

NOTICE OF MEETING

Notice is hereby given that the 40th Annual General Meeting of Nestlé Pakistan Ltd; will be held at 9:00am on April 16, 2018 at 304 –Upper Mall, Lahore, to transact the following business:

- To receive, consider and adopt the Audited Accounts of the Company for the year ended December 31, 2017 together with the Directors' and Auditors' reports thereon.
- 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. KPMG Taseer Hadi & Co. Chartered Accountants being eligible, have offered themselves for re-appointment.
- To approve payment of Final Cash Dividend of Rs. 80/- per share i.e. 800% to those who are Shareholders as at the close of business on April 06, 2018, in addition to the 2400% Interim Cash Dividend (i.e. Rs. 240 per share) already paid during the year 2017, 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

March 16, 2018

NOTES:

- Share Transfer Books of the Nestlé Pakistan Limited ("Company") shall remain closed from April 09, 2018 to April 16, 2018 (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 April 06, 2018 will be treated in time for entitlement of payment of Final Cash Dividend.
- 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.
- 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.
- 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.
- Members should quote their Folio/ CDS Account number in all correspondence with the Company and at the time of attending the Annual General Meeting.
- Shareholders are requested to notify the change of address, Zakat Declaration and Tax Exemption Status with its valid certificate, if any, immediately to our Shares Registrar.
- 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.

SPECIAL NOTES TO THE SHAREHOLDERS:

- WITHHOLDING OF PAYMENT OF DIVIDEND - SUBMISSION OF COPIES OF CNIC (URGENT & 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 Identity Card Number (CNIC), National Identity Card for Overseas Pakistanis (NICOP) of the registered member or authorised person, Except in the case of minor(s) and corporate members. Therefore, SECP vide its letter No. EMD/233/574/02-417 dated October 18, 2016 has allowed Nestlé Pakistan Limited to withhold all future dividends of those shareholders who had not yet provided copies of their valid attested copies of CNICs.
The Shareholders are once again requested to provide a valid copy of their CNIC to the Company or Share Registrar and Transfer Agent enabling the Company to comply with the directions issued by SECP vide above referred SROs.
- DEDUCTION OF INCOME TAX FROM DIVIDEND UNDER SECTION 150 OF INCOME TAX ORDINANCE**
The Government of Pakistan through Finance Act, 2017, has made amendment in 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: 15.00%
(b) For Non-Filers of Income Tax Returns: 20.00%
To enable the Company to make tax deduction on the amount of Cash Dividend @ 15.00% instead of 20.0%, 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 @ 20.0%.
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, M/s. Central Depository Company of Pakistan Limited.
The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective Folio Numbers.
As per FBR's clarification, the valid 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) |
| | | | | | |

- 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 to pay cash dividend to its shareholders **ONLY** through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in **ELECTRONIC CREDIT MANDATE FORM** available on Company's website and send it duly signed along with a copy of CNIC to the Share Registrar of the Company (CDC) in case of physical shares.
In case shares are held in CDC then **ELECTRONIC CREDIT MANDATE FORM** must be submitted directly to shareholder's broker/participant/ CDC account services.

ELECTRONIC MANDATE FORM FOR PHYSICAL SHAREHOLDERS

| | |
|--|--|
| Folio Number | |
| Name of Shareholder | |
| Title of the Bank Account | |
| International Bank Account Number (IBAN) | |
| Name of Bank | |
| Name of Bank Branch and Address | |
| Cellular & Landline Number of Shareholder | |
| CNIC / NTN number (attach copy) | |
| Signature of Shareholder | |

In case of non- submission of IBAN, the Company will withhold the payment of dividends under Companies (Distribution of Dividends) Regulations, 2017

- 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 (CDC) to collect/enquire about their unclaimed dividend or shares, if any.
In compliance with Section 244 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 the Securities & Exchange Commission of Pakistan (SECP).
- E-VOTING**
Pursuant to SECP S.R.O. No. 43(I)/2016 dated January 22, 2016, members can also exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the date of meeting to the Company on the appointment by the Intermediary as a Proxy.
- CONSENT FOR VIDEO CONFERENCE FACILITY**
As allowed by SECP vide Circular No. 10 of 2014 dated May 21, 2014 and Companies Act 2017, members can avail video conference facility for this Annual General Meeting, at Lahore and Karachi provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing at above mentioned locations, at least 7 days prior to date of the meeting. Subject to the fulfillment of the above conditions, members shall be informed of the venue, 5 days before the date of the General Meeting along with complete information necessary to access the facility. In this regard please send a duly signed request as per following format at the registered address of the Company 10 days before holding of General Meeting.

I / We, _____ of _____ being a member of Nestlé Pakistan Limited holder of _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____.

Name of Shareholder

Registered Signature