

# NESTLÉ (MALAYSIA) BERHAD

Registration No.: 198301015532 (110925-W)

22-1, 22<sup>nd</sup> Floor, Menara Surian  
No. 1, Jalan PJU 7/3, Mutiara Damansara  
47810 Petaling Jaya, Selangor, Malaysia  
Tel : (603) 7965 6000  
Fax : (603) 7965 6757  
Website : www.nestle.com.my



Good food, Good life

1 April 2020

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

**Re: 36<sup>th</sup> ANNUAL GENERAL MEETING OF NESTLÉ (MALAYSIA) BERHAD**

We would like to inform you that the 36<sup>th</sup> Annual General Meeting (“AGM”) of Nestlé (Malaysia) Berhad (“the Company”) will be held as below:

**Date : Thursday, 30 April 2020**

**Time : 10.00 a.m.**

**Venue : Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur**

However, in view of the current Coronavirus (COVID-19) outbreak, the AGM will be conducted mainly through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities. This is done out of concern for the health and wellbeing of our Shareholders.

We would like to **strongly encourage** our Shareholders to take advantage of our RPV facilities. Shareholders may participate and vote remotely at the AGM via the RPV facilities which are available on Tricor’s TIIH online website at <https://tiih.online> and select “e-Services” to login. Please submit your request for the remote participation in accordance with the procedures as set out in the Administrative Note that is enclosed with this letter, latest by 10.00 a.m. on Wednesday, 29 April 2020. Should you require any assistance on the RPV facilities, kindly contact our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd at 03-2783 9299 or [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com).

In accordance with the guidance issued by the Ministry of Health in relation to the outbreak, **there will be no distribution of Breakfast Packs and Door Gifts** for Members/Proxies who attend and/or participate in the AGM physically or remotely.

Ensuring the health and safety of our employees, families, consumers and Shareholders like yourselves remains our priority. Despite the unusual circumstances of the meeting, we look forward to connecting with you on the RPV facilities on the day of the AGM. We thank you for your continued support to the Company.

**On behalf of the Nestlé (Malaysia) Berhad,**

**Y.A.M TAN SRI DATO' SERI SYED ANWAR  
JAMALULLAIL**  
Chairman

**JUAN ARANOLS**  
Chief Executive Officer

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# NESTLÉ (MALAYSIA) BERHAD

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



Good food, Good life

Petaling Jaya, 1 April 2020

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

Dear Shareholders,

**Re: Annual General Meeting 2020 and Annual Report 2019**

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

- a. **Notice of Annual General Meeting dated 1 April 2020;**
- b. **Proxy Form for the Annual General Meeting 2020;**
- c. **Annexure to Proxy Form;**
- d. **A postcard containing the QR Code to access the digital version of the Annual Report 2019 and Circular to Shareholders dated 1 April 2020 in relation to Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature;**
- e. **Administrative details for the Annual General Meeting 2020; and**
- f. **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 **36<sup>th</sup> Annual General Meeting (“AGM”)** of the Company will be held at **Hilton Kuala Lumpur, 3, Jalan Stesen Sentral, 50470 Kuala Lumpur** on **Thursday, 30 April 2020** 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 2019 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’ Mohd. Rafik Bin Shah Mohamad
- 2.2 Tan Sri Datuk (Dr.) Rafiah Binti Salim

**Resolution 1**

*Please refer to Explanatory Note 2*

#### TO CONSIDER AND IF THOUGHT FIT, to pass the following resolution:

3. “THAT Ernst & Young PLT (Firm No. 202006000003 (LLP0022760-LCA) & AF 0039), be hereby appointed as the Auditors of the Company in place of the outgoing Auditors, KPMG PLT ((LLP0010081-LCA) & AF 0758), and to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.”

**Resolution 2**

*Please refer to Explanatory Note 3*

#### As Special Business

#### TO CONSIDER AND IF THOUGHT FIT, to pass the following as Ordinary Resolutions:

4. TO APPROVE the payment of a final dividend of 140 sen per share, under a single-tier system, in respect of the financial year ended 31 December 2019.

**Resolution 3**

5. TO APPROVE the following payments to the Directors:

- 5.1 Fees of RM1,240,000.00 for the financial year ended 31 December 2019.
- 5.2 Benefits of RM200,000.00 for the financial period from 1 July 2020 to 30 June 2021.

**Resolution 4**

**Resolution 5**

6. TO RETAIN Dato’ Mohd. Rafik Bin Shah Mohamad who has served for a cumulative term of more than nine years as an Independent Director in accordance with Article 97.3.1 of the Constitution of the Company and in accordance with the Malaysian Code on Corporate Governance (“MCCG 2017”).

**Resolution 6**

*Please refer to Explanatory Note 4*

7. 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 1 April 2020.

**Resolution 7**

“THAT approval be hereby given for the renewal of the mandate granted by the Shareholders of the Company on 25 April 2019 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 1 April 2020 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 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;

## NOTICE OF ANNUAL GENERAL MEETING

(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;

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 5**

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

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the approval of the Shareholders at the 36<sup>th</sup> AGM of the Company, a final dividend of 140 sen per share, under a single-tier system in respect of the financial year ended 31 December 2019 will be paid to the Shareholders on 21 May 2020. The entitlement date for the said dividend shall be 15 April 2020.

**FURTHER NOTICE IS HEREBY GIVEN THAT** a depositor shall qualify for entitlement only in respect of:

- A. Shares transferred into the Depositors' Securities Account before 5.00 p.m. on 15 April 2020 in respect of ordinary transfers; and
- B. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of the Bursa Malaysia Securities Berhad.

### BY ORDER OF THE BOARD

#### TENGGU IDA ADURA TENGGU ISMAIL

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

Petaling Jaya  
1 April 2020

#### Notes:

- (i) A member of the Company entitled to attend and vote at the 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.
- (ii) 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.
- (iii) 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.

- (iv) 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.
- (v) 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 Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. (Registration No. 197101000970 (11324-H)), at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Counter, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. In the case of an appointment made via TIIH Online, the proxy form must be deposited at

## NOTICE OF ANNUAL GENERAL MEETING

<https://tiih.online>. Please refer to the Annexure to the proxy form for further information on submission via TIIH Online. All proxy forms submitted must be received by the Company not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.

- (vi) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 April 2020 shall be entitled to attend, speak and vote at the 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

Dato' Mohd. Rafik Bin Shah Mohamad is standing for re-election as Director of the Company and being eligible, has offered himself for re-election. Tan Sri Datuk (Dr.) Rafiah Binti Salim, whom has reached retirement age of 72 years old (as per Nestlé S.A.'s guideline) will not seek for re-election. She will retain office until the conclusion of the 36<sup>th</sup> AGM and will retire in accordance with Article 97.1 of the Constitution of the Company.

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

In line with the proposed change of external auditors by Nestlé S.A., the Board has recommended for the appointment of Ernst & Young PLT (Firm No. 202006000003 (LLP0022760-LCA) & AF 0039) ("Ernst & Young PLT"), as Auditors of the Company in place of the outgoing Auditors, KPMG PLT ((LLP0010081-LCA) & AF 0758). The proposed change of Auditors is in line with good corporate governance of revisiting the appointment of the Company's Auditors from time to time. The Board had at its meeting held on 25 February 2020 accepted the recommendation of the Audit Committee supporting the nomination of Ernst & Young PLT as Auditors of the Company. 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. Ernst & Young PLT has given their consent to act as Auditors of the Company and their appointment is subject to the approval of the Shareholders at the forthcoming AGM. If their appointment is approved, they shall hold office until the conclusion of the next AGM of the Company.

### Explanatory Notes on Special Business:-

#### 4. Retention of Independent Director

The proposed Ordinary Resolution under item 6 is to seek Shareholders' approval in accordance with the MCGG 2017 on the retention of Dato' Mohd. Rafik Bin Shah Mohamad who had been retained in the previous AGM held on 25 April 2019 as an Independent Director and whose term would expire at the conclusion of this AGM. If passed, the proposed Resolution 6 will authorise the continuation of Dato' Mohd. Rafik Bin Shah Mohamad as an Independent Director in office from the date of this AGM onwards.

#### 5. 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 1 April 2020 accompanying the Company's Annual Report for the financial year ended 31 December 2019.

### STATEMENT ACCOMPANYING NOTICE OF 36<sup>TH</sup> AGM

(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

The profile of Dato' Mohd. Rafik Bin Shah Mohamad, the Director who is standing for re-election and retention as per Resolutions 1 and 6 respectively, is stated in the Annual Report 2019. He does not own any shares in the Company, has no family relationship with any Director and/or major shareholder of the Company, has no conflict of interest with the Company and has neither been convicted of any offence within the past five years nor imposed with any public sanction and/or penalty by any relevant regulatory bodies, other than traffic offences (if any).

The Annual Report 2019 and other accompanying documents are available online at <http://www.nestle.com.my/aboutus/investors/annualreport> 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.

For Shareholders who have yet to provide their email addresses, following the Malaysian Government's announcement on 16 March 2020 with regards to the implementation of the Movement Control Order, there may be a delay in the delivery of the hardcopies of the Administrative Note of AGM.

# PROXY FORM

## Nestlé (Malaysia) Berhad

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

No. of shares held	
CDS Account No.	

I/We \_\_\_\_\_ NRIC No: \_\_\_\_\_ (New) \_\_\_\_\_ (Old)

of \_\_\_\_\_ being a member

of Nestlé (Malaysia) Berhad, hereby appoint \*the Chairman of the meeting or \_\_\_\_\_

\_\_\_\_\_ NRIC No: \_\_\_\_\_ (New) \_\_\_\_\_ (Old)

of \_\_\_\_\_

or failing him/her, \_\_\_\_\_ NRIC No: \_\_\_\_\_ (New)

\_\_\_\_\_ (Old) of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the **36<sup>th</sup> Annual General Meeting** of the Company to be held at the **Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur** on **Thursday, 30 April 2020** at **10.00 a.m.** and at any adjournment thereof.

*\*Delete if not applicable*

My/Our proxy is to vote as indicated with an "X" below. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his discretion.

No.	Resolutions	For	Against
1.	To re-elect Dato' Mohd. Rafik Bin Shah Mohamad as a Director of the Company.		
2.	To appoint Messrs. Ernst & Young PLT (Firm No. 202006000003 (LLP0022760-LCA) & AF 0039) as Auditors of the Company and to authorise the Directors to fix their remuneration.		
3.	To approve the payment of a final dividend of 140 sen per share, under a single-tier system, in respect of the financial year ended 31 December 2019.		
4.	To approve the payment of Directors' fees of RM1,240,000.00 for the financial year ended 31 December 2019.		
5.	To approve the payment of Directors' benefits of RM200,000.00 for the financial period from 1 July 2020 to 30 June 2021.		
6.	To retain Dato' Mohd. Rafik Bin Shah Mohamad as an Independent Director of the Company.		
7.	Proposed Renewal of Shareholders' Mandate and 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 1 April 2020.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

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

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

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

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

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

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

**Notes:**

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may, but need not be, a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor 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.
- (iii) Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, 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.
- (iv) 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.
- (v) 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 Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. (Registration No. 197101000970 (11324-H)), at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Counter, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. In the case of an appointment made via TIIH Online, the proxy form must be deposited at <https://tiih.online>. Please refer to the Annexure to the proxy form for further information on submission via TIIH Online. All proxy forms submitted must be received by the Company not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.
- (vi) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 April 2020 shall be entitled to attend, speak and vote at the general meeting.

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Affix Postage  
Stamp

**Tricor Investor & Issuing House Services Sdn. Bhd.**

(Registration No. 197101000970 (11324-H))

Unit 32-01, Level 32, Tower A

Vertical Business Suite, Avenue 3

Bangsar South, No. 8, Jalan Kerinchi

59200 Kuala Lumpur, Malaysia

Tel: (03) 2783 9299 Fax: (03) 2783 9222

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# ANNEXURE






Dear Shareholders,

We are pleased to inform that you as a Shareholder can have the option to submit your proxy forms by electronic means through TIIH Online, ("e-Proxy").

TIIH Online is an application that provides an online platform for Shareholders (individuals only) to submit document/form electronically which includes proxy form in paperless form ("e-Submission"). Once you have successfully submitted your e-proxy form, you are no longer required to complete and submit the physical proxy form to the company or Tricor office.









To assist you on how to engage with e-Proxy, kindly read and follow the guidance notes which are detailed below:

1. Sign up as user of TIIH Online

-  Using your computer, access our website at <https://tiih.online>
-  Sign up as a user by completing the registration form, registration is free
-  Upload a softcopy of your MyKad (front and back) or your passport
-  Administrator will approve your registration within one working day and notify you via email
-  Activate your account by re-setting your password

- Notes:
- (i) If you are already a user of TIIH Online, you are not required to sign up again
  - (ii) An email address is allowed to be used once to register as a new user account, and the same email cannot be used to register another user account
  - (iii) At this juncture, only individual security holders are offered to register as user and participate in e-Proxy

2. Proceed with submission of e-Proxy

-  After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password
-  Select the corporate event: "Submission of Proxy Form"
-  Read and agree to the Terms & Conditions and confirm the Declaration
-  Select/insert the CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf
-  Appoint your proxy(s) or chairman and insert the required details of your proxy(s)
-  Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote
-  Review and confirm your proxy(s) appointment
-  Print e-proxy for your record

Should you need assistance on our e-Submission, please contact any of the following numbers:-

**Tricor Investor & Issuing House Services Sdn. Bhd.**

General : +603-2783 9299 ([is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com))  
Ms. Lim Lay Kiow : +603-2783 9232 ([lay.kiow.lim@my.tricorglobal.com](mailto:lay.kiow.lim@my.tricorglobal.com))  
Pn. Siti Zalina Osmin : +603-2783 9247 ([siti.zalina@my.tricorglobal.com](mailto:siti.zalina@my.tricorglobal.com))

**Nestlé (Malaysia) Berhad**

Consumer Services : 1800 88 3433



**ADMINISTRATIVE DETAILS FOR THE 36<sup>TH</sup> ANNUAL GENERAL MEETING 2020**

**Date** : Thursday, 30 April 2020

**Time** : 10.00 a.m.

**Venue** : Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur

**Coronavirus Disease (COVID-19) Outbreak**

In view of the COVID-19 outbreak, the Company wish to inform you that the Annual General Meeting (“AGM”) will be conducted mainly through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities and we **strongly encouraged** our Shareholders to use the RPV facilities to participate and vote remotely at the AGM. As a precautionary measure, the Company reserves the right to limit the number of physical attendees to be accommodated at the venue.

As you may be aware, the number of COVID-19 cases has seen an increase locally as well as globally. If you have travelled overseas in the past 14 days, been in contact with a COVID-19 affected person or if you are unwell with sore throat, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, please seek medical attention and quarantine yourself at home. You will still be able to remotely participate in the AGM using the RPV facilities.

Safety is a non-negotiable priority for the Company. As a precautionary measure, we will be conducting temperature checks on all members /proxies upon arriving at the AGM venue. For the safety of others, the Company has the right to refuse entry of a member/proxies with body temperature of above 37.5°C or displaying any symptoms of being unwell. Attendees are required to sign a health declaration form and provide their travel history and contact details (to facilitate contact tracing, if required) before entering the AGM venue. Wearing a face mask is also strongly encouraged.

**Remote Participation and Voting (“RPV”)**

The RPV facility is available on Tricor’s TIIH Online website at <https://tiih.online>

Please refer to the following information on RPV procedures for remote participation in the AGM through live streaming and online remote voting.

PROCEDURES	ACTIONS
BEFORE THE DAY OF THE AGM	
1. Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under “e-Services”. Refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
2. Submit your request	<ul style="list-style-type: none"> <li>• Registration is open from 10.00 a.m. Thursday, 2 April 2020 up to 10.00 a.m. Wednesday, 29 April 2020.</li> <li>• Login in with your user ID and password and select the corporate event: “(REGISTRATION) NESTLÉ 36<sup>TH</sup> AGM REMOTE PARTICIPATION”.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Insert the CDS account number and indicate the number of shares.</li> <li>• Submit to register your remote participation.</li> <li>• System will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> <li>• After verification of your registration against the General Meeting ROD as at 22 April 2020, the system will send you an e-mail to approve or reject your registration for remote participation.</li> </ul>
ON THE DAY OF THE AGM (THURSDAY, 30 APRIL 2020)	
3. Login to TIIH Online	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the AGM at any time from 9.00 a.m. The live streaming will commence at 10.00 a.m.</li> </ul>

PROCEDURES	ACTIONS
ON THE DAY OF THE AGM (THURSDAY, 30 APRIL 2020)	
4. Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: "(LIVE STREAMING MEETING) NESTLÉ 36<sup>TH</sup> AGM" to engage in the proceedings of the 36<sup>th</sup> AGM remotely.</li> <li>If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will try to respond to relevant questions submitted by remote participants during the AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>
5. Online Remote Voting	<ul style="list-style-type: none"> <li>Select the corporate event: "(REMOTE VOTING) NESTLÉ 36<sup>TH</sup> AGM".</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Voting session commences from 10.30 a.m. Thursday, 30 April 2020 until a time when the Chairman announces the completion of the voting session at the AGM venue.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
6. End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the Live Streaming will end.

#### **No Breakfast Pack & Door Gift**

To ensure social and physical distancing and as a measure to reduce crowds in accordance with the Guidelines issued by the Ministry of Health in relation to the COVID-19 outbreak, there will be **NO DISTRIBUTION of breakfast packs and door gifts** for members/proxies who attend or participate at the AGM.

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

Only a member or Depositor whose name appears in the Record of Depositors as at 22 April 2020 (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.

#### **Proxy**

- 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.
- If you are unable to participate in this AGM and wish to appoint 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.
- If you have submitted your proxy form prior to the AGM and subsequently decide to personally participate in the meeting, please proceed to seek help to revoke the appointment of your proxy.
- The original copy of the proxy form must reach the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
- The proxy appointment may also be lodged electronically via Tricor's TIIH Online at <https://tiih.online>. For further information on the electronic lodgement of Proxy Form, kindly refer to the Annexure to Proxy Form.

#### **Corporate Members**

A corporate member that wishes to appoint a representative instead of a proxy to participate in this AGM must submit the original certificate of appointment executed in accordance with your Company's Constitution or the Companies Act, 2016 to the office of the Share Registrar at any time before the time appointed for holding of the AGM or to the registration staff on the meeting day for the Company's records. You will **NOT** be allowed to register for participation in the AGM if you fail to produce the original certificate of appointment.

#### **Parking**

- Parking is available at the parking bays of the Hilton/Le Meridien Kuala Lumpur Hotels. Shareholders/proxies are to exchange their Hilton/Le Meridien parking ticket for a prepaid parking ticket at the Helpdesk counter (not applicable for valet parking) between 8 a.m. to 12 p.m.
- The Company will not be providing cash reimbursements for parking charges.
- Lost or misplaced parking tickets will not be replaced by the Company.

## NESTLÉ (MALAYSIA) BERHAD

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

### **Registration**

1. Registration will start at 8.00 a.m. and will be closed once e-voting commences to facilitate the voting process.
2. Please produce your original Identification Card ("NRIC") or Passport (for foreign Shareholder) during the registration for verification.
3. Please note that you will not be allowed to register on behalf of another attendee even if the original NRIC of that attendee is produced.
4. Upon verification of your NRIC and signing of the attendance list, you will be given an identification wristband printed with a passcode.
5. Please note that you will not be allowed to enter the meeting hall without wearing the identification wristband.
6. If you are attending the meeting as a Shareholder and a proxy, you will be given only one (1) identification wristband.
7. Lost or misplaced identification wristband will not be replaced.
8. The registration counter will only handle verification of identities and registrations. If you have other enquiries or need clarification, please proceed to the Helpdesk.

### **Proceeding of the Meeting**

1. The meeting will start promptly 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. You will have the opportunity to ask questions during the Question and Answer session.
4. Kindly switch off your mobile devices or put them on silent mode before you enter the meeting hall.
5. **No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.**
6. Voting for all the resolutions set out in the Notice of AGM will take place concurrently upon the conclusion of the deliberations of all the businesses to be transacted at the AGM.

### **Voting Procedure**

1. Voting at the AGM will be conducted by way of e-voting. Tricor Investor & Issuing House Services Sdn. Bhd. and Coopers Professional Scrutineers Sdn. Bhd. have respectively been appointed as the e-voting administrator and independent scrutineers during the AGM.
2. If you wish to cast your vote using your own smartphone device, please download the Tricor e-Vote App onto your smartphone before attending the meeting. The Tricor e-Vote app is available for download at no cost from Google Play Store or Apple App Store. Please refer to the information on how to download the Tricor e-Vote app at the end of these administrative details.

### **Access to Tricor e-Vote Apps**

You will be required to use the camera function of your device to scan/capture the passcode on your wristband to access the Tricor e-Vote app. Once logged in, you can proceed to vote when the e-voting session commences.

### **Helpdesk**

Please approach the helpdesk for:-

1. Enquiries or clarification on registration matters and revocation of proxy appointments;
2. To exchange your parking ticket for a prepaid parking ticket.

### **Annual Report 2019 and Other Documents**

As part of our dedicated commitment to sustainable practices, the following documents can be downloaded from the Company's website <http://www.nestle.com.my/aboutus/investors/annualreport>

1. Nestlé Annual Review 2019
2. Nestlé Corporate Governance & Financial Report 2019
3. Nestlé in Society Report 2019
4. Circular to Shareholders on Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
5. Corporate Governance Report 2019
6. Notice of the 36<sup>th</sup> Annual General Meeting, Proxy Form and Administrative Notes.

If you wish to obtain a printed copy of the documents, you may submit an online request to the Share Registrar's website at <http://tiih.online> by selecting "Investor Services" and click "Request for Annual Report". Alternatively, you may do so by completing the enclosed Request Slip and sending the same to the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd.

**There will be no distribution of copies of the Annual Report 2019 or other documents at the AGM venue.**

**First Aid**

Please refer to the Helpdesk/First Aiders should any assistance be required.

**Personal Belongings**

Please take care of your personal belongings. The Company or the venue will not be held responsible for any lost items.

**For Health & Safety**

Please take note that in the interest of health and safety of the attendees at the AGM, the Company has the right to make changes to the administration and organisation of the AGM as it deems necessary. Attendee(s) with any illness symptom(s) will not be permitted to enter the AGM venue.

**Enquiry**

If you have any general queries prior to the AGM, please contact any numbers below during office hours:-

**Tricor Investor & Issuing House Services Sdn. Bhd.**

General : +603-2783 9299 (is.enquiry@my.tricorglobal.com)  
Lim Lay Kiow : +603-2783 9232 (lay.kiow.lim@my.tricorglobal.com)  
Siti Zalina : +603-2783 9247 (siti.zalina@my.tricorglobal.com)

**Nestlé (Malaysia) Berhad**

Consumer Services : 1800 88 3433

**Personal Data**

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


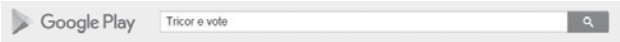
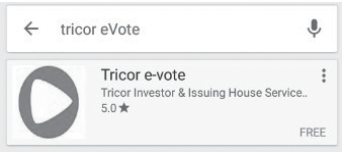
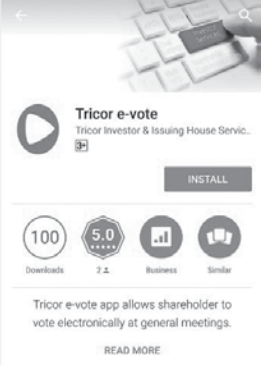

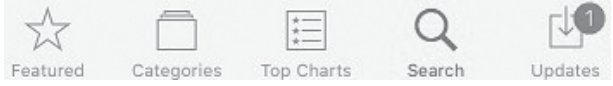
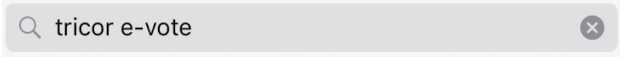
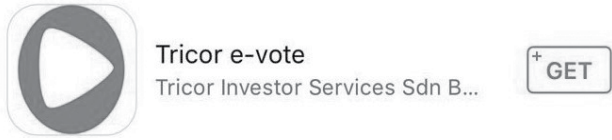
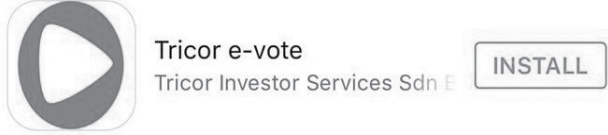
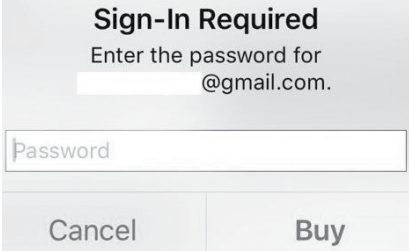
By ORDER OF THE BOARD

**TENGGU IDA ADURA TENGGU ISMAIL**

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

1 April 2020  
Petaling Jaya

**HOW TO DOWNLOAD TRICOR E-VOTE APPS**

<p align="center"><b>Google Play Store (Android)</b> Minimum version of Android 4.0.3 or later</p>	<p align="center"><b>Apple App Store (IOS)</b> Minimum version of IOS 8.0 or later</p>
<p>1. Locate the Play Store icon and tap on it to open.</p>  <p>2. Type in the name of the app: "Tricor e-Vote", into the menu bar and search.</p>  <p>3. Tapping the three dots on the right side of the box will provide options to install right away.</p>  <p>4. Tap the Install button to start downloading. You will be prompted to provide certain device permissions for the installation to continue.</p>  <p>5. Once the download and installation are completed, you can tap the Open button in the Play Store listing, or tap the icon from the notification tray to open your app. Otherwise, the app will be accessible by tapping the Apps icon in the bottom of your home screen, assuming an icon hasn't already been put on your home screen.</p>	<p>1. Open the App Store application.</p>  <p>2. Tap the Search icon at the bottom of the screen.</p>  <p>3. Enter the app name: "Tricor e-vote" and tap Search.</p>  <p>4. Tap on 'Get' button.</p>  <p>5. Tap on 'Install' button to start downloading.</p>  <p>6. Enter your Apple ID Password. Click 'Buy' to proceed (please note that there is no cost incurred).</p>  <p>7. Once the download and installation are completed, you can tap the Open button in the App Store listing. Otherwise, the app will be accessible by tapping the Apps icon in your home screen.</p>

**NESTLÉ (MALAYSIA) BERHAD**

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



Good food, Good life

# REQUEST SLIP

Please send a printed copy of the Annual Report 2019 to:

Mailing Address:

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Particulars of Shareholder:

Name:

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NRIC No.:

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Company No.:  
(if applicable)

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CDS No.:

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Telephone No.:

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Signature:

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Date:

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*Please fold here to seal*

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Affix Postage  
Stamp

**Tricor Investor & Issuing House Services Sdn. Bhd.**

(Registration No. 197101000970 (11324-H))

Unit 32-01, Level 32, Tower A

Vertical Business Suite, Avenue 3

Bangsar South, No. 8, Jalan Kerinchi

59200 Kuala Lumpur, Malaysia

Tel: (03) 2783 9299 Fax: (03) 2783 9222

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## PRIVACY NOTICE TO SHAREHOLDERS OF NESTLÉ (MALAYSIA) BERHAD 198301015532 (110925-W)

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, 22-1, 22<sup>nd</sup> Floor, Menara Surian, No. 1, Jalan PJU 7/3, Mutiara Damansara 47810, 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.

## NESTLÉ (MALAYSIA) BERHAD

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

### NOTIS PRIVASI KEPADA PEMEGANG-PEMEGANG SAHAM NESTLÉ (MALAYSIA) BERHAD 198301015532 (110925-W)

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 depositori 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 mengehadakan pemprosesan 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, 22-1, 22<sup>nd</sup> Floor, Menara Surian, No. 1, Jalan PJU 7/3, Mutiara Damansara 47810, 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 kini. 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 digunakan.

Tarikh pengeluaran Notis Privasi ini: 1 April 2020