

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Nestlé Pakistan Ltd ("Company") will be held at 5:00 p.m. Tuesday, July 19 2022. Considering the Company's COVID-related guidelines with respect to public gatherings at one place, shareholders are encouraged to attend the Meeting online as per the instructions given in the Notes to transact the following business. However, Company has also made necessary arrangements to hold the physical meeting at Nestle Pakistan Limited, Packages Mall, Shahrah-e-Roomi, PO Amer Sidhu, Lahore for the Shareholders who wish to attend the meeting in person.

ORDINARY BUSINESS:

1. To elect ten (10) Directors as fixed by the board of Directors of Nestlé Pakistan Limited under Section 159 (1) of the Companies Act, 2017; for a period of 3 years commencing from July 17, 2022 in accordance with the provision of Section 159 and 161 of the Companies Act, 2017 Out of ten (10) retiring Directors, following nine (09) Directors are eligible for re-election:

- i. Mr. Syed Yawar Ali
- ii. Mr. Samer Chedid
- iii. Mr. Syed Babar Ali
- iv. Mr. Syed Hyder Ali
- v. Mr. Syed Saiful Islam
- vi. Mr. Fabrice Cavallin
- vii. Mr. Amr Rehan
- viii. Mr. David A. Carpenter
- ix. Ms Rabia Sultan

ANY OTHER BUSINESS:

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

BY ORDER OF THE BOARD

Ali Sadozai
Company Secretary

June 17, 2022

NOTES:

- i) Share Transfer Books of the Company will remain closed from July 08, 2022 to July 19, 2022 (both days inclusive) and no transfer will be registered during that time. Share transfer deeds received in order with the Shares Registrar of the Company i.e. CDC Share Registrar Services Limited CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400 at the close of business on July 07, 2022 will be treated in time.
- ii) A member entitled to attend and vote at the General Meeting is entitled to appoint another member as proxy to attend and vote instead of him/her.
- iii) The instrument appointing a proxy must be received at Company's Share Registrar's office i.e. CDC Share Registrar Service limited CDC House, 99-B, Block B, S.M.C.H.S. main Shakra-e-Faisal, Karachi-74400
- iv) Shareholders whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to Share scanned copy of their CNIC along with their account number in CDS number and Participation number at investor.relations@pk.nestle.com 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. Representative of Corporate Members should share the usual documents required for such purposes
- v) Members should quote their folio number in all correspondence with the Company and at the time of attending the General Meeting.
- vi) In case of joint holders, only one member whose name will appear as main title shareholder in our list of shareholders, will be allowed to attend the General Meeting.

Vii) Election of Directors:

In terms of Section 159 of the Companies Act, 2017 the member of Directors to be elected at the Extra ordinary General meeting has been Fixed by the Board of Directors at ten (10) at its meeting held on April 21, 2022. Any person who seeks to contest election for the Office of Director of the Company shall file following with the Company at its registered office:

- (a) A Notice of his/her intention to offer himself/herself for election 14 days before the date of the above said General Meeting, in terms of Section 159 (3) of the Companies Act, 2017;
- (b) A 'Consent to Act as Director' as prescribed under the Companies Act, 2017;
- (c) Detailed profile along with office address;
- (d) Declaration in respect of being complaint with the requirement of the Code of Corporate Governance and the eligibility criteria as set out in the Companies Act, 2017 to act as director or an independent director of the listed companies;
- (e) Attested Copy of Valid CNIC and NTN

Viii) PARTICIPATION IN THE EOGM PROCEEDING

As per the Company's COVID-related guidelines with respect to public gatherings at one place, Company is discouraging to conduct large Physical meetings. As you are aware that the Omicron BA 2 variant has been reported in Pakistan which is highly contagious, and its trend and severity are not identified yet therefore Company is still practicing COVID-related precautionary measures to manage the safety of its employees and its stakeholders e.g. Employees visit to the office in their respective predefined Teams, discourage third party visits and physical meetings, maintaining social distance, conduct meetings virtually, mandatory use of face masks, sanitizer and inspection of temperature, and encourage employees to have COVID vaccine's booster shot. In view of the above, Shareholders are encouraged to participate in EOGM virtually which would facilitate Company's shareholders to participate in the meeting with greater ease from any geographic location while ensuring their and others' safety.

However, Company has also made necessary arrangements for a physical meeting for the shareholders who wish to attend the meeting in person. In this regard, you would require to get your name and Folio No. registered as per the below-given format with the Company latest by July 05, 2022, in order to enable the Company to make necessary arrangements while ensuring social distance at the above-mentioned venue only first 30 registrations for physical participation would be accepted.

The Shareholders will be able to login and participate in the EOGM proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the shareholders.

In this regard, shareholders are required to update their valid e-mail addresses with the Share Registrar, CDCSRL latest by July 01, 2022. A detailed procedure shall be communicated through e-mail directly to the shareholders who have provided their valid e-mail IDs and same shall be placed at the Company's website (<https://www.nestle.pk>) in investor relations' section.

The shareholders' who have already updated their valid e-mail addresses with the Company or its Share Registrar (CDCSRL) and are interested to attend EOGM may send below information at investor.relations@pk.nestle.com for the shareholders/ appointed proxy's verification from their duly registered valid e-mail address for the registration purposes latest by July 5, 2022.

Sl. NO.	NAME OF THE SHAREHOLDER	CNIC NUMBER	FOLIO NUMBER	CELL NUMBER	REGISTERED E-MAIL ADDRESS	MODE OF ATTENDANCE (PHYSICAL/VIRTUAL)