

# NESTLÉ (MALAYSIA) BERHAD

Registration No.: 198301015532 (110925-W)  
(Incorporated in Malaysia)



Good food, Good life

Petaling Jaya, 28 March 2022

**To: Shareholders of Nestlé (Malaysia) Berhad**

Dear Shareholders,

**Re: Annual General Meeting 2022 and Annual Report 2021**

We are pleased to enclose together with this booklet the following documents:

- a. **Notice of Annual General Meeting dated 28 March 2022;**
- b. **Proxy Form for the Annual General Meeting 2022;**
- c. **A postcard containing the QR Code to access the digital version of the Annual Report 2021 and Circular to Shareholders dated 28 March 2022 in relation to Proposed Renewal of Shareholders' Mandate and Proposed New Shareholder's Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature;**
- d. **Administrative details for the Annual General Meeting 2022; and**
- e. **Privacy Notice to Shareholders.**

**BY ORDER OF THE BOARD**

**TENGGU IDA ADURA TENGGU ISMAIL**

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **38<sup>th</sup> Annual General Meeting ("AGM")** 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 **Thursday, 28 April 2022 at 10.00 a.m.** for the transaction of the following business:

### AGENDA

#### As Ordinary Business

1. TO RECEIVE the statutory financial statements for the financial year ended 31 December 2021 and the Directors' and Auditors' reports thereon.

*Please refer to Explanatory Note 1*

2. TO RE-ELECT the following Directors retiring in accordance with Article 97.1 of the Constitution of the Company:

- 2.1 YAM Tan Sri Dato' Seri Syed Anwar Jamalullail
- 2.2 Craig Connolly

**Resolution 1**  
**Resolution 2**

*Please refer to Explanatory Note 2*

3. TO RE-ELECT the following Directors retiring in accordance with Article 106 of the Constitution of the Company:

- 3.1 Chin Kwai Fatt
- 3.2 YM Dr. Tunku Alina Raja Muhd. Alias

**Resolution 3**  
**Resolution 4**

*Please refer to Explanatory Note 2*

4. TO RE-APPOINT Ernst & Young PLT (Firm No. 202006000003 (LLP0022760-LCA) & AF 0039) as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Resolution 5**

*Please refer to Explanatory Note 3*

#### As Special Business

**TO CONSIDER AND IF THOUGHT FIT, to pass the following as Ordinary Resolutions, unless otherwise indicated:**

5. TO APPROVE the following payments to the Non-Executive Directors:

- 5.1 Fees of RM1,193,580 for the financial year ended 31 December 2021.
- 5.2 Benefits of RM150,000 for the financial period from 1 July 2022 to 30 June 2023.

**Resolution 6**  
**Resolution 7**

6. Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, as set out under Section 2.3(a) of the Circular to Shareholders dated 28 March 2022.

"THAT approval be hereby given for the renewal of the mandate granted by the Shareholders of the Company on 28 April 2021 and new Shareholders' mandate pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(a) of the Circular to Shareholders dated 28 March 2022 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of its minority Shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

## NOTICE OF ANNUAL GENERAL MEETING

(iii) revoked or varied by resolution passed by the Shareholders in a general meeting;

whichever is earlier;

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution.”

**Resolution 8**

***Please refer to Explanatory Note 4***

7. TO TRANSACT any other business for which due notice shall have been given.

### BY ORDER OF THE BOARD

#### TENGGU IDA ADURA TENGGU ISMAIL

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

Petaling Jaya  
28 March 2022

#### Notes:

#### Virtual Annual General Meeting

- (i) The 38<sup>th</sup> AGM 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 38<sup>th</sup> AGM 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 AGM. Members/Proxies/Corporate Representatives will not be allowed to attend this AGM in person at the broadcast venue on the day of the AGM.

#### 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/her 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/her attorney duly authorised in writing, or if the appointor 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/she may appoint not more than two proxies in respect of each Securities Account he/she 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 11<sup>th</sup> 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. Tuesday, 26 April 2022 at 10.00 a.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 Wednesday, 20 April 2022 shall be entitled to attend, speak and vote at the meeting or appoint proxies to attend, speak and vote on his/her behalf.

## NOTICE OF ANNUAL GENERAL MEETING

### Explanatory Notes on Ordinary Business:

#### 1. Audited Financial Statements

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by the Shareholders.

#### 2. Re-election of Retiring Directors

The Board of Directors had through its Governance, Nomination and Compensation Committee carried out an evaluation of the Directors who are standing for re-election under Articles 97.1 and 106 of the Company's Constitution and agreed that the Directors have met the Board's expectation in the discharge of their duties and responsibilities. The Board endorsed the recommendation of the Governance, Nomination and Compensation Committee on the re-election of the retiring Directors. The Directors eligible for re-election at the 38<sup>th</sup> AGM and have offered themselves for re-election are YAM Tan Sri Dato' Seri Syed Anwar Jamalullail, Craig Connolly, Chin Kwai Fatt and YM Dr. Tunku Alina Raja Muhd. Alias.

#### Under Article 97.1 of the Company's Constitution:-

##### 1. **YAM Tan Sri Dato' Seri Syed Anwar Jamalullail**

YAM Tan Sri Dato' Seri Syed Anwar Jamalullail was first appointed as a Non-Independent Non-Executive Director of the Company on 25 February 2002 and he was re-designated as an Independent Non-Executive Director on 5 November 2004. After serving for more than nine years and in compliant with Practice 4.2 of the Malaysian Code on Corporate Governance 2017, he had been re-designated as a Non-Independent Non-Executive Director on 20 February 2018. It has been agreed to retain YAM Tan Sri Dato' Seri Syed Anwar Jamalullail as Chairman of the Board of Directors and as Chairman of the Governance, Nomination and Compensation Committee.

The recommendation to re-elect YAM Tan Sri Dato' Seri Anwar Jamalullail is based on his vast experience and expertise in corporate business, finance and senior management in different industry, strong business acumen and integrity as Chairman of public listed companies. With his top leadership quality and capability, in-depth understanding and knowledge of the Company's business and more importantly, the strategies and direction of the Company, he is able to give appropriate guidance and recommendations to the Board in enhancing decision-making in these challenging times. The re-election of Tan Sri is supported by his abilities to steer Board meetings well, to include diverse opinions and views in deliberations and to foster smooth working relationship with the Management team. His leadership proved to be invaluable to the Company especially in times when the general market outlook has been quite uncertain. It also allows him to provide guidance to the Management Team especially in setting the strategies and direction of the Company.

##### 2. **Craig Connolly**

Craig Connolly was appointed as the Chief Financial Officer ("CFO") and to the Board of Directors on 1 February 2019. His vast financial experience, strong functional finance capabilities and leadership skills combined with his passion for continuous improvement, it makes him well suited as the CFO of a public listed company. His capabilities and leadership have driven the financial operations of the Company effectively are proven by delivering good financial results every quarter in spite of multiple operational constraints and difficulties through challenging times.

#### Under Article 106 of the Company's Constitution:-

##### 1. **Chin Kwai Fatt and YM Dr. Tunku Alina Raja Muhd. Alias**

Based on the evaluation for Mr. Chin Kwai Fatt and YM Dr. Tunku Alina Raja Muhd. Alias who were appointed to the Board on 29 April 2021 and 21 June 2021 respectively, the Board was satisfied with their performance and contribution, and is convinced that they will continue to bring value and insights to the Board.

The Board ensures that Shareholders have the information they require to make an informed decision on the re-election of retiring Directors. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, their capacity to bring an independent judgement and to act in the best interests of the Company as a whole. The profiles of Directors standing for re-election are set out on pages 47, 49 and 50 of the Annual Review 2021.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the 38<sup>th</sup> AGM of the Company.

#### 3. Re-appointment of Ernst & Young PLT (Firm No. 202006000003 (LLP0022760-LCA) & AF 0039), as Auditors of the Company ("Ernst & Young PLT")

The Board had at its meeting held on 22 February 2022 approved the recommendation by the Audit Committee to re-appoint Ernst & Young PLT. The Board and Audit Committee collectively agreed that Ernst & Young PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

### Explanatory Notes on Special Business:

#### 4. Recurrent Related Party Transactions

The proposed Ordinary Resolution is to seek a renewal of the Shareholders' mandate and new Shareholders' mandate to allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. For further information, please refer to the Circular to Shareholders dated 28 March 2022 accompanying the Company's Annual Report for the financial year ended 31 December 2021.



Please scan this QR code to access our digital Annual Report 2021.

The Annual Report 2021 and other accompanying documents are available online at <https://www.nestle.com.my/investors/annual-general-meetings> 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.

# PROXY FORM

## Nestlé (Malaysia) Berhad

Registration No.: 198301015532 (110925-W) (Incorporated in Malaysia)

No. of shares held

CDS Account No.

I/We \_\_\_\_\_ NRIC/Passport/Company No. \_\_\_\_\_  
of \_\_\_\_\_

being a member of Nestlé (Malaysia) Berhad, hereby appoint the person(s) below as my/our proxy to vote for \*me/us on \*my/our behalf at the **38<sup>th</sup> Annual General Meeting** of the Company to be held on a virtual basis via remote participation and electronic voting from the broadcast venue at **Level 22, 1 Powerhouse, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia** on **Thursday, 28 April 2022** at **10.00 a.m.** and at any adjournment thereof.

Option#	Name of Proxy(ies)	MyKAD/ Registration No.	Email Address/ Tel No.	Proportion of shareholding to be represented
	Chairman of Meeting			%
	Appoint ONE proxy only (Please complete details of proxy below)			
				%
	Appoint MORE THAN ONE proxy (Please complete details of proxies below)			%
Proxy 1				%
Proxy 2				%

\* Please tick (✓) ONE box only.

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/her discretion.

Resolutions	For	Against
<b>Ordinary Resolutions:</b>		
1. To re-elect YAM Tan Sri Dato' Seri Syed Anwar Jamalullail as a Director of the Company.		
2. To re-elect Craig Connolly as a Director of the Company.		
3. To re-elect Chin Kwai Fatt as a Director of the Company.		
4. To re-elect YM Dr. Tunku Alina Raja Muhd. Alias as a Director of the Company.		
5. To re-appoint Ernst & Young PLT (Firm No. 202006000003 (LLP0022760-LCA) & AF 0039) as Auditors of the Company and to authorise the Directors to fix their remuneration.		
6. To approve the payment of Non-Executive Directors' fees of RM1,193,580 for the financial year ended 31 December 2021.		
7. To approve the payment of Non-Executive Directors' benefits of RM150,000 for the financial period from 1 July 2022 to 30 June 2023.		
8. Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3(a) of the Circular to Shareholders dated 28 March 2022.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Witnessed by : \_\_\_\_\_

Signature : \_\_\_\_\_

Address/ : \_\_\_\_\_

Contact No. \_\_\_\_\_

Company Stamp : \_\_\_\_\_

Occupation : \_\_\_\_\_

Signature of Shareholder or Common Seal

**Notes:**

**Virtual Annual General Meeting**

- (i) The 38<sup>th</sup> AGM 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 38<sup>th</sup> AGM 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 AGM. Members/Proxies/Corporate Representatives will not be allowed to attend this AGM in person at the broadcast venue on the day of the AGM.

**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/her 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/her 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/she may appoint not more than two proxies in respect of each Securities Account he/she 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 11<sup>th</sup> 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. Tuesday, 26 April 2022 at 10.00 a.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 of Wednesday, 20 April 2022 shall be entitled to attend, speak and vote at the meeting or appoint proxies to attend, speak and vote on his/her behalf.

*Please fold here to seal*

Affix Postage  
Stamp

**Poll Administrator**

**Boardroom Share Registrars Sdn. Bhd.**

(Registration No.: 199601006647 (378993-D))

11<sup>th</sup> Floor, Menara Symphony

No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13

46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Tel: (03) 7890 4700 Fax: (03) 7890 4670

*Please fold here to seal*

## **ADMINISTRATIVE DETAILS FOR THE VIRTUAL 38<sup>TH</sup> ANNUAL GENERAL MEETING**

**Date** : Thursday, 28 April 2022

**Time** : 10.00 a.m.

**Venue** : Level 22, 1 Powerhouse, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia

### **Virtual Annual General Meeting**

We wish to inform you that the Annual General Meeting ("AGM") will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Electronic Voting ("RPEV") facilities which will be made available at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). This is done out of concern for the health and wellbeing of our Shareholders, and we would like to strongly encourage our Shareholders to take advantage of the RPEV facilities.

The broadcast venue is only meant to facilitate the conduct of the AGM and the Company will be guided by the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission. For the purpose of compliance with Section 327(2) of the Companies Act 2016, the Chairman of the meeting shall be at the main venue of AGM. Members/Proxies/Corporate Representatives will not be allowed to attend the AGM in person nor admitted at the broadcast venue on the day of the AGM.

### **Entitlement to Attend/Participate, Speak and Vote**

Only a member or Depositor whose name appears in the Record of Depositors as at Wednesday, 20 April 2022 (General Meeting Record of Depositors) shall be entitled to attend/participate at the AGM or appoint proxy/ies to attend/participate, speak and/or vote on his/her behalf.

### **Voting Procedures**

1. Voting at the AGM will be conducted by way of a poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Boardroom Share Registrars Sdn. Bhd. and Coopers Professional Scrutineers Sdn. Bhd. have respectively been appointed as the Poll Administrator and independent scrutineer during the AGM.
2. Members and proxies are required to use the following methods to vote remotely:-
  - a. Launch Lumi AGM by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
  - b. Access Lumi AGM via the website URL <https://meeting.boardroomlimited.my>For the purpose of this AGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.
3. During the AGM, the Chairman will invite the Poll Administrator to give a briefing on the e-Voting housekeeping rules. The voting session will commence from 10.30 a.m. on Thursday, 28 April 2022 until a time when the Chairman announces the completion of the voting session.
4. The Scrutineer will verify the poll result reports upon the closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether resolutions put to vote were successfully carried or otherwise.

### **Proxy and Lodgement of Proxy Form**

1. If you wish to personally participate in this AGM, please do not appoint any proxy/ies. You will not be allowed to participate in the meeting together with a proxy appointed by you.
2. If you are unable to participate in this AGM and wish to appoint the Chairman of the meeting or a proxy to vote on your behalf, please submit your proxy form in accordance with the notes and instructions printed therein. Proxy forms received via facsimile and/or e-mail will not be accepted.

## NESTLÉ (MALAYSIA) BERHAD

Registration No.: 198301015532 (110925-W)  
(Incorporated in Malaysia)





3. The original copy of the proxy form must reach the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for the holding of the AGM (i.e Tuesday, 26 April 2022 at 10.00 a.m.), or any adjournment thereof. For further information on the electronic lodgement of Proxy Form, kindly refer to the **“Online Registration Procedure”** below.
4. If you have submitted your proxy form prior to the AGM and subsequently decide to appoint another person or wish to personally participate in the AGM, please write to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) at least 48 hours before the AGM. On revocation, your proxy(ies) will not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly.

### **Online Registration Procedure**

1. All Shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate and vote remotely at the AGM. You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time whilst the meeting is in progress.
2. Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities.

PROCEDURES	ACTIONS
BEFORE THE DAY OF THE AGM	
1. Register as a user with Boardroom Smart Investor Portal <b>(for first time registration only)</b>	<p><i>(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 - Submit your request for remote participation.)</i></p> <ul style="list-style-type: none"><li>• Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li><li>• Click <b>&lt;&lt;Register&gt;&gt;</b> to sign up as a user.</li><li>• Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG, PNG or PDF format.</li><li>• Please enter a valid email address and wait for Boardroom’s email verification.</li><li>• Your registration will be verified and approved within one (1) business day and an email notification will be provided.</li></ul>
2. Submit your request for remote participation <b>(User ID and Password)</b>	<p>• Registration is open from 10.00 a.m. Monday, 28 March 2022 up to 10.00 a.m. Thursday, 28 April 2022.</p> <p><b>Individual Members</b></p> <ul style="list-style-type: none"><li>• Login to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li><li>• Select <b>“NESTLÉ (MALAYSIA) BERHAD 38<sup>TH</sup> ANNUAL GENERAL MEETING”</b> from the list of Corporate Meetings and click <b>“Enter”</b>.</li><li>• Click on <b>“Register for RPEV”</b>.</li><li>• Read and agree to the Terms &amp; Conditions and click <b>“Next”</b>.</li><li>• Enter your CDS account number and thereafter submit your request.</li></ul> <p><b>Appointment of Proxy – Individual members</b></p> <ul style="list-style-type: none"><li>• Log in to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li><li>• Select <b>“NESTLÉ (MALAYSIA) BERHAD 38<sup>TH</sup> ANNUAL GENERAL MEETING”</b> from the list of Corporate Meetings and click <b>“Enter”</b>.</li><li>• Click on <b>“Submit eProxy Form”</b>.</li><li>• Read and accept the General Terms and Conditions by clicking <b>“Next”</b>.</li><li>• Enter your CDS Account Number and number of securities held.</li><li>• Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).</li><li>• Indicate your voting instructions – <b>FOR</b> or <b>AGAINST</b> or <b>ABSTAIN</b>. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate <b>DISCRETIONARY</b>.</li><li>• Review and confirm your proxy appointment.</li><li>• Click <b>“Apply”</b>.</li><li>• Download or print the eProxy form as acknowledgement.</li></ul> <p><b>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</b></p> <ul style="list-style-type: none"><li>• Write in to <a href="mailto:BSR.Helpdesk@boardroomlimited.com">BSR.Helpdesk@boardroomlimited.com</a> by providing the name of shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case maybe) to submit the request.</li><li>• Please provide a copy of corporate representative’s MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</li></ul>



PROCEDURES	ACTIONS
<b>BEFORE THE DAY OF THE AGM</b>	
3. Email notification	<ul style="list-style-type: none"><li>You will receive notification from Boardroom that your request(s) has been received and is being verified.</li><li>After verification of your registration against the General Meeting ROD as at Wednesday, 20 April 2022, you will receive an e-mail from Boardroom either approving or rejecting your registration for remote participation.</li><li>If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date.</li><li>Please note that the closing date and time to submit your request is by <b>Wednesday, 27 April 2022 at 10.00 a.m.</b></li></ul>
<b>ON THE DAY OF THE AGM (THURSDAY, 28 APRIL 2022)</b>	
4. Login to virtual meeting platform	<ul style="list-style-type: none"><li>The virtual meeting portal will be opened for login one (1) hour before the commencement of the AGM at <b>9.00 a.m. on Thursday, 28 April 2022</b>, which can be accessed via one of the following methods:<ul style="list-style-type: none"><li>Launch Lumi AGM by scanning the QR Code provided in the email notification; or</li><li>Access the Lumi AGM webportal via the website at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>.</li></ul></li><li>Insert the Meeting ID number and sign in with the user ID and password provided to you via the email notification in Step (3) above.</li></ul>
5. Participate through Live Streaming	<p><i>(Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.)</i></p> <ul style="list-style-type: none"><li>If you would like to view the live webcast, select the broadcast icon </li><li>If you would like to ask a question during the AGM, select the messaging icon </li><li>Type your message within the chat box, once completed click the send button </li></ul>
6. Online Remote Voting	<ul style="list-style-type: none"><li>Once the meeting is opened for voting, the polling icon  will appear with the resolutions and your voting choices.</li><li>To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</li><li>To change your vote, re-select another voting direction.</li><li>If you wish to cancel your vote, please press "Cancel".</li></ul>
7. End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the Live Streaming will end. You can then logout from the virtual meeting platform.

### **Proceedings of the Meeting**

**Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants. Therefore, kindly ensure that connectivity for the duration of the meeting is maintained.**

1. The meeting will start at 10.00 a.m.
2. The resolutions set out in the Notice of AGM will be considered at the AGM. You will be asked to vote on these resolutions.
3. Voting for all the resolutions set out in the Notice of AGM will commence from 10.30 a.m., Thursday, 28 April 2022 until a time when the Chairman announces the completion of the voting session.

## NESTLÉ (MALAYSIA) BERHAD

Registration No.: 198301015532 (110925-W)  
(Incorporated in Malaysia)

### **Submission of Questions**

1. During the meeting, you will have the opportunity to ask questions by submitting them via the messaging box on the Lumi AGM webportal at <https://meeting.boardroomlimited.my> starting at 9.00 a.m. This webportal will remain open throughout the virtual AGM session.
2. Alternatively, Shareholders may submit questions in advance on the AGM resolutions and Annual Report 2021 commencing from Monday, 11 April 2022 and in any event no later than 10.00 a.m., Friday, 22 April 2022 via Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 1 above, and select "**SUBMIT QUESTION**" to pose questions ("Pre-AGM Meeting Questions").
3. The Board will endeavor to respond to the Pre-AGM Meeting Questions and the questions submitted on the day of the 38<sup>th</sup> AGM, from 9.00 a.m. and throughout the meeting. However due to limitation of time, not all questions may be answered during the meeting. In such event, responses will be emailed directly to the Shareholders as soon as practicable after the AGM.

### **Door Gift/E-Coupon/E-Voucher**

No door gift/E-Coupon/E-Voucher will be distributed for members/proxies who participate at the AGM.

### **Recording or Photography**

**NO RECORDING OR PHOTOGRAPHY** of the AGM proceedings is allowed without the prior written permission of the Company.

### **Annual Report 2021 and Other Documents**

As part of our dedicated commitment to sustainable practices, the following documents can be downloaded from the Company's website <https://www.nestle.com.my/investors/annual-general-meetings>

1. Notice of the 38<sup>th</sup> Annual General Meeting, Proxy Form and Administrative Details.
2. Nestlé Annual Review 2021.
3. Nestlé Corporate Governance & Financial Report 2021.
4. Nestlé in Society Report 2021.
5. Circular to Shareholders dated 28 March 2022 on the Proposed Shareholders' Mandate and Proposed New Shareholder's Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.
6. Corporate Governance Report 2021.

### **Enquiry**

If you have any general queries prior to the AGM, or you wish to request for technical assistance to participate in the virtual meeting, please contact Boardroom during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m.) details as follows:-

### **Boardroom Share Registrars Sdn. Bhd. (Registration No.: 199601006647 (378993-D))**

Address : 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan, Malaysia  
General Line : +603-7890 4700 (Helpdesk)  
Fax Number : +603-7890 4670  
Email : [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com)

### **Nestlé (Malaysia) Berhad (Registration No.: 198301015532 (110925-W))**

Consumer Services : 1800 88 3433

### **Personal Data**

Please refer to the attached Company's privacy notice to Shareholders.

### **BY ORDER OF THE BOARD**

### **TENGGU IDA ADURA TENGGU ISMAIL**

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

## PRIVACY NOTICE TO SHAREHOLDERS OF NESTLÉ (MALAYSIA) BERHAD

1. This privacy notice for personal information ("**Privacy Notice**") is issued to all shareholders of Nestlé (Malaysia) Berhad ("**Company**", "**we**", "**us**" or "**our**"), pursuant to the Personal Data Protection Act 2010 ("**PDPA**"). Personal information or personal data is information that can be used to identify you on its own or in combination with other data that we collect or have access to.
2. The personal information previously collected and to be collected from you is being, and will continue to be, processed for purposes, including the following:
  - a) communicate with you;
  - b) provide administrative assistance to you and respond to your enquiries and input;
  - c) dividend payments;
  - d) invite you to meetings and events;
  - e) provide you with notices, information and updates concerning us and/or yourself;
  - f) publication of your personal information in any annual reports, circulars, reports, minutes, websites, newsletters, bulletins, brochures or any other materials which may be published internally or to the general public; and
  - g) comply with our legal and regulatory obligations and other purposes required to operate and maintain our business (collectively referred to as "**Purposes**").
3. The types of personal information we collect may include, but is not limited to:
  - a) personal details such as your name, age, occupation, marital status;
  - b) contact details including address, email, telephone number;
  - c) credit information such as your account number for dividend payments;
  - d) photographs, audio and video recordings taken during meetings and events; and
  - e) particulars of your identity card or passport, whether provided through you or your stockbrokers, authorised depository agents or authorised direct members.
4. We will not disclose any of your personal information to any third party without your consent except to:
  - a) the companies in which Nestlé (Malaysia) Berhad has control through either direct or indirect ownership ("**Nestlé Malaysia Group**");
  - b) parties such as service providers, agents and contractors who provide administrative and business support to us and act on our behalf ("**Authorised Third Parties**"); and
  - c) the relevant Bursa Malaysia Berhad entities or persons to whom we are compelled or required under the law to disclose to; where necessary, for the Purposes.
5. It is necessary for us to collect and process your personal information. If you do not provide us with your personal information, or do not consent to this Privacy Notice, we will not be able to comply with legal, regulatory and operational requirements relating to your shareholding or process your personal information for any of the Purposes.
6. We are committed to ensuring that your personal information is stored securely. To the extent that the applicable law allows, you have the right to request for access to, for a copy of, to update or correct, your personal information held by us and at any time to request us to limit the processing and use of your personal information. Notwithstanding the foregoing, we reserve our rights to rely on any statutory exemptions and/or exceptions to collect, use and disclose your personal information.
7. All your written requests or queries should be addressed to:  
Nestlé (Malaysia) Berhad  
Legal & Secretarial Department  
Address : Level 22, 1 Powerhouse, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor.  
Contact No. : 03-7965 6000
8. If we do not hear from you within the next 14 days from the date of issuance of this Privacy Notice, we will take it that you have consented to us continuing to process your personal information in accordance with this Privacy Notice, and we will also take it that all personal information provided by you is accurate and complete, and that none of it is misleading or out of date. You will promptly update us in the event of any change to your personal information.
9. Nestlé is a global company and your personal information may be transferred across borders. Nestlé will ensure that the country your data is transferred to has a similar or equivalent personal information protection laws in place.
10. We reserve the right to update and amend this Privacy Notice from time to time. We will notify you of any amendments to this Privacy Notice via announcements on our website or other appropriate means. If we amend this Privacy Notice, the amendment will only apply to personal information collected after we have posted the revised Privacy Notice.
11. This Privacy Notice is issued in both English and Bahasa Malaysia. In the event of any inconsistencies or discrepancies between the English version and the Bahasa Malaysia version, the English version shall prevail.

**NOTIS PRIVASI KEPADA PEMEGANG-PEMEGANG SAHAM NESTLÉ (MALAYSIA) BERHAD**

1. Notis privasi untuk maklumat peribadi ("**Notis Privasi**") ini dikeluarkan kepada semua pemegang saham Nestlé (Malaysia) Berhad ("**Syarikat**" atau "**kami**"), menurut Akta Perlindungan Data Peribadi 2010 ("**APDP**"). Maklumat peribadi atau data peribadi adalah maklumat yang boleh digunakan untuk mengenal pasti anda sama ada secara sendiri atau secara kombinasi dengan data lain yang telah kami kumpul atau mempunyai akses.
2. Maklumat peribadi yang dikumpulkan sebelum ini dan yang akan dikumpul daripada anda sedang dan akan terus diproses untuk tujuan-tujuan, termasuk yang berikut:
  - a) berkomunikasi dengan anda;
  - b) memberikan bantuan pentadbiran kepada anda dan membalas pertanyaan-pertanyaan dan input anda;
  - c) pembayaran dividen;
  - d) menjemput anda ke mesyuarat-mesyuarat dan acara-acara;
  - e) memberikan kepada anda notis-notis, maklumat dan kemas kini mengenai kami dan/atau anda;
  - f) penerbitan maklumat peribadi anda dalam mana-mana laporan tahunan, pekeliling, laporan, minit, laman web, surat berita, bulletin, risalah atau apa-apa bahan-bahan lain yang mungkin diterbitkan secara dalaman atau kepada orang awam;
  - g) mematuhi obligasi-obligasi perundangan dan pengawalseliaan kami dan tujuan-tujuan lain yang diperlukan untuk mengendalikan dan mengekalkan perniagaan kami (secara kolektif dirujuk sebagai "**Tujuan-Tujuan**").
3. Jenis maklumat peribadi yang kami kumpul mungkin termasuk, tetapi tidak terhad kepada:
  - a) butir-butir peribadi seperti nama, umur, pekerjaan, status perkahwinan anda;
  - b) butir-butir perhubungan termasuk alamat, emel, nombor telefon;
  - c) maklumat kredit seperti nombor akaun anda untuk pembayaran dividen;
  - d) gambar-gambar, audio dan rakaman-rakaman video yang diambil semasa mesyuarat-mesyuarat dan acara-acara; dan
  - e) butir-butir kad pengenalan atau pasport anda, sama ada diberikan melalui anda atau broker saham anda, ejen-ejen depository yang diberi kuasa atau ahli-ahli langsung yang diberi kuasa.
4. Kami tidak akan mendedahkan apa-apa maklumat peribadi anda kepada mana-mana pihak ketiga tanpa persetujuan anda kecuali kepada:
  - a) syarikat-syarikat yang mana Nestlé (Malaysia) Berhad mempunyai kawalan sama ada menerusi pemilikan langsung atau tidak langsung ("**Kumpulan Nestlé Malaysia**");
  - b) pihak-pihak seperti pembekal-pembekal perkhidmatan, ejen-ejen dan kontraktor-kontraktor yang menyediakan bantuan pentadbiran dan perniagaan kepada kami dan bertindak bagi pihak kami ("**Pihak-Pihak Ketiga Yang Diberi Kuasa**"); dan
  - c) entiti-entiti Bursa Malaysia Berhad yang berkaitan atau orang-orang yang mana kami diwajibkan atau dikehendaki di bawah undang-undang untuk membuat pendedahan; di mana perlu, untuk Tujuan-Tujuan tersebut.
5. Ia adalah perlu bagi kami mengumpul dan memproses maklumat peribadi anda. Jika anda tidak memberikan maklumat peribadi anda kepada kami, atau tidak bersetuju kepada Notis Privasi ini, kami tidak akan dapat mematuhi keperluan-keperluan undang-undang, pengawalseliaan dan operasi yang berkaitan dengan pegangan saham anda atau memproses maklumat peribadi anda untuk mana-mana Tujuan-Tujuan tersebut.
6. Kami adalah komited untuk memastikan bahawa maklumat peribadi anda disimpan dengan selamat. Setakat mana undang-undang berkenaan membenarkan, anda mempunyai hak untuk meminta akses kepada, untuk mendapatkan salinan bagi, untuk mengemas kini atau membetulkan, maklumat peribadi anda yang disimpan oleh kami dan pada bila-bila masa meminta kami mengehentikan pemrosesan dan penggunaan maklumat peribadi anda. Walau apa pun yang tersebut di atas, kami memelihara hak kami untuk bergantung kepada apa-apa pengecualian statutori dan/atau pengecualian-pengecualian untuk mengumpul, menggunakan dan mendedahkan maklumat peribadi anda.
7. Semua permintaan atau pertanyaan bertulis hendaklah dialamatkan kepada:

Nestlé (Malaysia) Berhad  
Legal & Secretarial Department  
Alamat : Level 22, 1 Powerhouse, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor.  
Nombor untuk dihubungi : 03-7965 6000
8. Jika kami tidak menerima apa-apa balasan daripada anda dalam tempoh empat belas (14) hari yang berikut dari tarikh pengeluaran Notis Privasi ini, kami akan menganggap bahawa anda telah bersetuju untuk kami terus memproses maklumat peribadi anda selaras dengan Notis Privasi ini, dan kami juga akan menganggap bahawa semua maklumat peribadi anda yang diberikan oleh anda adalah tepat dan lengkap, dan bahawa tiada maklumat peribadi yang mengelirukan atau yang belum dikemas kinikan. Anda akan segera mengemas kini kami sekiranya terdapat apa-apa perubahan kepada maklumat peribadi anda.
9. Nestlé adalah sebuah syarikat global dan maklumat peribadi anda mungkin dipindah merentasi sempadan. Nestlé akan memastikan bahawa negara di mana data anda dipindahkan mempunyai tahap undang-undang perlindungan maklumat peribadi yang sama atau setara.
10. Kami memelihara hak untuk mengemas kini dan meminda Notis Privasi ini dari semasa ke semasa. Kami akan memaklumkan anda tentang apa-apa pindaan kepada Notis Privasi ini melalui pengumuman di laman web kami atau cara-cara lain yang wajar. Jika kami meminda Notis Privasi ini, pindaan tersebut hanya akan terpakai kepada maklumat peribadi yang dikumpul selepas kami memaparkan Notis Privasi terpinda tersebut.
11. Notis Privasi ini disediakan dalam Bahasa Inggeris dan Bahasa Malaysia. Jika terdapat apa-apa ketidakseragaman atau percanggahan antara versi Bahasa Inggeris dan versi Bahasa Malaysia, maka versi Bahasa Inggeris akan digunapakai.