



Nestlé. Good food, Good life

Circular to Shareholders

Nestlé Lanka PLC – (PQ 20)
440, T. B. Jayah Mawatha, Colombo 10, Sri Lanka

Dear Shareholder,

ANNUAL GENERAL MEETING OF NESTLÉ LANKA PLC FOR THE YEAR 2022

We write to inform you that the Forty first (41st) Annual General Meeting of Nestlé Lanka PLC will be held as a physical meeting at the Committee Room B (Lotus) of the Bandaranaike Memorial International Conference Hall (BMICH), Baudhaloka Mawatha, Colombo 07 on Thursday 9 June 2022 at 10.00 a.m., as set out in the Notice of Meeting enclosed herewith, in compliance with strict health and safety guidelines.

It is advised that the shareholders must adhere to the health guidelines including wearing of the mask throughout their presence at the BMICH premises and maintaining social distance, in the interest of protecting public health and safety. In meeting the social distance requirements we are reluctantly compelled to limit the number of participants at the meeting hall to a maximum of 250 on a first come first serve basis.

The Annual Report of the Company for the year ended 31 December 2021 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. If you wish to receive a printed copy of the Annual Report for the year ended 31 December 2021, please complete and forward to us the perforated form of request below by post to the registered address of the Company, No. 440, T. B. Jayah Mawatha, Colombo 10, or via e-mail to keerthi.pathiraja@lk.nestle.com.

Further, in order to receive dividend in a timely manner, shareholders are kindly requested to update their banking information with the Company (for shareholders who hold share certificates) or to your respective stockbroker (CDS account holders) and to dematerialize physical share certificates.

For any further queries on this matter, please contact the undersigned on +94114794595 or +94114794516, or via email keerthi.pathiraja@lk.nestle.com

Keerthi Pathiraja
Company Secretary
23 March 2022

REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT 2021

Name of Shareholder			
Address for delivery			
Folio No./CDS No.			NIC No.
Signature :			Date :



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Notice of Meeting

Notice is hereby given that the forty first (41st) Annual General Meeting of Nestlé Lanka PLC will be held at Committee Room B (Lotus) of the Bandaranaike Memorial International Conference Hall (BMICH) Baudhaloka Mawatha, Colombo 07 on Thursday 9 June 2022, at 10.00 a.m 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 2021.
2. To approve a final dividend of Rs. 35.00 for the year ended 31 December 2021 as recommended by the Board of Directors.
3. To re-elect as Managing Director Mr. Jason Avanceña, in terms of Article 64 of the Articles of Association.
4. To re-elect as Director Mrs. Kumudu Dias, in terms of Article 64 of the Articles of Association.
5. To re-elect as Director Mr. Mohamed Reyaz Mihular, in terms of Article 64 of the Articles of Association.
6. To re-elect as Director Mr. David Steven McDaniel, in terms of Article 56, 57 and 58 of the Articles of Association.
7. 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 75 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."
8. 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

23 March 2022



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Form of Proxy

Nestlé Lanka PLC

I/We.....of

..... being a member / members of the above named Company, hereby appoint Mr. Suresh Narayanan (whom failing), Mr. Jason Avanceña (whom failing), Mrs. Kumudu Dias (whom failing), Mr. David Steven McDaniel (whom failing), Mr. Mahen Dayananda (whom failing), Mr. Ranjan Seevaratnam (whom failing), Mr. Dian Gomes (whom failing), Mr. Mohamed Reyaz Mihular or as my / our proxy to represent me/us and vote for me/us on my/our behalf at the Forty first (41st) Annual General Meeting of Nestlé Lanka PLC, to be held on Thursday, 9 June 2022, at 10.00 a.m. or at any adjournment thereof

Agenda / Resolution		For	Against
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 2021.		
2.	To approve a Final Dividend for the year ended 31 December 2021 as recommended by the Directors.		
3.	To re-elect as Managing Director Mr. Jason Avanceña, in terms of Article 64 of the Articles of Association		
4.	To re-elect as Director Mrs. Kumudu Dias, in terms of Article 64 of the Articles of Association.		
5.	To re-elect as Director Mr. Mohamed Reyaz Mihular, in terms of Article 64 of the Articles of Association.		
6.	To re-elect as Director Mr. David Steven McDaniel, in terms of Article 56, 57 and 58 of the Articles of Association		
7.	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 75 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."		
8	To reappoint the Auditors M/s. Ernst & Young and to authorize the Directors to determine their remuneration		

Signed on this day of 2022

Instructions as to the completion

1. Kindly perfect the form of proxy legibly by filling in your full name and address in the spaces provided, along with the date and your signature.
2. If the proxy form is signed by an Attorney, the related Power of Attorney should also accompany the completed form of proxy for registration, if it has not been already registered with the Company.
3. If the Shareholder is a Company or Corporate Body, the proxy form should be executed under its common seal in accordance with its Articles of Association or Constitution.
4. In the absence of any specific instructions as to voting, the proxy may use his/her discretion in exercising the vote on behalf of his appointor.
5. The completed form of proxy should be sent via e-mail to keerthi.pathiraja@lk.nestle.com, or by post to the registered address of the Company at No. 440, T. B. Jayah Mawatha, Colombo 10, not less than 48 hours before the time appointed for holding of the Annual General Meeting.