Final Terms

Dated 15 November 2012

NESTLÉ HOLDINGS, INC.

Issue of NOK 1,000,000,000 2.25 per cent. Notes due 20 November 2017
Guaranteed by Nestlé S.A.
under the Debt Issuance Programme

PART A – CONTRACTUAL TERMS

The Prospectus dated 10 May 2012 as supplemented from time to time referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly, any person making or intending to make an offer of the Notes may only do so in:

(i) circumstances in which no obligation arises for the Issuer or any Dealer or Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case in relation to such offer; or

(ii) those Public Offer Jurisdictions mentioned in Paragraph 10 of Part B below, provided such person is one of the persons mentioned in Paragraph 10 of Part B below and that such offer is made during the Offer Period specified for such purposes therein.

Neither the Issuer nor any Dealer or Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 10 May 2012 as supplemented by the Supplementary Prospectuses dated 10 August 2012 and 24 August 2012 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented including documents incorporated by reference. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the Supplementary Prospectuses are available for viewing on the Nestlé Group's investor relations website, which can be found at www.nestle.com/investors and is available on the website of the London Stock Exchange plc at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

1.	(a)	Issuer:	Nestlé Holdings, Inc.
	(b)	Guarantor:	Nestlé S.A.
2.	(a)	Series Number:	66
	(b)	Tranche Number:	1
3.	Specified Currency or Currencies:		Norwegian Krone ("NOK")
4.	Aggregate Nominal Amount:		
	(a)	Series:	NOK 1,000,000,000
	(b)	Tranche:	NOK 1,000,000,000
5.	Issue Price:		101.578 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denominations:	NOK 10,000
	(b)	Calculation Amount:	NOK 10,000
7.	(a)	Issue Date:	20 November 2012
	(b)	Interest Commencement Date:	Issue Date
8.	Maturity Date:		20 November 2017
9.	Interest Basis:		2.25 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:		Redemption at par
11.	Change of Interest Basis or Redemption/Payment Basis:		Not Applicable
12.	Put/Call Options:		Not Applicable
13.	(a)	Status of the Notes	Senior
	(b)	Status of the Guarantee:	Senior

(c)	Date Board approval for issuance of Notes and Guarantee obtained	24 April 2012 and 21 September 2012, respectively
14. Method of distribution:		Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions		Applicable
(a)	Rate(s) of Interest:	2.25 per cent. per annum payable annually in arrear on each Interest Payment Date
(b)	Interest Payment Date(s):	20 November in each year from and including 20 November 2013 up to, and including, the Maturity Date adjusted in accordance with the Following Business Day Convention, with the Additional Business Centres for the definition of "Business Day" being London, New York and Oslo, with no adjustment for period end dates
(c)	Fixed Coupon Amount(s): *(Applicable to Notes in definitive form)*	NOK 225 per Calculation Amount payable on each Interest Payment Date
(d)	Broken Amount(s): *(Applicable to Notes in definitive form)*	Not Applicable
(e)	Day Count Fraction:	Actual/Actual (ICMA)
(f)	Determination Date(s):	20 November in each year
(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16. Floating Rate Note Provisions		Not Applicable
17. Zero Coupon Note Provisions		Not Applicable
18. Index Linked Interest Note Provisions		Not Applicable

19. Dual Currency Interest Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Issuer Call	Not Applicable
21. Investor Put	Not Applicable
22. Final Redemption Amount:	NOK 10,000 per Calculation Amount
In cases where the Final Redemption Amount is Index Linked or other variable-linked:	Not Applicable
23. Early Redemption Amount:	
Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(g)):	NOK 10,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes:	**Registered Notes:** Registered Global Note registered in the name of a nominee for a common depositary for Euroclear Bank SA/NV and Clearstream Banking, société anonyme exchangeable (free of charge) for security printed definitive Notes only upon an Exchange Event (as defined in the Registered Global Note) Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with Article 4 of the Belgian Law of 14 December 2005.
25. New Global Note:	No

26. Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
29. Details relating to Instalment Notes:	Not Applicable
30. Redenomination and Renominalisation:	Not Applicable
31. Other terms or special conditions:	Not Applicable
32. Swiss Notes:	Not Applicable

DISTRIBUTION

33. (a)	If syndicated, names and addresses of the Managers and underwriting commitments:	Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB Underwriting Commitment: NOK 500,000,000 RBC Europe Limited Riverbank House 2 Swan Lane London EC4R 3BF Underwriting Commitment: NOK 500,000,000
(b)	Date of Syndication Agreement:	15 November 2012

(c) Stabilising Manager (if any):	Deutsche Bank AG, London Branch
34. If non-syndicated, name and address of relevant Dealer:	Not Applicable
35. Total commission and concession:	1.875 per cent. of the Aggregate Nominal Amount
36. U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA – Not Applicable
37. Non-exempt Offer:	Applicable – see Paragraph 10 of Part B below
38. Additional selling restrictions:	**Norway** The Issuer has not sought the approval of the Ministry of Finance of the Kingdom of Norway for the Notes to be publicly tradable in Norway nor has it sought the approval of the Norwegian National Bank for the introduction of the Notes onto the Norwegian market. No offering material in relation to the Notes has therefore been, or will be, approved by the Oslo Stock Exchange. Accordingly, each Manager has represented and agreed that it has not offered or sold and will not offer or sell any Notes directly or indirectly in the Kingdom of Norway or to residents or citizens of the Kingdom of Norway and that it has not distributed and will not distribute the Prospectus dated 10 May 2012, the Supplementary Prospectuses dated 10 August 2012 and 24 August 2012 or any other offering material relating to the Notes in or from the Kingdom of Norway.
39. Spot Rate (if different from that set out in Condition 5(h)):	Not Applicable
40. Calculation Agent responsible for calculating the Spot Rate (if not the Agent):	Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on the London Stock Exchange's regulated market and for listing on the official list of the UK Listing Authority of the Notes described herein pursuant to the Debt Issuance Programme of the Issuer.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms in connection with the issue of NOK 1,000,000,000 2.25 per cent. Notes due 20 November 2017.

Signed on behalf of the Issuer:

By:.....

Linda J. Brodie
Duly authorised

By:.....

William T. Ferioli
Duly authorised

Signed on behalf of the Guarantor:

By:.....

Jean-Marc Wälti
Duly authorised

By:.....

Claudio Menghi
Duly authorised

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PART B – OTHER INFORMATION

1. LISTING

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and for listing on the official list of the UK Listing Authority with effect from the London Stock Exchange business day following the Issue Date.

2. RATINGS

The Issuer has not applied to Moody's France SAS ("**Moody's**") or Standard & Poor's Credit Market Services France SAS ("**S&P**")for ratings to be assigned to the Notes to be issued.

Ratings allocated to notes of this type issued under the Debt Issuance Programme generally are:

S&P: AA (stable)

An obligation rated 'AA (stable)' by S&P differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitment on the obligation is very strong. The reference "(stable)" means that the outlook for the rating is stable.

Moody's: Aa2 (stable)

An obligation rated 'Aa' by Moody's is judged to be of high quality and subject to very low credit risk. The modifier '2' indicates that the obligation ranks in the mid-range of its generic rating category. The reference "(stable)" means that the outlook for the rating is stable.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the relevant rating agency.

The meanings of ratings may be found on the websites of the rating agencies (www.standardandpoors.com and www.moodys.com) and may be updated by the rating agencies from time to time. The meanings above have been

extracted from the websites of the rating agencies as of the date hereof and have been reproduced by the Issuer in these Final Terms.

Each of S&P and Moody's is established in the European Community and is registered under Regulation (EC) No 1060/2009 (as amended) (the ***CRA Regulation****). As such S&P and Moody's is included in the list of credit ratings agencies published by the European Securities and Markets Authority (****ESMA****) on its website in accordance with such Regulation. The list of credit rating agencies registered and certified in accordance with the CRA Regulation published by ESMA) on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.*

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the Offer:	As set out in "Use of Proceeds" in the Prospectus dated 10 May 2012.
(ii)	Estimated net proceeds:	NOK 997,030,000 (following the deduction of the Joint Lead Managers' commission and concession).
(iii)	Estimated total expenses:	NOK 225,000 for legal, filing and miscellaneous expenses.

5. YIELD (Fixed Rate Notes Only)

Indication of yield:	2.26 per cent. annually Calculated as the yield to maturity (Actual/Actual (ICMA) annually) on the Issue Date.

	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. HISTORIC INTEREST RATES (Floating Rate Notes Only)

Not Applicable.

7. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING AND POST ISSUANCE INFORMATION (Index Linked Notes Only)

Not Applicable.

8. PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (Dual Currency Notes Only)

Not Applicable.

9. OPERATIONAL INFORMATION

(i)	ISIN:	XS0856054886
(ii)	Common Code:	085605488
(iii)	Swiss Security Number:	Not Applicable
(iv)	Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(vii)	Intended to be held in a manner which would allow Eurosystem eligibility:	No

10. TERMS AND CONDITIONS OF THE PUBLIC OFFER

The UK Listing Authority has provided the competent authorities in, inter alia, each of Austria, Belgium, Germany, Italy, Luxembourg and the Netherlands (together with the United Kingdom, the "Public Offer Jurisdictions") with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive. Copies of these Final Terms will be provided to the competent authorities in the Public Offer Jurisdictions.

The Issuer has agreed to allow the use of these Final Terms and the Prospectus dated 10 May 2012 as supplemented by the Supplementary Prospectuses dated 10 August 2012 and 24 August 2012 (together, the "Prospectus") by each of the Managers and any placers authorised by any of the Managers involved in the offer (the "Placers") in connection with possible offers of the Notes to the public in the Public Offer Jurisdictions during the Offer Period (as defined below).

Investors (as defined in the final paragraph on the first page of the Prospectus dated 10 May 2012) intending to acquire or acquiring the Notes from any Offeror (as defined in the final paragraph on the first page of the Prospectus dated 10 May 2012) should, as indicated in the legend, make appropriate enquiries as to whether that Offeror is acting in association with the Issuer. Whether or not the Offeror is described as acting in association with the Issuer, the Issuer's only relationship is with the Managers and the Issuer has no relationship with or obligation to, nor shall it have any relationship with or obligation to, an Investor, save as may arise under any applicable law or regulation.

The Issuer is only offering to and selling to the Managers pursuant to and in accordance with the terms of the Syndication Agreement. All sales to persons other than the Managers will be made by the Managers or persons to whom they sell, and/or otherwise make arrangements with, including the Placers. The Issuer shall not be liable for any offers and/or sales of Notes to, or purchases of Notes by, Investors at any time (including during the Offer Period) (other than in respect of offers and sales to, and purchases of Notes by, the Managers and only then pursuant to the Syndication Agreement) which are made by Managers or Placers or any other Offeror in accordance with the arrangements in place between any such Manager, Placer or other Offeror and its customers. Any person selling Notes at any time during the Offer Period may not be a financial intermediary of the Issuer; any person selling Notes at any time after the Offer Period is not a financial intermediary of the Issuer.

Each of the Managers has acknowledged and agreed, and any Placer will be required by the Managers to acknowledge and agree, that for the purpose of offer(s) of the Notes the Issuer has passported the Prospectus into each of the Public Offer Jurisdictions and will not passport the Prospectus into any other European Economic Area Member State; accordingly, the Notes may only be publicly offered in Public Offer Jurisdictions during the Offer Period or offered to qualified investors (as defined in the Prospectus Directive, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State)) or otherwise in compliance with Article 3(2) of the Prospectus Directive as so amended in any other European Economic Area Member State pursuant to and in accordance with the Prospectus and the Final Terms (without modification or supplement); and that all offers of Notes by it will be made only in accordance with the selling restrictions set forth in the Prospectus and the provisions of these Final Terms and in compliance with all applicable laws and regulations, provided that no such offer of Notes shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State) (or

supplement a prospectus pursuant to Article 16 of the Prospectus Directive as so amended) or to take any other action in any jurisdiction other than as described above.

(i)	Offer Period:	From the date of and following publication of these Final Terms being 15 November 2012 to 20 November 2012.
(ii)	Offer Price:	The Issuer has offered and will sell the Notes to the Managers (and no one else) at the Issue Price of 101.578 per cent. less a total commission and concession of 1.875 per cent. of the Aggregate Nominal Amount of the Notes. Managers and Placers will offer and sell the Notes to their customers in accordance with arrangements in place between each such Manager and its customers (including Placers) or each such Placer and its customers by reference to the Issue Price and market conditions prevailing at the time.
(iii)	Conditions to which the offer is subject:	Offers of the Notes are conditional on their issue and are subject to such conditions as are set out in the Syndication Agreement. As between Managers and their customers (including Placers) or between Placers and their customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.
(iv)	Description of the application process:	A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Manager and its customers or the relevant Placer and its customers, relating to the purchase of securities generally. Noteholders (other than Managers) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes.
(v)	Description of possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants:	Not Applicable

(vi)	Details of the minimum and/or maximum amount of application (whether in number of Notes or aggregate amount to invest):	There are no pre-identified allotment criteria. The Managers and the Placers will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them.
(vii)	Method and time limits for paying up the Notes and for delivery of the Notes:	The Notes will be sold by the Issuer to the Managers on a delivery against payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Manager or Placer of their allocations of Notes and the settlement arrangements in respect thereof.
(viii)	Manner and date in which results of the offer are to be made public:	Not Applicable
(ix)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(x)	Details of any Tranche(s) reserved for certain countries:	Not Applicable
(xi)	Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Prospective Noteholders will be notified by the relevant Manager or Placer in accordance with the arrangements in place between such Managers or Placers and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders.
(xii)	Amount of any expenses and taxes specifically charged to the Noteholders:	Not Applicable
(xiii)	Name(s) and address(es), to the extent known to the Issuer, of the Placers in the various countries where the offer takes place:	None known to the Issuer