

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **55th Annual General Meeting of Nestlé Nigeria PLC** will be held at the MUSON Center, 8/9 Onikan, Lagos on Wednesday, 22 May 2024 at 11 o'clock in the forenoon for the following purposes:

## ORDINARY BUSINESS

- 1) To lay before the meeting the Report of the Directors, the Financial Statements for the year ended 31 December 2023 and the Reports of the Auditors and the Audit Committee thereon
- 2) To elect / re-elect Directors
- 3) To authorize the Directors to fix the remuneration of the Auditor
- 4) To disclose the remuneration of the managers of the Company in line with the provisions of the Companies & Allied Matters Act 2020
- 5) To elect the members of the Audit Committee

## SPECIAL BUSINESS

- 6) To fix the remuneration of Directors
- 7) To consider and pass the following resolution as an ordinary resolution of the Company:  
"That the general mandate given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, credit facilities, technical support services and other transactions, on normal commercial terms in compliance with the NGX Rules Governing Transactions with Related Parties or Interested Persons be and is hereby renewed."

### No Voting by Interested persons:

In line with the provisions of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7 above.

## NOTES

### a. PROXY:

A member of the Company entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A proxy form is enclosed herewith. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Company's Registrars, Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, P.M.B. 12717, Lagos or via e-mail: [info@gtlregistrars.com](mailto:info@gtlregistrars.com) not later than 48 hours before the time of the meeting.

in writing, notice of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. We request shareholders to note Section 404 (5) of CAMA which provides that "All members of the Audit Committee shall be financially literate, and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly".

### b. NOMINATIONS FOR THE AUDIT COMMITTEE:

The Audit Committee consists of 3 Shareholders and 2 Non-Executive Directors. In accordance with Section 404 of the Companies and Allied Matters Act, 2020, (CAMA) any member may nominate a shareholder for election as a member of the Audit Committee by giving

### c. UNCLAIMED DIVIDEND:

Several dividend warrants remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A list of such members will be circulated with the Annual Report and Financial Statements and advertised in two online national newspapers as provided by CAMA. Click on the link below to access the list of unclaimed dividend; [www.nestle-cwa.com/en/investors/nigeria](http://www.nestle-cwa.com/en/investors/nigeria)

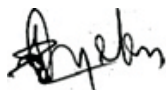
Members affected are advised to complete the e-dividend registration or write to, or call at the office of the Company's Registrars, Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, P.M.B. 12717, Lagos during normal working hours.

**d. E-DIVIDEND/E-BONUS:**

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for a dividend/bonus. A detachable application form for e-dividend and e-bonus is attached to this Annual Report to enable all shareholders to furnish particulars of their accounts to the Registrars, (Greenwich Registrars & Data Solutions Limited) as soon as possible. We request our shareholders to use the e-dividend payment portal that will serve as an on-line verification and communication medium for e-dividend mandate processing through the new E-Dividend Mandate Management System jointly introduced by the Central Bank of Nigeria, Securities and Exchange Commission, Nigeria Inter-Bank Settlement Systems PLC and the Institute of Capital Market Registrars.

The letter from Greenwich Registrars & Data Solutions Limited explaining the new initiative is included in the Annual Report and Accounts.

Dated 26 February 2024  
By Order of the Board



**Bode Ayeku, FCIS**  
Company Secretary / Legal Adviser  
FRC/2012/PRO/NBA/002/00000000637

**Registered Office**  
22-24 Industrial Avenue,  
Ilupeju, LAGOS.

**e. RIGHTS OF SECURITIES HOLDERS TO ASK QUESTIONS:**

Securities holders have a right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions should be addressed to the Company Secretary and submitted to the registered office of the Company at least a week before the meeting.

**f. ELECTRONIC ANNUAL REPORT:**

The soft copy of the 2023 Annual Report can be accessed on our website and will be sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who are interested in receiving the soft copy of the 2023 Annual Report should request via email to: [info@gtlregistrars.com](mailto:info@gtlregistrars.com)