



**Nestlé Pakistan Ltd.**

308-Upper Mall,  
P.O. Box: 874  
LAHORE-PAKISTAN

TEL : (+92-42) 111-637-853  
FAX : (+92-42) 35789303

The General Manager  
Pakistan Stock Exchange  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Dated: July 05, 2021

**DISCLOSURE UNDER SECTION 109 OF SECURITISE ACT, 2015 AND CLAUSE 5.6.1(a) OF LISTING REGULATIONS OF PSX FOR MATERIAL CHANGE IN OWNERSHIP OF NESTLÉ PAKISTAN LIMITED**  
**SHARES TRANSFER FROM “NESTLÉ S.A.” TO ITS 100% OWNED SUBSIDIARY “SPN”**

Dear Sir,

Pursuant to the requirement Section 109 the Securities Act, 2015 and Clause 5.6.1(a) of Listing Regulations of Pakistan Stock Exchange, we would like to intimate Exchange and its members that **Nestlé S.A.**, major shareholder of **Nestlé Pakistan Limited** (“Company”) holding 59.05% shareholding (i.e. 26,778,229 shares with a nominal value of PKR 10 each) in the Company has transferred its entire shareholding to its directly and indirectly 100% owned subsidiary **Société des Produits Nestlé S.A. (SPN)**.

A detailed disclosure by **Société des Produits Nestlé S.A. (SPN)** under Schedule II is enclosed.

The Board of Directors of the **Nestlé Pakistan Limited** do not have any interest in this transaction and consider that the terms of the transaction are fair and reasonable as far as its shareholders are concerned.

**For & on behalf of**  
**Nestlé Pakistan Limited**

Ali Sadozai  
Company Secretary

CC: Securities and Exchange Commission of Pakistan

**SCHEDULE II**  
**Disclosure under Section 109 (2) of the Act**  
**[Regulations 4(1)]**

**Date: July 05, 2021**

- (i) **The Managing Director, Pakistan Stock Exchange**
- (ii) **The Chief Executive, Nestlé Pakistan Limited (“Target Company/ Company”)**
- (iii) **Securities and Exchange Commission of Pakistan**

**Subject: Disclosure of exempted Transactions pursuant to Section 109 of the Securities Act, 2015**

**Part-A**

1. It is reported pursuant to Section 109 of the Securities Act, 2015 read with regulation 4 of the Listed Companies {Substantial Acquisition of voting shares and Takeovers}Regulations, 2017, that we~~A~~, **Société des Produits Nestlé S.A.** have acquired on **02-07-2021, 26,778,229 shares** with a nominal value of **PKR 10** each i.e. **59.05% shareholding** of the **Nestlé Pakistan Limited** at **CHF 34,201,197.10**, through **share purchase transaction**. This transaction does not attract part IX of the Act (except reporting) in terms of Section 109 (1) (h)(iii) of the Act.
2. Before the acquisition we~~A~~were/was holding **NO shares i.e. 0%** shares of the Company, after abovementioned acquisition our~~my~~ total shareholding in the Company is **26,778,229 shares** , which represents **59.05%** of the total issued voting shares of the Company.

**Part-B**

**Particulars of the Acquirer(s)**

**[This list is not intended to be exhaustive. The acquirer must disclose any information which is important to the Shareholders of the Company of which the shares have been acquired]**

3. If acquirer is a ~~Fund~~Company etc.

i)	Name and registered address of the acquirer	Société des Produits Nestlé S.A. (SPN) Address: Avenue Nestlé 55, 1800 Vevey
ii)	CUIN or in the case of a foreign company its registration number	IDE/UID : CHE-109.815.753
iii)	Date of incorporation	December 15, 1936
iv)	The authorized and issued share capital.	CHF 8,900,000
v)	Names and addresses of the sponsor or persons having control over acquirer	SPN is a 100% owned direct subsidiary of Nestlé S.A.  Address: Avenue Nestlé 55
vi)	Names and addresses of board of directors of the acquirer(s)	- Helfenstein Stefan (Chairman), in Leysin, Switzerland

		<ul style="list-style-type: none"> <li>- Michèle Burger (member of the Board of Directors), in Nyon, Switzerland</li> <li>- Thomas Hauser (member of the Board of Directors), in Wiesendangen, Switzerland</li> <li>- Blaise Revillard (member of the Board of Directors), in Jongny, Switzerland</li> <li>- Philippe Vossen (member of the Board of Directors), in Vevey, Switzerland</li> </ul>
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4. If acquirer(s) is an individual : N/A

(i) Name (s) and address(es) of each acquirer : N/A

(ii) CNIC number(s) or Passport or NICOP number : N/A

### Part-C

#### Particulars of person acting in concert (vide section 108(d) of the Act)

(i) In case of Fund/ company, all details at Para 3.

i)	Name and registered address of the acquirer	Nestlé S.A. Avenue Nestlé 55
ii)	CUIN or in the case of a foreign company its registration number	IDE/UID : CHE-105.909.036
iii)	Date of incorporation	July 19, 1905
iv)	The authorized and issued share capital.	CHF 288,100,000
v)	Names and addresses of the sponsor or persons having control over acquirer	SPN is a 100% owned direct subsidiary of Nestlé S.A.  Address: Avenue Nestlé 55
vi)	Names and addresses of board of directors of the holding company of acquirer i.e. Nestlé S.A.	<ul style="list-style-type: none"> <li>- Paul Bulcke, Chairman, Vevey, Switzerland</li> <li>- Mark Schneider, Chief Executive Officer, Vevey, Switzerland</li> <li>- Henri de Castries, BOD Member, Vevey, Switzerland</li> <li>- Renato Fassbind, BOD Member, Vevey, Switzerland</li> <li>- Pablo Isla, BOD Member, Vevey, Switzerland</li> <li>- Ann M. Veneman, BOD Member, Vevey, Switzerland</li> <li>- Eva Cheng, BOD Member, Vevey, Switzerland</li> <li>- Patrick Aebischer, BOD Member, Vevey, Switzerland</li> <li>- Kasper Rorsted, BOD Member, Vevey, Switzerland</li> <li>- Kimberly A. Ross, BOD Member, Vevey, Switzerland</li> <li>- Dick Boer, BOD Member, Vevey, Switzerland</li> <li>- Dinesh Paliwal, BOD Member, Vevey, Switzerland</li> <li>- Hanne Jimenez de Mora, BOD Member, Vevey, Switzerland</li> <li>- Lindiwe Majele Sibanda, BOD Member, Vevey, Switzerland</li> </ul>

- (ii) In case of individual, all details at Para 4 : N/A  
(iii) Number of shares held by the person acting in concert : N/A

**Part- D**

**Detail, if the Acquirer/person acting in concert has representation in the board of directors of the target company: N/A**

- (i) Name(s) and address(es) of nominee director, who represents the acquirer/person acting in concert.  
(ii) CNIC number(s) or Passport or NICOP number.

S.No.	Nominee Director of Nestlé S.A. (holding company of acquirer and target company)	Address	Passport Number
i)	Samer Chedid, Chief Executive Officer	308-Upper Mall, Lahore	LR1207914
ii)	Syed Saiful Islam, Executive Director Financial Officer	308-Upper Mall, Lahore	EB0278392
iii)	Amr Rehan, Executive Director	308-Upper Mall, Lahore	A23395746
iv)	Bernhard Stefan, Non-Executive Director	308-Upper Mall, Lahore	U0654544



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Authorised Signatory of SPN



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Authorised Signatory of SPN

Date: July 05, 2021