

# **Nomad Foods Europe Finco Limited**

## **Annual Report and Financial Statements**

**For Year Ended 31 December 2016**

Registered number: 5879462



**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

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**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

**Strategic Report**

The Directors present their Strategic Report on Nomad Foods Europe Finco Limited (the 'Company') for the year ended 31 December 2016.

Nomad Foods Europe Finco Limited is a company registered in England & Wales and a member of the Nomad Foods Limited group of companies (the 'Group') which produce and market frozen food products under three iconic brands, Birds Eye, Iglo and Findus.

**Business review**

The Company is an indirectly, wholly owned subsidiary of Nomad Foods Limited and the principal activity of the Company is to act as an investing holding company for companies within the Group. The Directors do not intend, at the date of this report, that there will be any major changes in the Company's activities in the next year.

The Statement of Comprehensive Income and the Statement of Financial Position on pages 8 and 9 of the financial statements shows the Company's financial result for the year and position at the year end.

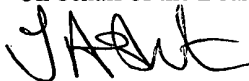
**Principal risks and uncertainties**

The Company's risks are managed by the Group at a Group level rather than at an individual company level. For this reason, the Company's Directors believe that a discussion of the risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Group, which include those of the Company, are on the Group's website at [www.nomadfoods.com/investor-relations](http://www.nomadfoods.com/investor-relations).

**Key performance indicators**

The Group manages its operations on a single segment basis, 'Frozen'. For this reason, the Company's Directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company. The performance of the Group's central functions, which includes the Company, is discussed in the Operating and Financial Review section of the Group's Annual Report for the period ended 31 December 2016.

On behalf of the Board:



Jason Ashton  
Director

25 September 2017



**Nomad Foods Europe Finco Limited**  
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**Director's report (continued)**

**Financial Risk Management**

The Company's activities expose it to credit risk and liquidity risk.

The Company's risks are managed by the Group at a Group level rather than at an individual company level. The Group's overall risk management programme focuses on minimising potential adverse effects on the Group's financial performance.

*Credit risk*

Credit risk arises on cash and cash equivalents with banks and financial institutions. For banks and financial institutions, only parties with a minimum rating of A are accepted.


*Liquidity risk*

The Company is exposed to the risk that it is unable to meet its commitments as they fall due. The Company ensures that it has sufficient cash and available funding through regular cash flow forecasting.

**Independent auditors**

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

On behalf of the Board:



Jason Ashton  
Director

25 September 2017

Nomad Foods Europe Finco Limited  
Building 1 New Square  
Bedfont Lakes  
Feltham  
Middlesex TW14 8HA  
United Kingdom

Registered number: 5879462

## **Statement of Directors' Responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

## ***Independent auditors' report to the members of Nomad Foods Europe Finco Limited***

### **Report on the financial statements**

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#### **Our opinion**

In our opinion, Nomad Foods Europe Finco Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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#### **What we have audited**

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the statement of financial position as at 31 December 2016;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

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### **Other matters on which we are required to report by exception**

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#### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

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#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

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## Responsibilities for the financial statements and the audit

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### Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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### What an audit of financial statements involves

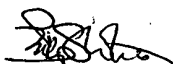
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Philip Stokes (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
25 September 2017



**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

**Statement of Comprehensive Income**  
**For Year Ended 31 December 2016**

|   | Note | 2016<br>€000    | 2015<br>€000    |
|---|------|-----------------|-----------------|
| Finance income  | 3    | 120,549         | 107,987         |
| Finance costs   | 3    | (160,142)       | (129,640)       |
| Net finance costs                                     |      | (39,593)        | (21,653)        |
| <b>Loss before taxation</b>                           | 2    | <b>(39,593)</b> | <b>(21,653)</b> |
| Taxation  | 4    | -               | -               |
| <b>Loss and total comprehensive loss for the year</b> |      | <b>(39,593)</b> | <b>(21,653)</b> |

All results derive from continuing operations.

The Company has no recognised gains or losses for the financial year other than the results above.

There is no material difference between the results shown in the Statement of Comprehensive Income and the results as stated on an unmodified historical costs basis.

The notes on pages 11 to 16 are an integral part of these financial statements.

**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

**Statement of Financial Position**  
**As at 31 December 2016**

|  | Note | 2016<br>€000     | 2015<br>€000     |
|--|------|------------------|------------------|
| <b>Non-current assets</b>                    |      |                  |                  |
| Amount owed by Group undertakings            | 8    | 1,183,967        | 1,063,419        |
| Investments in subsidiaries                  | 5    | 502,397          | 502,397          |
| <b>Total non-current assets</b>              |      | <b>1,686,364</b> | <b>1,565,816</b> |
| <b>Current assets</b>                        |      |                  |                  |
| Cash and cash equivalents                    |      | -                | 6                |
| <b>Total current assets</b>                  |      | <b>-</b>         | <b>6</b>         |
| <b>Current liabilities</b>                   |      |                  |                  |
| Bank overdraft                               |      | -                | 718              |
| Amounts due to Group undertakings            | 8    | 729              | -                |
| Trade and other payables                     |      | -                | 5                |
| <b>Total current liabilities</b>             |      | <b>729</b>       | <b>723</b>       |
| <b>Net current liabilities</b>               |      | <b>(729)</b>     | <b>(717)</b>     |
| <b>Total assets less current liabilities</b> |      | <b>1,685,635</b> | <b>1,565,099</b> |
| <b>Non-current liabilities</b>               |      |                  |                  |
| Amounts owed to Parent Companies             | 8    | 1,572,707        | 1,412,578        |
| <b>Total non-current liabilities</b>         |      | <b>1,572,707</b> | <b>1,412,578</b> |
| <b>Net assets</b>                            |      | <b>112,928</b>   | <b>152,521</b>   |
| <b>Equity attributable to owners</b>         |      |                  |                  |
| Share capital                                | 6    | 6,050            | 6,050            |
| Share premium                                | 6    | 168,594          | 168,594          |
| Accumulated deficit                          |      | (61,716)         | (22,123)         |
| <b>Total equity</b>                          |      | <b>112,928</b>   | <b>152,521</b>   |

The notes on pages 11 to 16 are an integral part of these financial statements.

These financial statements were approved by the Board of Directors on 8 September 2017 and were signed on its behalf by:



Jason Ashton  
Director

**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

**Statement of Changes in Equity**  
**For the Year Ended 31 December 2016**

|   | Share<br>capital<br>€000   | Share<br>premium<br>€000     | Accumulated<br>deficit<br>€000 | Total<br>equity<br>€000      |
|---|----------------------------|------------------------------|--------------------------------|------------------------------|
| <b>Balance at 31 December 2014</b>                | <b>6,050</b>               | <b>168,594</b>               | <b>(470)</b>                   | <b>174,174</b>               |
| Loss and total comprehensive loss<br>for the year | -                          | -                            | (21,653)                       | (21,653)                     |
| <b>Balance at 31 December 2015</b>                | <u><b>6,050</b></u>        | <u><b>168,594</b></u>        | <u><b>(22,123)</b></u>         | <u><b>152,521</b></u>        |
| Loss and total comprehensive loss<br>for the year | -                          | -                            | (39,593)                       | (39,593)                     |
| <b>Balance at 31 December 2016</b>                | <u><u><b>6,050</b></u></u> | <u><u><b>168,594</b></u></u> | <u><u><b>(61,716)</b></u></u>  | <u><u><b>112,928</b></u></u> |

The notes on pages 11 to 16 are an integral part of these financial statements.

**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

**Notes to the Financial Statements**

**1 Accounting policies**

Nomad Foods Europe Finco Limited (“the Company”) is a private company limited by shares, domiciled in the United Kingdom and incorporated in the United Kingdom under the Companies Act 2006. The Company’s registered office is 1 New Square, Bedfont Lakes Business Park, Feltham, Middlesex, TW14 8HA, UK and its registered number is 5879462.

The Company is exempt from the requirement to prepare consolidated financial statements under s401 of the Companies Act 2006. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (“FRS 101”). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied. The July 2015 amendments (effective 1 January 2016) have been early adopted in the comparative period of these financial statements.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company’s ultimate parent undertaking, Nomad Foods Limited, a company registered at Nemours Chambers, Road Town, Tortuga, British Virgin Islands, includes the Company in its consolidated financial statements. The consolidated financial statements of Nomad Foods Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from [www.nomadfoods.com/investor-relations](http://www.nomadfoods.com/investor-relations).

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital.
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of Nomad Foods Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently.

There are no new accounting standards adopted which have a material impact on these financial statements.

These financial statements are presented in Euro, which is the Company’s functional currency. All financial information has been rounded to the nearest thousand.

**Notes to the Financial Statements**

**1 Accounting policies (continued)**

**(a) Measurement convention**

The financial statements are prepared on the historical cost.

**(b) Investments**

Investments in subsidiaries are shown at cost less provision for impairment.

**(c) Foreign currency**

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Statement of Financial Position date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Statement of Comprehensive Income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated 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 dates the fair value was determined.

**(d) Financial instruments**

Financial assets and liabilities are recognised in the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

**(i) Cash and cash equivalents**

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 purpose only of the Statement of Cash Flows.

**(ii) Amounts owed by Parent companies or Group undertakings**

Amounts owed by Parent companies or Group undertakings are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest method, less any impairment. This equates to initial carrying value less any impairment.

Appropriate allowances for estimated irrecoverable amounts are recognised in the Statement of Comprehensive Income when there is objective evidence that the asset is impaired.

**(iii) Financial guarantees**

Where the Company enters into financial guarantee contracts these are considered to be insurance arrangements and are accounted for as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

**(e) Finance income**

Interest income is recognised in the Statement of Comprehensive Income in the year in which it is earned.

**(f) Finance costs**

Borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

**(g) Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised 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 Statement of Financial Position date, and any adjustment to tax payable in respect of previous years.

**Notes to the Financial Statements (continued)**

**1 Accounting policies (continued)**

**(g) Taxation (continued)**

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes on a 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 realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the Statement of Financial Position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

**(h) Impairment**

The carrying amounts of the Company's assets are reviewed at each Statement of Financial Position date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For assets with an indefinite useful life an impairment review is performed at least annually.

Impairment losses are recognised in the Statement of Comprehensive Income.

An impairment loss is recognised whenever the carrying amount of an asset ignore 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 asset 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 recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit on a pro-rata basis. A cash generating unit is the smallest identifiable company 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 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 amortisation, if no impairment loss had been recognised.

**2 Loss before taxation**

There were no employees during the year (2015: nil).

Audit fees of €10,000 for the year ended 31 December 2016 and €10,000 for the year ended 31 December 2015 were borne by another Group undertaking.

None of the directors received remuneration in respect of services provided to the Company.

**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

**Notes to the Financial Statements (continued)**

**3 Net finance costs**

|                                      | <b>2016</b>      | <b>2015</b>      |
|--------------------------------------|------------------|------------------|
|                                      | <b>€000</b>      | <b>€000</b>      |
| Group interest income                | 120,549          | 107,987          |
| <b>Finance income</b>                | <b>120,549</b>   | <b>107,987</b>   |
| Group interest expense               | (160,131)        | (129,394)        |
| Other interest paid and bank charges | (11)             | (174)            |
| Foreign exchange losses              | -                | (72)             |
| <b>Finance costs</b>                 | <b>(160,142)</b> | <b>(129,640)</b> |
| <b>Net finance costs</b>             | <b>(39,593)</b>  | <b>(21,653)</b>  |

**4 Taxation**

**Recognised in the Statement of Comprehensive Income**

|   | <b>2016</b> | <b>2015</b> |
|---|-------------|-------------|
|   | <b>€000</b> | <b>€000</b> |
| Current tax expense                                   | -           | -           |
| <b>Total tax in Statement of Comprehensive Income</b> | <b>-</b>    | <b>-</b>    |

**Reconciliation of effective tax rate**

|  | <b>2016</b> | <b>2015</b> |
|--|-------------|-------------|
|  | <b>€000</b> | <b>€000</b> |
| Loss before taxation   | (39,593)    | (21,653)    |
| Tax credit using the UK corporation tax rate of 20.0% (2015: 20.25%) | (7,919)     | (4,385)     |
| Group relief surrendered for nil consideration                       | 7,919       | 4,385       |
| <b>Total tax in Statement of Comprehensive Income</b>                | <b>-</b>    | <b>-</b>    |

Following the enactment of the Finance Act 2016, the standard rate of corporation tax in the UK is 20% for 2016 (2015: 20.25%). The standard rate of corporation tax in the UK will change from 20% to 19% with effect from April 1, 2017 and by a further 2% to 17% from April 1 2020. As the reductions to 19% and 17% were substantially enacted on September 6, 2016, these rates are reflected in these financial statements.

**Nomad Foods Europe Finco Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 December 2016**

**Notes to the Financial Statements (continued)**

**5 Investments in subsidiaries**

The Company has an investment in the following subsidiary:

|                                  | Address  | Activity | Class of shares held | Ownership      |
|----------------------------------|--|----------|----------------------|----------------|
| Nomad Foods Europe Midco Limited | 1 New Square, Bedfont Lakes Business Park, Feltham, TW14 8HA, UK | Holding  | Ordinary             | 100%           |
|                                  |  |          | <b>2016</b>          | <b>2015</b>    |
|                                  |  |          | <b>€000</b>          | <b>€000</b>    |
| At 1 January                     |  |          | 502,397              | 174,644        |
| Capital contribution             |  |          | -                    | 327,753        |
| <b>At 31 December</b>            |  |          | <b>502,397</b>       | <b>502,397</b> |

The Directors believe that the recoverable amount of investments is equal to or greater than the carrying value.

In 2015, the Company made a capital contribution in Nomad Foods Europe Midco Limited of €327,753,000 in order to assist with the funding for the acquisition of Findus Sverige A.B. and its subsidiaries.

As detailed in Note 9, on 17 June 2017 the Company further increased its investment in Nomad Foods Europe Midco Limited through a capital contribution of €600.0 million.

**6 Share capital and reserves**

Details of class of shares:

|  | 2016         | 2015         |
|--|--------------|--------------|
|  | €000         | €000         |
| <b>Allotted, called up and fully paid</b>                          |              |              |
| 1 GBP (2015: 1 GBP) Ordinary share of £1.00 each                   | -            | -            |
| 6,000,151 EUR (2015: 6,000,151 EUR) Ordinary shares of €1.00 each  | 6,000        | 6,000        |
| 500,000 EUR (2015: 500,000 EUR) Ordinary I interests at €0.05 each | 25           | 25           |
| 500,000 EUR (2015: 500,000 EUR) Ordinary J interests at €0.05 each | 25           | 25           |
| <b>Total at 31 December</b>  | <b>6,050</b> | <b>6,050</b> |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The Class J ordinary shares rank pari passu with existing ordinary shares. Holders of the Class I interests are entitled to a return if performance criteria are met.

**Share premium reserve**

The share premium reserve comprises the additional amounts received in excess of the nominal value on the issue of the EUR ordinary shares and the ordinary J interests and ordinary I interests.

**7 Contingencies**

The Company is a Guarantor of syndicated debt of other entities within the Nomad Foods Limited group of companies.

The syndicate members together with holders of the Nomad Group issued bonds have security over the assets of the guarantor group which consists of those companies which individually have more than 5% of consolidated gross assets or EBITDA of the Group and in total comprise more than 80% of consolidated gross assets or EBITDA at any testing date. The Company is included within this Group.

At 31 December 2016 the amount outstanding under these facilities was €1,464,187,000 (2015: €1,508,789,000).



**Notes to the Financial Statements (continued)**

**8 Related parties**

The Company has issued subordinated preference certificates to Nomad Foods Europe Holdco Limited (NFEHL), its immediate parent company, and Nomad Foods Europe Holdings Limited, which is the parent company of NFEHL, due in 2020. Interest is accrued on the subordinated preference certificates at a fixed annual rate of 11%.

The Company has an intercompany loan agreement with Nomad Foods Europe Midco Limited (NFEML). Interest accrues but not paid at a fixed annual rate of 11%. Interest is then added to the principal every 6 months. The amounts due by NFEML are repayable on demand by the Company, however this debt will not be called upon within 12 months of the financial year end. As disclosed in Note 9, the terms of this agreement were changed in 2017.

The Company has taken the exemption available under FRS 101.8(k) to not disclose related party transactions with wholly owned group companies.

**9 Events after the reporting period**

On 17 June 2017, the Company released its immediate subsidiary, Nomad Foods Europe Midco Limited, from the obligation to repay €600.0 million of amounts due and also to reduce the interest payable on its remaining debt to a fixed annual rate of 6%. The transaction has been treated as a capital contribution, with a corresponding increase in investments. No impairment of investments has arisen as a result of this event.

**10 Ultimate parent company**

Nomad Foods Holdco Limited is the immediate parent of the Company.

Nomad Foods Limited is the ultimate controlling party of the Company. Nomad Foods Limited is also the parent undertaking of the only group for which consolidated financial statements are drawn up and is registered at Nemours Chambers, Road Town, Tortola, British Virgin Islands.

The consolidated financial statements are available to the public and may be obtained from the Group's website [www.nomadfoods.com](http://www.nomadfoods.com) or through writing to the Company at 1 New Square, Bedford Lakes Business Park, Feltham, Middlesex, TW14 8HA, UK.