

**Prospectus Supplement dated 29 August 2022 to the Prospectus dated 30 May 2022**

**Nestlé Holdings, Inc.**

*(incorporated in the State of Delaware with limited liability)*

and

**Nestlé Finance International Ltd.**

*(incorporated in Luxembourg with limited liability)*

**Debt Issuance Programme**

Notes issued by Nestlé Finance International Ltd. and by Nestlé Holdings, Inc.  
will be guaranteed by

**Nestlé S.A.**

*(incorporated in Switzerland with limited liability)*

This Prospectus Supplement (the “**Prospectus Supplement**”), to the Prospectus dated 30 May 2022, as supplemented by the Prospectus Supplement dated 28 July 2022 (as so supplemented, the “**Prospectus**”), which comprises a base prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) for each of Nestlé Holdings, Inc., a corporation with unlimited duration, incorporated and domiciled in Delaware, United States with its registered office at The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, United States and registered under registration number 833330118 (“**NHI**” and the “**NHI Base Prospectus**”, respectively) and Nestlé Finance International Ltd., a public limited company (*société anonyme*) organised under the laws of the Grand Duchy of Luxembourg with its registered office at 7, rue Nicolas Bové, L-1253 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B-136737 (“**NFI**” and the “**NFI Base Prospectus**”, respectively, and NHI and NFI together, the “**Issuers**” and each an “**Issuer**”), constitutes a prospectus supplement for the purposes of Article 23(1) of the Prospectus Regulation in relation to NHI with respect to the NHI Base Prospectus and NFI with respect to the NFI Base Prospectus, and is prepared in connection with the Debt Issuance Programme (the “**Programme**”) established by the Issuers. The *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), in its capacity as competent authority under the Luxembourg Act dated 16 July 2019 on prospectuses for securities (the “**Luxembourg Prospectus Act**”), has approved this Prospectus Supplement. By approving this Prospectus Supplement, the CSSF assumes no responsibility for the economic and financial soundness of the transactions contemplated by the Prospectus or the quality or solvency of the Issuers in accordance with Article 6(4) of the Luxembourg Prospectus Act.

The purpose of this Prospectus Supplement is to (i) incorporate by reference: (a) NHI’s Half-Yearly Financial Report for the six-month period ended 30 June 2022 into the NHI Base Prospectus and (b) NFI’s Half-Yearly Financial Report for the six-month period ended 30 June 2022 into the NFI Base Prospectus and (ii) update each of NHI’s and NFI’s no significant change statement.

This Prospectus Supplement is supplemental to, and should be read in conjunction with, the Prospectus issued by the Issuers or any Issuer and Nestlé S.A. Any statement contained in the Prospectus or in a document which is incorporated by reference in the Prospectus shall be deemed to be modified or superseded for the purpose of the Prospectus to the extent that a statement contained in any document which is subsequently incorporated by reference in the Prospectus by way of a supplement (including this Prospectus Supplement) prepared in accordance with Article 23(1) of the Prospectus Regulation modifies or supersedes such earlier statement (whether expressly, by implication or otherwise) and any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of the Prospectus. Terms defined in the Prospectus have the same meaning when used in this Prospectus Supplement.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference into the Prospectus by this Prospectus Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) will prevail.

Except as disclosed in this Prospectus Supplement, there has been no significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which may affect the assessment of Notes issued under the Programme since the publication of the Prospectus.

This Prospectus Supplement, in respect of NHI and the NHI Base Prospectus, includes all information contained within this Prospectus Supplement together with all documents which are deemed to be incorporated by reference herein, except for any information relating to NFI and NFI's Half-Yearly Financial Report for the six-month period ended 30 June 2022 (including NFI's statement of no significant change).

This Prospectus Supplement, in respect of NFI and the NFI Base Prospectus, includes all information contained within this Prospectus Supplement together with all documents which are deemed to be incorporated by reference herein, except for any information relating to NHI or NHI and its subsidiaries and NHI's Half-Yearly Financial Report for the six-month period ended 30 June 2022 (including NHI's statement of no significant change).

Each Issuer accepts responsibility for the information contained in this Prospectus Supplement relating to its Base Prospectus as described above. Each Issuer confirms that the information contained in this Prospectus Supplement relating to its Base Prospectus is, to the best of its knowledge and belief, in accordance with the facts and makes no omission likely to affect its import.

No Dealer has separately verified all the information contained in this Prospectus Supplement. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by any Dealer as to the accuracy or completeness of the information contained or incorporated in this Prospectus Supplement.

None of the Prospectus, this Prospectus Supplement or any Final Terms constitutes an offer of, or an invitation by or on behalf of any of the Issuers, Nestlé S.A. or any Dealer to any person to subscribe for, or purchase, any Notes.

The distribution of the Prospectus, this Prospectus Supplement and any Final Terms and the offer or sale of Notes may be restricted by law in certain jurisdictions. Persons into whose possession the Prospectus, this Prospectus Supplement or any Final Terms come are required by the Issuers, Nestlé S.A. and the Dealers to inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of the Prospectus, this Prospectus Supplement, any Final Terms and other information in relation to the Issuers, Nestlé S.A. and the Notes, and the offer or sale of Notes in the United States, Australia, New Zealand, the People's Republic of China (which for the purposes of this Prospectus Supplement, excludes the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**"), the Macao Special Administrative Region of the People's Republic of China and Taiwan), Hong Kong, Japan, Singapore, Switzerland, the European Economic Area (including Belgium, Luxembourg and the Netherlands) and the United Kingdom. For a further description of these restrictions, see "*Subscription and Sale*" in the Prospectus. The Notes and the Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons, (see "*Subscription and Sale*" in the Prospectus).

Investors should be aware of their rights under the Prospectus Regulation. In accordance with Article 23(2a) of the Prospectus Regulation, investors who have agreed to purchase or subscribe for securities before this Prospectus Supplement is published, and where such securities had not yet been delivered to the investors at the time when any significant new factor, material mistake or material inaccuracy addressed in this Prospectus Supplement arose or was noted, have the right, exercisable within three working days after the publication of this Prospectus Supplement to

withdraw their acceptances. This right to withdraw will expire by close of business on 1 September 2022. Investors who wish to withdraw their acceptances should contact their broker.

This Prospectus Supplement and the documents incorporated by reference by virtue of this Prospectus Supplement have been filed with the CSSF and will be available on the website of the Nestlé Group at <https://www.nestle.com/investors/bonds/investorbonds/debt-issuance-program-documents> or on the website of the Luxembourg Stock Exchange, at <https://www.bourse.lu/home>, as applicable.

## **NESTLÉ HOLDINGS, INC. – HALF-YEARLY FINANCIAL REPORT FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2022**

On 29 August 2022, NHI published its Half-Yearly Financial Report for the six-month period ended 30 June 2022 (the “**NHI Half-Yearly Financial Report**”). By virtue of this Prospectus Supplement, the NHI Half-Yearly Financial Report, excluding any information or statements included therein either expressly or implicitly that is or might be considered to be forward-looking, which has previously been published or is provided simultaneously with this Prospectus Supplement and has been approved by the CSSF or filed with it shall be deemed to be incorporated in, and to form part of, the NHI Base Prospectus including:

|   |             |
|---|-------------|
| Table of contents   | Page 2      |
| Management Report   | Pages 3-5   |
| Responsibility Statement                                      | Page 6      |
| Review Report of Independent Auditors                         | Page 7      |
| Consolidated unaudited income statement                       | Page 8      |
| Consolidated unaudited statement of comprehensive income      | Page 9      |
| Consolidated unaudited balance sheet                          | Pages 10-11 |
| Consolidated unaudited cash flow statement                    | Page 12     |
| Consolidated unaudited statement of changes in equity         | Page 13     |
| Notes to the condensed unaudited interim financial statements | Pages 14-23 |

Any information which is not contained within the page numbers of the document specified above is not incorporated by reference into the Prospectus and is either not relevant to investors or is covered elsewhere in the Prospectus.

A copy of the NHI Half-Yearly Financial Report, which is incorporated herein by reference, is available at <https://www.nestle.com/sites/default/files/2022-08/nestle-holdings-inc-half-yearly-financial-report-2022.pdf>.

The condensed interim financial statements included in the NHI Half-Yearly Financial Report are unaudited.

There has been no significant change in the financial performance or financial position of NHI and its consolidated subsidiaries (considered as a whole) since 30 June 2022, the date of the most recently published financial statements of NHI.

## **NESTLÉ FINANCE INTERNATIONAL LTD. – HALF-YEARLY FINANCIAL REPORT FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2022**

On 29 August 2022, NFI published its Half-Yearly Financial Report for the six-month period ended 30 June 2022 (the “**NFI Half-Yearly Financial Report**”). By virtue of this Prospectus Supplement, the NFI Half-Yearly Financial Report, excluding any information or statements included therein either expressly or implicitly that is or might be considered to be forward-looking, which has previously been published or is provided simultaneously with this Prospectus Supplement and has been approved by the CSSF or filed with it shall be deemed to be incorporated in, and to form part of, the NFI Base Prospectus including:

|                   |           |
|-------------------|-----------|
| Table of contents | Page 1    |
| Management Report | Pages 2-3 |
| Balance sheet     | Page 5    |

|                                     |            |
|-------------------------------------|------------|
| Income statement                    | Page 6     |
| Other comprehensive (loss) / income | Page 7     |
| Statement of changes in equity      | Page 7     |
| Cash flow statement                 | Page 8     |
| Notes to the financial statements   | Pages 9-12 |
| Responsibility Statement            | Page 13    |

Any information which is not contained within the page numbers of the document specified above is not incorporated by reference into the Prospectus and is either not relevant to investors or is covered elsewhere in the Prospectus.

A copy of the NFI Half-Yearly Financial Report, which is incorporated herein by reference, is available at <https://www.nestle.com/sites/default/files/2022-08/nestle-finance-international-ltd-half-yearly-financial-report-2022.pdf>.

The financial statements included in the NFI Half-Yearly Financial Report are unaudited.

There has been no significant change in the financial performance or financial position of NFI since 30 June 2022, the date of the most recently published financial statements of NFI.