

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of Nestlé Pakistan Ltd; will be held at 09:30 am on **May 07, 2020** to transact the following business at Lahore.

In wake of the outbreak of COVID-19 (Corona Virus Disease - 2019) shareholders are encouraged to attend the Meeting **online** as per the instructions given in notes section below.

ORDINARY BUSINESS:

- 1- To receive, consider and adopt the Audited Accounts of the Company for the year ended December 31, 2019 together with the Directors' and Auditors' reports thereon.
- 2- To appoint EY Ford Rhodes ("EY"), Auditors for the term ending at the conclusion of the next Annual General Meeting and to fix their remuneration. The EY Ford Rhodes ("EY"), Auditors being eligible have offered themselves for appointment.
- 3- To approve payment of Final Cash Dividend of Rs. 42/- per share i.e. 420% to those who are Shareholders as at the close of business on April 28, 2020, in addition to the 1100% Interim Cash Dividend (i.e. Rs. 110 per share) already paid during the year 2019, as recommended by the Directors.

Any Other Business:

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

BY ORDER OF THE BOARD



Ali Sadozai

Company Secretary

Dated: April 13, 2020

NOTES:

- i) Share Transfer Books of Nestlé Pakistan Limited ("Company") shall remain closed from April 29, 2020 to May 07 (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 Shahra-e-Faisal, Karachi-74400 at the close of business on April 28, 2020 will be treated in time for entitlement of 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. In case of a corporate entity, being a member, may appoint as its proxy any of its official 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 308-Upper Mall, Lahore, not later than forty eight (48) hours before the Meeting or e-mail scanned copy of the same at investor.relations@pk.nestle.com.
- iv) Shareholders whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to e-mail copy of 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 e-mail the usual documents required for such purposes through the e-mail (investor.relations@pk.nestle.com) 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.
- vi) Shareholders are requested to notify the change of address, Zakat Declaration and Tax Exemption Status with its valid certificate, if any, immediately to our Share Registrar.
- vii) 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.
- viii) An update as required under Regulations 4 and 6 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, is included as part of the Annual Report 2019.

SPECIAL NOTES TO THE SHAREHOLDERS:

ix) WITHHOLDING OF PAYMENT OF DIVIDEND - SUBMISSION OF COPIES OF CNIC (URGENT & MANDATORY):

As per SECP directives the dividend of shareholders whose valid CNICs, are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Share Registrar, M/s. CDC Share Registrar Services Limited (CDCSRSL), CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shakra-e-Faisal, Karachi – 74400 without any further delay.

x) 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 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 of 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 of 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 certificates, as the case may be, must quote 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 Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide valid Tax Exemption Certificate to our Shares Registrar; otherwise tax will be deducted on 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 "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 (NO. OF SHARES)

xi) 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 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 **ELECTRONIC CREDIT MANDATE FORM** available at Company's website and send it duly signed along with a copy of CNIC to the Share Registrar (CDCSRSL) of the Company in case of physical shares. In case of shares held in CDC then **ELECTRONIC CREDIT MANDATE FORM** must be submitted directly to 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	
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 dividend under Companies (Distribution of Dividends) Regulations, 2017.

xii) 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/enquire about 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 Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to SECP.

xiii) TRANSMISSION OF ANNUAL REPORT:

The Audited Financial Statements of the Company for the year ended December 31, 2019 have been made available at the Company's website (<https://www.nestle.pk/>) in addition to the Annual and Quarterly financial statements for the prior years.

Further, Annual Report of the Company for the year ended December 31, 2019 has been e-mailed to the respective shareholders who have provided their valid e-mail IDs to the Share Registrar of the Company (CDCSRSL), and dispatched DVDs to those who have not updated their e-mail IDs yet.

However, if a shareholder, requests for 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 convenience of shareholders, a "Standard Request Form for provision of hardcopy of Annual Audited Accounts" has also been made available at the Company's website (<https://www.nestle.pk/>).

xiv) ONLINE PARTICIPATION IN AGM:

In view of the evolving situation on the spread of the COVID-19, Nestlé Pakistan has **decided to conduct above Shareholders' Meeting online** in order to protect the wellbeing of the shareholders.

The shareholders will be able to login and participate in the AGM 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,**

CDCSRSL **latest by April 20, 2020.** 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 relation section.

The shareholders who **have already updated** their valid e-mail addresses with the Company or its Share Registrar (CDCSRSL) and are interested to attend AGM may send below information at **investor.relations@pk.nestle.com** for their / their appointed proxy's verification. Such information should be sent from their **duly registered valid e-mail address for the registration purposes latest by May 03, 2020.**

S. NO.	NAME OF THE SHAREHOLDER	CNIC NUMBER	FOLIO NUMBER	CELL NUMBER	REGISTERED E-MAIL ADDRESS

In case of **appointment of a proxy**, please communicate above information for the individual who has been appointed as proxy of the Shareholder to participate and vote on behalf of the respective shareholder alongwith the duly signed proxy form.