


MEETING DATE	Wed, 30 Jun 2021 10:00 am	TYPE	AGM	ISSUE DATE	Tue, 22 Jun 2021
MEETING LOCATION	London Headquarters of Nomad Foods Limited, No. 1 New Square, Bedfont Lakes Business Park, Feltham, Middlesex, TW14 8HA				
CURRENT INDICES	PIRC Global				
SECTOR	Packaged frozen foods				
FYE	31 Dec 2020				

PROPOSALS		ADVICE
1.1	<p>Elect Martin E. Franklin - Co-Chair Co-Chair. Not considered independent as he is a co-founder of the company. There is insufficient independent representation on the board. Triodos opposes this resolution.</p>	Oppose
1.2	<p>Elect Noam Gottesman - Co-Chair Co-Chair. Not considered independent as he is a co-founder of the company. There is insufficient independent representation on the board. Triodos opposes this resolution.</p>	Oppose
1.3	<p>Elect Ian G.H. Ashken - Non-Executive Director Non-Executive Director. Not considered independent as the director has a cross directorship with another director. The director is a NED on the board of APi Group Corporation of which James E. Lillie is the co-Chair. There is insufficient independent representation on the Board. In addition this director is a non-independent member of the remuneration committee which Triodos does not support. Triodos opposes this resolution.</p>	Oppose
1.4	<p>Elect Stéfan Descheemaeker - Chief Executive Chief Executive.</p>	For
1.5	<p>Elect Golnar Khosrowshahi - Non-Executive Director Independent Non-Executive Director.</p>	For
1.6	<p>Elect James E. Lillie - Non-Executive Director Non-Executive Director. Not considered independent as the director has a cross directorship with another director. The director is co-Chair of the board of APi Group Corporation on which Ian Ashken is a director. There is insufficient independent representation on the Board and this director is a non-independent member of the the Audit committee which does not meet guidelines. Triodos opposes this resolution.</p>	Oppose
1.7	<p>Elect Stuart MacFarlane - Non-Executive Director Independent Non-Executive Director.</p>	For
1.8	<p>Elect Lord Myners of Truro - Senior Independent Director Lead Independent Director. Considered independent.</p>	For
1.9	<p>Elect Victoria Parry - Non-Executive Director Independent Non-Executive Director.</p>	For
1.10	<p>Elect Melanie Stack - Non-Executive Director Independent Non-Executive Director.</p>	For
1.11	<p>Elect Samy Zekhout - Executive Director Executive Director. Support recommended.</p>	For

2 Ratify PricewaterhouseCoopers LLP as Auditors

Oppose

PwC proposed. Non-audit fees represented 35.14% of audit fees during the year under review and 40.82% on a three-year aggregate basis. Non-audit fees exceed 25% of annual audit fees for both one and three-year periods, this level of non-audit fees raises some concerns about the independence of the statutory auditor.

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