

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting of Nestlé Pakistan Limited ("Company"), will be held at 12:00 noon on Wednesday, April 17, 2023, at Company's Head Office, Packages Mall, Shahrah-e-Roomi, PO Amer Sidhu, Lahore, to transact the following business:

Members are encouraged to attend the AGM through video conference facility managed by the Company (please see the notes section for details).

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Accounts of the Company for the year ended December 31, 2022, together with the Directors' and Auditors' reports thereon.

As required under section 223(7) of the Companies Act, 2017, the Financial Statements of the Company have been uploaded on the website of the Company and can be downloaded from the following link:
<https://www.nestle.pk/investors/financialreports>



- To appoint Auditors for the term ending at the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s. EY Forth Rhodes, Chartered Accountants being eligible have offered themselves for re-appointment.
- To approve payment of Final Cash Dividend of Rs. 95 per share i.e. 95% of Gross who are Shareholders as at the close of business on April 07, 2023, in addition to the 2400% Interim Cash Dividend (i.e. Rs. 240 per share) already paid during the year 2022, as recommended by the Directors.

Any Other Business:

- To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD

All Sadozai
 Company Secretary

Dated: March 22, 2023

NOTES:

i) Share Transfer Books of Nestlé Pakistan Limited ("Company") shall remain closed from April 10, 2023, to April 17, 2023 (both days inclusive) and no transfer will be registered during that time. Share transfer deeds received in order with the Share Registrar of the Company, i.e. CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shaha-e-Faisal, Karachi-74400 at the close of business on April 07, 2023, will be treated in time for entitlement of the payment of Final Cash Dividend.

ii) A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint another member as a proxy to attend and vote on his/her behalf. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A proxy holder may not need to be a member of the Company. In case of a corporate entity, being a member, may appoint as its proxy any of its officials or any other person whether a member of the Company or not through Board Resolution/ Power of Attorney.

iii) The instrument appointing a proxy duly stamped signed and witnessed and must be received at the Registered Office of the Company at Nestlé Pakistan Limited, Packages Mall, Shahrah-e-Roomi, PO, Amer Sidhu, Lahore, not later than forty-eight (48) hours before the Meeting.

iv) Shareholders whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to e-mail copy of the CNIC along with their account number in CDS and participants' ID number for verification. In case of appointment of proxy by such account holders it must be accompanied with participants' ID number and Account/Sub-account number along with attested photocopies of CNIC or the Passport of the beneficial owner. Representatives of Corporate Members should dispatch the usual documents required for such purposes at Company's registered address through which they are appointed as Proxy of the respective Shareholder.

v) Members should quote their Folio / CDS Account number in all correspondence with the Company and at the time of attending the Annual General Meeting. The proxy shall produce his/her valid original CNIC or original passport at the time of the AGM.

vi) In case of joint holders, only one member whose name will appear as the main title shareholder in the Company's list of shareholders, will be allowed to attend the General Meeting.

vii) There was no investment made by the Company in its Associated Companies/ Undertaking during the year 2022, hence no update is required to be made as part of the Annual Report which is required under Regulations 4 and 6 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2018.

SPECIAL NOTES TO THE SHAREHOLDERS:

viii) DEDUCTION OF INCOME TAX FROM DIVIDEND UNDER SECTION 150 OF INCOME TAX ORDINANCE 2001:

As per the provisions of Section 150 of the Income Tax Ordinance, 2001 ("Ordinance"), whereby, different rates are prescribed for the deduction of withholding tax on the amount of dividend paid by the Companies.

The current withholding tax rates are as under:

(a) For Filers of Income Tax Returns: 15%.

(b) For Non-Filers of Income Tax Returns: 30%.

To enable the Company to make tax deduction on the amount of Cash Dividend at the rate 15% instead of 30%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of the Federal Board of Revenue ("FBR"), despite the fact that they are Filers, are advised to make sure that their names are entered into ATL before the date of issuance of Dividend Warrants, otherwise, tax on their Cash Dividend will be deducted at the rate 30%.

The Corporate Shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificates to the Company or Company's Share Registrar and Share Transfer Agent, CDCSRSL. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the Company name and their respective Folio Numbers.

As per FBR's clarification, the valid Tax Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of the Second Schedule to the Ordinance. Those who fall in the category mentioned in the above Clause must provide valid Tax Exemption Certificate to our Shares Registrar, otherwise, the tax will be deducted on the dividend amount as per rates prescribed in Section 150 of the Ordinance.

For shareholders holding their shares jointly as per the clarification issued by the FBR, withholding tax will be determined separately on the "Filer/ Non-Filer" status of Principal shareholder as well as Joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to the Company's Share Registrar and Share Transfer Agent in writing as follows:

FOLIO CDC ACCOUNT NO.	TOTAL SHARES	PRINCIPAL SHAREHOLDER		JOINT SHAREHOLDER (S)	
		NAME AND CNIC NO.	SHAREHOLDING PROPORTION NO. OF (SHARES)	NAME AND CNIC NO.	SHAREHOLDING PROPORTION (SHARES)

ix) DECLARATION FOR ZAKAT EXEMPTION

In order to claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarised copy of Zakat Declaration Form "CZ-50" on Non-Judicial Stamp Paper to the Share Registrar (CDCSRSL) of the Company by the first day of book closure. In case shares are held in scripless form such Zakat Declaration Form (CZ-50) must be uploaded in the CDC account of the shareholder, through their participant / Investor Account Services. Further, Non-Muslim shareholders are also required to file Solemn Affirmation with the Share Registrar of the Company in case of shares are held in physical certificates or with CDC Participant / Investor Account Services in case shares are in scripless form. No exemption from deduction of zakat will be allowed unless the above documents are complete in all respects and have been made available as above. Templates of the above-referred forms are available at <https://www.nestle.pk>.

x) PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE: (MANDATORY)

Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company including Nestlé Pakistan Limited to pay cash dividend to its shareholders ONLY through electronic mode i.e. directly into bank account designated by the entitled shareholders. In order to receive dividend directly into their bank account, shareholders are requested to fill in the ELECTRONIC CREDIT MANDATE FORM (Form) available at Company's website and send the form duly signed along with a copy of CNIC to the Share Registrar (CDCSRSL) of the Company in case of physical shares. In the case of shares held in CDC then the ELECTRONIC CREDIT MANDATE FORM (Form) must be submitted directly to the shareholder's broker/participant/ CDC account services.

ELECTRONIC CREDIT MANDATE FORM:

Folio Number
Name of Shareholder
Title of Bank Account
Name of Bank
Name of Bank Branch and Address
International Bank Account Number (IBAN)
Cellular and Landline Number of Share holder
E-mail Address
CNIC/NTN number (Attach copy)
Signature of Shareholder

In case of non-receipt of IBAN detail, the Company will be constrained to withhold payment of the dividend under Companies (Distribution of Dividends) Regulations, 2017.

xiii) UNCLAIMED DIVIDENDS AND SHARES (IMPORTANT & MANDATORY)

Shareholders of the Company are hereby informed that as per the record, there are some unclaimed/uncollected/ unpaid dividends and shares. Shareholders who could not collect their dividends/shares are advised to contact Nestlé Share Registrar, CDCSRSL, to collect/unclaim their unclaimed dividend or shares, if any, in compliance with Section 244 (2) of the Companies Act, 2017, after having completed the stipulated procedure, of three (3) years or more from the date due and payable, shall be deposited to the credit of the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to SECP.

xiv) TRANSMISSION OF ANNUAL REPORT:

The Audited Financial Statements of the Company for the year ended December 31, 2022, have been made available on the Company's website (<https://www.nestle.pk>) in addition to the Annual and Quarterly financial statements of the previous years.

Further, Annual Report of the Company for the year ended December 31, 2022, has been e-mailed by the Company to the respective shareholders who have provided their valid e-mail IDs to the Share Registrar of the Company (CDCSRSL). In those cases, where email addresses are not available with the Company's Share Registrar, printed notices of the AGM along with the QR-enabled code/link to download the said financial statements have been dispatched.

However, if a shareholder, requests for a hard copy of the Annual Audited Financial Statements, the same shall be provided free of cost within seven (07) days of receipt of such request. For the convenience of shareholders, a "Standard Request Form for provision of Annual Audited Accounts" has also been made available at the Company's website (<https://www.nestle.pk>).

Further, shareholders are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, CDCSRSL, if the member holds shares in physical form or, to the member's respective Participant/Investor Account Services, if shares are held in the book-entry form.

xv) CONVERSION OF PHYSICAL SHARES INTO CDC ACCOUNT:

The SECP, through its letter No. CS&ED/Misc/2016-339-840 dated March 26, 2021, has advised all listed companies to adhere to the provisions of Section 72 of the Companies Act, 2017, which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

Accordingly, all shareholders of the Company having physical folio/share certificates are requested to convert their shares from the physical form into book-entry form at the earliest. Shareholders may contact a FSX Member, CDC Participant, or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. Maintaining shares in book-entry form has many advantages — safe custody of shares with the CDC, avoidance of formalities required for the issuance of duplicate shares, and trade in shares anytime etc. The shareholders of the Company may contact the Share Registrar and Transfer Agent of the Company, namely CDCSRSL, for the conversion of physical shares into book-entry form.

xvi) PARTICIPATION IN AGM

Members are required to update their valid e-mail addresses with the Share Registrar, CDCSRSL, latest by March 31, 2023. A detailed procedure to attend Annual General Meeting shall be communicated through e-mail directly to the shareholders who have provided their valid e-mail IDs and the same shall be placed at the Company's website (<https://www.nestle.pk>) in investor relations section.

Members are encouraged to attend the AGM proceedings via video-conferencing facility, which shall be made available by the Company. All shareholders/members interested in attending the AGM, either physically or through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC / Passport number at <https://forms.office.com/e/U2MAWf43bn> (link or scan below QR code).

The confirmation email for the physical meeting or video link and login credentials will be shared with only those shareholders whose registration are received at least 48 hours before the time of the AGM.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address investor.relations@pk.nestle.com.

In case of appointment of a proxy, please communicate the required information for the individual who has been appointed as proxy of the Shareholder to participate and vote on behalf of the respective shareholder along with the duly signed proxy form at <https://forms.office.com/e/U2MAWf43bn>.

In accordance with Section 152(2) of the Companies Act, 2017, if the companies receive consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of Annual General Meeting, the Company will arrange video conference facility in that city subject to the availability of such facility in that city.



Nestlé Pakistan Limited, www.nestle.pk

SHARE REGISTRAR: CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shaha-e-Faisal, Karachi-74400

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