

# NESTLÉ (MALAYSIA) BERHAD

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



Good food, Good life

Petaling Jaya, 24 March 2023

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

Dear Shareholders,

**Re: 39<sup>th</sup> Annual General Meeting, Extraordinary General Meeting and Annual Report 2022**

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

**A. ANNUAL GENERAL MEETING**

1. Notice of 39<sup>th</sup> Annual General Meeting dated 24 March 2023;
2. Proxy Form for the 39<sup>th</sup> Annual General Meeting; and
3. Administrative details for the 39<sup>th</sup> Annual General Meeting.

**B. EXTRAORDINARY GENERAL MEETING**

1. Notice of Extraordinary General Meeting dated 24 March 2023;
2. Proxy Form for the Extraordinary General Meeting; and
3. Administrative details for the Extraordinary General Meeting.

**C. ANNUAL REPORT 2022 AND CIRCULARS TO SHAREHOLDERS**

Please scan this QR code to access the digital version of the following documents:-

1. The Annual Report 2022;
2. Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature dated 24 March 2023; and
3. Circular to Shareholders in relation to Proposed Acquisition of 100% Equity Interest in Wyeth Nutrition (Malaysia) Sdn. Bhd. by Nestlé Products Sdn. Bhd., a wholly-owned subsidiary of Nestlé (Malaysia) Berhad, from Wyeth (Hong Kong) Holding Company Limited, for a cash consideration of RM165.0 million dated 24 March 2023;



**D. PRIVACY NOTICE TO SHAREHOLDERS**

**BY ORDER OF THE BOARD**

**TENGGU IDA ADURA BINTI TENGGU ISMAIL**

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

# NESTLÉ (MALAYSIA) BERHAD

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **39<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 Wednesday, 26 April 2023 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 2022 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 Dato' Hamidah Naziadin

2.2 Datin Sri Azlin Arshad

**Resolution 1**

*Please refer to Explanatory Note 2*

3. TO RE-ELECT Syed Saiful Islam who is retiring in accordance with Article 106 of the Constitution of the Company.

**Resolution 2**

*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 3**

*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 Directors:

5.1 Fees of RM1,210,000 for the financial year ended 31 December 2022.

5.2 Benefits of RM200,000 for the financial period from 1 July 2023 to 30 June 2024.

**Resolution 4**

**Resolution 5**

6. Proposed Renewal of 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 24 March 2023.

"THAT approval be hereby given for the renewal of the mandate granted by the Shareholders of the Company on 28 April 2022 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 24 March 2023 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
- (iii) revoked or varied by resolution passed by the Shareholders in a general meeting;

whichever is earlier;

## NOTICE OF ANNUAL GENERAL MEETING

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.”

*Please refer to Explanatory Note 4*

**Resolution 6**

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  
24 March 2023

#### Notes:

##### Virtual Annual General Meeting (“AGM”)

- (i) The 39<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 39<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 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 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 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 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. Monday, 24 April 2023 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 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.

## 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 provision of Section 340(1) of the Companies Act 2016 requires 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 that 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 ("GNCC") carried out an assessment 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 standing for re-election are:-

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

- **Dato' Hamidah Naziadin**
- **Datin Sri Azlin Arshad**

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

- **Syed Saiful Islam**

Dato' Hamidah Naziadin and Syed Saiful Islam being eligible have offered themselves for re-election at the 39<sup>th</sup> AGM.

Datin Sri Azlin Arshad has informed the Company that she does not wish to seek for re-election. She will retain office until the conclusion of the 39<sup>th</sup> AGM and will retire in accordance with Article 97.1 of the Constitution of the Company.

##### **Dato' Hamidah Naziadin**

She was appointed on 1 May 2020. Dato' is also a member of the GNCC. Dato' Hamidah has vast experience in human resource and industrial relations, in the financial services sectors across Malaysia and ASEAN. She was also instrumental in leading the corporate social responsibility agenda of CIMB Foundation which was focused on enhancing community development, sports and education. She is currently a Board Member of the National Sports Council of Malaysia which focuses on driving the ambitions of the country to develop a sporting nation. With her strong credentials in developing talents and promoting corporate social responsibility, Dato' Hamidah provides valuable guidance to the Management in creating a diverse high performing workforce, she also brings a different perspective to the GNCC and the Board, ensuring more robust discussion.

In addition to the above, Dato' Hamidah has also met all the criterias in accordance with the Directors' Fit and Proper Policy.

##### **Syed Saiful Islam**

He was appointed to the Board on 1 August 2022 and shall retire in accordance with Article 106 of the Company's Constitution. Syed Saiful joined Nestlé in 1999 and has held several leadership roles within the Nestlé Group. In his role in Finance & Control, he played a key role in managing tough and volatile economic conditions and input cost headwinds when the business still managed to deliver strong growth and higher profit. The recommendation to re-elect Syed Saiful is based on his strong leadership, good decision-making abilities and being well-versed with the requirements and implications of being Chief Financial Officer of public listed companies.

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, in a material respect their capacity to bring an independent judgement to bear on issues before the board 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 48 and 50 of the Annual Review 2022.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the 39<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 its meeting held on 21 February 2023 and 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 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 24 March 2023 accompanying the Company's Annual Report for the financial year ended 31 December 2022.

# 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 **39<sup>th</sup> Annual General Meeting** of the Company to be held on a virtual basis 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 **Wednesday, 26 April 2023** at **10.00 a.m.** and at any adjournment thereof.

\* Delete if not applicable

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 (v) 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
1. To re-elect Dato' Hamidah Naziadin as a Director of the Company.		
2. To re-elect Syed Saiful Islam as a Director of the Company.		
3. 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.		
4. To approve the payment of Directors' fees of RM1,210,000.00 for the financial year ended 31 December 2022.		
5. To approve the payment of Directors' benefits of RM200,000.00 for the financial period from 1 July 2023 to 30 June 2024.		
6. Proposed Renewal of 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 24 March 2023.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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

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

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

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

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

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

\_\_\_\_\_  
Signature of Shareholder or Common Seal

**Notes:**

**Virtual Annual General Meeting ("AGM")**

- (i) The 39<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 39<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 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 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 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 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. Monday, 24 April 2023 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 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.

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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

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## ADMINISTRATIVE DETAILS FOR THE VIRTUAL 39<sup>TH</sup> ANNUAL GENERAL MEETING

<b>Date</b>	: Wednesday, 26 April 2023
<b>Time</b>	: 10.00 a.m.
<b>Broadcast Venue</b>	: Level 22, 1 Powerhouse, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia

### **Virtual 39<sup>th</sup> 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 on the online portal of Boardroom Share Registrars Sdn. Bhd. at <https://meeting.boardroomlimited.my>

The broadcast venue is only meant to facilitate the conduct of the AGM. 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, Pose Questions and Vote**

Only a member or Depositor whose name appears in the Record of Depositors as at Tuesday, 18 April 2023 (General Meeting Record of Depositors) shall be entitled to attend/participate at the AGM or appoint proxy/ies to attend/participate, pose questions and/or vote on his/her behalf.

### **Voting Procedure**

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 KPMG Management & Risk Consulting Sdn. Bhd. have respectively been appointed as the Poll Administrator and independent scrutineers during the AGM.
2. e-Voting for all the resolutions set out in the Notice of AGM will commence from 10.30 a.m. on Wednesday, 26 April 2023 until a time when the Chairman announces the completion of the voting session.
3. 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.
4. 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. or as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of poll.
5. 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)

- The original copy of the proxy form must reach the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. at 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 Monday, 24 April 2023 at 10.00 a.m.), or any adjournment thereof. For further information on the electronic lodgement of Proxy Form, kindly refer to the "e-PROXY LODGEMENT" below:

### STEP 1: REGISTER ONLINE WITH BOARDROOM SMART INVESTOR PORTAL (FOR FIRST TIME REGISTRATION ONLY)

*(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 on eProxy Lodgement.)*

- Access website <https://investor.boardroomlimited.com>
- Click <<**Register**>> to sign up as a user and select the correct account type i.e. sign up as "**Shareholders**" or "**Corporate Holder**".
- Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format. For corporate holder, please also attach the authorisation letter.
- Please enter a valid email address and wait for Boardroom's email verification.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

### STEP 2: e-PROXY LODGEMENT

#### **For Individual/ Corporate Shareholders**

- Access website <https://investor.boardroomlimited.com>
- Login with your User ID and Password given above.
- Browse the Meeting Event for "**NESTLÉ (MALAYSIA) BERHAD 39<sup>th</sup> ANNUAL GENERAL MEETING**" and click "**Enter**".
- Click on "**Submit eProxy Form**"
- Select the company you would like to be represented (if more than one, for Corporate Shareholder).
- Enter your CDS Account Number and number of securities held.
- Select your proxy – either the Chairman of the meeting or individual named proxy(ies).
- Read and accept the General Terms and Conditions by clicking "**Next**".
- Enter the required particulars of your proxy(ies)
- Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- Review and confirm your proxy appointment and click "**Apply**"
- Download or print the eProxy Form as acknowledgement.

#### **For Authorised Nominee and Exempt Authorised Nominee**

- Access website <https://investor.boardroomlimited.com>
- Login with your User ID and Password given above.
- Browse the Meeting Event for "**NESTLÉ (MALAYSIA) BERHAD 39<sup>th</sup> ANNUAL GENERAL MEETING**" and click "**Enter**".
- Click on "**Submit eProxy Form**"
- Select the company you would like to be represented (if more than one).
- Proceed to download the file format for "**Submission of Proxy Form**".
- Prepare the file for the appointment of proxy(ies) by inserting the required data.
- Proceed to upload the duly completed Proxy Appointment file.
- Review and confirm your proxy(ies) appointment and click "**Submit**".
- Download or print the eProxy form as acknowledgement.




*Note: If you are the authorised representatives for more than one (1) authorised nominee / exempt authorised nominee/ corporate shareholder, kindly click the home button and select "Edit Profile" in order to add Company name.*

- 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.



**Remote Participation and Electronic Voting (“RPEV”)**

- 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.
- Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities:

PROCEDURES	ACTIONS
<b>BEFORE THE DAY OF THE AGM</b>	
1. Register as a user with Boardroom Smart Investor Portal (BSIP) <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 on eProxy Lodgement.)</i></p> <ol style="list-style-type: none"> <li>Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li> <li>Click &lt;&lt;Register&gt;&gt; to sign up as a user and select the correct account type i.e. sign up as “Shareholders” or “Corporate Holder”.</li> <li>Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format. For corporate holder, please also attach the authorisation letter.</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> </ol>
2. Submit your request for remote participation <b>(User ID and Password)</b>	<ul style="list-style-type: none"> <li>Registration is open from 10.00 a.m. Friday, 24 March 2023 up to 10.00 a.m. Wednesday, 26 April 2023.</li> </ul> <p><b>Individual/Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</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 created with BSIP from Step 1 above.</li> <li>Select “MEETING EVENT” from main menu and select the correct corporate event: “NESTLÉ (MALAYSIA) BERHAD EXTRAORDINARY GENERAL MEETING”.</li> <li>Click on “Register for RPEV”.</li> <li>Read and agree to the Terms &amp; Conditions and click “Next”.</li> <li>Enter your CDS account number and click “Submit” to complete your request.</li> </ul>
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 Tuesday, 18 April 2023, 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 25 April 2023 at 10.00 a.m.</li> </ul>
<b>ON THE DAY OF THE AGM (WEDNESDAY, 26 APRIL 2023)</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 9.00 a.m. on Wednesday, 26 April 2023, which can be accessed via one of the following methods:             <ol 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> </ol> </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, please 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	<p>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.</p>

## NESTLÉ (MALAYSIA) BERHAD

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

### **Proceeding 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., Wednesday, 26 April 2023 or as soon as the Chairman calls for the poll to be opened and until a time when the Chairman announces the completion of the voting session.

### **Submission of Questions**

1. During the meeting, you will have the opportunity to ask questions by submitting your questions via the messaging box in the meeting platform at <https://meeting.boardroomlimited.my> starting at 9.00 a.m. This meeting platform will remain open throughout the virtual AGM session.
2. Alternatively, Shareholders may submit questions in advance on the AGM resolutions and Annual Report 2022 commencing from 24 March 2023 and in any event no later than 10.00 a.m., Tuesday, 18 April 2023 via BSIP at <https://investor.boardroomlimited.com> using your user ID and password created with BSIP from STEP 1 above, and select **"SUBMIT QUESTION"** to pose questions ("Pre-AGM Meeting Questions").
3. The Board will endeavor to respond to Pre-AGM Meeting Questions and the questions submitted on the day of the 39<sup>th</sup> AGM, from 9.00 a.m. and throughout the meeting. However, due to the 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**

Each shareholder or proxy who attends the 39<sup>th</sup> AGM via RPEV will be entitled to a token of appreciation. Further details for the redemption will be sent via email upon verification of the 39<sup>th</sup> AGM attendance record.

The basis of entitlement is as below:-

- Attending as shareholder - One (1) door gift.
- Attending as shareholder and proxy - One (1) door gift.
- Attending as a proxy - One (1) door gift, irrespective of the number of shareholders represented.

If the shareholder appoints more than one (1) proxy, only one (1) door gift will be given to the first registered proxy.

### **Recording or Photography**

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

### **Annual Report 2022 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/shareholders-meetings>

1. Notice of the 39<sup>th</sup> Annual General Meeting, Proxy Form and Administrative Details.
2. Nestlé Annual Review 2022.
3. Nestlé Corporate Governance & Financial Report 2022.
4. Nestlé in Society Report 2022.
5. Circular to Shareholders dated 24 March 2023 on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.
6. Corporate Governance Report 2022.

**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, except Public Holiday (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

**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 BINTI TENGGU ISMAIL**

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

## NESTLÉ (MALAYSIA) BERHAD

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

# 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 39<sup>th</sup> 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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### 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 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. 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.

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# 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 **Extraordinary General Meeting** of the Company to 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 39<sup>th</sup> Annual General Meeting** and at any adjournment thereof.

\* Delete if not applicable

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.

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

Note: Please refer to the Notice of EGM for full details of the Resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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

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

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

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

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

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

\_\_\_\_\_  
Signature of Shareholder or Common Seal

**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 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 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 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. 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.

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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

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## ADMINISTRATIVE DETAILS FOR THE VIRTUAL EXTRAORDINARY GENERAL MEETING

<b>Date</b>	: Wednesday, 26 April 2023
<b>Time</b>	: 12.30 p.m. or 30 minutes after the conclusion of the 39 <sup>th</sup> Annual General Meeting
<b>Broadcast Venue</b>	: Level 22, 1 Powerhouse, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia

### **Virtual Extraordinary General Meeting**

We wish to inform you that the Extraordinary General Meeting ("EGM") 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 on the online portal of Boardroom Share Registrars Sdn. Bhd. at <https://meeting.boardroomlimited.my>

The broadcast venue is only meant to facilitate the conduct of the EGM. 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 EGM. Members/Proxies/Corporate Representatives will not be allowed to attend the EGM in person nor admitted at the broadcast venue on the day of the EGM.

### **Entitlement to Attend/Participate, Pose Questions and Vote**

Only a member or Depositor whose name appears in the Record of Depositors as at Tuesday, 18 April 2023 (General Meeting Record of Depositors) shall be entitled to attend/participate at the EGM or appoint proxy/ies to attend/participate, pose questions and/or vote on his/her behalf.

### **Voting Procedure**

1. Voting at the EGM 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 KPMG Management & Risk Consulting Sdn. Bhd. have respectively been appointed as the Poll Administrator and independent scrutineers during the EGM.
2. e-Voting for the resolution set out in the Notice of EGM will commence at any time after the Chairman of the meeting has directed that polling be opened, after the commencement of the EGM on Wednesday, 26 April 2023 at 12.30 p.m. or 30 minutes after the conclusion or adjournment of the 39<sup>th</sup> Annual General meeting held on the same day at 10 a.m. or at any adjournment thereof, whichever is later but until a time when the Chairman announces the completion of the voting session.
3. Members and proxies are required to use the following methods to vote remotely:-
  - a. Launch Lumi EGM by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
  - b. Access Lumi EGM via the website URL <https://meeting.boardroomlimited.my>For the purpose of this EGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.
4. During the EGM, the Chairman will invite the Poll Administrator to give a briefing on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of poll.
5. 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.
6. Even though the AGM and EGM use the same administrative procedure, they are deemed as separate meetings. Shareholders that have logged in for the AGM must log out and then re-login again with a separate meeting ID and login credentials to participate in the EGM.

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

1. If you wish to personally participate in this EGM, 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 EGM 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 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 EGM (i.e Monday, 24 April 2023 at 12.30 p.m.), or any adjournment thereof. For further information on the electronic lodgement of Proxy Form, kindly refer to the “e-PROXY LODGEMENT” below:

### STEP 1: REGISTER ONLINE WITH BOARDROOM SMART INVESTOR PORTAL (FOR FIRST TIME REGISTRATION ONLY)

*(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 on eProxy Lodgement.)*

- a. Access website <https://investor.boardroomlimited.com>
- b. Clickclick <<**Register**>> to sign up as a user and select the correct account type i.e. sign up as “**Shareholder**” or “**Corporate Holder**”.
- c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format. For corporate holder, please also attach the authorisation letter.
- d. Please enter a valid email address and wait for Boardroom’s email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

### STEP 2: e-PROXY LODGEMENT

#### **For Individual/ Corporate Shareholders**

- a. Access website <https://investor.boardroomlimited.com>
- b. Login with your User ID and Password given above.
- c. Browse the Meeting Event for “**NESTLÉ (MALAYSIA) BERHAD EXTRAORDINARY GENERAL MEETING**” and click “**Enter**”.
- d. Click on “**Submit eProxy Form**”
- e. Select the company you would like to be represented (if more than one, for Corporate Shareholder).
- f. Enter your CDS Account Number and number of securities held.
- g. Select your proxy – either the Chairman of the meeting or individual named proxy(ies).
- h. Read and accept the General Terms and Conditions by clicking “**Next**”.
- i. Enter the required particulars of your proxy(ies)
- j. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- k. Review and confirm your proxy appointment and click “**Apply**”
- l. Download or print the eProxy Form as acknowledgement.

#### **For Authorised Nominee and Exempt Authorised Nominee**




- a. Access website <https://investor.boardroomlimited.com>
- b. Login with your User ID and Password given above.
- c. Browse the Meeting Event for “**NESTLÉ (MALAYSIA) BERHAD EXTRAORDINARY GENERAL MEETING**” and click “**Enter**”.
- d. Click on “**Submit eProxy Form**”
- e. Select the company you would like to be represented (if more than one).
- f. Proceed to download the file format for “**Submission of Proxy Form**”.
- g. Prepare the file for the appointment of proxy(ies) by inserting the required data.
- h. Proceed to upload the duly completed Proxy Appointment file.
- i. Review and confirm your proxy(ies) appointment and click “**Submit**”.
- j. Download or print the eProxy form as acknowledgement.

*Note: If you are the authorised representatives for more than one (1) authorised nominee / exempt authorised nominee/ corporate shareholder, kindly click the home button and select “Edit Profile” in order to add Company name.*

4. If you have submitted your proxy form prior to the EGM and subsequently decide to appoint another person or wish to personally participate in the EGM, 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 EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.

**Remote Participation and Electronic Voting (“RPEV”)**

5. 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 EGM. 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.
6. Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities:

PROCEDURES	ACTIONS
<b>BEFORE THE DAY OF THE EGM</b>	
1. Register as a user with Boardroom Smart Investor Portal (BSIP) <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 on eProxy Lodgement.)</i></p> <ol style="list-style-type: none"> <li>a. Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li> <li>b. Click &lt;&lt;<b>Register</b>&gt;&gt; to sign up as a user and select the correct account type i.e. sign up as “<b>Shareholder</b>” or “<b>Corporate Holder</b>”</li> <li>c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format. For corporate holder, please also attach the authorisation letter.</li> <li>d. Please enter a valid email address and wait for Boardroom’s email verification.</li> <li>e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.</li> </ol>
2. Submit your request for remote participation <b>(User ID and Password)</b>	<ul style="list-style-type: none"> <li>• Registration is open from 12.30 p.m. Friday, 24 March 2023 up to 12.30 p.m. Wednesday, 26 April 2023.</li> </ul> <p><b>Individual/Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</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 created with BSIP from Step 1 above.</li> <li>• Select “<b>MEETING EVENT</b>” from main menu and select the correct corporate event: “<b>NESTLÉ (MALAYSIA) BERHAD EXTRAORDINARY GENERAL MEETING</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 click “<b>Submit</b>” to complete your request.</li> </ul>
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 Tuesday, 18 April 2023, 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 25 April 2023 at 12.30 p.m.</li> </ul>
<b>ON THE DAY OF THE EGM (WEDNESDAY, 26 APRIL 2023)</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 EGM at 12.30 p.m. on Wednesday, 26 April 2023, which can be accessed via one of the following methods:               <ol style="list-style-type: none"> <li>1. Launch Lumi EGM by scanning the QR Code provided in the email notification; or</li> <li>2. Access the Lumi EGM webportal via the website at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a></li> </ol> </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>
<b>ON THE DAY OF THE AGM (WEDNESDAY, 26 APRIL 2023)</b>	
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, please 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	<p>Upon the announcement by the Chairman on the closure of the EGM, the Live Streaming will end. You can then logout from the virtual meeting platform.</p>

## NESTLÉ (MALAYSIA) BERHAD

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

### **Proceeding 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 12.30 p.m or 30 minutes after the conclusion of the 39<sup>th</sup> Annual General Meeting.
2. The resolution set out in the Notice of EGM will be considered at the EGM. You will be asked to vote on this resolution.
3. Voting for the resolution set out in the Notice of EGM will commence at any time after the Chairman of the meeting has directed that polling be opened, after the commencement of the EGM on Wednesday, 26 April 2023 at 12.30 p.m. or 30 minutes after the conclusion or adjournment of the 39<sup>th</sup> Annual General meeting held on the same day at 10 a.m. or at any adjournment thereof, whichever is later but until a time when the Chairman announces the completion of the voting session.

### **Submission of Questions**

1. During the meeting, you will have the opportunity to ask questions by submitting your questions via the messaging box in the meeting platform at <https://meeting.boardroomlimited.my> starting at 11.30 a.m. This meeting platform will remain open throughout the virtual EGM session.
2. Alternatively, Shareholders may submit questions in advance on the EGM resolution commencing from 24 March 2023 and in any event no later than 12.30 p.m., Tuesday, 18 April 2023 via Boardroom's website at <https://investor.boardroomlimited.com> using your user ID and password created with BSIP from STEP 1 above, and select "SUBMIT QUESTION" to pose questions ("Pre-EGM Meeting Questions").
3. The Board will endeavor to respond to Pre-EGM Meeting Questions and the questions submitted on the day of the EGM, from 11.30 a.m. and throughout the meeting. However, due to the 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 EGM.

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

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

### **Recording or Photography**

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

### **Circular and Other Documents**

As part of our dedicated commitment to sustainable practices, the following documents can be downloaded from the Company's website [Nes.tl/shareholders\\_meetings2023](https://www.nestle.com.my/shareholders_meetings2023)

1. Notice of the Extraordinary General Meeting, Proxy Form and Administrative Details; and
2. Circular to Shareholders dated 24 March 2023 on the Proposed Acquisition of 100% Equity Interest in Wyeth Nutrition (Malaysia) Sdn. Bhd. by Nestlé Products Sdn. Bhd., a wholly-owned subsidiary of Nestlé (Malaysia) Berhad, from Wyeth (Hong Kong) Holding Company Limited, for a cash consideration of RM165.0 million.

**Enquiry**

If you have any general queries prior to the EGM, or you wish to request for technical assistance to participate in the fully 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

**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 BINTI TENGGU ISMAIL**

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

## NESTLÉ (MALAYSIA) BERHAD

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

### 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: Nestlé (Malaysia) Berhad, 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 fourteen (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.

Date of issuance of this Privacy Notice: 24 March 2023

## 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 mengehadkan 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: Nestlé (Malaysia) Berhad, 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.

