

Nestlé Nigeria Plc – Corporate Governance Evaluation for FY 2022

1

Responses

13:35

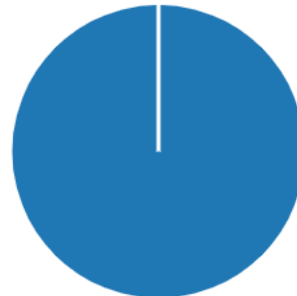
Average time to complete

Active

Status

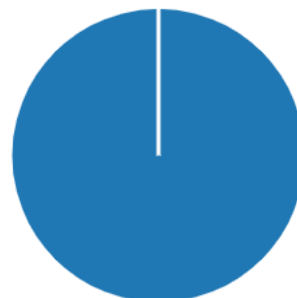
1. Is the Board composed of adequate mix of qualifications, experiences and gender?

● Yes	1
● No	0
● Other	0



2. Is there a Board approved policy to promote diversity in its membership across a variety of attributes, including knowledge, skills, experience, age, culture and gender?

● Yes	1
● No	0
● Other	0



3. Does the Board have an approved Charter? How often is it reviewed?

● Yes	1
● No	0
● Other	1



4. Are the Board Committee Terms of Reference set out in the Board approved Committee Charters? How often are they reviewed?

● Yes	1
● No	0
● Other	1



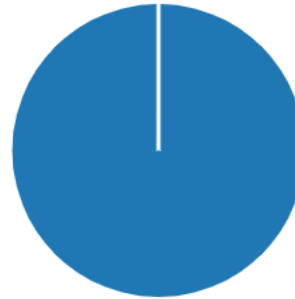
5. Does the Chairman of each Board Committee present written reports of key recommendations made at meetings held since the last Board meeting?

● Yes	1
● No	0
● Other	0



6. Are the roles of Managing Director and Chairman of the Board exercised by different individuals?

● Yes	1
● No	0
● Other	0



7. Is the Chairman a chair or member of any Board Committee?

● Yes	0
● No	1
● Other	0



8. Was the Chairman an Executive Director of the Company? If yes, when did his tenure as an Executive Director end?

● Yes	1
● No	0
● Other	1



9. Is the Managing Director and/or any Executive Director a member of any Board Committee responsible for audit, remuneration, nomination and governance?

● Yes	0
● No	1
● Other	0



10. Are there Directors holding concurrent directorships on the Board of other Companies?

● Yes	0
● No	1
● Other	0



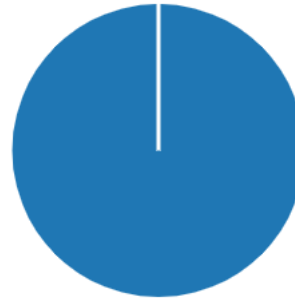
11. Is there a Board approved policy for the appointment of Directors?

● Yes	1
● No	0
● Other	0



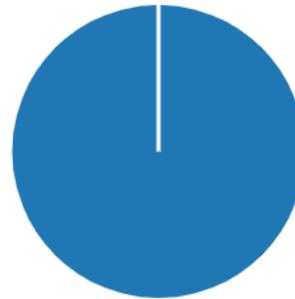
12. Were all Directors given a Letter of Appointment or Contract of Employment specifying the applicable terms and conditions of his/her appointment or employment?

● Yes	1
● No	0
● Other	0



13. Were new Directors appointed during the period under review? If yes, was there a formal induction programme for the new Directors?

● Yes	1
● No	0
● Other	0



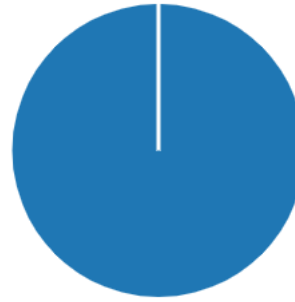
14. Were all Directors given the opportunity to attend relevant training to enable them perform effectively during the period under review?

● Yes	1
● No	0
● Other	0



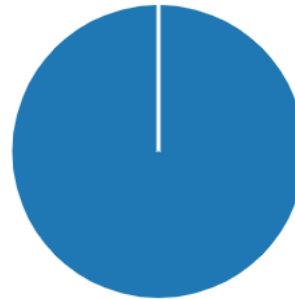
15. Do the INEDs meet all the criteria for independence stated under Section 7.2 of the NCCG 2018?

● Yes	1
● No	0
● Other	0



16. Is there a process for the Board to annually ascertain and reconfirm the independent status of each INED?

● Yes	1
● No	0
● Other	0



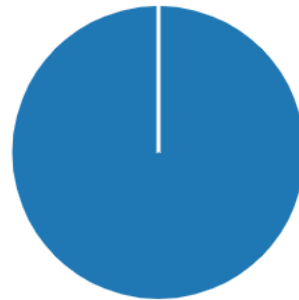
17. Is there a Board approved remuneration policy?

● Yes	1
● No	0
● Other	0



18. Is the remuneration of Non-Executive Directors presented to shareholders for approval?

● Yes	1
● No	0
● Other	0



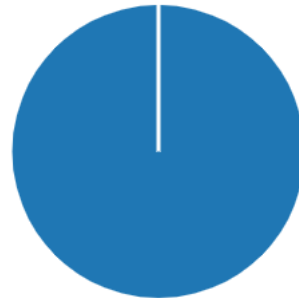
19. Do the Executive Directors or Company Secretary receive sitting allowance and/or Directors' fees?

● Yes	0
● No	1

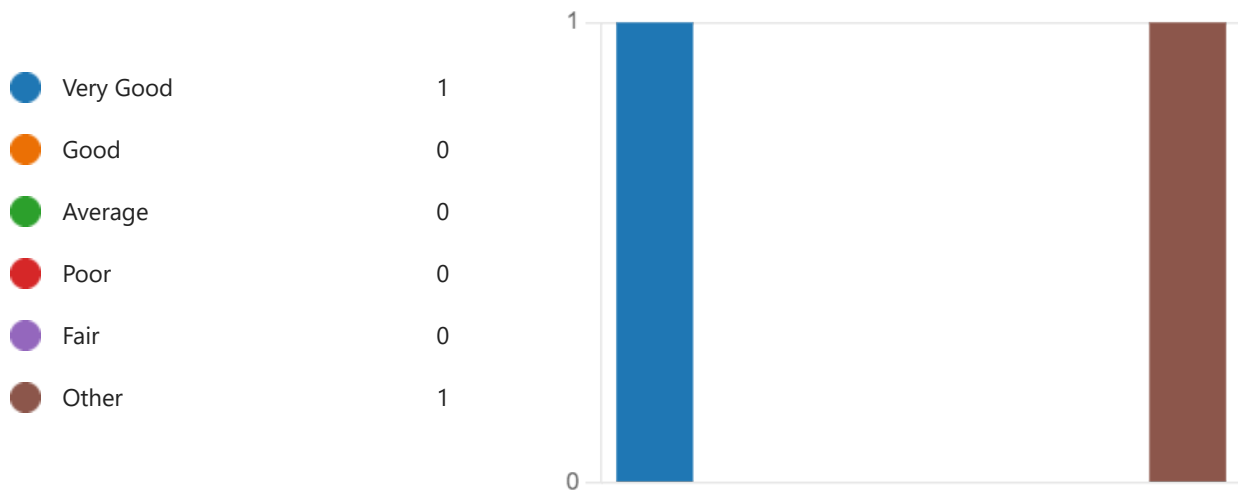


20. Is there a Board approved Claw-back Policy for Executive Management?

● Yes	1
● No	0



21. What is your rating of the qualification and experience of the Company Secretary?



22. Does the Company Secretary have both functional and administrative reporting lines?



23. What is the process for appointment and removal of the Company Secretary?

1
Responses

Latest Responses

"He is appointed by the Board and his removal requires the app..."

24. How is the performance of the Company Secretary appraised?

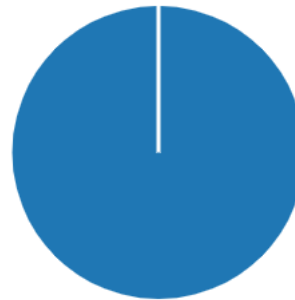
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Responses

Latest Responses

"The Company Secretary is appraised by the Board."

25. Does the Company Secretary have both functional and administrative reporting lines?

- Yes 1
- No 0
- Other 0



26. Confirm the attendance of Mr. David Ifezulike at the Board meeting

- All meetings 1
- Some meetings 0
- Other 0



27. Confirm the attendance of Mr. Wassim Elhousseini at the Board meeting and meetings of the Committee

- All meetings 0
- Some meetings 1
- Other 1



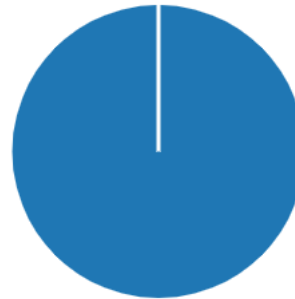
28. Confirm the attendance of Mr. Mauricio Alarcón at the Board meeting and meetings of the Committee

● All meetings	0
● Some meetings	1
● Other	1



29. Confirm the attendance of Mr. Ricardo Chavez at the Board meeting and meetings of the Committee

● All meetings	1
● Some meetings	0
● Other	0



30. Confirm the attendance of Mr. Gbenga Oyeboode at the Board meeting and meetings of the Committee

● All meetings	1
● Some meetings	0
● Other	0



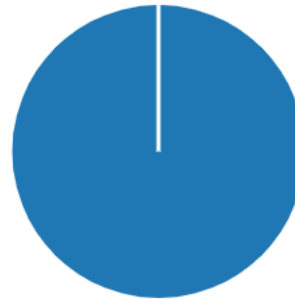
31. Confirm the attendance of Ms. Juliet Ehimuan at the Board meeting and meetings of the Committee

● All meetings	0
● Some meetings	1
● Other	1



32. Confirm the attendance of Mrs. Adebisi Lamikanra at the Board meeting and meetings of the Committee

● All meetings	1
● Some meetings	0
● Other	0



33. Confirm the attendance of Mr. Jagdish Singla at the Board meeting and meetings of the Committee

● All meetings	1
● Some meetings	0
● Other	1



34. Confirm the attendance of Mr. Sarmad Saleem at the Board meeting and meetings of the Committee

● All meetings	1
● Some meetings	0
● Other	1



35. Confirm the attendance of Mr. Ibukun-Olu Ipinmoye at the Board meeting and meetings of the Committee

● All meetings	1
● Some meetings	0
● Other	0



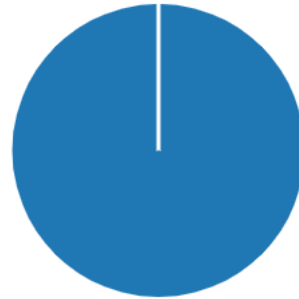
36. How many days prior notice was given to shareholders at the last AGM?

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Responses

Latest Responses
"28 days"

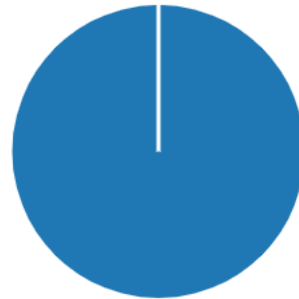
37. Is there a Board approved Shareholder Engagement Policy? Is it hosted on the Company's website?

- Yes 1
- No 0
- Other 0



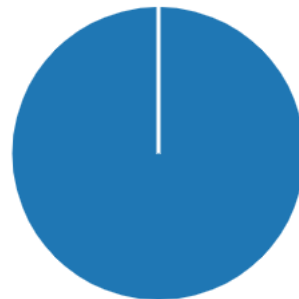
38. Is relevant information relating to the Company provided to the shareholders in a timely manner?

- Yes 1
- No 0



39. Has the Code of Business Conduct and Ethics been communicated to all internal and external stakeholders?

- Yes 1
- No 0



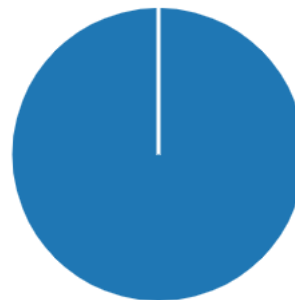
40. Was there any reported breach of the Code of Business Conduct and Ethics by internal or external stakeholders during the period under review?

● Yes	0
● No	0
● Other	1



41. Is there a Board approved policy on Related Party Transactions? How often is its implementation monitored by management?

● Yes	1
● No	0
● Other	0



42. Is there a Board approved policy on insider trading? How is compliance with the policy monitored by the Board?

● Yes	1
● No	0
● Other	0



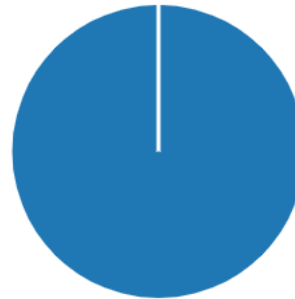
43. Is there a Board approved policy on Conflict of Interest? How is compliance with the policy monitored by the Board?

● Yes	1
● No	0
● Other	1



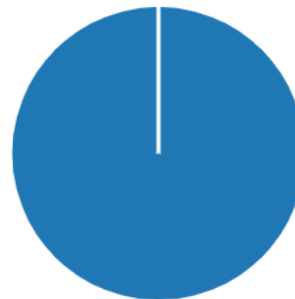
44. Do the Directors declare any conflict of interest on appointment, annually and as they occur?

● Yes	1
● No	0
● Other	0



45. Is there a Board approved Information Technology Data Governance Framework to ensure the adequate mitigation of IT assets and data risk?

● Yes	1
● No	0
● Other	0



46. Is there a Board approved policy on sustainability? How is compliance with the policy monitored by the Board?

● Yes	1
● No	0
● Other	1



47. Is there a Board approved policy on diversity in the workplace? How is compliance with the policy monitored by the Board?

● Yes	1
● No	0
● Other	1



48. Is there a Board approved policy on stakeholder management and communication?

● Yes	1
● No	0
● Other	0

