

**NESTLÉ (MALAYSIA) BERHAD**

(Registration Number: 198301015532 (110925-W))

(Incorporated in Malaysia)

**PART B****PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY**

The existing Constitution is to be amended by way of alterations, modifications, additions and/or deletions, where necessary, to reflect the proposed amendments thereto. The affected provisions of the existing Clauses are reproduced below with the proposed amendments highlighted alongside the respective Clauses:

No.	Existing Clause	No.	Proposed Clause
59	All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. A general meeting may be held at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting.	<del>59</del> <b>59.1</b>	All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. A general meeting may be held at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting.
-	-	<b>59.2</b>	<b>The technology to be used for the purpose of this Clause must allow the Members who participate in the physical and/or virtual General Meeting to communicate simultaneously with the chairperson, Directors, other Members and advisers (if any) taking part in the main venue of the General Meeting and such technology may include telephone, television, video conferencing, or any other telecommunication or digital methods which permits instantaneous communication.</b>
-	-	<b>59.3</b>	<b>Subject to the Act, the Listing Requirements and other applicable laws and regulations, the physical and/or virtual General Meeting shall be deemed to constitute a General Meeting and all provisions of this Constitution relating to General Meetings shall apply to any physical and/or virtual General Meeting provided the following conditions are met:</b>

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No.	Existing Clause	No.	Proposed Clause
			<p>(a) all the Members for the time being entitled to receive notice of the General Meeting shall be entitled to receive notice of the physical and/or virtual General Meeting. Notice of any such meeting shall be given by an appropriate form of technology (or in such other manner) as determined by the Board of Directors and permitted by this Constitution; and</p> <p>(b) the Members who attend the General Meeting remotely may participate, speak and vote at the physical and/or virtual General Meeting provided that the remote locations should leverage on technology to facilitate voting, including voting in absentia and remote shareholders' participation at the physical and/or virtual General Meeting.</p>
70.	No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds, to business. For all purposes 2 members representing not less than one-third of the issued shares of the Company present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum. Provided that in cases when Nestlé S.A. is required by law to abstain from voting at a General Meeting, the quorum shall be 2 members representing not less than one-tenth of the issued shares of the Company present in person, or by proxy, or, in case of Corporations which are members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum.	70.	No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds, to business. For all purposes 2 members representing not less than one-third of the issued shares of the Company present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum. Provided that in cases when Nestlé S.A. <b>or its subsidiary corporations is/are</b> required by law to abstain from voting at a General Meeting, the quorum shall be 2 members representing not less than one-tenth of the issued shares of the Company present in person, or by proxy, or, in case of Corporations which are members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum.
91.	Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-	91.	Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit <b>(including the electronic proxy appointment and voting manner) as the Board of Directors may determine from time to time:-</b>

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No.	Existing Clause	No.	Proposed Clause																						
	<p style="text-align: center;">FORM OF PROXY</p> <p>I/we _____, of _____ being a member of NESTLÉ (MALAYSIA) BERHAD, hereby appoint *the Chairman of the Meeting or _____ of or failing him, _____ of _____</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;"></td> <td style="width: 15%; text-align: center;">FOR</td> <td style="width: 15%; text-align: center;">AGAINST</td> </tr> <tr> <td>SPECIAL RESOLUTION</td> <td></td> <td></td> </tr> <tr> <td>ORDINARY RESOLUTION</td> <td></td> <td></td> </tr> </table> <p>as my/our proxy to attend and vote for me/us on my/our behalf at the (Annual or Extraordinary) General Meeting of the Company, to be held on _____ and at any adjournment thereof.</p> <p>My/Our Proxy is to vote as indicated with an "X" below: If no specific direction as to voting is given, the proxy will vote or abstain from voting at his discretion.</p> <p>Signed this _____ day of _____</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; text-align: center;">No. of Shares held</td> <td style="width: 70%; text-align: center;">Signature of Member</td> </tr> </table> <p>*Delete if not applicable</p>		FOR	AGAINST	SPECIAL RESOLUTION			ORDINARY RESOLUTION			No. of Shares held	Signature of Member		<p style="text-align: center;">FORM OF PROXY</p> <p>I/we _____, of _____ being a member of NESTLÉ (MALAYSIA) BERHAD, hereby appoint *the Chairman of the Meeting or _____ of or failing him, _____ of _____</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;"></td> <td style="width: 15%; text-align: center;">FOR</td> <td style="width: 15%; text-align: center;">AGAINST</td> </tr> <tr> <td>SPECIAL RESOLUTION</td> <td></td> <td></td> </tr> <tr> <td>ORDINARY RESOLUTION</td> <td></td> <td></td> </tr> </table> <p>as my/our proxy to attend and vote for me/us on my/our behalf at the (Annual or Extraordinary) General Meeting of the Company, to be held on _____ and at any adjournment thereof.</p> <p>My/Our Proxy is to vote as indicated with an "X" below: If no specific direction as to voting is given, the proxy will vote or abstain from voting at his discretion.</p> <p>Signed this _____ day of _____</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; text-align: center;">No. of Shares held</td> <td style="width: 70%; text-align: center;">Signature of Member</td> </tr> </table> <p>*Delete if not applicable</p>		FOR	AGAINST	SPECIAL RESOLUTION			ORDINARY RESOLUTION			No. of Shares held	Signature of Member
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92	<p>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 or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.</p>	<p><del>92</del> <b>92.1</b></p>	<p>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 or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.</p>																						

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No.	Existing Clause	No.	Proposed Clause
-	-	92.2	<p>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 may be accepted if it is:</p> <ul style="list-style-type: none"><li>(a) transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature by the Member; or</li><li>(b) authenticated in any document given to the Company by electronic means which shows the validity of the appointment of a proxy.</li></ul>
-	-	92.3	<p>In Clause 92.1, documents relating to proxies include:</p> <ul style="list-style-type: none"><li>(a) the appointment of a proxy in relation to a General Meeting;</li><li>(b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy; and</li><li>(c) notice of the revocation of the authority of a proxy.</li></ul>
-	-	92.4	<p>For the purposes of Clause 92.1, delivery may be effected by:</p> <ul style="list-style-type: none"><li>(a) physical delivery of the document;</li><li>(b) delivery by facsimile transmission;</li><li>(c) delivery by email transmission; or</li><li>(d) lodging electronic document,</li></ul> <p>to the place, facsimile number, electronic address or the designated website link or address (where applicable) as specified in the notice of General Meeting.</p>