

NESTLÉ NIGERIA PLC

Nomination, Governance and Remuneration Committee Charter

Establishment of Nomination, Governance and Remuneration Committee

1. The Board has established the Nomination, Governance and Remuneration Committee of Nestlé Nigeria Plc pursuant to the Nigerian Code of Corporate Governance 2018 (Code).
2. The Committee shall consist of at least three members to be appointed by the Board which shall be made up of both non-executive and independent non-executive directors. Where the number of members of the Committee is not more than six, the quorum shall be two members. However, where the number of members is more than six, the quorum shall be the number nearest to one-third.
3. The Board shall appoint the chairman of the Committee.

Attendance at meetings

4. In addition to the members of the Committee as stated above, the Committee may invite any member of senior management to attend its meetings and make presentations to the Committee.
5. The Company Secretary/Legal Adviser or his designated representative shall be secretary of the Committee.

Frequency of meetings

6. The Committee shall meet at least twice a year which should coincide with key dates in the company's corporate calendar.
7. Two members of the Committee may request a meeting at any time to consider urgent matters.

Notice of meetings

8. The agenda and copies of all committee papers shall be sent to all members of the Committee, at least three days before the meeting.

Responsibilities / Terms of Reference

9. In accordance with the provisions of the Code, the terms of reference are:

- a) Review the structure, size, composition and commitment of the Board at least annually and make recommendations on any proposed changes to the Board;
- b) Establish a formal and transparent process for Board appointments, including establishing the criteria for appointment to the Board and Board committees, reviewing prospective candidates' qualifications and any potential conflict of interest; assessing the contribution of current Directors against their re-nomination suitability, and making appropriate recommendations to the Board;
- c) Identify individuals suitably qualified to become Board members and make recommendations to the Board for nomination and appointment as Directors;
- d) Periodically determine the skills, knowledge and experience required on the Board and its committees;
- e) Ensure that the Company has a formal programme for the induction and training of Directors;
- f) Undertake the annual assessment of the independent status of each independent non-executive director (INED);
- g) Ensure that the Company has a succession policy and plan in place for the Chairman of the Board, the MD/CEO and all other executive directors, non-executive directors and senior management positions to ensure leadership continuity. Succession planning should be reviewed periodically, with provision made for succession in emergency situations as well as long-term vacancies;
- h) Deal with all matters pertaining to executive management selection and performance, including an annual evaluation of the performance of the MD/CEO and executive management;
- i) Develop a process for, and ensure that the Board undertakes, an annual performance evaluation of itself, its committees, the Chairman and individual Directors, as well as the Company's corporate governance practices;
- j) Ensure the development and periodic review of Board charters, Board committee charters and other governance policies, such as the code of ethics, conflict of interest and whistleblowing policies among others;
- k) Develop a formal, clear and transparent framework for the Company's remuneration policies and procedures and
- l) Recommend to the Board on the Company's remuneration policy and structure for all Directors and senior management employees

Reporting procedures

10. The Secretary shall circulate the minutes of meetings of the Committee to all members with the notice of the meeting.
11. At Board meetings, the chairman of the Committee should present a written report of the key recommendations made at all the meetings held by the committee since the last Board meeting.
12. The Committee should be accountable to the Board for their activities and performance.

Code of conduct and ethics

- 13. Each member is always expected to act with integrity.
- 14. A member of the Committee should not allow his personal interest to conflict with any of his duties to the Company.
- 15. A member of the Committee should devote enough time to the committee’s work.

Expenses

- 16. The Committee may engage a consultant at the expense of the Company for the purpose of obtaining independent external expertise in carrying out their responsibilities, subject to the written approval of the Board.

Tenor of office

- 17. The tenor of the Committee is to be determined by the Board, which may reconstitute the Committee from time to time.

ACKNOWLEDGEMENT

This is to acknowledge the receipt of a copy of the Nomination, Governance and Remuneration Committee Charter of Nestlé Nigeria Plc. I hereby confirm my willingness to comply with the provisions of the Nomination, Governance and Remuneration Committee Charter, the Code and applicable laws or regulations in Nigeria.

NAME:

SIGNATURE:.....

DATE: