



FINANCIAL REPORTING COUNCIL OF NIGERIA
(Federal Ministry of Industry, Trade & Investment)

**FRC/CG/001: TEMPLATE FOR REPORTING COMPLIANCE WITH THE NIGERIAN
CODE OF CORPORATE GOVERNANCE 2018**

Section A: Introduction

Corporate Governance is a key driver of corporate accountability and business prosperity. The Nigerian Code of Corporate Governance, 2018 (NCCG 2018) seeks to institutionalize corporate governance best practices in Nigerian companies. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations.

The Code adopts a principle-based approach in specifying minimum standards of practice that companies should adopt. Where so required, companies are required to adopt the "Apply and Explain" approach in reporting on compliance with the Code. The 'Apply and Explain' approach assumes application of all principles and requires entities to explain how the principles are applied. This requires companies to demonstrate how the specific activities they have undertaken best achieve the outcomes intended by the corporate governance principles specified in the Code.

This will help to prevent a 'box ticking' exercise as companies deliberately consider how they have (or have not) achieved the intended outcomes. Although, the Code recommends practices to enable companies apply the principles, it recognises that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

This form seeks to assess the company's level of compliance with the principles in the NCCG 2018. Entities should explain how these principles have been applied, specify areas of deviation from the principles and give reasons for these deviations and any alternative practice(s) adopted.

Please read the instructions below carefully before completing this form:

- i. Every line item and indicator must be completed.
- ii. Respond to each question with "Yes" where you have applied the principle, and "No" where you are yet to apply the principle.
- iii. An explanation on how you are applying the principle, or otherwise should be included as part of your response.
- iv. Not Applicable (N/A) is not a valid response.

Section B – General Information

S/No.	Items	Details
i.	Company Name	Nestlé Nigeria Plc
ii.	Date of Incorporation	25 September 1969
iii.	RC Number	RC 6540
iv.	License Number	-
v.	Company Physical Address	22-24 Industrial Avenue, Ilupeju, Lagos
vi.	Company Website Address	https://www.nestle-cwa.com/en/investors/nigeria
vii.	Financial Year End	31 December 2023
viii.	Is the Company a part of a Group/Holding Company? Yes/No If yes, please state the name of the Group/Holding Company	Yes, Nestlé S.A. Switzerland
ix.	Name and Address of Company Secretary	Mr. Bode Ayeku Nestlé Nigeria Plc, 22/24 Industrial Avenue, Ilupeju, Lagos
x.	Name and Address of External Auditor(s)	Ernst & Young 10th and 13th Floor, UBA House, 57 Marina, Lagos
xi.	Name and Address of Registrar(s)	Greenwich Registrars and Data Solutions 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Shareholders.enquiries@ng.nestle.com 01-2715700
xiii.	Name of the Governance Evaluation Consultant	Nigerian Exchange Group & Convention on Business Integrity for 2021
xiv.	Name of the Board Evaluation Consultant	KPMG Advisory Services for 2021

Section C - Details of Board of the Company and Attendance at Meetings

1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1	Mr. Gbenga Oyebode	Chairman	Male	24 February, 2014	Nigerian
2	Mr. Wassim Elhusseini	MD	Male	1 September, 2020	Lebanese
3	Mr. Namit Mishra	ED	Male	1 August 2023	Indian
4	Mr. Mauricio Alarcón	NED	Male	1 October, 2016	Mexican
5	Mr. Martin Kruegel	NED	Male	1 February, 2023	German
6	Mr. Ibukun-Olu Ipinmoye	ED	Male	1 August, 2021	Nigerian
7	Dr. Juliet Ehimuan	INED	Female	24 February, 2020	Nigerian
8	Mrs. Adebisi Lamikanra	INED	Female	1 August, 2021	Nigerian
9	Mrs. Maryam Aliko Mohammed	INED	Female	1 August, 2023	Nigerian

2. Attendance at Board and Committee Meetings:

S/No.	Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
1	Mr. David Ifezulike	4	2	None	Former Chairman of the Board	He was not a member of any Committee	None
2	Mr. Gbenga Oyeboade	4	4	Nomination, Governance and Remuneration Committee	Member until his appointment as Chairman of the Board	1	1
				Audit and Risk Management Committee	Chairman until his appointment as Chairman of the Board	4	2 (being the only meetings held before his appointment as the Chairman of the Board)
				Statutory Audit Committee	Member	4	2 (being the only meetings held before his appointment as the Chairman of the Board)
3	Mr. Wassim Elhusseini	4	4	None	-	-	-
4	Mr. Namit Mishra	4	1 (being the only meeting held after his appointment)	None	-	-	-
5	Mr. Mauricio Alarcón	4	2	Nomination, Governance and Remuneration Committee	Chairman	1	1
6	Mr. Martin Kruegel	4	3	Nomination, Governance and Remuneration Committee	Member	1	1
7	Dr. Juliet Ehimuan	4	4	Nomination, Governance and Remuneration Committee	Member	1	no meeting was held after her appointment as a member
				Audit and Risk Management Committee	Chairman (upon the previous Chairman's appointment as Chairman of the Board)	4	4
				Statutory Audit Committee	Member	4	1 (being the only meeting held after her appointment as a member)
8	Mr. Sarmad Saleem	4	3 (being the total number of meetings held)	None	-	-	-

			while he was a member of the Board)				
9	Mrs. Adebisi Lamikanra	4	4	Audit and Risk Management Committee	Member	4	4
				Statutory Audit Committee	Member	4	4
10	Mr. Ibukun-Olu Ipinmoye	4	4	None	-	-	-
11	Mrs. Maryam Aliko Mohammed	4	1 (being the only meeting held after her appointment)	Audit and Risk Management Committee	Member	4	1 (being the only meeting held after her appointment as a member of the Committee)
				Statutory Audit Committee	Member	4	1 (being the only meeting held after her appointment as a member of the Committee)

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1	Wassim Elhousseini	Managing Director	Male
2	Namit Mishra	Finance and Control Director	Male
3	Shakiru Lawal	Head, Human Resources	Male
4	Khaled Ramadan	Commercial Manager	Male
5	Ibukun Ipinmoye	Factory Manager, Agbara	Male
6	Isaac Elimbi	Factory Manager, Flowergate	Male
7	Kasum Diabate	Head, Supply Chain	Male
8	Bode Ayeku	Company Secretary/Legal Adviser	Male
9	Kemi Ajasa	Regulatory and Scientific Affairs Manager	Female
10	Victoria Uwadoka	Corporate Communications & Public Affairs Manager	Female
11	Joy Abdullahi-Johnson	Category and Marketing Manager, Waters	Female
12	Palm-Zakari-Adamou,Rahamatou	Category Manager, Culinary	Female
13	Jean-Pierre Duplan	Category Manager, Coffee	Male
14	Ibraheem Awelenje	Marketing Services Manager	Male
15	Ifeanyi Orabuche	Category Manager, Dairy	Female
16	Olawale Alao	Factory Manager, Abaji	Male
17	Opeyemi Iwaloye	National Sales Manager, Waters	Male
18	Funmilayo Osineye	Business Manager, Nestle Professional	Female

19	Olutayo Olatunji	Category Manager, Beverages	Male
20	Cyrille Kemgne	Category Manager, Nutrition	Male

Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
Part A - Board of Directors and Officers of the Board		
<p>Principle 1: Role of the Board</p> <p><i>“A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company”</i></p>	<p>i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? Yes/No If yes, when was it last reviewed?</p>	<p>YES, the Board has an approved Charter detailing the responsibilities of the Board and contains the corporate governance policies and practices. The Charter helps the Board in providing overall strategic leadership to the Company. It also guides in the Board’s oversight function, effective stakeholder management and growth of the Company.</p> <p>The Charter was last reviewed on 25 February 2021</p>
	<p>Principle 2: Board Structure and Composition</p> <p><i>“The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity “</i></p>	<p>i) What are the qualifications and experiences of the directors?</p>
	<p>ii) Does the company have a Board-approved diversity policy? Yes/No If yes, to what extent have the diversity targets been achieved?</p>	<p>The Board ensures diversity in knowledge skills, experience, age, culture and gender, geared towards promoting better decision-making and effective governance as stated in the Board Charter.</p> <p>The Company has been able to achieve the diversity targets to a large extent as may be deduced from the profiles of the Directors.</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Yes. The details are in the attached document.</p>
	<p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? Yes/No If yes, provide the names of the Committees.</p>	<p>No. The MD/CEO and the ED do not chair any Board Committee. All Board Committees are headed by Non-Executive Directors in line with good corporate governance practices.</p>
<p>Principle 3: Chairman</p> <p><i>“The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board”</i></p>	<p>i) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.</p>	<p>No. The Chairman is neither a member of any of the Board Committees nor a Chair of the Board Committees in line with good corporate governance practices.</p>
	<p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?</p>	<p>The Chairman was not in attendance at any Board Committee meetings during the period after his appointment as Chairman but was briefed at the next Board of Directors’ meeting with a summary of the Committee meetings.</p>
	<p>iii) Is the Chairman an INED or a NED?</p>	<p>The Chairman is a Non-Executive Director.</p>
	<p>iv) Is the Chairman a former MD/CEO or ED of the Company? Yes/No If yes, when did his/her tenure as MD end?</p>	<p>No</p>

Principles	Reporting Questions	Explanation on application or deviation
	v) When was he/she appointed as Chairman?	He was appointed as Chairman on 18 May 2023.
	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	Yes, the roles and responsibilities of the Chairman are defined in the Companies & Allied Matters Act, Articles of Association and Board Charter.
Principle 4: Managing Director/Chief Executive Officer <i>"The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance"</i>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?	Yes, the MD has a contract of employment and other operational documents detailing his authority and relationship with the Board.
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes, the MD/CEO declares any conflict of interest on appointment. He is also required to declare any conflict of interest he may have periodically.
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	The MD attended the Board Audit and Risk Management Committee and the Statutory Audit Committee meeting to give the committees a welcome address and provide updates on the developments in the company after the last meeting. However, he is not a member of any Committee.
	iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company(ies)?	Yes. Nestle Nigeria Trust (CPFA) Limited
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No	Yes
Principle 5: Executive Directors <i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i>	i) Do the EDs have contracts of employment? Yes/no	Yes, the EDs have a contract of employment.
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? Yes/No If no, in which document are the roles and responsibilities specified?	The EDs have a contract of employment and other operational documents which provide details regarding their roles and responsibilities.
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes, the EDs declare any conflict of interest on appointment. They are also required to declare any conflict of interest they may have periodically.
	iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list	Yes. Nestlé Nigeria Trust (CPFA) Limited
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	Yes
Principle 6: Non-Executive Directors <i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? Yes/No If yes, where are these documented?	Yes, the roles and responsibilities of the NEDs are clearly documented in their Letters of Appointment and Board Charter.
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes, the NEDs have Letters of Appointment specifying their duties, liabilities and terms of engagement.
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes, the NEDs declare any conflict of interest on appointment. They are also required to declare any conflict of interest they may have periodically.
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? Yes/No If yes, when is the information provided to the NEDs	Yes, at the point of their appointment, NEDs are provided with information relating to the management of the company and its Board as part of their induction. Thereafter, relevant information regarding the management of the company is provided to them ahead of all scheduled Board meetings.

Principles	Reporting Questions	Explanation on application or deviation
	v) What is the process of ensuring completeness and adequacy of the information provided?	Information provided to Directors on appointment are usually included in a Board Induction Pack which is updated regularly with recent and relevant information and documents relating to the Company and its Board. Information provided to Directors ahead of Board and Committee meetings in the form of papers and presentations are prepared by relevant members of management and Directors are provided the opportunity to seek clarification and to make further enquiries during the meetings.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes, the NEDs have unrestricted access to the EDs, the Company Secretary and the Internal Auditor and they are encouraged to contact them on Company related matters.
Principle 7: Independent Non-Executive Directors <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes, the INEDs meet the independence criteria prescribed in the Code.
	ii) Are there any exceptions?	No, there are no exceptions to the prescribed requirements.
	iii) What is the process of selecting INEDs?	<p>The Board determines the required knowledge, skills, experience and competence to be possessed by the potential candidate and identifies such candidates while taking into consideration their eligibility for nomination as INEDs.</p> <p>Thereafter, the curriculum vitae of candidates satisfying the requirements would be sourced and forwarded to the Nomination, Governance and Remuneration Committee for scrutiny, discreet validation of character, and consideration of their eligibility as INEDs.</p> <p>Following this, the Committee shortlists candidates and presents to the full Board for a review and final decision on the selection alongside its recommendation for appointment.</p>
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes, the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement.
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes, the INEDs declare any conflict of interest on appointment. They are also required to declare any conflict of interest they may have annually. The Board Charter and Code of Ethics requires all Directors to promptly disclose any conflict of interest as they occur.
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes. Directors are required to complete a Directors' Interest Declaration form annually. Based on information provided, the Board can ascertain the continued Independence of the INEDs.
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	<p>Mrs. Adebisi Lamikanra and Mrs. Maryam Aliko Mohammed are not shareholders of the Company.</p> <p>Dr. Juliet Ehimuan's 2,146 shares in the Company during the period under review was 0.0002% of the paid-up capital of the company.</p>
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? Yes/No If yes, provide details.	No. None of the INEDs have another relationship with the Company apart from directorship and/or shareholding.
	ix) What are the components of INEDs remuneration?	<ul style="list-style-type: none"> <input type="checkbox"/> Annual Directors' Fees <input type="checkbox"/> Board and Committee Sitting allowances <input type="checkbox"/> Travel Allowances

Principles	Reporting Questions	Explanation on application or deviation
Principle 8: Company Secretary <i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"</i>	i) Is the Company Secretary in-house or outsourced?	The Company Secretary is in-house.
	ii) What is the qualification and experience of the Company Secretary?	The Company Secretary qualified as a Solicitor and Advocate of the Supreme Court of Nigeria in 1992 and holds a Master of Laws degree. He joined the Company in October 2005 as the Deputy Company Secretary. He is a Fellow of the Institute of Chartered Secretaries and Administrators of Nigeria. He is a Fellow of the Nigerian Institute of Management and the Chartered Institute of Taxation of Nigeria and an Associate of the Chartered Institute of Stockbrokers.
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	Yes, the Company Secretary is a member of senior management. He is the Company's Legal Adviser and Company Secretary.
	iv) Who does the Company Secretary report to?	The Company Secretary reports to the Board on his functional duties through the Board Chairman as well as to the Managing Director as a member of the Company's management on his administrative responsibilities.
	v) What is the appointment and removal process of the Company Secretary?	The appointment of the Company Secretary is based on merit with selection criteria emphasising competence, qualification and relevant experience like the recruitment process for the directors. The removal of the Company Secretary is by the Board and Annual General Meeting in line with the provisions of CAMA.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Board performs an appraisal of the performance of the Company Secretary as an integral part of the annual Board Evaluation exercise.
Principle 9: Access to Independent Advice <i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i>	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? Yes/No If yes, where is it documented?	Yes, the Board Charter and Code of Ethics provides that the Directors shall have access to independent professional advice where they consider it necessary to discharge their responsibilities as Directors.
	ii) Who bears the cost for the independent professional advice?	The Company bears the cost for such independent advice whenever required.
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	No. The Directors did not require the advice of any independent professional during the period under review.
Principle 10: Meetings of the Board <i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i>	i) What is the process for reviewing and approving minutes of Board meetings?	Drafts of minutes of Board meetings are sent to Board members ahead of Board meetings to afford them the opportunity to carry out a thorough review. Subsequently, the minutes are collectively reviewed and approved by the Board at Board meetings and signed by the Chairman before they are included in the Company's Minute Book.
	ii) What are the timelines for sending the minutes to Directors?	The minutes of Board meetings are required to be sent to Directors with the Board papers to the directors before the next scheduled meeting.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	A Director's eligibility to be re-elected to the Board could be impacted if they repeatedly fail to attend meetings without justifiable reasons.
Principle 11: Board Committees <i>"To ensure efficiency and effectiveness, the Board</i>	i) Do the Board Committees have Board-approved Charters which set out their responsibilities and terms of reference? Yes/No	Yes, all the Board Committees have Charters which set out their responsibilities and terms of reference.

Principles	Reporting Questions	Explanation on application or deviation	
delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities"	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	Drafts of minutes of Board committee meetings are sent to Committee members ahead of Board Committee meetings to afford them the opportunity to carry out a thorough review. Subsequently, the minutes are collectively reviewed and approved by members at Board committee meetings and signed by the Chairman and Company Secretary before they are included in the Company's Minute Book.	
	iii) What are the timelines for sending the minutes to the directors?	The minutes of Board Committee meetings are required to be sent to members with the Committee papers before the next scheduled meeting.	
	iv) Who acts as Secretary to board committees?	The Company Secretary acts as Secretary to the Board Committees.	
	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a) Nomination, Governance and Remuneration Committee b) Nomination, Governance and Remuneration Committee c) Audit and Risk Management Committee d) Audit and Risk Management Committee	
	vi) What is the process of appointing the chair of each committee?	The Chairman of each Board Committee is appointed by the Board of Directors.	
	Committee responsible for Nomination and Governance		
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	One-third. The other members are non-executive directors.	
	viii) Is the chairman of the Committee a NED or INED?	NED	
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes, the Company has a succession policy which is reviewed periodically.	
	x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Committee charters as well as other governance policies are reviewed periodically. The Board Charter was last reviewed on 25 February 2021.	
	xi) How does the committee report on its activities to the Board?	The Committees presents a written report of the key recommendations made at their meeting to the Board and the reports are reviewed and decisions taken by the Board are recorded as part of its records.	
	Committee responsible for Remuneration		
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	One-third. The other members are non-executive directors.	
xiii) Is the chairman of the Committee a NED or INED?	The Chairman of the Committee responsible for Remuneration is a NED.		
Committee responsible for Audit			
xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	Yes, the Company has a Board Audit and Risk Committee which is separate from the Statutory Audit Committee.		
xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes. The members of the Board Audit and Risk Committee are financially literate.		
xvi) What are their qualifications and experience?	The members have a range of qualifications which include degrees in accounting, finance, information technology and administration. A member of the Committee also has a professional accounting qualification. They also have several years of experience within management roles at organisations within Nigeria and overseas.		

Principles	Reporting Questions	Explanation on application or deviation
	xvii) Name the financial expert(s) on the Committee responsible for Audit	Mrs. Adebisi Lamikanra
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	The Board Audit and Risk Management Committee reviews the report of the Internal Auditor quarterly. The review is done at the Committee's quarterly meeting where the Internal Auditor presents his report for the past quarter as well as the plans for the next quarter to the Committee for review and alignment.
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	Yes, the Company has a Board approved Internal Control policy.
	xx) How does the Board monitor compliance with the internal control framework?	The Board monitors compliance with the Internal Control Policy through the Board Audit and Risk Management Committee's quarterly meetings during which it receives reports from the Head, Internal Control.
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? Yes/No Please explain.	Yes. The External Auditors present Key Audit Matters, their Management Letter and management's response to issues raised to the Board Audit and Risk Management Committee. The Committee also evaluates annually, the independence and performance of external auditors and receives the interim and final audit presentations from the external auditors.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	Yes. The Board Audit and Risk Management Committee Charter empowers the Board, subject to the recommendation of the committee responsible for audit, to determine such non-audit services that the external auditor may provide the company provided that such non-audit service shall not create a self-review threat in line with the provisions of international auditing standards.
	xxiii) How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?	Once in 2023.
	Committee responsible for Risk Management	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Board Audit and Risk Management Committee is an INED.
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes. 29 October 2018
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Board Audit and Risk Management Committee reviews the adequacy of the risk management controls quarterly during the committee's meetings. The Risk Management Controls were last reviewed on 24 February 2023.
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	Yes, the Company has a Board approved IT Data Governance Framework which will be reviewed periodically. It was approved by the Board on 21 December 2020.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	The Committee is to receive and review compliance report on the IT Data Governance Framework annually.

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	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	Yes. He has relevant experience for the role.
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	4. The CRO attends all the meetings of the Board Audit and Risk Management Committee.
Principle 12: Appointment to the Board <i>"A written, clearly defined, rigorous, formal and transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board"</i>	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	Yes, the Board Charter and Code of Ethics provides information on the appointment of Directors.
	ii) What criteria are considered for their appointment?	The appointment to the Board will take into consideration the strength and areas of improvement of the existing Board, integrity, competence, skills, knowledge, experience, capacity to undertake the responsibility as well as diversity.
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	It is the responsibility of the Board to determine the required knowledge, skills, experience and competence to be possessed by the potential candidate. Thereafter, the curriculum vitae of candidates satisfying the requirements would be sourced and forwarded to the Nomination, Governance and Remuneration Committee for scrutiny, discreet validation of character and interaction with the candidates.
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	a) The Chairman- Subject to re-election every 3 yrs b) The MD/CEO – Based on employment contract c) INED – Yes, up to 9 years d) NED – Yes, subject to re-election every 3 years e) EDs - Based on employment contract
	v) Please state the tenure	a) The Chairman – He is subject to periodic reelection by shareholders following statutory retirement by rotation. b) The MD/CEO – He is a full-time employee and is retained in the role based on his performance as assessed by the Board and contract c) INED – An initial term of 3 years subject to a maximum of three (3) terms making a maximum of 9 years in total as stipulated in the NCCG 2018. Their tenure is also subject to periodic reelection by shareholders following statutory retirement by rotation. d) NED - Their tenure is also subject to periodic reelection by shareholders following statutory retirement by rotation. e) ED – He is a full-time employee and is retained in the role based on his performance as assessed by the Board and contract.
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes.
Principle 13: Induction and Continuing Education <i>"A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company"</i>	i) Does the Board have a formal induction programme for new directors? Yes/No	Yes, the Board has a formal induction programme for new Directors.
	ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.	Yes, three new Directors (Mr. Martin Kruegel, Mr. Namit Mishra and Mrs. Maryam Aliko Mohammed) were appointed. Their date of induction were: Mr. Martin Kruegel – 27 th March 2023 Mr. Namit Mishra – 27 th July 2023 Mrs. Maryam Aliko Mohammed – 8 th August 2023
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	Yes. The Company is always willing to sponsor its directors to participate periodically in relevant continuing education program at the expense of the company to update their knowledge and skills and keep them informed of new developments in the Company's business, regulatory and operating environments.

Principles	Reporting Questions	Explanation on application or deviation
		The objective of the training is to assist them to discharge their duties fully and effectively to the Company.
	iv) How do you assess the training needs of Directors?	The Board has established a formal and rigorous annual evaluation of individual Directors. The result of this evaluation forms a basis for the assessment of the training needs of Directors.
	v) Is there a Board-approved training plan? Yes/No	Yes. Training plan and proposal are reviewed by the Board and is based on available trainings advertised which are communicated to the directors to indicate interest.
	vi) Has it been budgeted for? Yes/No	Management ensures that the training requirements and other needs of the Board are paid for after directors confirm availability.
Principle 14: Board Evaluation <i>"Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company's objectives"</i>	i) Is there a Board-approved policy for evaluating Board performance? Yes/No	Yes. This is incorporated in the Board Charter and the Terms of Reference of the Nomination, Governance & Remunerations Committee.
	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	Yes.
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	Internal The last evaluation was concluded on 20 February 2024 for the period ended 31 December 2023.
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	Yes. The Board Evaluation report was presented to the full Board at the Board meeting held on 26 February 2024.
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	The Chairman shared the Board evaluation report for the period ended December 2023 with individual directors.
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	Yes. The performance of each Director is considered by the Board in deciding whether to present a director for re-election.
Principle 15: Corporate Governance Evaluation <i>"Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"</i>	i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation.	Yes. The Company conducted internal Corporate Governance Evaluation for the period under review which was concluded on 20 February 2024.
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	The Corporate Governance Evaluation report was presented and discussed by the Board members at the Board meeting held on 26 February 2024.
	iii) If yes, please indicate the date of last presentation.	26 February 2024.
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	The summary of the 2023 Corporate Governance Evaluation Report will be included in the 2023 Annual Report and on our Investors Portal.
Principle 16: Remuneration Governance <i>"The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"</i>	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes. The policy is to be reviewed periodically
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	<ul style="list-style-type: none"> □ Annual Directors' Fees: ₦6million for Chairman and ₦3.7million for other Directors □ Sitting allowance per meeting: ₦400,000 for Chairman and ₦350,000 for other Directors □ Annual Travel Allowance: ₦5.6million
	iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes. The remuneration of NEDs is presented annually to shareholders at the AGM.

Principles	Reporting Questions	Explanation on application or deviation
		It was approved at the Company's last AGM on 17 May 2023.
	iv) What portion of the NEDs remuneration is linked to company performance?	The NEDs do not receive any remuneration that is linked to the Company's performance.
	v) Is there a Board-approved remuneration policy for Executive and Senior management? Yes/No If yes, to what extent is remuneration linked to company performance?	The company has a remuneration policy for its executive and senior management.
	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes. The Board sets KPIs for the executive management.
	vii) If yes, was the performance measured against the KPIs? Yes/No	The performance of the executive management team is measured against the KPIs.
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and / or directors' fees? Yes/No	No. They do not receive sitting allowance or directors' fees.
	ix) Which of the following receive sitting allowance and/or fees? a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	None.
	x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy.	The company's claw-back policy is embedded in clause 23 of the Board Charter and Code of Ethics which is uploaded on our investors portal.
Principle 17: Risk Management <i>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</i>	i) Has the Board defined the company's risk appetite and limit? Yes/No	The company's risk appetite is discussed at Board meetings.
	ii) How often does the company conduct a risk assessment?	Comprehensive and company-wide risk assessment is done annually.
	iii) How often does the board receive and review risk management reports?	The Board receives and reviews the risk management report on a quarterly basis.
Principle 18: Internal Audit <i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i>	i) Does the company have an Internal Audit function? Yes/No If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes, the Company has an Internal Audit function.
	ii) Does the company have a Board-approved internal audit charter? Yes/No	Yes, the Company has an Internal Audit charter.
	iii) Is the head of internal audit a member of senior management? Yes/No	No
	iv) What is the qualification and experience of the head of internal audit?	He is an Associate of the Institute of Chartered Accountants of Nigeria and has B.Sc. in Economics . He has experience in Finance and Accounting, Internal Control and Internal Audit.
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	Yes.
	vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No	Yes. The internal audit reports quarterly to the audit committee on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans

Principles	Reporting Questions	Explanation on application or deviation
	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment?	Yes. 11 May 2020
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	It is done by the Regional Management in charge of Internal Audit.
Principle 19: Whistleblowing <i>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes, the Company has a Board approved whistleblowing policy. It was last reviewed on 21 December 2020.
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	Yes, the whistleblowing mechanisms are reliable, accessible to all stakeholders and guarantees anonymity.
	iii) Is the Audit committee provided with the following reports on a periodic basis? a) Reported cases b) Process and results of Investigated cases	Yes, the Audit Committee received periodic reports on the whistleblowing mechanism, reported cases and results of investigated cases.
Principle 20: External Audit <i>"An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</i>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	The Statutory Audit Committee makes recommendations for the appointment, re-appointment or removal of the external auditors.
	ii) Who approves the appointment, reappointment, and removal of External Auditors?	The Shareholders at the Company's AGM, approve the appointment, re-appointment or removal of the External Auditors.
	iii) When was the first date of appointment of the External auditors?	30 June 2020
	iv) How often are the audit partners rotated?	5 years
Principle 21: General Meetings <i>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	Notices, annual reports and other relevant information regarding the AGM were dispatched and/or published at least 30 days before the last AGM.
	ii) Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders' enquiries at the last meeting? Yes/No	Yes. The chairmen of all Board committees attended the last Annual General Meeting.
Principle 22: Shareholder Engagement <i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</i>	i) Is there a Board-approved policy on shareholders' engagement? Yes/No If yes: a) when was it last reviewed? b) Is the policy hosted on the company's website?	Yes, 21 December 2020 and is available on the company's Investors portal.
	ii) How does the Board engage with Institutional Investors and how often?	Through engagements platforms organized by financial institutions and operators in the capital and money markets and publication of financial statements.

Principles	Reporting Questions	Explanation on application or deviation
<p>Principle 23: Protection of Shareholder Rights</p> <p><i>"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"</i></p>	<p>i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? Yes/No</p>	<p>Yes. This is done through prompt dissemination of information to the shareholders and the investing public the Nigerian Exchange Limited Portal and publication in the newspapers.</p>
<p>Principle 24: Business Conduct and Ethics</p> <p><i>"The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence"</i></p>	<p>i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and standards? Yes/No</p> <p>If yes:</p> <p>a) Has the COBE been communicated to all internal and external Stakeholders? Yes/No</p> <p>b) Is the COBE applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees 4. Third parties 	<p>Yes, the company has a Board approved Code of Business Conduct and Ethics that guides the company's professional business and ethical standards.</p> <p>Yes, the COBE had been communicated to all internal and external stakeholders. It can be easily accessed on the company's Investors portal and is applicable to all stakeholders including members of the Board, senior management, all employees and third parties.</p>
	<p>ii) When was the date of last review of the policy?</p>	<p>25 February 2021</p>
	<p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No</p>	<p>Yes. This is done regularly by the Board and Management.</p>
	<p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>	<p>No.</p>
<p>Principle 25: Ethical Culture</p> <p><i>"The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence"</i></p>	<p>i) Is there a Board- approved policy on insider trading? Yes/No</p> <p>If yes:</p> <ol style="list-style-type: none"> a) When was the last date of review? b) How does the Board monitor compliance with this policy? <p>ii) Does the company have a Board-approved policy on related party transactions? Yes/No</p> <p>If yes:</p> <ol style="list-style-type: none"> a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following? <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify) <p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>Yes. There is a Board approved Securities Trading Policy.</p> <ol style="list-style-type: none"> a) It was last reviewed on 24 February 2023 b) Through periodic communication to the insiders on the policy and periodic review by the Board and management. <p>We adopt the Nigerian Exchange Group Rules on Related Party Transactions which is to be complied with by all listed companies.</p> <p>The Nigerian Exchange Group Rules Governing Transactions with Related Parties or Interested Persons was last reviewed 3 November 2022</p> <p>Related parties are requested to disclose adequate information on related party transactions. Our external auditors are requested to review the disclosures and take appropriate action to verify that they are adequate.</p> <p>The Consultants of the Company carry out an annual review of the Related Party Transactions which is reviewed by the Audit Committee and forwarded to the Board for further necessary action.</p>


Principles	Reporting Questions	Explanation on application or deviation
	iv) Does the company have a Board-approved policy on conflict of interest? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following? 1. Senior management 2. Other employees (Specify)	Yes, the company's policy on conflict of interest is embedded in its Board Charter and Code of Business Conduct and Ethics. a) It was last reviewed on 25 February 2021. b) Employees are encouraged to disclose conflict of interest situations to their Line Manager, HR or the Legal or Compliance department and complaints are reviewed for prompt action. c) The Code is applicable to all employees including senior management.
Principle 26: Sustainability <i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i>	i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?	Yes, It was last reviewed on 21 December 2020
	ii) How does the Board monitor compliance with the policy?	The Board receives periodic reports on sustainability activities and take appropriate action
	iii) How does the Board report compliance with the policy?	This is disclosed in the Company's Annual Report.
	iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?	Yes, the Sustainability policy also includes the company's policy on diversity. It was last reviewed on 21 December 2020.
Principle 27: Stakeholder Communication <i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i>	i) Is there a Board-approved policy on stakeholder management and communication? Yes/No	Yes.
	ii) Does the Company have an up-to-date investor relation portal? Yes/No If yes, provide the link.	Yes. https://www.nestle-cwa.com/en/investors/nigeria
Principle 28: Disclosures <i>"Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</i>	i) Does the company's annual report include a summary of the corporate governance report? Yes/No	Yes.
	ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.	No regulator in the capital market fined the company during the reporting period.

Section F – Certification

We hereby make this declaration in good faith and confirm that the information provided in this form is true.

Chairman of the Board of Directors

Name: Mr. Gbenga Oyeboke

Signature: 

Date: 22/3/2024

Chairman of the Committee responsible for Governance

Name: Mr. Mauricio Alarcon

Signature: 

Date: 22/3/2024

Managing Director/Chief Executive Officer

Name: Mr. Wassim Elhusseini

Signature: 

Date: 22/3/2024

Company Secretary/Chief Compliance Officer

Name: Mr. Bode Ayeku

Signature: 

Date: 22/3/2024

CONCURRENT DIRECTORSHIPS OF NESTLE NIGERIA PLC'S DIRECTORS		
S/N	NAME OF DIRECTOR	CURRENT DIRECTORSHIPS
1.	Mr. Gbenga Oyebode	<p>All "for-profit" corporate directorship, employment or other positions:</p> <ul style="list-style-type: none"> • Aluko & Oyebode (Of Counsel) • CFAO Nigeria • Nestle Nigeria Plc • Okomu Oil Palm Company Plc • SOCFINAF SA • DHL Aviation Nigeria Limited • 1 Murtala Muhammed Drive Limited • Asset Management Group (AMG) • Coordinated Nigeria Limited • Ajoje Capital Partners Limited • Greenpark Finance Limited • N-Cell Limited • NISPV Limited • Green White Group Limited • Richmond Corporate Limited • Harbor Point Limited • Combined Industrial Agro Consultants Limited (CIACO) • Lafarge Africa Plc • Moniepoint Inc <p>All "non-profit" directorships and other positions</p> <ul style="list-style-type: none"> • Africa Leadership Academy • Africa Philanthropy Forum • Jazz at the Lincoln Center • Teach for All • The Ford Foundation • Carnegie Hall • Rele Art Gallery • The Cleveland Museum of Art • Smithsonian's National Museum of African Art • Amis du Centre Pompidou • The African Center, New York
2.	Mr. Wassim Elhousseini	<ul style="list-style-type: none"> • Nestle Nigeria Trust (CPFA) Limited • Food and Beverage Recycling Alliance (FBRA) • Nigerian Economic Summit Group (NESG) • Association of Food, Beverage and Tobacco Employers (AFBTE)
3.	Mr. Namit Mishra	<ul style="list-style-type: none"> • Nestle Nigeria Trust (CPFA) Limited
4.	Mr. Ibukun Ipinmoye	None
5.	Mr. Mauricio Alarcon	<ul style="list-style-type: none"> • Nestle Ghana Limited • Nestle Cote d'Ivoire SA • Nestle CWA Limited
6.	Mr. Martin Kruegel	<ul style="list-style-type: none"> • Nestle Ghana Limited • Nestle Cote d'Ivoire SA • Nestle CWA Limited

7.	Dr. Juliet Ehimuan	<ul style="list-style-type: none"> • First E & P • Stanbic IBTC Pension Managers • MIVA University • Zenith Bank • FATE Foundation • Nigerian Economic Summit Group • WIMBIZ • IMD Institute
8.	Mrs. Bisi Lamikanra	<ul style="list-style-type: none"> • Standard Chartered Bank, Nigeria • Leadway Assurance Plc • Evecare Hospital, Lekki, Nigeria • Coronation Securities • Corona Schools • BAT Foundation
9.	Mrs. Maryam Aliko Mohammed	<ul style="list-style-type: none"> • Global Rights, Nigeria • Sanaa Corporate Investments • MRHRC • Sterling College Limited • Modalali International Nigeria Limited • Blackquest Nigeria Limited