

**CHARTER
OF
BOARD NOMINATION AND
REMUNERATION COMMITTEE
OF
UNILEVER GHANA PLC.**

December 2021

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1. INTRODUCTION

- 1.1. The Board of Unilever Ghana Plc. (hereinafter referred to as ‘the Board’) shall determine the extent to which its duties and responsibilities should be undertaken through Committees.
- 1.2 The Board in accordance with the Securities and Exchange Commission (SEC), “THE CORPORATE GOVERNANCE CODE FOR LISTED COMPANIES 2020” shall determine the number and composition of such Committees ensuring that each Committee comprise the relevant skill and competencies and that its members are able to devote sufficient time to the Committee’s work.
- 1.3 The Board shall in conformance with the SEC code establish a Nomination Committee and a Remuneration Committee.
- 1.4 The Board shall facilitate the effective discharge of the duties and responsibilities of the above-mentioned Board Committees. Accordingly, the Board should ensure that Committees are provided all necessary information in a timely manner. Committees should in addition be free to seek independent professional advice at the expense of the company subject to the approval of the Board.
- 1.5 The Board shall also request for periodic reports on the activities of its Board Committees.
- 1.6 Only directors should be members of Board Committees. However, senior management may be in attendance.

2. ESTABLISHMENT OF NOMINATION AND REMUNERATION COMMITTEE

In furtherance of Paragraph 1, there is hereby established a Nomination and Remuneration committee (hereinafter referred to as the Committee).

3. FUNCTIONS OF THE COMMITTEE

3.1 The functions of the Committee are as follows: -

- (a) Establish the criteria for Board and Board Committee memberships, review candidates’ qualifications and any potential conflict of interest, assess the contribution of current directors in connection with their re-nomination and make recommendations to the Board.
- (b) Prepare a job specification for the Chairman’s position including an assessment of time commitment required of the candidate.
- (c) Periodically evaluate the skills, knowledge and experience required on the Board.
- (d) Make recommendations on experience required by Board Committee members, Committee appointments and removal, and other Committee operational matters.
- (e) Review and adopt Operating Structure and Reporting

- (f) Review and adopt compensation structure for non-executive directors.
- (g) Provide input to the Annual Report of the Company in respect of the Committee's activities
- (h) Ensure that succession policy and plan exist for the positions of Chairman, CEO/MD, the Executive Directors, and the subsidiary Managing Directors for Group Companies.
- (i) Ensure that the Board conducts a Board evaluation on an annual basis.
- (j) Review the performance and effectiveness of the subsidiary company Boards on an annual basis where applicable; and
- (k) Review and make recommendations to the Board for approval of the Company's organizational structure and any propose
- (l) Recommend an induction programme to the Board and a programme of training.
- (m) Review annually whether any further training shall be supplied to Board members and make recommendations accordingly.
- (n) Oversee the application of the Board's remuneration policy.

4. COMPOSITION OF THE COMMITTEE

4.1 The Committee shall comprise of no less than three members, a majority of the members of which (including its chairman) shall be independent non-executive directors. Where the Chairman of the Committee is absent from a meeting, the members present at the meeting shall appoint one of them to preside over that meeting. Other members of the Board may be called to be in attendance from time to time as necessary.

5. REMUNERATION OF COMMITTEE MEMBERS

The all –Inclusive Directors fee paid to Directors on a quarterly basis shall cover all costs incurred by Directors in the performance of their duties under this Charter.

6. FREQUENCY OF MEETINGS

The Committee shall meet for a minimum of once a year. Where necessary, ad-hoc meetings could be held in addition, upon request of the Chairman or any member of the Committee.

7. NOTICE OF MEETINGS

7.1 The Secretary shall send the notice of meeting to members at least 14 days (fourteen) to the meeting. Convening a meeting within a shorter notice period or lack of notice shall not invalidate the proceeding of any meeting at which a quorum was formed.

7.2 The Secretary shall circulate the agenda and discussion papers to the members not

later than one week before the meeting.

8. QUORUM AT MEETINGS

A quorum for a meeting shall be two members of the Committee.

9. MINUTES OF MEETINGS

9.1 The Secretary shall keep minutes of Committee meetings and the draft minutes shall be circulated to all members prior to the next Committee meeting. The minutes of meetings shall be made available for approval at the next meeting of the Committee. Approved minutes of meetings shall be signed by the Chairman and kept by the Secretary.

9.2 The Secretary shall follow up on action plans decided at the meeting and shall present a status of implementation or update of the action plans during the next meeting.

10. ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

Committee members both as a group and individually, are entitled to take independent professional advice, at the expense of Unilever, on matters relating to the proper discharge of their duties. The Company Secretary will arrange for advice to be obtained.

11. REVIEW OF CHARTER

The Committee shall review, evaluate and update this Charter every other year to ensure it remains consistent with the Board's objective and responsibilities.

Approved by the Committee and Signed on its behalf by the Chairperson



Chairperson, Nomination & Remuneration Committee

Edith Dankwa

Name