

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Nestlé Pakistan Ltd. will be held at 09:00 a.m. on Friday, July 15, 2016 at 304-Upper Mall, Lahore, to transact the following business:

ORDINARY BUSINESS:

1. To elect nine (9) Directors as fixed by the Board of Directors of Nestlé Pakistan Limited under Section 178 (1) of the Companies Ordinance, 1984; for a period of 3 years commencing from July 15, 2016 in accordance with the provision of Section 178 & 180 of the Companies Ordinance, 1984. The following retiring Directors are eligible for re-election:

i) Mr. Syed Yawar Ali
iv) Mr. Syed Hyder Ali
vii) Mr. Osman Khalid Waheed

ii) Mr. Bruno Boris Olierhoek
v) Mr. John Michael Davis
viii) Mr. John Martin Miller

iii) Mr. Syed Babar Ali
vi) Mr. Naveed A. Khan
ix) Mr. Juan Jose Aranols Campillo

SPECIAL BUSINESS:

2. That the following business be considered and approved by the Shareholders as a Special Resolution as required under Section 28 of the Companies Ordinance, 1984:

To consider and, if deemed fit, to approve amendment in articles of the Articles of Association of Nestlé Pakistan Limited and pass below resolution with or without modification:

“RESOLVED THAT the amendments in the Articles of Association of Nestlé Pakistan Limited as disclosed in the Statement under Section 160 (1)(b) of the Companies Ordinance, 1984 annexed with this notice be and are hereby approved.”

FURTHER RESOLVED THAT the Company Secretary and/or the Deputy Company Secretary be and are hereby authorised to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of the Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid.

A Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance, 1984 relating to the aforesaid Special Business to be transacted at the said Extraordinary General Meeting is annexed to the notice being dispatched to members.

ANY OTHER BUSINESS:

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

BY ORDER OF THE BOARD

Ali Sadozai
Company Secretary

June 21, 2016.

NOTES:

- a. Share Transfer Books of the Nestlé Pakistan Limited (“Company”) shall remain closed from July 06, 2016 to July 15, 2016 (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. Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House, 99-B, Block ‘B’, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 at the close of business on July 05, 2016 will be treated in time for transfer.
- b. In terms of Section 178(3) of the Companies Ordinance, 1984, any person who seeks to contest election of the office of Director of the Company shall file with the Company, at its registered office, a ‘Notice of Intention’ to offer himself/herself for election not later than fourteen days before the date of the Extraordinary General Meeting along with a written ‘Consent to Act as Director’.
- c. 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.
- d. The instrument appointing a proxy 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.
- e. Shareholders whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original 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 bring the usual documents required for such purposes.
- f. Members should quote their folio number in all correspondence with the Company and at the time of attending the General Meeting.
- g. 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 vote at the General Meeting.
- h. Shareholders are requested to notify the change of address, Change of Bank Detail, Zakat Declaration on valid format, Tax Exemption Status with its valid certificate, and change in proportion of Shareholding in case of Joint holders if any, immediately to our Share Registrar.

Special Notes to the Shareholders:

i. Submission of Copies of CNIC (Mandatory):

The Securities & Exchange Commission of Pakistan (SECP) vide its SRO 779 (I)/2011 dated August 18, 2011, SRO 831 (I)/2012 dated July 5, 2012 and SRO 19 (I)/2014 dated January 10, 2014 has made it mandatory that the dividend warrants should bear the Computerised National Identity Card Number (CNIC) of the registered member or authorised person, except in the case of minor(s) and corporate members. Therefore individual members or their authorised representatives who have not yet provided an attested copy of their valid CNICs to the Company/Shares Registrar are requested to provide the same at their earliest to avoid any inconvenience. The corporate entities are requested to provide their National Tax Number (NTN).

j. Dividend Mandate (Optional):

In order to make the process of payment of cash dividend more efficient, SECP vide its Circular No. 8(4) SM/CDC 2008 dated April 5, 2013 has issued instructions so that the shareholders can get their dividend credited in their respective bank accounts electronically without any delay. The shareholders may, therefore, authorise the Company to credit the dividend directly to their bank account for all future dividends declared by the Company. Accordingly, all non-CDC shareholders are requested to send their bank account details to the Company's Share Registrar at the address given below. Shareholders who hold shares with Participant/Central Depository Company of Pakistan Limited (CDC) are advised to provide the mandate to the concerned Stock Broker/Central Depository Company of Pakistan Limited.

For any query/difficulty/information, the members may contact the Company's Share Registrar and Share Transfer Agent, at the following address, phone/fax numbers.

**Share Registrar: Central Depository Company of Pakistan Limited, CDC House, 99 – B,
Block ‘B’, S.M.C.H.S., Main Shahra-e-Faisal, Karachi- 74400
Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275)
Fax: (92-21) 34326053 Email: info@cdcpak.com Website: www.cdcpakistan.com**