

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **Extraordinary General Meeting ("EGM")** of the Company will be held on a virtual basis through live streaming from the broadcast venue at **Level 22, 1 Powerhouse, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 26 April 2023 at 12.30 p.m. or 30 minutes after the conclusion of the 39th Annual General Meeting** for the transaction of the following business:

AGENDA

ORDINARY RESOLUTION

Proposed Acquisition of 100% Equity Interest in Wyeth Nutrition (Malaysia) Sdn. Bhd. ("WNM") by Nestlé Products Sdn. Bhd. ("NPSB"), a wholly-owned subsidiary of Nestlé (Malaysia) Berhad ("Nesmal"), from Wyeth (Hong Kong) Holding Company Limited ("WHK"), for a cash consideration of RM165.0 million ("Proposed Acquisition")

"THAT, subject to the conditions precedent stipulated in accordance with the Share Purchase Agreement dated 22 February 2023 entered into between NPSB and WHK in respect of the Proposed Acquisition ("SPA") being fulfilled or waived, approval be and is hereby given to the Company, through NPSB, to acquire 1,969,505 ordinary shares, representing 100% equity interest in WNM for a cash consideration of RM165.0 million, to be fully satisfied in cash, in accordance with the terms and conditions as stipulated in the SPA.

AND THAT, the Board of Directors of the Company ("Board"), save for Juan Jose Aranols Campillo, Syed Saiful Islam and Alessandro Monica (alternate director to Juan Jose Aranols Campillo) who are deemed interested in the Proposed Acquisition, be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise, give full effect to and complete the Proposed Acquisition (including without limitation, to delegate such authority to the designated officer(s)), with full powers to assent to and/or accept any conditions, variations, modifications and/or amendments in any manner as may be imposed or permitted by any relevant authorities and/or parties in connection with the Proposed Acquisition in the best interest of the Company."

BY ORDER OF THE BOARD

TENGGU IDA ADURA TENGGU ISMAIL

Company Secretary
(SSM PC No. 201908001581)
(MACS 01686)

Petaling Jaya
24 March 2023

Notes:

Virtual Extraordinary General Meeting ("EGM")

- (i) The EGM of the Company will be conducted on a virtual basis through live streaming and Remote Participation and Electronic Voting ("RPEV") facilities which will be made available on the online portal of Boardroom Share Registrars Sdn. Bhd. at <https://meeting.boardroomlimited.my>. Please refer to the Administrative Details for the EGM for the procedures to register, participate and vote remotely via the RPEV facilities.
- (ii) For the purpose of complying with Section 327(2) of the Companies Act 2016, the Chairman of the meeting is required to be present at the main venue of the EGM. Members/Proxies/Corporate Representatives will not be allowed to attend this EGM in person at the broadcast venue on the day of the EGM.

Appointment of Proxy

- (iii) A member of the Company entitled to attend and vote at the virtual meeting is entitled to appoint a proxy to attend and vote in his place. A proxy may, but need not be, a member of the Company.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (v) Where a member of the Company is an authorised nominee as defined under the Security Industry (Central Depositories) Act 1991, he may appoint not more than two proxies in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

Where an authorised nominee appoints two proxies, or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (vi) An authorised nominee or an exempt authorised nominee with more than one Securities Account must submit a separate instrument of proxy for each securities account.
- (vii) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the office of the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. (Registration No.: 199601006647 (378993-D)) at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://investor.boardroomlimited.com> ("eProxy Lodgement"). All proxy forms submitted must be received by the Company not less than 48 hours before the time appointed for the holding of the meeting (i.e. Monday, 24 April 2023 at 12.30 p.m.) or any adjournment thereof. In default the instrument of proxy shall not be treated as valid.
- (viii) In respect of deposited securities, only members whose names appeared in the Record of Depositors as at Tuesday, 18 April 2023 shall be entitled to attend, speak and vote at the meeting or appoint proxies to attend, speak and vote on his/her behalf.



Please scan this QR code to access the Circular to Shareholders dated 24 March 2023 in relation to the Proposed Acquisition. ("Circular").

This Circular is also available at our corporate website Nes.tl/shareholders_meetings2023 and will be sent by electronic mail to Shareholders who have maintained their e-mail addresses in the Record of Depositors with Bursa Malaysia Depository Sdn. Bhd.