



Nestlé Good food Good life

Notice of Meeting

Notice is hereby given that the Fortieth (40th) Annual General Meeting of Nestlé Lanka PLC will be held at the "Wellness Café" of Nestlé Lanka PLC Head Office at No. 440, T. B. Jayah Mawatha, Colombo 10 on Thursday 10 June 2021, at 10.00 a.m. via audio visual means only for the following purposes:

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 2020.
2. To approve a final dividend of Rs. 20.00 for the year ended 31 December 2020 as recommended by the Board of Directors.
3. To re-elect as Director Mr. Dian Gomes, in terms of Article 56, 57 and 58 of the Articles of Association.
4. 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.

"Resolved that Mr. Ranjan Seevaratnam, who is 77 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."

5. 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.

"Resolved that Mr. Mahen Dayananda, who is 74 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."

6. To reappoint the Auditors M/s. Ernst & Young and to authorize the Directors to determine their remuneration.

By Order of the Board.
NESTLÉ LANKA PLC.

Keerthi Pathiraja
Company Secretary

18 February 2021

Note:

1. In the interest of protecting public health and safety, the Fortieth (40th) Annual General Meeting (AGM) of Nestlé Lanka PLC will be a virtual meeting, held by participants joining in person or by proxy through audio or audio visual means only in the manner specified below:
2. The AGM is to be held in line with the guidelines given 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.
3. The Board of Directors, the Company Secretary, and the Auditors will be present at the "Wellness Cafe" of Nestlé Lanka PLC, No. 440, T. B. Jayah Mawatha, Colombo 10, at 10.00 a.m. on Thursday 10 June 2021.
- 4.(a) The Board will make necessary arrangements for shareholders who wish to participate at the AGM via an online meeting platform, by ensuring that login information will be forwarded to them prior to the date of the AGM in the form of an audio/video link. To facilitate this process, they are required to send their email addresses via email to keerthi.pathiraja@lk.nestle.com, via facsimile to +9411 4794520, or by post addressed to the Company Secretary, Nestlé Lanka PLC, 440, T. B. Jayah Mawatha, Colombo 10, not 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.
- 4.(b) To facilitate the appointment of proxies, the Form of Proxy is attached with the Notice of Meeting and the duly filled Forms of Proxy are required to be forwarded to the Company Secretary via e-mail to keerthi.pathiraja@lk.nestle.com, via facsimile to +9411 4794520, or by post addressed to the Company Secretary, Nestlé Lanka PLC, 440, T. B. Jayah Mawatha, Colombo 10, not less than forty eight (48) hours before the time fixed for the meeting.
- 4.(c) Shareholders will be required to use internet with adequate speed to avoid any disturbance during the meeting.
- 4.(d) Shareholders connecting from mobile devices or tablets, or through laptops connecting via mobile hotspots, may experience audio/video loss due to fluctuation of their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders' queries
If the shareholders wish to raise any queries/questions during the meeting, they are advised to forward the same via e-mail to keerthi.pathiraja@lk.nestle.com, via facsimile to +9411 4794520, or by post addressed to the Company Secretary, Nestlé Lanka PLC, 440, T. B. Jayah Mawatha, Colombo 10, not less than seven (7) days prior to the date of the meeting, so that the Company Secretary will be able to compile the queries and forward same for the attention of the Board of Directors to be discussed at the meeting.
6. The shareholders who wish to speak or raise verbal questions at the meeting will be able to join the meeting through audio or audio and visual means, and to facilitate this process, they are required to send their email addresses via email to keerthi.pathiraja@lk.nestle.com, via facsimile to +9411 4794520, or by post addressed to the Company Secretary, Nestlé Lanka PLC, 440, T. B. Jayah Mawatha, Colombo 10, not 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.
7. Casting of votes by shareholders
The shareholders are requested to appoint an Independent Non-Executive Director or any other Director of the Company of their choice as their proxy to represent them and vote on behalf of shareholders at the meeting.
8. The Annual Report of the Company for the year ended 31 December 2020 will be available for perusal on the Company website <https://www.nestle.lk/investors/key-facts-and-figures>, and the Colombo Stock Exchange website on www.cse.lk.