

Nomad Foods Europe Finco Limited

Annual Report and Financial Statements For Year Ended 31 December 2022

Registered number: 5879462

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Nomad Foods Europe Finco Limited
Annual Report and Financial Statements
Year Ended 31 December 2022

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Nomad Foods Europe Finco Limited
Annual Report and Financial Statements
Year Ended 31 December 2022

Strategic Report

The Directors present their Strategic Report on Nomad Foods Europe Finco Limited (the 'Company') for the year ended 31 December 2022.

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 a range of iconic brands, including *Birdseye*, *iglo*, *Findus*, *Ledo* and *Frikom*.

Business review and future developments

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. As at 31 December 2022, the Company had net assets of €1,125,121k (2021: €1,187,019k).

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 9 and 10 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 Group's 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 discussed in the Group's most recent quarterly interim financial statements for the three and six month periods ended 30 June 2023 which can be found on the Group's website at <https://www.nomadfoods.com/investors/sec-filings/>.

Key performance indicators

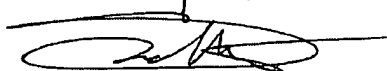
The Group manages its operations on a single segment basis, 'Frozen'. As a non-trading Group entity, the Company's Directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company. 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 year ended 31 December 2022.

Statement pursuant to Section 172 (1) of the Companies Act 2006 ("Act")

The Directors consider, both individually and together, that they have acted in a way that they consider, in good faith, to be most likely to promote the success of the Company for its members as a whole having regard to its stakeholders and the matters set out in S.172 (1) (a-f) of the Act.

As the Company is a wholly owned subsidiary of the Group and given its principal activities as discussed above, its parent company and other members of the Group are its key stakeholders. Accordingly, the interests of the Group have been taken into account by the Directors and decisions have been made in alignment with the board of Nomad Foods Limited, taking care that any independent interests of the Company and its stakeholders are considered. The Company's other stakeholders are the debt investors who provide capital to the Group and the relationships with them are maintained via a comprehensive investor relations programme, which can be accessed by the Group's website, supported by a Group Treasury function that ensures compliance with the terms of debt arrangements. The Company has no employees.

On behalf of the Board:



Samy Zekhout
Director

10 August 2023

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Directors' Report

The Directors present their report and the audited financial statements for Nomad Foods Europe Finco Limited (the 'Company') for the year ended 31 December 2022.

Principal activities

The principal activity of the Company is that of a holding company for investments in subsidiaries.

Results and dividends

The loss for the financial year, after taxation, amounted to €61,898k (2021: €68,566k). The Directors do not recommend the payment of a dividend for 2022 (2021: €nil).

Details of future activities are contained within the Strategic Report on page 2.

Directors

The Directors and Officers of the Company who served throughout the year and up to the date of signing these financial statements were as follows:

- Stefan Descheemaeker
- Samy Zekhout
- Nomad Foods Europe Limited

Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' Officers' liability insurance in respect of itself and its Directors.

Going concern

These financial statements have been prepared on a going concern basis, as discussed in note 2 to the financial statements.

The Company relies on the Group's cash flow, and as such Nomad Foods Limited has signed a letter of support in relation to Nomad Foods Europe Finco Limited. Nomad Foods Limited's intention is to provide sufficient financial resources to Nomad Foods Europe Finco Limited so that the Company can meet its liabilities as they fall due.

Based on the review of the business plan, the Directors have satisfied themselves of the Group's ability to continue as a going concern based on current cash flow projections and the conditions of the Group borrowing facilities. The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for at least twelve months from the date of this report. Thus, the Directors continue to adopt the going concern basis of accounting in preparing the Company annual report and financial statements.

Nomad Foods Europe Finco Limited
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Directors' report (continued)

Management discussion on the ongoing conflict between Ukraine and Russia

We are monitoring the situation in Ukraine closely given the current and potential impacts of the conflict on our Group's operations, financial condition and results of operations. Although the Group has no commercial operations or manufacturing footprint in either Russia or Ukraine, the Group is seeing unprecedented input cost inflation and increased complexity and volatility in our supply chain due to the crisis.

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. These risks are discussed in the Group's most recent quarterly interim financial statements for the three and six month periods ended 30 June 2023, and can be found on the Group's website at <https://www.nomadfoods.com/investors/sec-filings/>.

Independent auditors

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

Statement in accordance with Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008

The Directors of the Company have considered who the Company's stakeholders are and the manner and effect of decisions taken during the year and these are set out where relevant in the Strategic Report on page 2. They do not regard that any particular strategic decisions or matters affecting the company's business have taken place during the year which should be highlighted.

Statement of disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Nomad Foods Europe Finco Limited
Annual Report and Financial Statements
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Statement of directors' responsibilities in respect of the Financial Statements

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, 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 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.

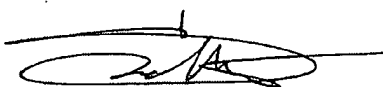
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies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

Directors' confirmations

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.

On behalf of the Board:



Samy Zekhout
Director

10 August 2023

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

Registered number: 5879462

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

Report on the audit of the financial statements

Opinion

In our opinion, Nomad Foods Europe Finco Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: Statement of Financial Position as at 31 December 2022; the Statement of Comprehensive Loss and Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the Financial Statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate the financial results. Audit procedures performed by the engagement team included:

- Enquired with management as to what laws are applicable to the Company
- Reviewed board minutes to identify any instances of non-compliance with laws and regulations
- Enquired with the Nomad Foods Group tax and legal teams to understand if there were any instances of non-compliance during the year
- Tested manual journal entries posted to identify any instances of management override of controls

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Sarah Quinn (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
10 August 2023

Nomad Foods Europe Finco Limited
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Statement of Comprehensive Loss
For Year Ended 31 December

	Note	2022 €000	2021 €000
Finance costs	6	(76,417)	(68,566)
Loss before taxation		(76,417)	(68,566)
Income tax credit	7	14,519	-
Loss and total comprehensive loss for the financial year		<u>(61,898)</u>	<u>(68,566)</u>

All results derive from continuing operations.

The notes on pages 12 to 17 are an integral part of these financial statements.

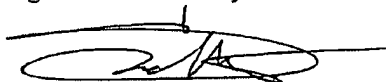
Nomad Foods Europe Finco Limited
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Statement of Financial Position
As at 31 December

	Note	2022 €000	2021 €000
Non-current assets			
Investments	8	<u>1,854,408</u>	<u>1,854,408</u>
Total non-current assets		<u>1,854,408</u>	<u>1,854,408</u>
Current assets			
Amounts owed by Group undertakings		<u>14,519</u>	<u>-</u>
Total current assets		<u>14,519</u>	<u>-</u>
Total assets		<u>1,868,927</u>	<u>1,854,408</u>
Current liabilities			
Amounts owed to Group undertakings		767	759
Amounts owed to Parent company		<u>-</u>	<u>204</u>
Total current liabilities		<u>767</u>	<u>963</u>
Non-current liabilities			
Amounts owed to Parent company	9	<u>743,039</u>	<u>666,426</u>
Total non-current liabilities		<u>743,039</u>	<u>666,426</u>
Total liabilities		<u>743,806</u>	<u>667,389</u>
Net assets		<u>1,125,121</u>	<u>1,187,019</u>
Equity			
Called up share capital	11	6,050	6,050
Share premium account	11	1,809,783	1,809,783
Accumulated losses		<u>(690,712)</u>	<u>(628,814)</u>
Total equity		<u>1,125,121</u>	<u>1,187,019</u>

The notes on pages 12 to 17 are an integral part of these financial statements.

The financial statements on pages 9 to 17 were approved by the Board of Directors on 10 August 2023 and were signed on its behalf by:



Samy Zekhout
Director

Registered number: 5879462

Nomad Foods Europe Finco Limited
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Statement of Changes in Equity
For the Year Ended 31 December 2022

	Called up share capital €000	Share premium €000	Accumulated losses €000	Total equity €000
Balance at 1 January 2021	6,050	1,809,783	(560,248)	1,255,585
Loss and total comprehensive loss for the financial year	-	-	(68,566)	(68,566)
Balance at 31 December 2021 and 1 January 2022	6,050	1,809,783	(628,814)	1,187,019
Loss and total comprehensive loss for the financial year	-	-	(61,898)	(61,898)
Balance at 31 December 2022	6,050	1,809,783	(690,712)	1,125,121

The notes on pages 12 to 17 are an integral part of these financial statements.

Notes to the Financial Statements

1 General Information

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, Bedford Lakes Business Park, Feltham, Middlesex, TW14 8HA, United Kingdom and its registered number is 5879462.

2 Basis of Preparation

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 financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK (UK-adopted international accounting standards) 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 Luna Tower, Waterfront Drive, Road Town, Tortola, British Virgin Islands (registration number: FC033111), includes the Company in its consolidated financial statements. The consolidated financial statements of Nomad Foods Limited are prepared in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board and International Financial Reporting Standards as adopted by the European Union, and are available to the public and may be obtained from <https://www.nomadfoods.com/investors/>

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirement for minimum of two primary statements, including cash flow statements);
 - 38B-D (additional comparative information);
 - 111 (statement of cash flows information); and
 - 134-136 (capital management disclosures).
- IAS 7, 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).
- The requirements in IAS 24, 'Related party disclosures', to disclose related party transactions entered into between two or more members of a group.

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.

Notes to the Financial Statements (continued)

2 Basis of Preparation (continued)

The accounting policies set out below have, unless otherwise stated, been applied consistently. These financial statements are presented in Euro, which is the Company's functional currency. All financial information has been rounded to the nearest thousand.

Going concern

These financial statements have been prepared on a going concern basis. The Company relies on the Group's cash flow, and as such Nomad Foods Limited has signed a letter of support in relation to Nomad Foods Europe Finco Limited. Nomad Foods Limited's intention is to provide sufficient financial resources to Nomad Foods Europe Finco Limited so that the Company can meet its liabilities as they fall due.

Based on the review of the business plan, the Directors have satisfied themselves of the Group's ability to continue as a going concern based on current cash flow projections and the conditions of the Group borrowing facilities. The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for at least twelve months from the date of this report. Thus, the Directors continue to adopt the going concern basis of accounting in preparing the Company annual report and financial statements.

3 Accounting policies

(a) Measurement convention

The financial statements are prepared on the historical cost convention.

(b) Impairment of investments

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

Notes to the Financial Statements (continued)

3 Accounting policies (continued)

(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) Amounts due from Parent companies or Group undertakings

Amounts due from Group undertakings are measured at initial recognition at fair value less attributable borrowing fees and are subsequently measured at amortised cost using the effective interest method, less any expected credit loss allowance.

Expected credit loss allowances are recognised in profit or loss.

(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.

4 Critical accounting estimates and judgements

The preparation of financial statements in accordance with FRS 101 requires the use of judgement 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 judgements taken.

Key judgements

No key judgements have been made in the preparation of these financial statements.

Significant estimates

No significant estimates were used in the preparation of these financial statements.

Notes to the Financial Statements (continued)

5 Audit fees, employees and directors remuneration

There were no employees during the year (2021: nil).

Audit fees of €11k for the year ended 31 December 2022 and €10k for the year ended 31 December 2021 were borne by another Group undertaking. There have been no non-audit services provided for the year ended 31 December 2022 or for the year ended 31 December 2021.

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

6 Finance costs

	2022 €000	2021 €000
Group interest expense	(76,417)	(68,566)
Finance costs	(76,417)	(68,566)

7 Income tax credit

Recognised in the Statement of Comprehensive Loss

	2022 €000	2021 €000
Current tax credit	14,519	-
Total tax credit in Statement of Comprehensive Loss	14,519	-

Reconciliation of standard tax rate

	2022 €000	2021 €000
Loss before taxation	(76,417)	(68,566)
Tax credit using the UK corporation tax rate of 19% (2021: 19%)	14,519	13,028
Group relief surrendered for nil consideration	-	(13,028)
Total tax credit in Statement of Comprehensive Loss	14,519	-

Following the enactment of the Finance Act 2020, the standard rate of corporation tax in the UK is 19% for 2022 (2021: 19%). The UK government announced an increase in the statutory rate of corporation tax from 19% to 25% with effect from April 1, 2023, substantively enacted on May 24, 2021. There is no impact from this rate change.

Nomad Foods Europe Finco Limited
Annual Report and Financial Statements
Year Ended 31 December 2022

Notes to the Financial Statements (continued)

8 Investments

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, United Kingdom	Holding	Ordinary	100%
			2022 €000	2021 €000
Balance at 1 January and 31 December			1,854,408	1,854,408

As required by IAS 36 “Impairment of Assets”, an annual review of the carrying amount of the investments in subsidiaries balance is carried out to identify whether there is any impairment to these carrying values. No impairments have been made following the review in 2022.

9 Amounts owed to Parent company

The Company owes Nomad Foods Europe Holdings Limited a loan payable with a principal value of €743,039k as at 31 December 2022 (€666,426k as at 31 December 2021), which was due in June 2024. Interest is charged on the principal of these loans at a fixed annual rate of 11%. Interest is not paid but accrued and added to the principal amount due every 6 months. This loan was further extended on 28 July 2023 to June 2028 with no change in rate of interest.

10 Related parties

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

11 Called up share capital and reserves

Details of class of shares:

	2022 €000	2021 €000
Authorised, allotted, called up and fully paid		
1 GBP Ordinary share of £1.00 each	-	-
6,000,151 EUR Ordinary shares of €1.00 each	6,000	6,000
500,000 EUR Ordinary I interests at €0.05 each	25	25
500,000 EUR Ordinary J interests at €0.05 each	25	25
Total at 31 December	6,050	6,050

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.

Notes to the Financial Statements (continued)

11 Called up Share capital and reserves (continued)

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 account

The share premium account 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.

12 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 total assets or EBITDA (as defined in the Senior Facilities Agreement) 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.

13 Ultimate parent company

Nomad Foods Europe Holdco Limited is the immediate parent of the Company, registered at 1 New Square, Bedfont Lakes Business Park, Feltham, Middlesex, TW14 8HA, United Kingdom (registration number: 05879245).

Nomad Foods Limited is the ultimate controlling party of the Company. The ultimate parent 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 Luna Tower, Waterfront Drive, Road Town, Tortola, British Virgin Islands (registration number: FC033111).

The consolidated financial statements are available to the public and may be obtained from the Group's website www.nomadfoods.com or through writing to the Company at 1 New Square, Bedfont Lakes Business Park, Feltham, Middlesex, TW14 8HA, United Kingdom.