



Nestlé Good food, Good life

Notice of Meeting

Notice is hereby given that the Thirty Ninth (39th) Annual General Meeting of Nestlé Lanka PLC will be held at the 'Wellness Café' of the Nestlé Lanka PLC Head Office at No. 440, T. B. Jayah Mawatha, Colombo 10, on Tuesday 21 July 2020 at 10.00 a.m., via audiovisual means for the following purposes:

Agenda

1. To receive and consider the annual report of the Board of Directors on the affairs of the Company, Independent Auditors' report and the financial statements for the year ended 31 December 2019.
2. To approve a final dividend of Rs. 17.50 per share for the year ended 31 December 2019, as recommended by the Board of Directors.
3. To re-elect as Director Mr. David Steven McDaniel, in terms of Article 64 of the Articles of Association.
4. To re-elect as Director Mr. Gurcharan Grover, in terms of Article 56, 57 and 58 of the Articles of Association.
5. To re-elect as Director Mr. Ranjan Seevaratnam, who is over the age of 70 years and retires at the forthcoming Annual General Meeting, in terms of Section 210 of the Companies Act No. 07 of 2007, by passing the following ordinary resolution in terms of Section 211 of the Companies Act No. 07 of 2007:
6. To re-elect as Director Mr. Mahen Dayananda, who is over the age of 70 years and retires at the forthcoming Annual General Meeting, in terms of Section 210 of the Companies Act No. 07 of 2007, by passing the following ordinary resolution in terms of Section 211 of the Companies Act No. 07 of 2007:
7. To appoint the Auditors M/s. Earnst & Young as Independent Auditors in place of KPMG and to authorise the Directors to determine their remuneration.

"Resolved that Mr. Ranjan Seevaratnam, who is 76 years of age, be and is hereby re-elected as a Director of the Company. It is hereby resolved and declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Director"

"Resolved that Mr. Mahen Dayananda, who is 73 years of age, be and is hereby re-elected as a Director of the Company. It is hereby resolved and declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Director"

By Order of the Board.

NESTLÉ LANKA PLC

Keerthi Pathiraja
Company Secretary

9 June 2020

Note:

1. In the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka, the Thirty Ninth (39th) Annual General Meeting of Nestlé Lanka PLC will be a virtual meeting held by participants joining through audio or audiovisual means or through their duly appointed proxy in the manner specified below:
2. The Board will make necessary arrangements for Shareholders who wish to participate in the AGM virtually by ensuring that the login information will be forwarded to them prior to the date of the AGM in the form of a audio/video link. In order to enable such a facility, Shareholders who wish to participate in the AGM are requested to forward their details as per the attached form hereto 07 days prior to the AGM.
3. The AGM will be held in line with the guidelines issued by the Colombo Stock Exchange and as per applicable laws. The AGM is scheduled on the assumption that no curfew will be in force on the AGM date and that there would be no restriction imposed by the authorities on conducting of meetings.
4. Shareholders will be required to use internet with adequate speed to avoid any disturbance during the meeting.
5. Shareholders connecting from mobile devices, tablets or laptops via mobile hotspots may experience audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connections to mitigate any kind of aforesaid glitches.
6. Attendance of the Chairman and the Board of Directors:

The Chairman, Managing Director, other members of the Board of Directors, Company Secretary, and Auditors will be present at the 'Wellness Café' of Nestlé Lanka PLC, No. 440, T. B. Jayah Mawatha, Colombo 10, at 10.00 a.m. on Tuesday 21 July 2020.

7. Shareholder participation:

- a) The Shareholders are requested to appoint any Director of the Company of their choice as their proxy to represent them at the meeting.
- b) The Shareholders who wish to participate at the meeting will be able to join the meeting through audio or audiovisual means. To facilitate this process, they are required to forward their e-mail addresses to keerthi.pathiraja@lk.nestle.com or by facsimile to +94 11 4 794 520 or by post to the Company Secretary at No. 440, T. B. Jayah Mawatha, Colombo 10, no less than seven (07) days prior to the date of the meeting so that the meeting login information could be forwarded to the email address furnished.
- c) To facilitate the appointment of proxies, the Form of Proxy is attached with the Notice of Meeting. The duly filled Forms of Proxy are required to be forwarded to the Company Secretary via e-mail to keerthi.pathiraja@lk.nestle.com or by facsimile to +9411 4 794 520 or by post to the registered address of the Company at No. 440, T. B. Jayah Mawatha, Colombo 10, no less than forty eight (48) hours before the time fixed for the meeting.

8. Shareholders' queries:

If the Shareholders wish to raise any queries/questions during the meeting, they are advised to forward them via e-mail to keerthi.pathiraja@lk.nestle.com or by facsimile to +94 11 4 794 520 or by post to the registered address of the Company at No. 440, T. B. Jayah Mawatha, Colombo 10, no less than seven (07) days prior to the date of the meeting, so that the Company Secretary will be able to compile the queries and forward them for the attention of the Board of Directors to be discussed at the meeting.

9. The annual report of the Company for the year ended 31 December 2019 will be available for perusal on the Company website on <https://www.nestle.lk/investors/key-facts-and-figures>, and the Colombo Stock Exchange website on www.cse.lk.