10	Amendment to Service Agreement, dated as of June 1, 2023, between the Company and Samy Zekhout.				X
4.11	Amended and Restated Advisory Services Agreement, dated as of January 1, 2022, among Nomad Foods Limited, Mariposa Capital, LLC and TOMS Capital LLC.	20-F (001-37669)	4.8A	3/3/2022	
4.12	Form of Indemnification Agreement	SC TO-I (005-89365)	(d)(E)	8/11/2020	
8.1	List of Significant Subsidiaries.				X
12.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.				X
12.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.				X
13.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
13.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
15.1	Consent of PricewaterhouseCoopers LLP				X
97	Policy Relating to Recovery of Erroneously Awarded Compensation				X
101.INS	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema Document				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				X

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on Form 20-F on its behalf.

Date: February 29, 2024

NOMAD FOODS LIMITED

By: /s/ Samy Zekhout
Name: Samy Zekhout
Title: Chief Financial Officer

Annual Report 2023 **Corporate Information**

Independent Registered Public Accounting Firm

PriceWaterhouseCoopers LLP
London, UK

Investor Relations

investors@nomadfoods.com
+44 (0) 208 918 3200

If you would like a free copy of the annual report please e-mail investors@nomadfoods.com or write to:

Investor Relations:
Nomad Foods
Forge
43 Church Street West
Woking, Surrey
GU21 6HT
England

Transfer Agent

Computershare

By Regular Mail:
Computershare
P.O. Box 43006
Providence, RI 02940-3006
UNITED STATES

By Overnight Delivery:
Computershare
150 Royall Street Suite 101
Canton, MA 02021
UNITED STATES

International Telephone:
1 (781) 575 3100

Toll Free:
(877) 373 6374

Shareholder website:
www.computershare.com/investor

Shareholder online inquiries:
https://www-us.computershare.com/investor/Contact

Securities Listing

Our shares of common stock are listed on the NYSE
Ticker symbol: NOMD

Board of Directors and Executive Officers

Sir Martin Ellis Franklin, KGCN
Founder
Co-Chairman and
Non-Executive Director

Noam Gottesman
Founder
Co-Chairman and
Non-Executive Director

Ian G.H. Ashken
Independent Non-Executive Director

Stéfan Descheemaeker
Chief Executive Officer and Director

James E. Lillie
Independent Non-Executive Director

Stuart M. MacFarlane
Independent Non-Executive Director

Victoria Parry
Independent Non-Executive Director

Amit Pilowsky
Independent Non-Executive Director

Melanie Stack
Independent Non-Executive Director

Samy Zekhout
Chief Financial Officer and Director



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