

**MiFID II product governance / Retail investors, professional investors and eligible counterparties 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**”); (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; however, a distributor subject to MiFID II is responsible for undertaking its own 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.

**UK MiFIR product governance / Retail investors, professional investors and eligible counterparties target market** – Solely for the purposes of the 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 retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”) and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“**UK MiFIR**”); (ii) all channels for distribution 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 COBS, as applicable. Any distributor should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable.

**UK PRIIPs Regulation / UK Prospectus Regulation / PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Final Terms**  
**Dated 9 March 2023**

**Nestlé Finance International Ltd.**

Registered office: 7, rue Nicolas Bové, L-1253 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B-136737

**Legal Entity Identifier: 0KLLMNHINTFDRMU6DI05**

**Issue of EUR 850,000,000 3.500 per cent. Notes due 13 December 2027**  
**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 30 May 2022 as supplemented by the Prospectus Supplements dated 28 July 2022, 29 August 2022, 16 February 2023 and 1 March 2023, which together constitute a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation 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 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 <https://www.nestle.com/investors/bonds/investorbonds/debt-issuance-program-documents> and are available on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).*

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

- |   |  |  |
|---|--|--|
| 1 | (a) Series Number:   | 123  |
|   | (b) Tranche Number:  | 1  |
|   | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable                                   |
| 2 | Specified Currency:  | Euros (" <b>EUR</b> ")                           |
| 3 | Aggregate Nominal Amount:  |  |
|   | (a) Series:  | EUR 850,000,000                                  |
|   | (b) Tranche:   | EUR 850,000,000                                  |
| 4 | Issue Price:   | 99.543 per cent. of the Aggregate Nominal Amount |
| 5 | (a) Specified Denominations:   | EUR 1,000  |
|   | (b) Calculation Amount:  | EUR 1,000  |
| 6 | (a) Issue Date:  | 13 March 2023                                    |
|   | (b) Interest Commencement Date:  | Issue Date                                       |
| 7 | Maturity Date:   | 13 December 2027                                 |

8	Interest Basis:	3.500 per cent. Fixed Rate
9	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
10	Change of Interest Basis:	Not Applicable
11	Put/Call Options:	Issuer Call Option (further particulars specified below in paragraph 16)
12	Date Board approval for issuance of Notes and Guarantee obtained:	24 May 2022 and 15 February 2023, respectively

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	3.500 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	13 December in each year from and including 13 December 2023, up to, and including, the Maturity Date, with a short first coupon paid on 13 December 2023, adjusted in accordance with the Following Business Day Convention, with no adjustment for period end dates
	(c) Fixed Coupon Amount(s):	EUR 35.00 per Calculation Amount (applicable to the Notes in definitive form) and EUR 29,750,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes in global form), payable on each Interest Payment Date
	(d) Broken Amount(s):	EUR 26.30 per Calculation Amount (applicable to the Notes in definitive form) and EUR 22,355,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes in global form), payable on the Interest Payment Date falling on 13 December 2023
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Date(s):	13 December in each year
14	Floating Rate Note Provisions	Not Applicable
15	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16	Issuer Call Option	Applicable
	(a) Optional Redemption Date(s):	Any date from (and including) the day that is 30 days prior to the Maturity Date to (but excluding) the Maturity Date
	(b) Optional Redemption Amount(s) of each Note:	EUR 1,000 per Calculation Amount
17	Issuer Maturity Par Call Option	Not Applicable
18	Issuer Make-Whole Call Option	Not Applicable

19	Issuer Clean-up Call Option	Not Applicable
20	Investor Put Option	Not Applicable
21	Final Redemption Amount:	EUR 1,000 per Calculation Amount
22	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default/or other earlier redemption:	EUR 1,000 per Calculation Amount

### GENERAL PROVISIONS APPLICABLE TO THE NOTES

23	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 30 May 2022).
24	New Global Note:	Yes
25	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable
26	Talons for future Coupons to be attached to definitive Notes:	No
27	Spot Rate (if different from that set out in Condition 5(g)):	Not Applicable
28	Calculation Agent responsible for calculating the Spot Rate for the purposes of Condition 5(g) (if not the Agent):	Not Applicable
29	RMB Settlement Centre(s):	Not Applicable
30	Relevant Benchmark:	Not Applicable

### THIRD PARTY INFORMATION

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of Moody’s and S&P, each as defined below. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as each of the Issuer and the Guarantor is aware and is able to ascertain from the information published by Moody’s and S&P (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: BRUNO CHAZARD

By: STEVE FLAMMANG

*Duly authorised*

*Duly authorised*

Signed on behalf of the Guarantor:

By: LEE SHERIDAN EDWARDS

By: CLAUDIO MENGHI

*Duly authorised*

*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 regulated market of the Luxembourg Stock Exchange and listed on the official list of the Luxembourg Stock Exchange with effect from the Issue Date.

### 2 RATINGS

Ratings: The Notes to be issued have been rated by:  
Moody's Italia S.r.l. ("**Moody's**"): Aa3  
An obligation rated 'Aa' is judged to be of high quality and is subject to very low credit risk.  
The modifier '3' indicates a ranking in the lower end of that generic rating category.  
(Source: Moody's, <https://www.moody.com/Pages/amr002002.aspx>)  
S&P Global Ratings, acting through S&P Global Ratings Europe Limited ("**S&P**"): AA-  
An obligation rated 'AA' differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitments on the obligation is very strong.  
The minus (-) sign shows relative standing within the rating categories.  
(Source: S&P, [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

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

Save for the 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, the Guarantor and their 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 30 May 2022
- (ii) Estimated net proceeds: EUR 844,245,500 (following deduction of the Joint Bookrunners' combined selling, management and underwriting commission) (before deduction of estimated total expenses)
- (iii) Estimated total expenses: EUR 30,000 for legal, filing and miscellaneous expenses

### 5 YIELD (Fixed Rate Notes Only)

Indication of yield: 3.609 per cent. per annum

## 6 HISTORIC INTEREST RATES (Floating Rate Notes Only)

Not Applicable

## 7 OPERATIONAL INFORMATION

- |       |  |  |
|-------|--|--|
| (i)   | ISIN:  | XS2595410775   |
| (ii)  | Common Code:   | 259541077  |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A., the relevant address and identification number(s): | Not Applicable   |
| (iv)  | Delivery:  | Delivery against payment   |
| (v)   | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable   |
| (vi)  | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes<br>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 Joint Bookrunners and underwriting commitments: | Banco Santander, S.A.<br>Ciudad Grupo Santander<br>Avenida de Cantabria s/n<br>Edificio Encinar<br>28660, Boadilla del Monte<br>Madrid<br>Spain<br>Underwriting Commitment: EUR 136,000,000<br><br>BNP Paribas<br>16, boulevard des Italiens<br>75009 Paris<br>France<br>Underwriting Commitment: EUR 136,000,000 |



HSBC Continental Europe  
38, avenue Kléber  
75116 Paris  
France  
Underwriting Commitment: EUR 136,000,000

J.P. Morgan SE  
Taunustor 1 (TaunusTurm)  
60310 Frankfurt am Main  
Germany  
Underwriting Commitment: EUR 136,000,000

Société Générale  
Immeuble Basalte  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France  
Underwriting Commitment: EUR 136,000,000

(the “**Active Bookrunners**”)

Australia and New Zealand Banking Group Limited  
Level 12, 25 North Colonnade  
London E14 5HZ  
United Kingdom  
Underwriting Commitment: EUR 42,500,000

Barclays Bank PLC  
1 Churchill Place  
London E14 5HP  
United Kingdom  
Underwriting Commitment: EUR 42,500,000

Standard Chartered Bank  
1 Basinghall Avenue  
London EC2V 5DD  
United Kingdom  
Underwriting Commitment: EUR 42,500,000

TD Global Finance unlimited company  
5th Floor  
One Molesworth Street  
Dublin 2  
D02 RF29  
Ireland  
Underwriting Commitment: EUR 42,500,000

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

- |  |  |
|--|--|
| (B) Date of the Letter for a Syndicated Note Issue:  | 9 March 2023                                     |
| (C) Stabilisation Manager(s) (if any):   | Not Applicable                                   |
| (iii) If non-syndicated, name and address of Dealer:   | Not Applicable                                   |
| (iv) Total combined selling, management and underwriting commission:   | 0.22 per cent. of the Aggregate Nominal Amount   |
| (v) U.S. Selling Restrictions:   | Reg. S Compliance Category 2; TEFRA D            |
| (vi) Public Offer where there is no exemption from the obligation under the Prospectus Regulation to publish a Prospectus: | Applicable - see paragraph 9 below.              |
| (vii) Public Offer Jurisdiction(s):  | Austria, Germany, Luxembourg and the Netherlands |
| (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 other placers (authorised directly or indirectly by the Issuer or any of the Joint Bookrunners), other than pursuant to Article 1(4) of the Prospectus Regulation, in each of the Public Offer Jurisdiction(s) 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 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 the Prospectus Regulation 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 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 9 March 2023 to 13 March 2023.
  - (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 99.543 per cent. less a total combined selling, management and underwriting commission of 0.220 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

- |        |  |   |
|--------|--|---|
| (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 Letter for a Syndicated Note Issue dated 9 March 2023. 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 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              |
| (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 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  |
| (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 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   |
| (viii) | Manner in and date on 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)    | Whether Tranche(s) have been reserved for certain countries:   | Not Applicable  |
| (xi)   | Process for notification to applicants of the amount allotted and the indication   | Prospective Noteholders will be notified by the relevant Joint Bookrunner or Placer in accordance with the arrangements in place between such Joint Bookrunners or  |

- whether dealing may begin before notification is made: 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

*This Summary includes the key information that investors need in order to understand the nature and the risks of the Issuer, the Guarantor and the Notes (as defined below), and is to be read together with the base prospectus dated 30 May 2022 (the “**Base Prospectus**”), as supplemented by the Prospectus Supplement dated 28 July 2022 (the “**First Prospectus Supplement**”), the Prospectus Supplement dated 29 August 2022 (the “**Second Prospectus Supplement**”), the Prospectus Supplement dated 16 February 2023 (the “**Third Prospectus Supplement**”) and the Prospectus Supplement dated 1 March 2023 (the “**Fourth Prospectus Supplement**”) and together with the Base Prospectus, the First Prospectus Supplement, the Second Prospectus Supplement and the Third Prospectus Supplement, the “**Prospectus**”) for the Nestlé Debt Issuance Programme (the “**Programme**”) to aid prospective investors when considering whether to invest in the Notes.*

### 1 INTRODUCTION AND WARNINGS

#### 1.1 Name and international securities identifier number (“**ISIN**”) of the Notes

Issue of EUR 850,000,000 3.500 per cent. Notes due 13 December 2027 under the Issuer’s Programme with ISIN XS2595410775 (the “**Notes**”).

#### 1.2 Identity and contact details of the Issuer, including its legal entity identifier (“**LEI**”)

The Notes are issued by Nestlé Finance International Ltd. (the “**Issuer**” or “**NFI**”), a public limited company (*société anonyme*) with unlimited duration, organised under the laws of the Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B-136737. NFI is domiciled in Luxembourg with its registered office at 7, rue Nicolas Bové, L-1253 Luxembourg, Grand Duchy of Luxembourg. The telephone number of NFI’s registered office is +352 28 29 03 91. The LEI of the Issuer is 0KLLMNHINTFDRMU6DI05.

#### 1.3 Identity and contact details of the competent authority approving the Prospectus

The Base Prospectus has been approved on 30 May 2022 as a base prospectus and the First Prospectus Supplement, the Second Prospectus Supplement, the Third Prospectus Supplement and the Fourth Prospectus Supplement have been approved on 28 July 2022, 29 August 2022, 16 February 2023 and 1 March 2023, respectively, each as a prospectus supplement, and each for the purpose of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) by the *Commission de Surveillance du Secteur Financier*, as competent authority under the Luxembourg Act dated 16 July 2019 on prospectuses for securities, with its head office at 283, route d’Arlon, L-1150 Luxembourg and telephone number (+352) 26 25 1 - 1.

#### 1.4 Warnings

This Summary should be read as an introduction to the Prospectus and the applicable Final Terms. Any decision to invest in the Notes should be based on a consideration of the Prospectus as a whole, including the documents incorporated by reference, and the applicable Final Terms, by the investor. Investors could lose all or part of their invested capital. Where a claim relating to information contained in the Prospectus and/or the applicable Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the Member States of the European Economic Area where the claim is brought be required to bear the costs of translating the Prospectus and/or the applicable Final Terms before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus and the applicable Final Terms, or where it does not provide, when read together with the other parts of the Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Notes.

### 2 KEY INFORMATION ON THE ISSUER

#### 2.1 Who is the Issuer of the Notes?

### 2.1.1 Domicile, legal form, LEI, law under which it operates and country of incorporation

NFI is a public limited company (*société anonyme*) with unlimited duration, organised under the laws of the Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B-136737. NFI is domiciled in Luxembourg with its registered office at 7, rue Nicolas Bové, L-1253 Luxembourg, Grand Duchy of Luxembourg. The telephone number of NFI's registered office is +352 28 29 03 91. The LEI of the Issuer is 0KLLMNHINTFDRMU6DI05.

### 2.1.2 Principal activities

NFI's principal business activity is the financing of members of the Nestlé Group. NFI raises funds and on-lends to other members of the Nestlé Group.

### 2.1.3 Major shareholders

NFI 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**"). NFI is not aware of any arrangement the effect of which would result in a change of control.

### 2.1.4 Identity of the key managing directors

NFI is managed by a Board of Directors consisting of the following Directors: Bruno Chazard, Hermann Beythan, Martin Peter Huber, Patrick Yot and Raoul Heinen.

### 2.1.5 Identity of the statutory auditors

The independent auditors of NFI, as of 28 April 2020, are Ernst & Young S.A. – Cabinet de révision agréé, 35E avenue John F. Kennedy, L-1855, Luxembourg, Grand Duchy of Luxembourg.

## 2.2 What is the key financial information regarding the Issuer?

The financial information set out below has been extracted from the unaudited interim financial statements of NFI in the Half-Yearly Financial Report for the six-month period ended 30 June 2022 and the audited financial statements in the Annual Financial Report of NFI for the financial year ended 31 December 2021, prepared in accordance with International 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.

### Selected financial information from the Income Statements - Euros in thousands

	Six months ended 30 June		Year ended 31 December	
	2022	2021	2021	2020
Net interest income	91,891	21,654	78,969	75,490
Net fee and commission (expense) / income from Nestlé Group companies	(156,231)	(241,588)	(377,978)	201,896
Operating profit / (loss)	41,200	(38,630)	(10,923)	(50,906)
Profit / (Loss) for the first half-year / year attributable to shareholders of the company	24,320	(32,221)	(17,925)	(46,237)

### Selected financial information from the Cash Flow Statements - Euros in thousands

	Six months ended 30 June		Year ended 31 December	
	2022	2021	2021	2020 restated
Net cash used in operating activities	(3,858,122)	(3,355,913)	(4,255,816)	(4,341,877)

### Selected financial information from the Balance Sheets - Euros in thousands

	30 June	31 December	
	2022	2021	2020 restated
Total current assets	9,650,962	5,818,698	12,152,936

Total non-current assets	12,379,742	13,192,862	1,538,731
Total current liabilities	8,473,308	6,928,900	3,891,359
Total non-current liabilities	13,504,799	12,053,243	9,753,377
Total equity attributable to shareholders of the company	52,597	29,417	46,931

\*Derivative assets on 31 December 2020 have been restated between current assets and non-current assets

## Statements of no significant or material adverse change

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 and there has been no material adverse change in the prospects of NFI since 31 December 2021, the date of the most recently published audited financial statements of NFI.

### 2.3 What are the key risks that are specific to the Issuer and the Guarantor?

The most material risk factors specific to the Issuer and the Guarantor contained in the Prospectus include, without limitation, the following:

**Consumer Risks:** The Nestlé 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 Nestlé Group's sales or margins to decrease in these markets; or if the Nestlé Group is unable to adjust to new distribution channels and developments in e-commerce, the Nestlé Group may be disadvantaged with certain consumers.

**Environmental, Social and Governance Risks:** The Nestlé Group is subject to risks arising from the transition to a low-carbon economy. This transition disruption to a low-carbon economy may impact revenue and growth projections, as well as indirectly impact the Nestlé Group in a number of additional areas including community relations, employee attraction and engagement.

**Operational Risks:** The Nestlé Group is dependent on the sustainable supply of a number of raw materials, packaging material and services/utilities. Sourcing raw materials globally exposes the Nestlé 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 including longer-term changes in weather patterns, water shortages, crop disease, crop yields, alternative crops and by-product values. Price changes for raw materials and commodities may adversely impact the Nestlé Group's business, financial condition and results of operations.

**Legal and Regulatory Risks:** Changes in, or failure to comply with, the laws and regulations applicable to the Nestlé Group's products or its business could adversely impact the Nestlé Group's business, financial condition and results of operations.

**Economic and Political Risks:** 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 Nestlé Group operates which in turn may adversely impact the Nestlé Group's business, financial condition and results of operations.

## 3 KEY INFORMATION ON THE NOTES

### 3.1 What are the main features of the Notes?

#### 3.1.1 Type, class and ISIN

The Notes are EUR 850,000,000 3.500 per cent. Notes due 13 December 2027, with ISIN XS2595410775. The Notes will be issued in bearer form on 13 March 2023 (the "Issue Date").

#### 3.1.2 Currency, denomination, par value, number of Notes issued and term of the Notes

The Series of Notes are denominated in Euros ("EUR"). The Notes have a Specified Denomination of EUR 1,000. The Notes will be initially issued and sold at 99.543 per cent. of their nominal amount (i.e. their par value). The Maturity Date of the Notes will be 13 December 2027 (the "Maturity Date"). 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.

### 3.1.3 Rights attached to the Notes

**Status of the Notes (Ranking):** The Notes will constitute direct, unconditional, unsecured (subject to the negative pledge provisions) and unsubordinated obligations of the Issuer and will rank *pari passu* 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 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.

**Interest:** The Notes bear interest from their date of issue at the fixed rate of 3.500 per cent. per annum. The yield of the Notes is 3.609 per cent. per annum. Interest will be paid annually in arrear on 13 December in each year up to and including the Maturity Date, with a short first coupon paid on 13 December 2023. The first interest payment will be on 13 December 2023.

**Redemption:** The Maturity Date of the Notes will be 13 December 2027.

Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on 13 December 2027 at 100 per cent. of their nominal amount. The Notes may be redeemed early for tax reasons, a change of control of the Issuer, or at the Issuer’s option at any time during the period commencing on (and including) the day that is 30 days prior to the Maturity Date to (but excluding) the Maturity Date at par.

**Representation of Holders:** Not Applicable

**Events of Default:** The terms of the Notes contain, amongst others, the following events of default: (i) default by the Issuer in payment of any principal, interest or any other amount on the Notes, continuing for a specified period of time; (ii) 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; (iii) events relating to the winding up, cessation of business, administration, insolvency and creditor arrangements of the Issuer or by the Guarantor, subject to certain exceptions; and (iv) the Guarantee of the Guarantor ceases to be 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 the 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.

### 3.1.4 Restrictions on free transferability of the Notes



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 the Prospectus, excludes the Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”), the Macau Special Administrative Region of the People’s Republic of China and Taiwan)), Hong Kong, Japan, Singapore, the European Economic Area, (including Belgium, Luxembourg and the Netherlands) and the United Kingdom.

### 3.2 Where will the Notes be traded?

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange and listed on the official list of the Luxembourg Stock Exchange with effect from the Issue Date.

### 3.3 Is there a guarantee attached to the Notes?

#### 3.3.1 Brief description of the nature and scope of the guarantee

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 the terms and conditions of the Notes) and unsubordinated obligation of the Guarantor and will rank *pari passu* 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).

#### 3.3.2 Brief description of the guarantor, including its LEI

Nestlé S.A. (the “**Guarantor**”), is a company with unlimited duration, organised under the Swiss Code of Obligations and registered with the Commercial Registry of the Canton of Zug and the Canton of Vaud. The Guarantor is domiciled in Switzerland with its registered offices at Avenue Nestlé 55, 1800 Vevey, Canton of Vaud, Switzerland and Zugerstrasse 8, 6330 Cham, Canton of Zug, Switzerland. The telephone number of its registered office in Vevey, Switzerland is +41 (0)21 924 21 11. The LEI of the Guarantor is KY37LUS27QX7BB93L28.

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.

#### 3.3.3 Key financial information of the Guarantor.

### Selected historical key financial information

The following tables show selected financial information from the consolidated income statements, consolidated cash flow statements and consolidated balance sheets of the Guarantor as at and for the financial years ended 31 December 2022 and 2021, respectively, which has been extracted from the audited consolidated financial statements of the Guarantor for the financial year ended 31 December 2022. The audited consolidated financial statements of the Guarantor for each of the financial years ended 31 December 2022 and 2021 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and with Swiss law.

### Selected financial information from the Consolidated income statements – CHF in millions (except Trading operating profit in percentages of sales and Basic earnings per share)

	Year ended 31 December	
	2022	2021
Sales	94,424	87,088
Trading operating profit	13,195	12,159
Trading operating profit as percentages of sales	14.0%	14.0%
Profit for the year	9,596	17,196

	Year ended 31 December	
	2022	2021
Profit for the year attributable to shareholders of the parent (Net profit)	9,270	16,905
Profit for the year attributable to shareholders of the parent (Net profit) in percentages of sales	9.8%	19.4%
Basic earnings per share (in CHF)	3.42	6.06

### **Selected financial information from the Consolidated cash flow statements – CHF in millions**

	Year ended 31 December	
	2022	2021
Operating cash flow	11,907	13,864

### **Selected financial information from the Consolidated balance sheets – CHF in millions**

	31 December	
	2022	2021
Total current assets	35,062	39,257
Total non-current assets	100,120	99,885
Total current liabilities	39,976	40,020
Total non-current liabilities	52,414	45,395
Total equity	42,792	53,727
Total equity attributable to shareholders of the parent	41,982	53,140

### **Statements of no significant or material adverse change**

There has been no significant change in the financial performance or financial position of the Guarantor and its consolidated subsidiaries (considered as a whole) since 31 December 2022, the date of the most recently published financial statements of the Guarantor and there has been no material adverse change in the prospects of the Guarantor since 31 December 2022, the date of the most recently published audited financial statements of the Guarantor.

#### **3.4 What are the key risks that are specific to the Notes?**

There are certain risk factors that are material for the purpose of assessing the risks associated with the Notes. The most material risk factors specific to the Notes contained in the Prospectus include, without limitation:

- (i) changes in prevailing market interest rates could affect the value of the Notes;
- (ii) early redemption 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 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;
- (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 this would adversely affect the value at which an investor could sell their Notes; and
- (ix) credit ratings assigned to the Notes may not adequately reflect all the risks associated with an investment in the Notes.

#### **4 KEY INFORMATION ON THE OFFER OF NOTES TO THE PUBLIC AND/OR ADMISSION TO TRADING ON A REGULATED MARKET**

##### **4.1 Under which conditions and timetable can I invest in this Note?**

Subject to the conditions set out below, the Issuer consents to the use of the Prospectus in connection with the offer of the Notes by each of Banco Santander, S.A., BNP Paribas, HSBC Continental Europe, J.P. Morgan SE and Société Générale (together, the “**Active Bookrunners**”) and Australia and New Zealand Banking Group Limited, Barclays Bank PLC, Standard Chartered Bank and TD Global Finance unlimited company (together, the “**Passive Bookrunners**”, and together with the Active Bookrunners, the “**Joint Bookrunners**”, and each an “**Authorised Offeror**”) and any placers (authorised directly or indirectly by the Issuer or any of the Joint Bookrunners), other than pursuant to Article 1(4) of the Prospectus Regulation, in Austria, Germany, Luxembourg and the Netherlands (the “**Public Offer Jurisdictions**”) from the date of, and following, publication of the Final Terms being 9 March 2023 to 13 March 2023 (the “**Offer Period**”).

The above consent is subject to the following conditions: (i) the only offerors authorised to use the Issuer’s Prospectus to make the Public Offer of the Notes are the Joint Bookrunners; and (ii) any financial intermediary named in the applicable Final Terms and authorised to make such offers and/or (iii) any other financial intermediary appointed after the date of the applicable Final Terms and whose name is published on the website of Nestlé Group (<https://www.nestle.com/>) and identified as an Authorised Offeror in respect of the relevant Public Offer provided that such financial intermediary referred to in (ii) and (iii) states on its website: (a) that it has been duly appointed as a financial intermediary to offer the Notes during the Offer Period, (b) it is relying on the Issuer’s Prospectus for such Public Offer with the consent of the Issuer, and (c) the conditions attached to that consent (the “**Placers**”, and each a “**Placer**”).

**Offer Price:** The issue price of the Notes is 99.543 per cent. of their aggregate 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 9 March 2023. 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 subscriptions and the manner for refunding excess amount paid by applicants:** Not Applicable

**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 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 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:** Not 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 and the Netherlands during the Offer Period.

**Plan for distribution:** Syndicated.

**Amount and percentage of immediate dilution resulting from the offer:** Not Applicable

**Estimate of the total expenses of the issue and/or offer** (including estimated expenses charged to the investor by the issuer or the offeror): EUR 30,000 for legal, filing and miscellaneous expenses.

#### **4.2** Why is this Prospectus being produced?

##### **4.2.1** Reasons for the offer or for the admission to trading on a regulated market, use and estimated net amounts of the proceeds

The estimated net proceeds from the issue of the Notes are expected to amount to EUR 844,245,500 (following deduction of the Joint Bookrunners' combined selling, management and underwriting commission) and will be applied by the Issuer for its general corporate purposes.

##### **4.2.2** Underwriting agreement on a firm commitment basis, stating any portion not covered:

The offer is subject to an underwriting agreement on a firm commitment basis.

##### **4.2.3** Most material conflicts of interest pertaining to the offer or the admission to trading

Save for the fees payable to the Joint Bookrunners, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer or the application for the admission to trading. The Joint Bookrunners will be paid an aggregate commission equal to 0.22 per cent. of the aggregate 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.