MiFID II product governance/Retail investors, professional investors and ECPs target market

- Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate – investment advice, portfolio management, non-advised sales and pure execution services – subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Final Terms

Dated 30 March 2020

Nestlé Finance International Ltd.

Legal Entity Identifier ("LEI"): 0KLLMNHINTFDRMU6DI05

Issue of EUR 1,000,000,000 1.125 per cent. Notes due 1 April 2026 Guaranteed by Nestlé S.A. under the Debt Issuance Programme

PART A – CONTRACTUAL TERMS

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 6 June 2019 as supplemented by the Prospectus Supplements dated 5 September 2019 and 4 March 2020, which together constitute a base prospectus for the purposes of 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. A summary of the Notes (which comprises the summary in the Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Prospectus and the Prospectus Supplements are available for viewing on the Nestlé Group's investor relations website, which can be found at <u>www.nestle.com/investors</u> and are available on the website of the London Stock Exchange plc at <u>www.londonstockexchange.com/exchange/news/market-news/market-news/market-news-home.html</u> and/or on the website of the Luxembourg Stock Exchange at <u>www.bourse.lu</u>.

The expression "Prospectus Directive" means Directive 2003/71/EC (as amended or superseded), and any relevant implementing measure in a relevant Member State of the European Economic Area or in the United Kingdom.

- **1** Guarantor: Nestlé S.A.
- **2** (a) Series Number: 99

	(b)	Tranche Number:	1
	(c) Date on which the Notes will be consolidated and form a single Series:		Not Applicable
3	Specif	fied Currency:	Euros (" EUR ")
4	Aggre	gate Nominal Amount:	
	(a)	Series:	EUR 1,000,000,000
	(b)	Tranche:	EUR 1,000,000,000
5	Issue	Price:	99.419 per cent. of the Aggregate Nominal Amount
6	(a)	Specified Denominations:	EUR 1,000
	(b)	Calculation Amount:	EUR 1,000
7	(a)	Issue Date:	1 April 2020
	(b)	Interest Commencement Date:	Issue Date
8	Maturity Date:		1 April 2026
9	Interest Basis:		1.125 per cent. Fixed Rate
10	Redemption/Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11	Chang	ge of Interest Basis:	Not Applicable
12	Put/Ca	all Options:	Issuer Maturity Par Call Option (further particulars specified below in paragraph 19)
13	Status	of the Guarantee:	Senior
14	issuar	Board approval for nce of Notes and intee obtained:	22 May 2019 and 12 February 2020, respectively
Provis	ions R	elating to Interest (if any) I	Payable
15	Fixed	Rate Note Provisions:	Applicable
	(a)	Rate(s) of Interest:	1.125 per cent. per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	1 April in each year from and including 1 April 2021, 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, in addition to a day on which the TARGET2 System is open, with no adjustment for period end dates

	(c)	Fixed Coupon Amount(s):	EUR 11.25 per Calculation Amount (applicable to the Notes in definitive form) and EUR 11,250,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes in global form), payable on each Interest Payment Date
	(d)	Broken Amount(s):	Not Applicable
	(e)	Day Count Fraction:	Actual/Actual (ICMA)
	(f)	Determination Date(s):	1 April in each year
16	Floatir	ng Rate Note Provisions	Not Applicable
17	Zero (Coupon Note Provisions:	Not Applicable
Provis	ions R	elating to Redemption	
18	Issuer	Call Option:	Not Applicable
19	Issuer	Maturity Par Call Option:	Applicable
		periods (if other than as t in the Conditions):	Minimum period: 30 days, not to expire on any day falling more than 60 days prior to the Maturity Date Maximum period: 60 days, not to expire on any day
			falling more than 60 days prior to the Maturity Date
20	Issuer	Make-Whole Call Option	Not Applicable
21	Invest	or Put Option:	Not Applicable
22	Final F	Redemption Amount:	EUR 1,000 per Calculation Amount
23	Early	Redemption Amount:	
	Calcul redem or on o	Redemption Amount(s) per ation Amount payable on ption for taxation reasons event of default/or other redemption:	EUR 1,000 per Calculation Amount
Gener	al Prov	isions Applicable to The N	lotes
24	Form	of Notes:	Temporary Global Note exchangeable for a Permanent Global Note on and after the Exchange

24	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note on and after the Exchange Date.
		The Permanent Global Note is exchangeable in whole, but not in part, for definitive Notes (a) at the request of the Issuer; and/or (b) (free of charge) upon the occurrence of an Exchange Event (as described in "Form of the Notes" in the Prospectus dated 6 June 2019).
25	New Global Note:	Yes
26	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable

27	Talons for future Coupons to be attached to definitive Notes:	No
28	Spot Rate (if different from that set out in Condition 5(g)):	Not Applicable
29	Calculation Agent responsible for calculating the Spot Rate for the purposes of Condition 5(g) (if not the Agent):	Not Applicable
30	RMB Settlement Centre(s):	Not Applicable
31	Relevant Benchmark:	Not Applicable

Signed on behalf of the Issuer:

By: BRUNO CHAZARD Duly authorised

By: STEVE FLAMMANG

Duly authorised

Signed on behalf of the Guarantor:

By: LEE SHERIDAN EDWARDS Duly authorised

By: CLAUDIO MENGHI Duly authorised

Part B – Other Information

1 Listing

Listing and Admission to Trading: 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 admission to the official list maintained by the Financial Conduct Authority with effect from the Issue Date

2 Ratings

The Notes to be issued have been rated AA- by S&P Global Ratings, acting through S&P Global Ratings Europe Limited and Aa3 by Moody's Italia S.r.I.

3 Interests of Natural and Legal Persons involved in the Issue

Save for any fees payable to the Joint Bookrunners, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Bookrunners and their affiliates may have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

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 6 June 2019
(ii)	Estimated net proceeds:	EUR 991,690,000 (following deduction of the Joint Bookrunners' commission and concession)
(iii)	Estimated total expenses:	EUR 25,000 for legal, filing and miscellaneous expenses

5 Yield (Fixed Rate Notes Only)

Indication of yield: 1.226 per cent. per annum

6 Historic Interest Rates (Floating Rate Notes Only)

Not Applicable

7 Operational Information

- (i) ISIN: XS2148372696
- (ii) Common Code: 214837269
- (iii) CFI Code: DTFNFB, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

(iv)	FISN:	NESTLÉ FINANCE/1EMTN 20260401, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A., the relevant address and identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation "yes" means that the Notes are intended upon issue to be deposited with Euroclear Bank SA/NV or Clearstream Banking S.A. as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

8 Distribution

- (i) Method of distribution: Syndicated
- (ii) If syndicated:

(A)	Names and addresses of Managers and	Banco Bilbao Vizcaya Argentaria, S.A. C/Sauceda, 28, 28050, Madrid
	underwriting commitments:	Spain Underwriting Commitment: EUR 180,000,000

Banco Santander, S.A. Ciudad Grupo Santander Avenida de Cantabria s/n Edificio Encinar 28660, Boadilla del Monte Madrid Spain Underwriting Commitment: EUR 180,000,000

BNP Paribas 10 Harewood Avenue London NW1 6AA United Kingdom Underwriting Commitment: EUR 180,000,000

Mizuho Securities Europe GmbH Taunustor 1 60310 Frankfurt am Main Germany Underwriting Commitment: EUR 180,000,000

Société Générale Tours Société Générale 17 Cours Valmy 92987 Paris La Défense Cedex France Underwriting Commitment: EUR 180,000,000

(the "Active Bookrunners")

ING Bank N.V. Foppingadreef 7 1102 BD Amsterdam The Netherlands Underwriting Commitment: EUR 50,000,000

Standard Chartered Bank One Basinghall Avenue London EC2V 5DD United Kingdom Underwriting Commitment: EUR 50,000,000

(the "**Passive Bookrunners**", and together with the Active Bookrunners, the "**Joint Bookrunners**")

- (B) Date of the 30 March 2020 Letter for a Syndicated Note Issue:
- (C) Stabilising Not Applicable Manager(s) (if any):

(iii)	If non-syndicated, name and address of Dealer:	Not Applicable
(iv)	Total commission and concession:	0.25 per cent. of the Aggregate Nominal Amount
(v)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
(vi)	The Netherlands Selling Restrictions (Article 5:20(5) Dutch Financial Supervision Act (<i>Wet op het</i> <i>financieel toezicht</i>)):	Applicable
(vii)	Public Offer where there is no exemption from the obligation under the Prospectus Directive to publish a Prospectus:	Applicable – see paragraph 9 below.
(viii)	Prohibition of Sales to EEA Retail Investors:	Not Applicable

9 Terms and Conditions of The Public Offer

An offer of the Notes may be made by each of the Joint Bookrunners and any placers (authorised directly or indirectly by the Issuer or any of the Joint Bookrunners), other than pursuant to Article 3(2) of the Prospectus Directive, in each of Austria, Germany, Luxembourg and the Netherlands (together with the United Kingdom, the "**Public Offer Jurisdictions**") during the Offer Period (as defined below).

The above consent is subject to the following conditions:

- (a) the only Offerors authorised to use the Issuer's Base Prospectus to make the Public Offer of the Notes are the Joint Bookrunners; and
- (b) any financial intermediary which is authorised to make such offers under Directive 2014/65/EU and which has been duly appointed, directly or indirectly, by the Issuer to make such offers, provided that such financial intermediary states on its website:
 (I) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (II) it is relying on the Issuer's Base Prospectus for such Public Offer with the consent of the Issuer, and (III) the conditions attached to that consent (the "**Placers**").

(i)	Offer Period:	From the date of and following publication of these Final Terms being 30 March 2020 to 1 April 2020.
(ii)	Offer Price:	The Issuer has offered and will sell the Notes to the Joint Bookrunners (and no one else) at the Issue Price of

99.419 per cent. less a total commission and concession of 0.25 per cent. of the Aggregate Nominal Amount of the Notes. Joint Bookrunners and Placers will offer and sell the Notes to their customers in accordance with arrangements in place between each such Joint Bookrunner 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

- Conditions to which (iii) Offers of the Notes are conditional on their issue and the offer is subject: are subject to such conditions as are set out in the Letter for a Syndicated Note Issue dated 30 March 2020. As between Joint Bookrunners 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 A prospective Noteholder will purchase the Notes in application process: accordance with the arrangements in place between the relevant Joint Bookrunner and its customers or the relevant Placer and its customers, relating to the purchase of securities generally. Noteholders (other than Joint Bookrunners) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes
 - Not Applicable
- (v) possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants:

Description of

- (vi) Details of the minimum and/or maximum amount of application (whether in number of Notes or aggregate amount to invest):
- (vii) Method and time limits for paying up the Notes and for delivery of the Notes:
- (viii) Manner in and date on which results of the

There are no pre-identified allotment criteria. The Joint Bookrunners 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

The Notes will be sold by the Issuer to the Joint Bookrunners on a delivery against payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer of their allocations of the Notes and the settlement arrangements in respect thereof

Not Applicable

	offer are to be made public:	
(ix)	Procedure for exercise of any right of pre- emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(x)	Whether Tranche(s) have been reserved for certain countries:	Not Applicable
(xi)	Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer in accordance with the arrangements in place between such Joint Bookrunners 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 subscriber or purchaser:	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

Summary of the Notes

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A-E (A.1-E.7). This Summary contains all the Elements required to be included in a summary for the Notes, the Issuer and the Guarantor. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities, issuer and guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the Summary with the mention of "not applicable".

Element	Text		
A.1	Warning	This Summary must be read as an introduction to the Prospectus and the applicable Final Terms. Any decision to invest in any Notes should be based on a consideration of the Prospectus as a whole, including the documents incorporated by reference, and the applicable Final Terms. Where a claim relating to information contained in the Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Prospectus and the applicable Final Terms before the legal proceedings are initiated. No civil liability will attach to the Issuer or the Guarantor in any such Member State solely on the basis of this Summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Issuer's Base Prospectus and the applicable Final Terms or it does not provide, when read together with the other parts of the Issuer's Base Prospectus and the applicable Final Terms or is for securities, as amended) in order to aid investors when considering whether to invest in the Notes.	
A.2	Consent to use of the Issuer's Base Prospectus	 Subject to the conditions set out below, the Issuer consents to the use of its Base Prospectus (that is all information in the Prospectus, except for information in the Prospectus relating to Nestlé Holdings, Inc.) in connection with a Public Offer of Notes: (i) the consent is only valid during the period from 30 March 2020 until 1 April 2020 (the "Offer Period"); (ii) the only offerors authorised to use the Issuer's Base Prospectus to make the Public Offer of the Notes are: (a) Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A., BNP Paribas, Mizuho Securities Europe GmbH, Société Générale (together, the "Active Bookrunners"), and ING Bank N.V. and Standard Chartered Bank (together, the "Passive Bookrunners", and together with the Active Bookrunners, the "Joint Bookrunners", and each an "Authorised Offeror") and/or (b) any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive 2014/65/EU and 	

Section A – Introduction and warnings

Element	Text	
		which has been duly appointed, directly or indirectly, by the Issuer to make such offers, provided that such financial intermediary states on its website (I) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (II) it is relying on the Issuer's Base Prospectus for such Public Offer with the consent of the Issuer, and (III) the conditions attached to that consent (the "Placers" and each an "Authorised Offeror");
		 (iii) the consent only extends to the use of the Issuer's Base Prospectus to make Public Offers of the Notes in the following jurisdictions: Austria, Germany, Luxembourg and the Netherlands, in addition to the United Kingdom, as specified in Paragraph 9 of Part B of the applicable Final Terms; and
		(iv) the consent is subject to the conditions set out in Paragraph 9 of Part B of the applicable Final Terms.
		Any offeror falling within sub-paragraph (ii)(b) above who meets all of the other conditions stated above and wishes to use the Issuer's Base Prospectus in connection with a Public Offer is required, for the duration of the Offer Period, to publish on its website (i) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (ii) it is relying on the Issuer's Base Prospectus for such Public Offer with the consent of the Issuer and (iii) the conditions attached to that consent.
		The Issuer and the Guarantor accept responsibility, in each relevant Member State for which the consent to use its Base Prospectus extends, for the content of its Base Prospectus in relation to any investor who purchases any Notes in a Public Offer made by any person (an "offeror") to whom the Issuer has given consent to use its Base Prospectus in that connection in accordance with the preceding paragraphs, provided that the conditions attached to that consent are complied with by the relevant offeror.
		AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A PUBLIC OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE,
		ALLOCATIONS,EXPENSESANDSETTLEMENTARRANGEMENTS.THE ISSUER WILL NOT BE A PARTY TO ANYSUCH TERMS AND ARRANGEMENTS WITH SUCH INVESTORS INCONNECTION WITH THE PUBLIC OFFER OR SALE OF THENOTES CONCERNED AND, ACCORDINGLY, THE ISSUER'S BASEPROSPECTUS AND THE APPLICABLE FINAL TERMS WILL NOTCONTAIN SUCH INFORMATION.THE INVESTOR MUST LOOKTO THE RELEVANT AUTHORISED OFFEROR AT THE TIME OF
		SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION. NONE OF THE ISSUER, THE GUARANTOR OR ANY DEALER

Element	Text	
		(EXCEPT WHERE SUCH DEALER IS THE RELEVANT AUTHORISED OFFEROR) HAS ANY RESPONSIBILITY OR LIABILITY TO AN INVESTOR IN RESPECT OF SUCH
		INFORMATION.

Section B – Issuer and Guarantor

Element	Text			
B.1	Legal and commercial name of the Issuer	Nestlé Finance International Ltd. ("NFI" or the "Issuer")		
B.2	Domicile/legal form/ legislation/ country of incorporation	NFI is a public limited company (<i>société anonyme</i>) with unlimited duration, organised under the laws of the Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies. NFI is domiciled in Luxembourg.		
B.4b	Trend information	The global business environment remained challenging in 2019 and continues to be challenging in 2020. Nestlé Group is well positioned with strong, high quality brands, which are valued by the consumer but any adverse developments in the global economy and in particular the global outbreak of the coronavirus may negatively impact consumer demand.		
B.5	Description of the Group	The Issuer is a wholly owned subsidiary of Nestlé S.A. Nestlé S.A. is the ultimate holding company of the Nestlé group of companies (the "Nestlé Group" or the "Group").		
B.9	Profit forecast or estimate	Not Applicable; there are no profit forecasts or estimates made in the Issuer's Base Prospectus.		
B.10	Audit report qualifications	Not Applicable; there are no qualifications contained within each of the audit reports relating to the historical financial information of the Issuer as at and for the twelve months ended 31 December 2018 and 2017.		
B.12	Selected historica	al key financial information		
	 NFI: The financial information set out below has been extracted without material adjustment from the unaudited interim financial statements of NFI in the Half-Yearly Financial Report for the six month period ended 30 June 2019 and the audited financial statements in the Annual Financia Report of NFI for the financial year ended 31 December 2018, prepared in accordance with International Accounting Standard (IAS 34) – Interim Financial Reporting and Internationa Financial Reporting Standards issued by the International Accounting Standards Board and with the interpretations issued by the International Financial Reporting Interpretations Committee as adopted by the European Union as well as with the laws and regulations in force in the Grand Duchy of Luxembourg, respectively. Selected financial information from the Income Statements - Euros in thousands 			

Element	Text					
			Six months	Six months		
			ended 30 June	ended 30 June	Year ended	Year ended
			2019	2018	2018	2017
	Net interest income.		52,245	24,550	64,550	118,933
	Net fee and commis (expense) / income f					
	Nestlé Group compa		(81,451)	8,363	(75,264)	23,152
	Operating profit/(los	ss)	10,711	10,307	(60,332)	12,32
	Profit/(loss) for the	-				
	attributable to share		5 276	5 020	(40,602)	1 55
	of the company		5,376	5,039	(49,603)	4,55
	Selected financial	injorma	•		us - Euros in thou	isanas
			Six months ended 30 June	Six months ended 30 June	Year ended	Year ended
			2019	2018	2018	201
	Net cash (used in) pr	rovided				
	by operating activiti	es	14,836	(72,852)	(18,511)	(154,928
	Selected financial	l informa	tion from the Ba	lance Sheets - Eu	ros in thousands	
					31 December	31 Decembe
			30 June 2019	30 June 2018	2018	201
	Total current assets.		1,846,495	7,403,105	993,360	5,767,29
	Total non-current as	sets	10,011,796	3,412,240	10,324,290	1,942,524
	Total current liabilit	ies	6,969,109	4,942,243	5,951,425	1,838,508
	Total non-current lia		4,800,635	5,788,207	5,285,817	5,791,60
	Total equity attribut shareholders of company	the	88,547	84,895	80,408	79,700
	Statements of no	significar	nt or material ad	verse change		
	There has been no 2019, the date of t material adverse of recently published	he most r hange in	ecently published the prospects of	d financial stateme NFI since 31 Deco	ents of NFI and the	ere has been no
B.13	EventsNot Applicable; there have been no recent events particular to the Isimpacting thewhich are to a material extent relevant to the evaluation of the Issuer's solvency.solvencySolvency					
B.14	Dependence upon otherNFI is dependent on the performance of the members of the Nestlé which NFI provides financing in the form of loans, facilities or guagroup entities			-		
B.15	Principal activities The principal business activity of NFI is the Nestlé Group. NFI raises funds and on-lends to Group.			-		

Element	Text	
B.16	Controlling shareholders	The Issuer is wholly owned and controlled directly by Nestlé S.A.
B.17	Credit ratings	Senior long term debt obligations of NFI, which have the benefit of a guarantee from the Guarantor, have been rated AA- by S&P Global Ratings, acting through S&P Global Ratings Europe Limited ("Standard & Poor's") and Aa3 by Moody's Italia S.r.l. ("Moody's"). Each of Standard & Poor's and Moody's is established in the European Union and registered under Regulation (EC) No. 1060/2009 on credit rating agencies, as amended. See also " <i>Credit Ratings</i> " below with respect to the Guarantor. The Notes to be issued have been rated AA- by Standard & Poor's and Aa3 by Moody's. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
B.18	Description of Guarantee	The Notes will be guaranteed by the Guarantor. The payment of the principal and three years' interest in respect of each Note is irrevocably guaranteed by the Guarantor. The Guarantee constitutes a direct, unsecured (subject to the negative pledge provisions of Condition 3) and unsubordinated obligation of the Guarantor and will rank <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations outstanding of the Guarantor (other than obligations mandatorily preferred by law applying to companies generally).
B.19	B.1 Legal and commercial name of Guarantor	Nestlé S.A. (the "Guarantor")
	B.2 Domicile/ legal form/ legislation/ country of incorporation	The Guarantor is a company with unlimited duration, organised under the Swiss Code of Obligations and registered with the Swiss Commercial Registries of the Canton of Zug and the Canton of Vaud. The Guarantor is domiciled in Switzerland.
	B.4b Trend information	The global business environment remained challenging in 2019 and continues to be challenging in 2020. Nestlé Group is well positioned with strong, high quality brands, which are valued by the consumer but any adverse developments in the global economy and in particular the global outbreak of the coronavirus may negatively impact consumer demand.
	B.5 Description of the Group	The Guarantor is the ultimate holding company of the Nestlé Group.
	B.9 Profit forecast or estimate	Not Applicable; there are no profit forecasts or estimates made in the Issuer's Base Prospectus.
	B.10 Audit report qualifications	Not Applicable; there are no qualifications contained within each of the audit reports relating to the historical financial information of the Guarantor

Element	Text					
		as at and for the twelve months ended 31	December 2019 and	1 2018,		
	respectively.					
		torical key financial information for the (
		rmation set out below has been extracted wit ted financial statements of the Guarantor	•			
		prepared in accordance with International		•		
	issued by the Inte	rnational Accounting Standards Board and v	vith Swiss law.	-		
	v	l information from the Consolidated Incon				
	(except Trading o	operating profit in percentages of sales and				
			Year ended 2019	Year ended		
	Sales		92,568	91,439		
	Trading operating p	rofit	13,674	13,78		
		rofit in percentages of sales	14.8%	15.19		
			12,904	10,46		
			Year ended	Year ende		
			2019	201		
	-	ttributable to shareholders of the parent (Net	12,609	10,13		
		ttributable to shareholders of the parent (Net	12,007	10,15		
		es of sales	13.6%	11.1%		
	Basic earnings per s	share (in CHF)	4.30	3.3		
	Selected financia millions	ul information from the Consolidated Co	ash Flow Stateme	nts - CHF in		
	mullons		Year ended	Year ended		
			2019	2018		
	Operating cash flow	7	15,850	15,398		
	Selected financia	l information from the Consolidated Balan	ce Sheets – CHF i	n millions		
			31 December	31 December		
			2019	201		
			35,663	41,00		
		ssets	92,277	96,012		
		ties	41,615	43,03		
		abilities	33,463	35,58		
			52,862	58,40		
		o shareholders of the parent	52,035	57,36		
	Statements of no significant or material adverse change					
	There has been no significant change in the financial or trading position of the Guarantor and its consolidated subsidiaries (considered as a whole) since 31 December 2019, the date of the most					
		I financial statements of the Guarantor and t				

Element	Text	
		spects of the Guarantor since 31 December 2019, the date of the most recently financial statements of the Guarantor.
	B.13 Events impacting the Guarantor's solvency	Not Applicable; there have been no recent events particular to the Guarantor which are to a material extent relevant to the evaluation of the Guarantor's solvency.
	B.14 Dependence upon other group entities	The Guarantor is the ultimate holding company of the Nestlé Group (including NFI). Accordingly, substantially all of the assets of the Guarantor are comprised of its shareholdings in its subsidiaries. The Guarantor is therefore dependent on the performance of its direct and indirect subsidiaries which manufacture and sell food and beverages, as well as products related to the nutrition, health and wellness industries. The Guarantor is also dependent on the performance of its subsidiaries to the extent it issues guarantees with respect to them. Payment obligations under the Guarantor's Guarantee of the Notes will be structurally subordinated to any payment obligations owed by the Guarantor's subsidiaries to their creditors.
	B.15 Principal activities	The Guarantor primarily acts as the holding company of the Nestlé Group which manufactures and sells food and beverages, as well as products related to the nutrition, health and wellness industries.
	B.16 Controlling shareholders	The Guarantor is a publicly traded company and its shares are listed on the SIX Swiss Exchange. Pursuant to the Guarantor's Articles of Association, no person or entity may be (i) registered (directly or indirectly through nominees) with voting rights for more than 5 per cent. of the Guarantor's share capital as recorded in the commercial register or (ii) at general meetings of the Guarantor exercise directly or indirectly voting rights, with respect to own shares or shares represented by proxy, in excess of 5 per cent. of the Guarantor of 3 per cent. or more of the Guarantor's share capital is required to disclose its/his/her shareholding pursuant to the Swiss Financial Market Infrastructure Act.
	B.17 Credit ratings	The Guarantor's senior long term debt obligations have been rated AA- by Standard & Poor's and Aa3 by Moody's. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Section C – Securities

Element	Text	
C.1	Description of	The Notes are EUR 1,000,000,000 1.125 per cent. Notes due 1 April 2026
	Notes/ISIN	The Notes have a Specified Denomination of EUR 1,000
		International Securities Identification Number (ISIN): XS2148372696

Element	Text	
C.2	Currency	The currency of this Series of Notes is Euros ("EUR")
C.5	Transferability	There are no restrictions on the transferability of the Notes, save that the Issuer and the Dealers have agreed certain customary restrictions on offers, sales and deliveries of Notes and on the distribution of offering material in the United States, Australia, New Zealand, the People's Republic of China ("PRC" (which for the purposes of this Prospectus, excludes the Hong Kong Special Administrative Region of the People's Republic of China, the Macao Special Administrative Region of the People's Republic of China and Taiwan)), Hong Kong, Japan, Singapore and the European Economic Area (including the United Kingdom, Belgium and the Netherlands).
C.8	Rights attached to the Notes	Notes issued under the Programme will have terms and conditions relating to, among other matters:
	and ranking	<i>Status of the Notes (Ranking)</i> The Notes will constitute direct, unconditional, unsecured (subject to the negative pledge provisions of Condition 3) and unsubordinated obligations of the Issuer and will rank <i>pari passu</i> and rateably without any preference among themselves and equally with all other unsecured and unsubordinated obligations of the Issuer from time to time outstanding (other than obligations mandatorily preferred by law).
		Taxation
		All payments in respect of the Notes will be made without withholding or deduction for, or on account of, any taxes or other charges imposed by any governmental authority or agency within (i) Luxembourg, and (ii) Switzerland, unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required, the Issuer will
		be required to pay additional amounts to cover the amounts so withheld or deducted, subject to certain limited exceptions.
		All payments in respect of the Notes will be made subject to any deduction or withholding required by provisions of U.S. federal income tax law commonly referred to as the U.S. Foreign Account Tax Compliance Act ("FATCA") and any intergovernmental agreements (and related implementing rules) relating to FATCA, and no additional amounts will be paid to cover the amounts so withheld or deducted.
		Negative pledge
		The terms of the Notes contain a negative pledge provision which prohibits the Issuer, and where the issue of the Notes is guaranteed by the Guarantor, the Guarantor, from creating any security interests over its present or future revenues or assets to secure certain indebtedness represented or evidenced by any bonds, notes or other securities which are or are capable of being listed on any recognised stock exchange, subject to certain specified exceptions.
		Events of Default

Element	Text	
		The terms of the Notes contain, amongst others, the following events of default:
		 (a) default by the Issuer in payment of any principal, interest or any other amount on the Notes, continuing for a specified period of time;
		 (b) non-performance or non-observance by the Issuer of any condition or other provision of the Notes (other than the covenant to pay principal and interest) continuing for a specified period of time; (c) default in payment by the Issuer, certain principal subsidiaries of the Issuer, or the Guarantor, of certain types of indebtedness (subject to an aggregate threshold of U.S.\$ 100,000,000) if such default continues beyond any applicable grace period or any such certain indebtedness for borrowed money shall become repayable before its due date as a result of acceleration of maturity caused by the occurrence of any default, unless the existence of such default is being disputed in good faith and proceedings have been commenced in competent courts having jurisdiction and such proceedings have not been finally adjudicated; (d) events relating to the winding up, cessation of business, administration, insolvency and creditor arrangements of the Issuer, certain principal subsidiaries of the Issuer, or the Guarantor ceases to be the legal, valid and binding and enforceable in accordance with its terms or the Guarantor contests or denies the validity of its Guarantee.
		Meetings
		The terms of the Notes contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.
		Governing law of the Notes
		English law.
		Governing law of the Guarantee
		Swiss law.
С.9	Interest/ Redemption	<i>Interest</i> The Notes bear interest from their date of issue at the fixed rate of 1.125 per cent. per annum. The yield of the Notes is 1.226 per cent. per annum. Interest will be paid annually in arrear on 1 April in each year up to and including the Maturity Date. The first interest payment will be on 1 April 2021. <i>Redemption</i>
		The Maturity Date of the Notes will be 1 April 2026. Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par. The Notes may be redeemed early

Element	Text	
		for tax reasons, a change of control of the Issuer or, at the Issuer's option, up to 60 days prior to the Maturity Date at par.
		Representatives of holders
		Citibank, N.A., acting through its London branch has been appointed as the issuing and principal paying agent and calculation agent in respect of the Notes.
C.10	Derivative component	Not Applicable: the Notes are not derivative securities.
C.11	Admission to trading/ Distribution	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the official list maintained by the Financial Conduct Authority and admitted to trading on the London Stock Exchange's regulated market.
		Distribution The Notes may be offered to the public in Austria, Germany, Luxembourg, the Netherlands and the United Kingdom during the Offer Period.

Element	Text	
D.2	Key risks that are specific to the Issuer and the Guarantor	 The key risks relating to the Issuer and the Guarantor which may adversely impact the Group's business, financial condition and results of operations are set out below: (a) the Group operates in a competitive environment and other corporations may apply significant resources to change areas of focus or to increase investment in marketing or in new products which could cause the Group's sales or margins to decrease in these markets; or if the Group is unable to adjust to new distribution channels and developments in e-commerce, the Group may be disadvantaged with certain consumers; (b) the Group is vulnerable to brand damage. Any major event triggered by a serious food safety issue, the failure to act with integrity or otherwise meet applicable standards or expectations with respect to environment, social and governance issues, such as sustainable development, product safety, renewable resources, environmental stewardship, supply chain management, climate change, diversity and inclusion, workplace conduct, human rights, philanthropy and support for local communities, could have a negative effect on the Group's reputation or brand image. Product recalls and product liability claims could adversely impact the Group;
		 (c) the Group's success depends in part on anticipating the tastes and dietary habits of consumers and offering products that appeal to their preferences. The Group may be unable to anticipate and successfully respond to changes in consumer preferences and trends which may result in decreased demand for its products;

Section D – Risks

Element	Text		
		(d)	the Group is dependent on the sustainable supply of a number of raw materials, packaging material and services/utilities. Sourcing raw materials globally exposes the Group to price fluctuations and supply uncertainties which are subject to factors such as commodity market price volatility, currency fluctuations, changes in governmental agricultural programmes, harvest and weather conditions, crop disease, crop yields, alternative crops and by-product values. Underlying base material price changes may result in unexpected increases in costs of raw material and packaging, and the Group may be unable to fully reflect these increases by raising prices without suffering reduced volume, revenue and operating income;
		(e)	prolonged negative perceptions concerning health implications of certain foods could lead to an increase in regulation of the food industry or influence consumer preferences which may adversely affect the Group's brands and reputation;
		(f)	adverse weather conditions could reduce the demand for the Group's products and increased frequency or duration of extreme weather conditions could also impair production capabilities, disrupt the supply chain or impact demand for the Group's products;
		(g)	a significant disruption in one or many of the Group's manufacturing facilities or to the Group's suppliers could impact the Group for reasons beyond the control of the Group;
		(h)	adverse economic, political and business conditions or other developments, as well as geopolitical risks, such as terrorism, in the countries in which the Group operates could adversely impact the Group;
		(i)	changes in, or failure to comply with, the laws and regulations applicable to the Group's products or its business, including laws and regulations relating to competition, product safety, advertising, labelling, recycling and product stewardship, the protection of the environment and employment and labour practices may, for example, result in increased compliance costs, capital expenditure and other financial obligations for the Group and significant additional labelling or warning requirements or limitations on the marketing or sale of the Group's products may reduce demand for such products;
		(j)	changes to international trade policies, treaties and tariffs, or the emergence of a trade war could adversely impact the financial and economic conditions of some or all of the countries in which the Group operates;
		(k)	the Group's strategy of growth through acquisitions and investments may not be successful or the Group may not realise the economic benefits it anticipates from its productivity and cost-saving initiatives or may be unable to manage them successfully;

Element	Text	
		 disruption impacting the reliability, security and privacy of data, as well as the Group's software applications, is a threat;
		(m) the Group may not be able to protect its intellectual property rights;
		(n) the results of litigation claims and legal proceedings cannot be predicted;
		(o) as the Group operates in many different countries, it is subject to currency fluctuations both in terms of its trading activities and the translation of its financial statements. The Group also holds a substantial volume of interest rate sensitive financial assets, liabilities and derivatives for operational, financing and investment activities that can be impacted by changes in interest rates; and
		(p) global capital and credit markets could adversely impact the Group's liquidity, increase its costs of borrowing and disrupt the operations of its suppliers and customers. The Group issues term debt to raise finance and depends on broad access to capital markets and investors. Changes in demand for term debt instruments on capital markets could limit the ability of the Group to fund operations.
D.3	Key risks that	There are also risks associated with the Notes including a range of risks
	are specific to	relating to the structure of the Notes, market risks and risks relating to Notes
	the Notes	generally including that:
		 (i) changes in prevailing market interest rates could affect the value of the Notes which bear interest at a fixed rate;
		 (ii) Notes may be subject to early redemption, which may limit the market value of the Notes and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return;
		 (iii) Bearer Notes in new global note form or Registered Notes in global form held under the new safekeeping structure may not satisfy Eurosystem eligibility criteria;
		 (iv) the Terms and Conditions of the Notes may be modified without the consent of all investors in certain circumstances;
		 (v) the holder of the Notes may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law;

Element	Text	
		 (vi) investors are exposed to the risk of changes in law or regulation affecting the value of their Notes;
		(vii) the value of an investor's investment may be adversely affected by exchange rate movements where the Notes are not denominated in the investor's own currency;
		(viii) there may be no or only a limited secondary market in the Notes; and
		(ix) credit ratings assigned to the Notes may not adequately reflect all the risks associated with an investment in the Notes.

Section E – Offer

Element	Text	
E.2b	Reasons for the offer and use of proceeds	The net proceeds from the issue of Notes will be applied by the Issuer for its general corporate purposes.
E.3	Terms and Conditions of the offer	Notes may be offered to the public in a Public Offer in Austria, Germany, Luxembourg, the Netherlands and the United Kingdom. An investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of Notes to an investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor including as to price, allocations, expenses and settlement arrangements.
	Offer Period:	From the date of, and following, publication of the Final Terms being 30 March 2020 to 1 April 2020.
	Issue Price/ Offer Price:	The issue price of the Notes is 99.419 per cent. of their nominal amount.
	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 Letter for a Syndicated Note Issue dated 30 March 2020. As between the Joint Bookrunners 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.
	Description of the application process:	A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Joint Bookrunner and its customers or the relevant Placer and its customers, relating to the purchase of securities generally. Noteholders (other than Joint Bookrunners) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes.
	Description of possibility to reduce	Not Applicable

Element	Text	
	subscriptions and the manner for refunding excess amount paid by applicants:	
	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 Joint Bookrunners 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.
	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 Joint Bookrunners on a delivery against payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer of their allocations of the Notes and the settlement arrangements in respect thereof.
	Manner in and date on which results of the offer are to be made public:	Not Applicable
	Procedure for exercise of any right of pre- emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
	Whether tranche(s) have been reserved for certain countries:	Not Applicable
	Process for notification to	Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer in accordance with the arrangements in place between such Joint

Element	Text	
	applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Bookrunner or Placer and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders.
	Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
	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.
	Categories of potential investors to which the Notes are offered:	Notes may be offered by the Joint Bookrunners and the Placers to the public in a Public Offer in Austria, Germany, Luxembourg, the Netherlands and the United Kingdom during the Offer Period.
E.4	Interest of natural and legal persons involved in the issue/offer	The Joint Bookrunners will be paid aggregate commissions equal to 0.25 per cent. of the nominal amount of the Notes. Any Joint Bookrunner and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and their affiliates in the ordinary course of business.
E.7	Expenses charged to the investor by the Issuer or an offeror	Not Applicable. No expenses are being charged by the Issuer to investors purchasing from Authorised Offerors in connection with the issue of the Notes.