


NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 46th Annual General Meeting of Nestlé Pakistan Limited ("Company"); will be held at 12:00 noon on Thursday, April 18, 2024, at the 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 the video conference facility managed by the Company (please see the notes section for details).

Ordinary Business:

- 1- To confirm minutes of the 45th Annual General Meeting of the Company held on April 17, 2023.
- 2- To receive, consider, and adopt the Audited Accounts of the Company for the year ended December 31, 2023, 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 which can be downloaded from the following link:

SCAN ME
<https://www.nestle.pk/investors/financialreports>
- 3- 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 Ford Rhodes, Chartered Accountants being eligible have offered themselves for re-appointment.
- 4- To approve payment of Final Cash Dividend of Rs. 19 per share i.e., 190% to those who are Shareholders as at the close of business on April 10, 2024, in addition to the 1740% Interim Cash Dividend (i.e. Rs. 174 per share) already paid during the year 2023, as recommended by the Directors.

Special Business:

- 5- To consider, and if deemed fit, to pass with or without any amendment/modification the following resolution as a special resolution, to obtain consent from the members for the transmission of the annual audited account through QR-enabled code and weblink, as allowed under S.R.O. 389 (I)/2023 issued by the Securities and Exchange Commission of Pakistan.

RESOLVED THAT, notice of meeting shall be dispatched to members as per requirements of the Act, on their registered address, containing the QR code and the

weblink address to view and download the annual audited financial statements together with the reports and documents required to be annexed thereto under the Act.

RESOLVED THAT, the Company shall be considered compliant with the relevant requirements of section 223(6) of the Companies Act, 2017 by sending the Audited Financial Statements through e-mail and/or sending a notice of meeting containing a QR- code and the weblink address. In case a hard copy of Audited Financial Statements and/or Notice of the AGM of the Company is desired, a specific request for the same will be made.

FURTHER RESOLVED THAT the Company Secretary/ Deputy Company Secretary be and is hereby authorized to do all necessary acts, deeds, and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution.

FURTHER RESOLVED THAT the action taken by the Company to dispatch financials for the year ended December 31, 2023, through QR-enabled code shall be deemed approved as post-facto approval, subject to the confirmation of the shareholders.

Any Other Business:

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

BY ORDER OF THE BOARD



Ali Sadozai
Company Secretary

Dated: March 25, 2024

NOTES:

- i) Share Transfer Books of Nestlé Pakistan Limited (“Company”) shall remain closed from April 11, 2024 to April 18, 2024 (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 Shakra-e-Faisal, Karachi-74400 at the close of business on April 10, 2024 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 the 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, Amer Sidhu, Lahore, or email scanned copies of the same at 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 by the 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 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.
- 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 the main title shareholder in our list of shareholders, will be allowed to attend the General Meeting.

- viii) 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, 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 Company’s Share Registrar 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 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 facilitate the Company in implementing a reduced tax deduction rate of 15% for Cash Dividends instead of 30%, shareholders classified as Filers, yet not listed in the Active Tax-payers List (ATL) by the Federal Board of Revenue (FBR) website, are urged to ensure their inclusion in the ATL before the issuance of Dividend Warrants. Failure to do so will result in a tax deduction rate of 30% on their Cash Dividends.

Corporate Shareholders with CDC accounts must update their National Tax Numbers (NTN) with their participants, while physical shareholders should send NTN certificates to the Company or its Share Registrar, CDCSRSL. When submitting NTN or certificates, shareholders must include 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 a valid Tax Exemption Certificate to the Company's Shares Registrar to avoid tax deduction.

As per FBR clarification, withholding tax on jointly held shares is determined based on Principal shareholder and Joint-holder(s) "Filer/Non-Filer" status and respective shareholding proportions. Shareholders holding shares jointly must provide shareholding proportions to the Company's Share Registrar 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)

Pursuant to Section 242 of the Companies Act, 2017, all listed companies are obligated to distribute cash dividends solely through electronic means, directly to shareholders' designated bank accounts. Shareholders seeking direct deposit are required to complete the ELECTRONIC CREDIT MANDATE FORM available on the Company's website and submit it, along with a signed copy of their CNIC, to the Share Registrar (CDCSRSL) for physical shares or to their broker/participant/CDC account services for shares held in CDC.

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 Shareholder	
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 dividends under the 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 the Nestlé Share Registrar, CDCSRSL to collect/enquire about their unclaimed dividends 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.

xiii) TRANSMISSION OF ANNUAL REPORT:

The Audited Financial Statements for the year ended December 31, 2023, are accessible on the Company's website (<https://www.nestle.pk/>), along with previous years' Annual and Quarterly financial statements. Additionally, the Annual Report for the year 2023 has been emailed to shareholders with valid email IDs registered with the Share Registrar (CDCSRSL), and dispatched Notice of AGM with a QR Code to access same to those without updated email IDs.

Shareholders may request a hard copy of the Annual Audited Financial Statements, which will be provided within seven (07) days upon receipt of such request. A "Standard Request Form for the provision of Annual Audited Accounts" is also available on the Company's website for shareholder convenience.

xiv) CONVERSION OF PHYSICAL SHARES IN TO CDC ACCOUNT:

The Shareholders having physical shareholding are encouraged to place their physical shares into scripless form as defined in Section 72(2) of the Act i.e., "Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act." (i.e., May 31, 2017)

The Shareholders having physical shareholding may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical share

into scripless form, this will facilitate them in many forms including safe custody, and trade in shares anytime they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange.

xv) PARTICIPATION IN AGM

Shareholders must update their valid email addresses with the Share Registrar, CDCSRSL by March 31, 2024. Detailed procedure for attendance in the Annual General Meeting will be emailed directly to the shareholders with valid email IDs, and will be available on the Company’s website.

Shareholders who have updated their email addresses with the Company or its Share Registrar (CDCSRSL) and wish to attend the AGM must send verification information from their registered email address to investor.relations@pk.nestle.com latest by April 05, 2023.

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

If appointing a proxy, please provide the designated individual's details along with the signed proxy form for participation and voting on behalf of the shareholder.

In accordance with Section 132(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.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 134(3) AND SECTION 166(3) OF THE COMPANIES ACT, 2017

The statement sets out the material facts concerning Special Business Item No. 05 of the notice to be transacted at the Annual General Meeting dated April 18, 2024.

Securities and Exchange Commission of Pakistan in its Notification S.R.O. 389 (I)/2023 dated March 21, 2023, considering technology advancements and old technology

becoming obsolete, has allowed listed companies to circulate the annual audited financial statements to its members through QR enable code and weblink instead of circulation of annual financial statements through CD/DVD/USB, subject to the approval of shareholders obtained in the general meeting.

The Company shall dispatch the Notice of the general meeting to members as per requirements of the Act and comply with other instructions of SECP given in the above-mentioned notification, including:

- (a) to transmit via email annual audited financial statements to shareholders who have provided to the Company their email addresses; and
- (b) to provide within one week, a hard copy of annual audited financial statements with relevant documents to the shareholder(s), in case the Company receives the request of the shareholder on the standard request form that is available on the Company’s website.

The Chairman, Independent Directors, and Non-Executive Directors are interested in the Special Business to the extent of receiving annual financial statements as shareholders of the Company other than that the Chairman and Directors have no interest in the Special Business.

“RESOLVED that the Company shall circulate annual audited financial statements to its members through QR enable code and weblink and shall discontinue the circulation of annual financial statements through CD/ DVD/USB being old technology becoming obsolete.

FURTHER RESOLVED that the Company shall ensure at all times the requirements given in Securities and Exchange Commission Notification S.R.O. 389 (I)/2023 dated March 21, 2023, and all other applicable laws in connection with transmission of Notice of the general meeting and circulation of the annual report to the members of the Company are complied with.”