



Nestlé

Good food, Good life

Corporate Governance Report 2024

Compensation Report 2024

Articles of Association of Nestlé S.A.

**Amended by the
Annual General Meeting
of April 18, 2024**

Corporate Governance Report 2024

Situation at December 31, 2024

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(1) The full Board of Directors Regulations and Committee Charters are published at www.nestle.com/investors/corporate-governance/boardcommittees.

(2) The term Executive Committee, as used in the SIX Directive, is replaced by Executive Board throughout this document.

Group structure and shareholders

Preliminary remarks

The Nestlé Corporate Governance Report 2024 follows the SIX Swiss Exchange Directive on Information relating to Corporate Governance. Additional information can be found in the Compensation Report. Nestlé S.A. complies with the recommendations of the Swiss Code of Best Practice for Corporate Governance, as in force at December 31, 2024.

To avoid duplication of information, cross-references to other reports are made in some sections, namely to the Annual Review 2024, the Financial Statements 2024, which comprise the Consolidated Financial Statements of the Nestlé Group and the Financial Statements of Nestlé S.A., as well as the Articles of Association of Nestlé S.A., whose full text can be consulted in this report (page 65) or at: www.nestle.com/investors/corporate-governance/articles.

The Consolidated Financial Statements of the Nestlé Group 2024 comply with the IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) and with Swiss law. Where necessary, these disclosures have been extended to comply with the requirements of the SIX Swiss Exchange Directive on Financial Reporting.

1. Group structure and shareholders

1.1 Group structure

Please refer to the Annual Review 2024, page 56 for the overview of Directors and Officers.

1.1.1 Description of Nestlé's operational group structure

For the general organization chart of Nestlé S.A., refer to page 32 of this document. The Group's management structure is represented in the analysis by operating segments (refer to Note 3 of the Consolidated Financial Statements of the Nestlé Group 2024, page 91).

1.1.2 All listed companies belonging to the Nestlé Group

The registered offices of Nestlé S.A. are in Vevey and Cham (Switzerland). Nestlé S.A. shares are listed on the SIX Swiss Exchange in Switzerland (ISIN code: CH0038863350). At December 31, 2024, the market capitalization of Nestlé S.A. was CHF 192 644 902 120. For further information, see also page 61 of the Annual Review 2024 and visit our website at www.nestle.com/investors.

Please refer to the Consolidated Financial Statements of the Nestlé Group 2024, page 161, for the list of publicly listed companies of the Nestlé Group, with an indication of the company name, registered office, share capital, place of listing, securities' ISIN number, their market capitalization and the Company's participation.

1.1.3 The non-listed companies belonging to the Nestlé Group

Please refer to the Consolidated Financial Statements of the Nestlé Group 2024, page 161, for the enumeration of companies of the Nestlé Group, joint arrangements and associates, with an indication of the company name, registered office, share capital and the Company's participation.

1.2 Significant shareholders

BlackRock, Inc., New York, announced on January 3, 2022, holding at that time, directly or indirectly, 5.04% of Nestlé S.A.'s share capital, and UBS Fund Management (Switzerland) AG announced on May 7, 2024, holding directly or indirectly 5.547% of Nestlé S.A.'s share capital. Apart from the foregoing, Nestlé S.A. is not aware of any other shareholder holding, as at December 31, 2024, Nestlé S.A. shares in excess of 3% of the share capital.

During 2024, the Company published on the electronic publication platform of the SIX Swiss Exchange ten disclosure notifications pertaining to the holding of Nestlé S.A. shares by Norges Bank Oslo, six disclosure notifications pertaining to the holding of Nestlé S.A. shares by The Capital Group Companies, Inc., and two disclosure notifications pertaining to the holding of Nestlé S.A. shares by UBS Fund Management (Switzerland) AG. The details of these disclosure notifications can be accessed on the publication platform of the SIX Swiss Exchange following this link:

www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#

With respect to nominees, Citibank N.A., London, as depositary for the shares represented by American Depository Receipts, was the registered holder of 169 354 965 shares, i.e. 6.46% of the shares of the Company as at December 31, 2024. At the same date, Nortrust Nominees Ltd., London, was a registered Nominee N of 82 782 787 shares of the Company, representing 3.16% of the shares.

1.3 Cross-shareholdings

The Company is not aware of cross-shareholdings exceeding 5% of the capital or voting rights on both sides.

2. Capital structure

2.1 Capital

The ordinary share capital of Nestlé S.A. is CHF 262 000 000. The conditional share capital is CHF 10 000 000. Nestlé S.A. does not have any capital band.

2.2 Conditional capital

The share capital may be increased (without time limitation) in an amount not to exceed CHF 10 000 000 by issuing up to 100 000 000 registered shares with a nominal value of CHF 0.10 each (representing 3.82% of the currently issued share capital) through the exercise of conversion rights and/or option rights granted in connection with the issuance by Nestlé or one of its subsidiaries of newly or already issued convertible debentures, debentures with option rights or other financial market instruments. Thus, the Board of Directors has at its disposal a flexible instrument enabling it, if necessary, to finance the activities of the Company through convertible debentures.

For a description of the group of beneficiaries and of the terms and conditions of the issuance of conditional capital, refer to art. 3^{bis} of the Articles of Association of Nestlé S.A.^(*)

2.3 Changes in capital

The share capital was reduced three times in the last three financial years as a consequence of two share buyback programs: a share buyback program of up to CHF 20 billion, launched on January 3, 2020, and terminated on December 30, 2021, and a share buyback program of up to CHF 20 billion, launched on January 3, 2022, and terminated on December 23, 2024. The resulting cancellations of shares were approved at the 2022, 2023 and 2024 Annual General Meetings.

On April 7, 2022, the Annual General Meeting resolved to cancel 65 000 000 shares, leading to a reduction of the share capital to CHF 275 000 000.

On April 20, 2023, the Annual General Meeting resolved to cancel 80 000 000 shares, leading to a reduction of the share capital to CHF 267 000 000.

On April 18, 2024, the Annual General Meeting resolved to cancel 50 000 000 shares, leading to a reduction of the share capital to the present CHF 262 000 000.

(*) Nestlé S.A.'s Articles of Association can be found on page 65 and at www.nestle.com/investors/corporate-governance/articles

For the breakdown of capital (“equity”) for 2024, 2023 and 2022, see the consolidated statement of changes in equity in the Consolidated Financial Statements of the Nestlé Group 2024, page 85, and 2023, page 81 (www.nestle.com/sites/default/files/2025-02/2024-financial-statements-en.pdf).

2.4 Shares and participation certificates

Nestlé S.A.’s capital is composed of registered shares only. The number of registered shares with a nominal value of CHF 0.10 each, fully paid up, was 2 620 000 000 as at December 31, 2024.

According to art. 11 par. 1 of the Articles of Association, each share recorded in the share register as share with voting rights confers one vote on its holder. See also point 2.6.1 below.

Shareholders have the right to receive dividends. There are no participation certificates.

2.5 Dividend-right certificates

There are no dividend-right certificates.

2.6 Limitations on transferability and nominee registrations

2.6.1. Limitations on transferability along with an indication of group clauses in the Articles of Association and rules for granting exceptions

According to art. 5 par. 5 of the Articles of Association, no person or entity shall be registered with voting rights for more than 5% of the share capital as recorded in the commercial register. This limitation on registration also applies to persons who hold some or all of their shares through nominees pursuant to that article. Legal entities that are linked to one another through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent the regulations concerning the limitation on registration or the nominees, shall be counted as one person or nominee (art. 5 par. 7 of the Articles of Association). The limitation on registration also applies to shares acquired or subscribed by the exercise of subscription, option or conversion rights (art. 5 par. 10 of the Articles of Association). See also art. 5 par. 6 and par. 9 of the Articles of Association and point 2.6.3 below.

2.6.2. Reasons for granting exceptions in the year under review

Please refer to points 2.6.3 and 6.1.3 below.

2.6.3. Admissibility of nominee registrations, indication of percent clauses and registration conditions
Pursuant to art. 5 par. 6 and par. 9 of the Articles of Association, the Board of Directors has issued regulations concerning the application of art. 5 of the Articles of Association. The regulations on nominees set forth rules for the entry of nominees as shareholders in the share register.

They allow the registration of:

- Nominees N (“N” as Name of beneficial owner disclosed): where trading and safekeeping practices make individual registration of beneficial owners difficult or impractical, shareholders may register their holdings through a Nominee N with voting rights, subject to the specific understanding that the identity and holdings of beneficial owners are to be disclosed to the Company, periodically or upon request. Voting rights of Nominees N are to be exercised on the basis of voting instructions received from the beneficial owners. For voting purposes, holdings of a Nominee N, or Nominees N acting as an organized group or pursuant to a common agreement, may not exceed 5% of the share capital of the Company. Holdings exceeding the 5% limit (respectively the limit fixed by the Board of Directors, see point 6.1.3 below) are registered without voting rights. The responsibility for disclosure of beneficial owners and their holdings resides with the nominees registered in the share register.
- Nominees A (“A” as Anonymous beneficial owner): registration without voting rights.

In line with its regulations, in order to facilitate trading of the shares on the Stock Exchange, the Board of Directors has authorized certain nominees to exceed the 5% limit to be registered as nominees with voting rights.

2.6.4. Procedure and conditions for cancelling statutory privileges and limitations on transferability
Please refer to point 6.1.3 below.

2.7 Convertible bonds and options

As at December 31, 2024, there are no outstanding convertible bonds or warrants/options issued by Nestlé S.A. or by subsidiaries on Nestlé S.A. shares.

Board of Directors

3. Board of Directors

3.1 Members of the Board of Directors

Nestlé S.A.'s Board of Directors is highly structured to ensure a high degree of diversity by age, gender, education/qualifications, professional background, present activity, sector expertise, special skills (classification), nationality and geography. This is reflected in Nestlé's skills and diversity grid disclosed here. For mandates and executive roles in other companies, please refer to the Compensation Report 2024 on page 42 or at www.nestle.com/investors/corporate-governance.

	Name	Year of birth	Education/Qualifications ^(a)	Professional background
1	Paul Bulcke	1954	Economics and Business Administration	Chairman, Nestlé S.A.
2	Pablo Isla ^{(c)(d)}	1964	Law	Former Chairman and CEO, Inditex Former State Attorney, Government Spain Banco Popular España
3	Renato Fassbind	1955	Economics, Business Administration and Finance & Accounting	Former CFO, ABB and Credit Suisse Former CEO, Diethelm Keller Group Former Vice Chairman, Swiss Re Ltd.
4	Hanne Jimenez de Mora	1960	Business Administration	Former Partner, McKinsey & Company Co-founder and former Chairperson, a-connect group
5	Dick Boer	1957	Business Administration	Former President and CEO, Ahold Delhaize NV
6	Patrick Aebischer	1954	Medicine and Neuroscience	President Emeritus, Swiss Federal Institute of Technology Lausanne (EPFL)
7	Dinesh Paliwal	1957	Engineering, Sciences, Global Business	Former Chairman and CEO, Harman International Former President, ABB Ltd. Former Lead Director, Raytheon Technologies
8	Lindiwe M. Sibanda	1963	Agriculture Sciences, Animal Physiology & Nutrition	Director, Chairwoman and Policy Advisor for Agriculture and Sustainable Food Systems
9	Chris Leong	1967	Management	Former SVP Nokia, WPP
10	Luca Maestri	1963	Economics and Business Administration	Former CFO Xerox, Nokia Siemens Networks, General Motors
11	Rainer Blair	1964	Science, Business and M&A	President and CEO, Danaher Corporation Former President and CEO, MAPEI Americas Former Group Vice President, BASF SE
12	Marie-Gabrielle Ineichen-Fleisch	1961	Law and Business Administration	Former State Secretary and Director of the Swiss State Secretariat for Economic Affairs (SECO) Former Swiss Ambassador and Delegate for Trade Agreements
13	Geraldine Matchett	1972	Geography, Sustainable Development, Finance & Accounting	Former Co-CEO and CFO, DSM-Firmenich AG Former CFO, SGS S.A.

(a) For more complete information on qualifications: please refer to section 3.2 and the individual CVs at www.nestle.com/aboutus/management/boardofdirectors

(b) All Board members are elected annually in accordance with Swiss corporate law and Nestlé S.A.'s Articles of Association.

(c) Vice Chairman.

(d) Lead Independent Director. The Lead Independent Director assumes the role of a prime intermediary between the Board and the Chairman.

He regularly convenes and chairs Board meetings and "in camera" sessions where the Chairman is not present or conflicted.

(e) Based on past and present professional experience.

Sector	Classification	Nationality	First election	Expires ^(b)
Food & Beverages	FMCG/CEO	Belgian/Swiss	April 10, 2008	2025
Retail	Finance/Legal/ FMCG/CEO	Spanish	April 07, 2018	2025
Finance	Financial Management/CFO	Swiss	April 16, 2015	2025
Management Consulting	Customer Service/ Corporate Strategy/Sustainability ^(e)	Swiss	April 23, 2020	2025
Food Retail Digital	FMCG/CEO/Sustainability ^(e)	Dutch	April 11, 2019	2025
Science	Scientist	Swiss	April 16, 2015	2025
Technology Digital Finance	Technology/CEO/M&A/ Sustainability ^(e)	US/Indian	April 11, 2019	2025
Agriculture, Sustainable Food Systems	Public Policy/Sustainability ^(e) / Academia	Zimbabwean	April 15, 2021	2025
Digital, Communications, Retail, Energy Management	Brand Marketing/ Digital Customer Experience/Sustainability ^(e)	Malaysian	April 07, 2022	2025
Technology	Financial Management/ CFO/Information Systems	Italian/US	April 07, 2022	2025
Medical, Industrial & Commercial Products and Services	Life Sciences Services/ CEO	US	April 20, 2023	2025
Economic Affairs, Geopolitics and Trade	Governmental/ Diplomacy/ International Business/ Sustainability ^(e)	Swiss	April 20, 2023	2025
Health, Nutrition, Materials, Finance	Nutrition/Financial Management/ CEO/CFO/Sustainability ^(e)	Swiss/British/ French	April 18, 2024	2025

Board diversity

The working guidelines used for the selection of new Board members state that the Board of Directors should at all times be well-balanced, including with respect to Swiss and non-Swiss nationals, the members' individual experiences, expertise, competencies and personal attributes. This ensures an appropriate cognitive diversity and supports the continuous succession planning for the Board as a whole and for its various Committees.

The Nomination Committee periodically reviews the composition of the Board using various criteria, including, without limitation:

- the Board's cumulative experience and expertise in (international) business leadership, legal/compliance/risk management, science, finance, marketing, IT, technology, government/politics, sustainability and other relevant fields;
- diversity of competencies including education, function, industry and geographic business experience;
- the Board's diversity of personal attributes including gender, age, ethnicity, nationality, culture and leadership approach;
- the Board's general age and term limits.

The Board should at all times be composed of:

- a majority of independent members; and
- members with the specific abilities or skills to serve on one or more of the various Board Committees.

3.1.1. Management tasks of the members of the Board of Directors

All members of the Board of Directors are non-executive members. Paul Bulcke is active Chairman and has certain responsibilities for the direction and control of the Group with respect to Nestlé Health Science and Nestlé's engagement with L'Oréal.

3.1.2. Information on non-executive members of the Board of Directors

With the exception of Paul Bulcke, all non-executive members of the Board of Directors are independent, were not previously members of the Nestlé management and have no important business connections with Nestlé.

Pursuant to Nestlé S.A.'s Board Regulations ^(a), a Director shall be considered independent if he/she is not and has not been employed as an executive officer at the Company or any of its principal subsidiaries or as employee or affiliate of the Group's external auditor for the past three years and does not maintain, in the sole determination of the Board, a material direct or indirect business relationship with the Company or any of its subsidiaries. Directors with immediate family members who would not qualify as independent shall not be considered independent, subject to a three-year cooling-off period.

Nestlé's succession planning process is highly structured and managed by the Board's Nomination Committee with the support of outside consultants when necessary.

Subject to specific exceptions granted by the Board, members are subject to twelve-year term limits. According to Nestlé S.A.'s Board Regulations ^(a), an age limit of 72 years applies. This allows for continuous refreshment and long-term succession planning considering Nestlé's skills and diversity grid.

3.1.3. Cross-involvement

None.

(a) Nestlé S.A.'s Board Regulations can be found at www.nestle.com/investors/corporate-governance/boardcommittees

3.2 Professional background and other activities and functions ^(*)^(**)

Paul Bulcke **Chairman**

Paul Bulcke began his career in 1977 as a financial analyst for Scott Graphics International in Belgium, before moving to the Nestlé Group in 1979 as a marketing trainee. From 1980 to 1996, he held various responsibilities in Nestlé Peru, Nestlé Ecuador and Nestlé Chile, before moving back to Europe as Managing Director of Nestlé Portugal, Nestlé Czech and Slovak Republic, and Nestlé Germany. In 2004, he was appointed Executive Vice President, responsible for Zone Americas. In April 2008, Paul Bulcke was elected member of the Board of Directors of Nestlé S.A., and the Board appointed him Chief Executive Officer (CEO).

As of December 31, 2016, Paul Bulcke relinquished his function as CEO but remained a member of the Board of Directors. In April 2017, Paul Bulcke was elected Chairman of the Board of Directors of Nestlé S.A.

As a Nestlé S.A. representative, he serves as Vice Chairman on the Board of L'Oréal S.A., France.

In addition, he serves as Co-Chairman of the 2030 Water Resources Group (WRG) and is a member of the Board of Trustees of Avenir Suisse, Switzerland, and the J.P. Morgan International Council.

Pablo Isla **Vice Chairman** **Lead Independent Director**

From 1988 to 1991, Pablo Isla was a Spanish State Attorney at the Ministry of Transport, Tourism and Communication. From 1992 to 1996, he was Group General Counsel for Banco Popular Español. In 1996, Pablo Isla was appointed General Manager for the National Heritage Department of the Treasury Ministry, Government of Spain. In 1998, he rejoined Banco Popular Español as General Secretary.

From 2000 to 2005, Pablo Isla was Co-Executive Chairman of Altadis Group, Spain. In 2005, he was named CEO and Deputy Chairman of Inditex S.A., Spain, and was appointed Chairman and CEO of the company in 2011, a function he relinquished in March 2022.



From 2003 to 2017, he served as Independent Director of the Spanish telecom company, Telefonica S.A.

Since 2024, Pablo Isla serves as a Global Senior Advisor of Cinven, Spain and as a Supervisory Board member of Bertelsmann, Germany.

Renato Fassbind

Renato Fassbind started his career in 1982 as Managing Director of Kunz Consulting AG. From 1984 until 1990, he was Auditor and ultimately Head of Internal Audit at F. Hoffmann-La Roche AG. Renato Fassbind then joined ABB Ltd and served as Head of Corporate Staff, Audit between 1990 and 1997 and then as CFO and member of the Executive Board from 1997 to 2002. Subsequently, he joined Diethelm Keller Holding AG as CEO from 2002 to 2004.

He joined Credit Suisse Group AG as CFO and member of the Executive Board from 2004 until 2010.

Later, Renato Fassbind was a member of various Boards such as HSBC Holdings Plc., Kühne+Nagel AG and Swiss Re Ltd., the latter in the position of Vice Chairman.

Hanne Jimenez de Mora

Early in her career, Hanne Jimenez de Mora held brand manager and controller roles at Procter & Gamble in Scandinavia and the Middle East. She was a partner at McKinsey & Company in Switzerland until 2002. At McKinsey, she primarily focused on corporate strategy and post-merger integration for global companies. She was the co-lead of the marketing practice and responsible for recruiting in Switzerland. Hanne Jimenez de Mora is co-founder and former Chairperson of a-connect (group) AG, a global management consultant firm based in Zurich. She has held non-executive director roles at large publicly traded companies including AB Volvo, Sandvik, Telenor and Tomra since 2002.

Hanne Jimenez de Mora is Chairperson of Microcaps AG, Switzerland. She serves as Vice Chair and a Supervisory Board member of IMD Business School, Switzerland.



(*) Mandates and functions are listed in the following order: (1) mandates in listed companies, (2) mandates in non-listed companies, (3) mandates held at the request of Nestlé or companies controlled by it, (4) mandates held in associations, charitable organizations, foundations, trusts and employee welfare foundations.

(**) For information on former members of the Board of Directors see www.nestle.com/investors/corporate-governance/former-members-board-of-directors.

Dick Boer

Dick Boer spent more than 17 years in various retail positions for SHV Holding N.V. and Unigro N.V. in the Netherlands. He then became CEO of Ahold Czech Republic in 1998, and subsequently President and CEO of Albert Heijn B.V., Netherlands, from 2000 to 2010. From 2006 to 2011, he held the position of Chief Operating Officer of Ahold Europe, and from 2011 to 2016, Dick Boer was President and CEO of Ahold N.V. From 2016 until his retirement in 2018, he was President and CEO of Ahold Delhaize N.V.



In November 2022, he joined the Board of Just Eat Takeaway.com (JET) as Chairman and serves on the Board of Shell plc. since 2020. Furthermore, Dick Boer serves as Chairman of the Advisory Board of the Rijksmuseum Fonds, the Netherlands. He is also Chairman of the Supervisory Board of the Royal Concertgebouw, the Netherlands, as well as a non-executive Board member of SHV Holdings N.V., the Netherlands.

Patrick Aebischer

Patrick Aebischer was trained as an MD and neuroscientist at the University of Geneva and the University of Fribourg, Switzerland.

He is the President Emeritus of the Swiss Federal Institute of Technology Lausanne (EPFL).

From 1984 to 1992, he was faculty member of Brown University, USA. In 1992, he returned to Switzerland as a Professor and Director of Surgical Research Division and Gene Therapy Center at the University Hospital of Lausanne (CHUV). From 2000 until the end of 2016, Patrick Aebischer was the President of EPFL. Furthermore, Patrick Aebischer is founder of four start-ups: CytoTherapeutics Inc. (1989), Modex Therapeutics Inc. (1996), Amazentis SA (2007) and Vandria SA (2021).

Currently, he serves as Vice Chairman and Lead Independent Director of PolyPeptide Group AG.

He is Chairman of Vandria SA as well as Vice Chairman of Amazentis SA.

Patrick Aebischer is also a senior partner at +ND Capital and a managing partner of Limani Partners.

Furthermore, he serves as Vice Chairman of the Geneva Science and Diplomacy Anticipator Foundation, Switzerland.



Dinesh Paliwal

Dinesh Paliwal spent 22 years with Switzerland-based ABB Group. He began his career in engineering but quickly expanded his role to manage R&D, manufacturing and regional P&L roles while residing in the USA, China, India, Singapore, Australia and Switzerland. His last role in ABB was Chairman and CEO of ABB (USA) and Global President of all Markets and Technology. In 2007, Dinesh Paliwal joined Harman International (USA) as Chairman and CEO. Upon Harman's acquisition by Samsung in 2017, he remained CEO of Harman until he stepped down in April 2020 and assumed the role of Senior Advisor to the Harman/Samsung board and CEO.

Furthermore, Dinesh Paliwal is non-executive Chairman of Marelli & Koki and a Partner at KKR & Co. Inc. NY, USA.



Lindiwe M. Sibanda

Lindiwe Majele Sibanda is Professor Extraordinary at the University of Pretoria, South Africa, as well as the Managing Director of Linds Agriculture Services Pvt Ltd., Harare, Zimbabwe.

She serves on a number of advisory boards, including Chairwoman of the Consultative Group of International Agriculture Research Centers (CGIAR) Integrated Partnership Board and Council Chair of the National University of Science and Technology (NUST), Zimbabwe. Effective 2025, she will be a member of the Foundation Board of the Geneva Science and Diplomacy Anticipator Foundation, Switzerland.



Chris Leong

Chris Leong started her career in 1991 with WWP plc., UK, in several senior executive positions, including managing WPP's agencies Bates Asia, Ogilvy Europe and Grey Global Group based in Asia. Between 2005 and 2011, she held various global positions at Nokia, including Senior Vice President Global Marketing and Senior Vice President for Greater China, Japan and Korea.

Chris Leong was appointed Chief Marketing Officer and a member of the Executive Committee at Schneider Electric SE, France, in 2015, prior to which she was Executive Vice President for Digital Customer Experience (2013) and Senior Vice President for LifeSpace Asia Pacific (2012).

As of 2025, Chris Leong will be appointed Chief Sustainability Officer and will remain a member of the Executive Committee at Schneider Electric SE, France.

In 2017, 2018, 2022 and 2024, she was named to Forbes World's Most Influential CMOs as well as to the PRovoke Media Influence 100 in 2021.



Luca Maestri

Luca Maestri started his career at General Motors Corporation in 1988 and took on increasing levels of responsibility around the world, culminating in his appointment as Vice President and Chief Financial Officer of General Motors Europe.

From 2008 to 2011, he was CFO at Nokia Siemens Networks, Germany. Between 2011 and 2013, Luca Maestri was CFO at Xerox Corporation, USA. In 2013, he joined Apple Inc., USA, as Vice President and Corporate Controller, and he has held the positions of Senior Vice President and Chief Financial Officer from 2014 to 2024.

As of 2025, Luca Maestri will be appointed Vice President, Corporate Services.



Rainer Blair

Rainer Blair is President and CEO of Danaher Corporation, USA, since 2020.

He joined Danaher in 2010 and held leadership roles across several of its operating companies before being appointed Executive Vice President of Danaher's Life Sciences in 2017.

From 2006 to 2009, he was President and CEO of MAPEI Americas.

From 1990 to 2006, Rainer Blair served the BASF Group on three continents and held various leadership roles including Group Vice President, Global Automotive Coatings at BASF SE and Managing Director at BASF Argentina SA.



Marie-Gabrielle Ineichen-Fleisch

Marie-Gabrielle Ineichen-Fleisch was the State Secretary and Director of the Swiss State Secretariat for Economic Affairs (SECO) from 2011 to 2022.

From 2007 to 2011, she was Swiss Federal Council Delegate for Trade Agreements, Ambassador, and member of the Board of SECO. In that function, she served as Switzerland's chief negotiator at the World Trade Organization (WTO), and was responsible for the negotiation of free trade agreements and Switzerland's membership in OECD.

Marie-Gabrielle Ineichen-Fleisch started her career in 1990 in the Swiss Federal Office of Foreign Economic Affairs as advisor in the Legal and International Investment and Technology Transfer Services. 1992/1993 she was sent to the World Bank in Washington D.C. as legal assistant to Switzerland's Executive Director.

From 1995 to 2007 she took on increasing responsibilities in international trade negotiations for Switzerland, in particular in the WTO.

Marie-Gabrielle Ineichen-Fleisch serves on the boards of BVZ Holding AG, KIBAG Holding AG, Schweizerische Mobiliar Genossenschaft and F.G. Pfister Holding AG.



Geraldine Matchett

Geraldine Matchett was Co-Chief Executive Officer and Chief Financial Officer (CFO) at DSM-Firmenich Ltd (formerly Royal DSM N.V.) from 2020 to 2023, where she served as CFO from 2014 to 2020.



Prior to that she was Global Chief Financial Officer and member of the Operations Council of the SGS Group in Switzerland.

From 2020 to 2023, she also served as Executive Committee member of the World Business Council for Sustainable Development (WBCSD).

Geraldine Matchett started her career as a Management Trainee at Thames Water Utilities Ltd, United Kingdom, and subsequently held financial auditor roles at Deloitte Switzerland and KPMG United Kingdom.

She is a member of the Boards of Directors of ABB Ltd., Switzerland and Swiss Re Ltd., Switzerland, a member of the Board of Directors of FCLTGlobal, Boston, USA, and a member of the Foundation Board of IMD Business School, Lausanne, Switzerland.

Geraldine Matchett is also the Greenhouse Gas Protocol (GHGP) Steering Committee chair.

3.3 Mandates outside Nestlé

Pursuant to art. 21^{sexies} of the Articles of Association, no member of the Board of Directors may hold more than 4 additional mandates in listed companies and 5 additional mandates in non-listed companies.

The following mandates are not subject to these limitations:

- a) mandates in companies which are controlled by Nestlé;
- b) mandates which a member of the Board of Directors holds at the request of Nestlé or companies controlled by it. No member of the Board of Directors shall hold more than 10 such mandates; and
- c) mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No member of the Board of Directors shall hold more than 10 such mandates.

Mandates shall mean mandates in the supreme governing body of a legal entity which is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities which are under joint control are deemed one mandate.

The Board of Directors has promulgated regulations that determine additional restrictions.

All members of the Board of Directors comply with the provisions set out in art. 21^{sexies} of the Articles of Association.

Mandates held in other undertakings with commercial objectives are disclosed in our Compensation Report 2024 (page 42).

3.4 Elections and terms of office

Pursuant to art. 6 par. 2 of the Articles of Association, the General Meeting has the competence to elect and remove the members of the Board of Directors.

The Chair of the Board of Directors, the members of the Board of Directors and the members of the Compensation Committee are elected individually by the General Meeting for a term of office until completion of the next Annual General Meeting (art. 15 of the Articles of Association).

Members of the Board of Directors whose term of office has expired are immediately eligible for re-election.

The Board of Directors elects one or two Vice Chairs and the members of the Committees other than the Compensation Committee.

The term of office of a Board member shall expire no later than at the Annual General Meeting following the member's 72nd birthday.

Rules in the Articles of Association reflect the statutory legal provisions with regard to the appointment of the Chairman, the members of the Compensation Committee and the independent proxy.

For the principles of the selection procedure, see points 3.1.2 above and 3.5.2 below.

For the time of first election and term of office, see point 3.1 above.

3.5 Internal organizational structure

3.5.1. Allocation of tasks within the Board of Directors

	Chair's and Corporate Governance Committee	Compensation Committee	Nomination Committee	Sustainability Committee	Audit Committee
Paul Bulcke Chairman	• (Chair)		•		
Pablo Isla Vice Chairman Lead Independent Director	•	•	• (Chair)		
Renato Fassbind	•				• (Chair)
Hanne Jimenez de Mora	•			• (Chair)	
Dick Boer	•	• (Chair)		•	
Patrick Aebischer		•			
Dinesh Paliwal		•	•		
Lindiwe M. Sibanda				•	
Chris Leong				•	
Luca Maestri					•
Rainer Blair					•
Marie-Gabrielle Ineichen-Fleisch			•		
Geraldine Matchett					•

3.5.2. Tasks and area of responsibility for each Committee of the Board of Directors ^(a)

The powers and responsibilities of each Committee are established in the applicable Committee Charter, which is approved by the Board. Each Committee is entitled to engage outside counsel. After each Committee meeting, its Chair reports to the full Board.

Chair's and Corporate Governance Committee

The Chair's and Corporate Governance Committee consists of the Chair, any Vice Chair, the Lead Independent Director, the CEO and any other member elected by the Board. It liaises between the Chair and the full Board of Directors in order to act as a consultant body to the Chair and to expedite whenever necessary the handling of the Company's business. The Committee regularly reviews the corporate governance of the Company and prepares recommendations for the Board. It also advises on certain finance-related matters including the Company's financing and financial management and periodically reviews its asset and liability management. It receives regular reports on other risk-related topics.

While the Committee has limited authority as per the Board Regulations, it may in exceptional and urgent matters deal with business matters which might arise between Board meetings. In all cases, it keeps the Board fully apprised. It reviews the Board's annual work plan.

Compensation Committee

The Compensation Committee consists of a Chair and a minimum of three non-executive members of the Board. All members are independent (art. 19^{bis} par. 1 of the Articles of Association). The members of the Compensation Committee are elected individually by the General Meeting for a term of office until completion of the next Annual General Meeting. Members of the Compensation Committee whose term of office has expired are immediately eligible for re-election. The Compensation Committee determines the system and principles for remuneration of the members of the Board of Directors and submits them to the Board for approval. It reviews and discusses the remuneration principles for Nestlé S.A. and the Nestlé Group. It prepares the proposals of the Board to be submitted for approval by the General Meeting in relation to the compensation of the Board of Directors and the Executive Board. In addition, it proposes

(a) For complete information please refer to the Board Regulations and Committee Charters at www.nestle.com/investors/corporate-governance/boardcommittees

the remuneration of the Chair of the Board and the CEO, and approves the individual remuneration of the members of the Executive Board. It reports on its decisions to the Board and keeps the Board updated on the overall remuneration policy of the Nestlé Group. It reviews the annual Compensation Report.

Nomination Committee

The Nomination Committee consists of a Chair, who is an independent and non-executive member of the Board, preferably the Lead Independent Director; the other members are the Chair of the Board of Directors and a minimum of two independent and non-executive members of the Board. The Nomination Committee oversees the long-term succession planning of the Board, establishes the principles and criteria for the selection of candidates to the Board, performs a regular gap analysis, selects candidates for election or re-election to the Board and prepares a proposal for the Board's decision. It is regularly supported by external search firms.

The succession planning for the Board of Directors is highly structured and seeks to ensure a balance of relevant competencies and an appropriate diversity of its members. The Nomination Committee regularly reviews the Company's skills and diversity grid (see 3.1. above) and ensures appropriate cognitive diversity. It ensures an appropriately wide net is cast on key successions. The candidates to the Board must possess the necessary profile, qualifications and experience to discharge their duties. Newly appointed Board members receive an appropriate introduction to the business and affairs of the Company and the Group. If required, the Nomination Committee arranges for further training.

The Nomination Committee reviews, at least annually, the independence of the members of the Board as well as their outside mandates, and prepares the annual self-evaluation of the Board and its Committees. It meets as frequently as necessary to fulfil its tasks and prepares the relevant *in-camera* sessions of the Board of Directors.

Sustainability Committee

The Sustainability Committee consists of a Chair, who is an independent and non-executive member of the Board, and a minimum of two non-executive members of the Board.

The Sustainability Committee gives advice on measures which ensure the long-term sustainability of the Company in its economic, social and environmental dimension and monitors the Company's performance against selected external sustainability indexes. While the full Board approves the Company's Non-Financial Statement for submission to the Annual General Meeting, the Sustainability Committee has oversight over the structure and content of the Company's non-financial reporting. It discusses periodically how material non-financial issues affect the Company's financial performance and how its long-term strategy relates to its ability to create shared value. It reviews the Company's response to climate change and other environmental issues, it ensures the Company carries out human rights due diligence and reports on its most severe human rights risks, and it reviews the Company's diversity and inclusion and employee health and well-being. It meets at least four times a year and as frequently as necessary to fulfil its tasks. It keeps the Board updated on the material issues affecting the long-term sustainability of the Group.

Audit Committee

The Audit Committee consists of a Chair, who is an independent and non-executive member of the Board, and a minimum of two other non-executive members of the Board, excluding the CEO and any former member of the Executive Board. All members shall be independent. At least one member has to have recent and relevant financial expertise, the others must be familiar with the issues of accounting and audit. In discharging its responsibilities, the Audit Committee has unrestricted access to the Company's management, books and records. The Audit Committee supports the Board of Directors in its supervision of financial controls through a direct link to the external auditors (EY) and Nestlé Internal Audit (corporate internal auditors). It has oversight over the accuracy of the Company's financial and non-financial reporting.

The Audit Committee's main duties include the following:

- to review, and challenge where necessary, the actions and judgements of management, in relation to the Company's year-end financial accounts and where necessary interim accounts;
- to make recommendations to the Board of Directors regarding the nomination of external auditors to be appointed by the shareholders;
- to discuss the audit procedures, including the proposed scope and the results of the internal and external audits;
- to keep itself regularly informed on important findings of the audits and of their progress;
- to oversee the quality of the internal and external auditing;
- to present the conclusions on the approval of the Financial Statements to the Board of Directors;
- to review reports regarding internal controls, compliance, fraud, enterprise risk management and the Group's annual risk assessment.

The Audit Committee regularly reports to the Board on its findings and proposes appropriate actions. The responsibility for approving the annual Financial Statements remains with the Board of Directors.

Meetings held in 2024	Frequency	Average duration (hours)
Board of Directors of Nestlé S.A.	13 times	2:50
Chair's and Corporate Governance Committee	11 times	1:50
Compensation Committee	6 times	1:10
Nomination Committee	5 times	0:45
Sustainability Committee	4 times	2:05
Audit Committee	4 times	2:25

Board members	Board meetings attended	Board members	Board meetings attended	Board members	Board meetings attended
Paul Bulcke	13	Patrick Aebischer	13	Rainer Blair	11
Pablo Isla	13	Dinesh Paliwal	13	Marie-Gabrielle Ineichen-Fleisch	13
Renato Fassbind	13	Lindiwe M. Sibanda	13	Geraldine Matchett	8
Hanne Jimenez de Mora	13	Chris Leong	13		
Dick Boer	12	Luca Maestri	12		

3.5.3. Work methods of the Board of Directors and its Committees

The Board meets as often as necessary, at least quarterly, and on notice by the Chair or by the person designated by him. In addition, the Board must be convened as soon as a Board member requests the Chair to call a meeting. All Committees provide a detailed report to the full Board at each meeting in a dedicated Chair's session. The Board regularly meets for *in camera* sessions (without CEO) and independent director meetings (without Chair and CEO).

The Board reserves at least one day per year to discuss the strategic long-term plan of the Company. In addition, every year, the Board visits one Nestlé Market for three to five days (in 2024, Nestlé Iberia).

The average attendance at the Board meetings in 2024 was 98%. All Board meetings, with the exception of certain Chair's and *in camera* sessions, are attended by all members of the Executive Board. In addition, members of the Executive Board and senior management participate in Committee meetings, if appropriate, when a Committee discusses matters in relation to their respective responsibilities. The CEO may partially attend the meetings of the Audit Committee, the Nomination Committee, the Sustainability Committee and the Compensation Committee as an invited guest, except on matters where he may have a conflict of interest. Furthermore, both the external auditor and the Head of Nestlé Internal Audit participate in the Audit Committee meetings except for regular *in camera* sessions. No external subject matter experts were invited to the Board and Committee meetings in 2024.

The Company performs annual self-evaluations of the Board and its Committees, including confidential, anonymous feedback and individual interviews. Findings are appropriately addressed. An open, transparent and critical board room culture forms the basis for the Board of Directors' annual review of its own performance and effectiveness. The Board of Directors conducts the self-assessment on the basis of anonymous questionnaires which deal with the Board's composition, organization and processes, the Board's responsibilities governed by the Board Regulations as well as the focus areas and goals of the year under review. The topics are discussed and take-aways defined to be incorporated in the goals for the upcoming year. In addition, each Board Committee annually reviews the adequacy of its composition, organization and processes as well as the scope of its responsibilities, assesses its accomplishments and evaluates its performance. For example, the Board created a dedicated Sustainability Committee as a result of its self-assessment process.

3.5.4. Lead Independent Director

The Lead Independent Director assumes the role of a prime intermediary between the Board and the Chair. He may convene and chair Board meetings and *in camera* sessions, where the Chair is not present. He serves as an advisor to the Chair and acts as an intermediary between the Chair, the Board and the Board's stakeholders. He chairs meetings of the independent directors to evaluate the performance of the Chair and the effectiveness of the relationship between the Chair and the CEO.

3.6 Definition of areas of responsibility

The governing bodies have responsibilities as follows:

3.6.1. Board of Directors ⁽¹⁾

The Board of Directors is the ultimate governing body of the Company. It is responsible for the long-term strategy and the ultimate supervision of the Group. It oversees the Group's economic, social and environmental sustainability. The Board attends to all matters which are not reserved for the Annual General Meeting or another governance body of the Company by law, the Articles of Association or specific regulations issued by the Board of Directors.

Under Nestlé's governance model, the CEO (Administrateur délégué) is a full member of the Board of Directors, ensuring full alignment on its critical responsibilities and proper checks and balances between the Chair and CEO.

The Board has the following main duties:

- a) the ultimate direction of the Company, in particular the conduct, management and supervision of the business of the Company, and the provision of necessary directions;
- b) the determination of the Company's organization;
- c) the determination of accounting and financial control principles, as well as the principles of financial planning;
- d) the appointment and removal of any Vice Chair, the Committee members (except the members of the Compensation Committee) and their Chairs and members of the Executive Board;
- e) the ultimate supervision of the Chair and the members of the Executive Board, in particular with respect to their compliance with the law, the Articles of Association, the Board Regulations and instructions given from time to time by the Board;
- f) the preparation of the Annual Report, the Compensation Report, the Non-Financial Statement as well as the General Meetings and execution of their resolutions;
- g) the notification of the court in the event of overindebtedness;
- h) the discussion and approval of:
 - the Group's long-term strategy and annual investment budget;
 - major financial operations;
 - any significant policy issue dealing with the Company's or the Group's general structure or with financial, commercial and industrial policy;
 - Corporate Governance Principles of the Company;

- the review of and decision on any report submitted to the Board;
- the Group's annual risk assessment; and
- the compensation proposals to the General Meeting.

3.6.2. Executive Board

The Board of Directors delegates to the CEO, with the authorization to subdelegate, the power to manage the Company's and the Group's business, subject to the law, the Articles of Association and the Board Regulations.

The CEO chairs the Executive Board and delegates to its members individually the powers necessary for carrying out their responsibilities, within the limits fixed in the Executive Board Regulations.

3.7 Information and control instruments vis-à-vis the Executive Board

The Board of Directors is, at each of its meetings, informed on material matters involving the Company's and the Group's business. Except for regular *in camera* sessions, the members of the Executive Board attend the Board of Directors meetings and report on current developments, significant projects and events. Other members of management attend Board meetings to report on the areas of the business for which they are responsible. Each Board member is entitled to request and receive information from the CEO and from other members of the Executive Board. In preparation for each Board meeting, the Board is provided with an overview of business performance and consolidated financial information. In addition, regular written reports by the Executive Board are provided, including e.g. capital investment, risk, audit, compliance and strategy progress reports. The Chair and the CEO ensure the proper information flow between the Executive Board and the Board of Directors.

The Board pays a visit to a major Market every year, where it meets members of senior management. The Board visited the Swiss Market in 2019 and 2021, Nestlé India in 2022, Nestlé Mexico in 2023 and Nestlé Iberia in 2024.

The Chair receives the agenda, documents and minutes of the meetings of the Executive Board as well as of the Key Markets and senior management meetings. He has regular meetings with the CEO and may request information about any matters relating to the Company. He may examine reports, proposals and minutes of meetings of any functions or committees of the Corporate Center or the Markets or businesses.

(1) For complete information, please refer to the Board Regulations and Committee Charters at www.nestle.com/investors/corporate-governance/boardcommittees

The Chair's and Corporate Governance Committee is regularly informed about the strategic management of the Group's financial assets and liabilities and financial risk policies. It performs twice a year a review of the assets and liabilities management by the Company's treasury, pensions and insurance departments with the Chief Financial Officer and the Head of Treasury, Pensions & Insurance being present.

The Audit Committee reviews the financial performance and assesses the effectiveness of the internal and external audit processes as well as the internal risk management organization and processes. It has oversight over the accuracy of the financial and non-financial reporting. It reviews reports on the Company's internal control, compliance and risk management processes. It has complete and unrestricted access to the Company's management, books and records and may obtain any information it requires from the appropriate services. Members of the Executive Board and other senior management, in particular the Heads of Group Accounting & Reporting, Internal Audit and Legal and Compliance, attend the Audit Committee meetings, except for certain *in camera* sessions.

The Nomination Committee leads the succession planning for the Board of Directors.

The Sustainability Committee reviews reports on measures that ensure the long-term sustainability of the Company in its economic, social and environmental dimension. It has oversight over the structure and content of the non-financial reporting and monitors the Company's performance against selected external sustainability indexes. It oversees the Company's response to climate change, its human rights program and human capital management. Members of management, in particular the CEO, the Heads of Public Affairs and of Legal and Compliance, may attend the meetings.

The Compensation Committee reviews the Company's compensation system and principles. The Head of Human Resources may attend the meetings, except when questions of compensation for Executive Board members are deliberated.

Additional information and control instruments include the external auditors, Ernst & Young Ltd, auditors of Nestlé S.A. and of the Consolidated Financial Statements of the Nestlé Group, who conduct their audit in compliance with Swiss law and in accordance with Swiss Auditing Standards and International Standards on Auditing, and the Nestlé Internal Audit function.

Nestlé Internal Audit comprises an organization of one Center Team and eight regional units of auditors covering all the businesses (i.e. head offices, factories, distribution centers and business units) worldwide, completing audit

assignments on the basis of the annual internal audit plan based on an independent risk assessment that is approved by the Audit Committee.

The role of Nestlé Internal Audit is to enhance and protect organizational value by providing risk-based and objective assurance, advice and insight, contributing to the continuous improvement of the Company's risk management and control systems. Nestlé Internal Audit assesses the reliability of financial and operational information, the effectiveness of controls and processes for compliance with internal, legal, regulatory and statutory requirements. Findings are communicated in the form of an audit report, which is shared with management and the Audit Committee.

The Head of Nestlé Internal Audit reports administratively to the Chief Financial Officer and has a functional reporting line to the Chair of the Audit Committee. He reports at all the Audit Committee meetings, has direct access to the Chair of the Audit Committee and regularly meets with him for interim updates. The Audit Committee regularly receives a report on the results of the internal auditors' work that is also provided to the Chair of the Board of Directors, Executive Board members and other stakeholders. It reviews and monitors management's responsiveness to internal audit findings and recommendations. In case of major findings, a follow-up audit is planned to ensure proper remediation.

Group Risk Management provides assistance to all corporate entities with regard to risk management. Group Risk Services provides assistance to all corporate entities with regard to loss prevention, claims handling and insurance. Enterprise Risk Management (ERM) is a process applied across the Group, designed to identify potential events that may affect the Group's achievement of its strategic objectives and support the Group to ensure it acts in accordance with external regulations and internal policies. It supports Nestlé's management to raise risk awareness and to anticipate emerging risks, as well as the process of identifying appropriate mitigation actions.

The Nestlé Group adopts a dual approach using "Top-Down" and "Bottom-Up" assessments. The "Top-Down" assessment occurs annually and focuses on the Group's global risks. A "Bottom-Up" assessment occurs in parallel, resulting in the aggregation of individual assessments by all Markets, Regionally and Globally Managed Businesses.

Additionally, Nestlé engages with external stakeholders to better understand the issues that are of most concern to them. For each issue, the materiality matrix (please refer to www.nestle.com/materiality) rates the degree of stakeholder concern and potential business impact.

Group ERM combines the output of the “Top-Down” assessment, the “Bottom-Up” assessments and the external stakeholder assessments which is presented annually to the Executive Board. The Annual Risk Report is reviewed by the Audit Committee, and material risks are reviewed by the Board of Directors on an annual basis.

For more information on the Nestlé Group Enterprise Risk Management, please refer to page 48 of the Annual Review 2024.

Group Compliance and other risk- and control-related functions provide additional guidance and oversight. Risk and compliance activities are coordinated through the Group Compliance Committee to ensure a holistic, entity-wide approach. The Chief Compliance Officer has direct access to the Chair of the Audit Committee. The Audit Committee is provided yearly with the Group Compliance Report, a comprehensive documentation of the Company’s compliance framework, systems, activities and improvement actions pursued by the various functions. It includes a summary of the feedback received on the Group’s integrity reporting system as well as the functional third-party compliance audits (CARE). The Group Compliance Report is also reviewed by the Board of Directors.

For more information on the Group’s Governance and Compliance, please refer to pages 55 and 60 of the Annual Review 2024.

Executive Board

4. Executive Board

4.1 Members of the Executive Board (December 31, 2024)

Name	Year of birth	Nationality	Education/current function
Laurent Freixe	1962	French	Business Administration CEO
Stefan Palzer	1969	German/ Swiss	PhD - Professorships Process Engineering, Food Technology, Chemical Engineering, Economics EVP: Chief Technology Officer: Innovation, Technology and R&D
Béatrice Guillaume-Grabisch	1964	French	Business Administration EVP: Group Human Resources & Business Services
Leanne Geale	1965	Canadian	Law EVP: Group General Counsel
Bernard Meunier	1960	Belgian	Economics EVP: Strategic Business Units, Marketing and Sales
Steve Presley	1968	US	Finance & Accounting EVP & CEO: Zone North America
Remy Ejel	1969	French/ Lebanese	Marketing and Arts EVP & CEO: Zone Asia, Oceania and Africa
David Zhang	1971	Chinese	Business Administration and Economics EVP & CEO: Zone Greater China
Stephanie Pullings Hart	1972	US	Chemical Engineering and Business Administration EVP: Operations
David Rennie	1966	British	History and Politics EVP: Nestlé Coffee Brands
Anna Mohl	1968	US	History and Business Administration EVP & CEO: Nestlé Health Science
Anna Manz	1973	British	Chemistry and Accounting EVP & CFO (includes Finance and Control, Tax, Treasury, Investor Relations)
Guillaume Le Cunff	1970	French	Business Administration EVP & CEO: Zone Europe
Sanjay Bahadur	1959	Swiss/ Indian	Economics, Management Science Deputy EVP: Group Strategy and Business Development
Lisa Gibby	1969	US	Political Science and French Deputy EVP: Chief Communications Officer

EVP: Executive Vice President; CEO: Chief Executive Officer

For complete information, please refer to individual CVs at www.nestle.com/aboutus/management/executiveboard

For changes to the Executive Board effective January 1, 2025, please refer to page 56 of the Compensation Report 2024.

4.2 Professional background and other activities and functions ^(*)^(**)

Laurent Freixe

Laurent Freixe joined Nestlé France in 1986 and became the Head of the Nutrition Division of Nestlé France in 1999. In 2003, he was appointed CEO of Nestlé Hungary and in 2007 CEO of the Nestlé Iberian Region. In November 2008, Laurent joined the Nestlé S.A. Executive Board as Executive Vice President for Zone Europe and in 2014 was appointed CEO of Zone Americas. In January 2022, he was appointed Executive Vice President and CEO Zone Latin America.



Effective September 1, 2024, Laurent Freixe was appointed Chief Executive Officer (CEO) of the Nestlé Group.

As a representative of Nestlé, he is a member of the Board of Directors of Cereal Partners Worldwide S.A., Switzerland, of the Regional Board of Directors of the Consumer Goods Forum in Latin America, and of the Executive Committee of the World Business Council for Sustainable Development.

Since June 2019, he is Chairman of the Global Apprenticeship Network (GAN).

Laurent Freixe has been named International Youth Ambassador by the International Youth Organization for Ibero-America.

Stefan Palzer

Stefan Palzer studied Food Engineering and Economics (with focus on marketing). He obtained a PhD in Process Engineering from the Technical University of Munich, habilitated in Chemical Engineering and was appointed Professor for Food, Chemical and Process Engineering by the Universities of Hamburg, Stuttgart, Sheffield and Copenhagen.



Stefan Palzer worked in production and quality assurance in the beverage industry before he joined the Nestlé Group in 2000 in the Global Technology Centre for Food close to Zurich, Switzerland. From 2003 to 2010, he held positions of increasing responsibility in R&D.

In 2010, he took over the responsibility as managing director of the Product Technology Centre for Confectionery

in York, UK. From 2013 to 2016, Stefan Palzer was Innovation Manager in the Strategic Business Unit for Coffee and other Beverages. In 2016, he was appointed Global Head of Nestlé Research located in Lausanne, Switzerland.

In January 2018, Stefan Palzer joined the Executive Board of Nestlé S.A. as Executive Vice President and Chief Technology Officer; Head of Innovation, Technology and R&D.

In addition, he is Vice President of the Swiss Food & Nutrition Valley, a member of several University Councils and Advisory Boards and member of the Executive Board of the European Academy of Food Engineering. Until 2018, he was Chairman of the Board of the European Master's in Food Studies. Stefan Palzer also serves on the Supervisory Board of the Pharma and Life Sciences company Merck KGaA, Germany.

Béatrice Guillaume-Grabisch

Béatrice Guillaume-Grabisch joined Nestlé in 2013 as Vice President, Regional Manager of Zone EMENA based in Vevey, Switzerland. She served as CEO of Nestlé Germany AG from 2015 to 2018. Before joining Nestlé, she held various leadership roles at Colgate, Beiersdorf, Johnson & Johnson and "L'Oréal Paris" in Germany. She headed the L'Oréal Consumer Division in Switzerland between 2004 and 2006.



From 2006 to 2010, she was President of The Coca-Cola Company in Germany. In 2010, she became the CEO of Zurich-based Beverage Partners Worldwide, a former joint venture between Nestlé and Coca-Cola.

Effective January 2019, Béatrice Guillaume-Grabisch was appointed Executive Vice President in charge of Group Human Resources & Business Services.

As a representative of Nestlé, she is a Board member of L'Oréal S.A., France, and a member of its audit committee.

(*) Mandates and functions are listed in the following order: (1) mandates in listed companies, (2) mandates in non-listed companies, (3) mandates held at the request of Nestlé or companies controlled by it, (4) mandates held in associations, charitable organizations, foundations, trusts and employee welfare foundations.

(**) For information on former members of the Executive Board see www.nestle.com/investors/corporate-governance/former-executive-board-members

Leanne Geale

Leanne Geale joined Nestlé S.A. in 2019 as Executive Vice President and General Counsel, Corporate Governance & Compliance. In her role, Leanne Geale oversees the legal and compliance function.



From 2014 to 2019, Leanne Geale was Chief Ethics & Compliance Officer for Royal Dutch Shell plc. Former positions at Shell include Associate General Counsel, Heavy Oil and Head of Legal for Shell Canada from 2011 to 2014, Shell Legal Services Coordinator for Royal Dutch Shell plc and its subsidiaries from 2006 to 2011, as well as Senior Solicitor and successively Associate General Counsel, Oil Products from 2003 to 2006. Prior to her functions at Shell, she was a Senior Counsel for the Royal Bank of Canada, Senior Counsel and Assistant Secretary for Rio Algom Limited, as well as Counsel for Alcan Aluminium Limited in Canada.

Leanne Geale is a member of the Board of Holcim Ltd., a member of the Management Board of the CEELI Institute, o.p.s, Prague, Czech Republic, and Treasurer of the Swiss-American Chamber of Commerce.

Bernard Meunier

Bernard Meunier joined the Nestlé Group in 1985 as Product Manager Beverages with Nestlé Belgilux in Belgium. In 1989, he embarked on an international career with a first step at Nestlé Headquarters Vevey with the Coffee & Beverages SBU. He then moved on to various assignments where he successfully held marketing, commercial and general management responsibilities, including Market Head in Hungary, the Russia & Eurasia region, the Iberia region and, from 2013 to 2021, Head of Nestlé Purina PetCare EMENA.



Effective March 2021, Bernard Meunier was appointed to the Executive Board of Nestlé S.A. as Executive Vice President with responsibility for the Strategic Business Units, Marketing and Sales.

As a representative of Nestlé, he is Co-Chairman of Cereal Partners Worldwide S.A., Switzerland.

Steve Presley

Steve Presley started his career with Nestlé in 1997 as a controller for the beverage factory in Suffolk, Virginia. He held various roles within the Beverage Division, including Vice President of Finance and Vice President/General Manager of Premium Ready-to-Drink Beverages.



In 2009, Steve Presley was named President of Nestlé Business Services, and in 2013 he was appointed Chief Financial Officer for Nestlé USA.

In 2016, his role was expanded to include leading Nestlé USA's strategic transformation.

In 2018, Steve Presley was appointed Chairman and CEO of Nestlé USA.

Effective January 2022, he joined the Nestlé S.A. Executive Board as Executive Vice President and CEO of Zone North America.

Steve Presley is a director of the Board of Food Marketing Institute, USA, and a member of the CEO Roundtable of the American Heart Association.

Remy Ejel

Remy Ejel joined Nestlé in Saudi Arabia in 1998 and held various executive positions in different Markets and countries over the years.



In 2007, he assumed the role of Assistant Regional Manager in Zone Asia, Oceania and Africa (AOA) at Nestlé Headquarters in Switzerland, supporting all African countries for four years, before returning to the Middle East as Business Executive Officer Confectionery. He was appointed Country Manager for Saudi Arabia in 2013.

In 2016, Remy Ejel was appointed Chairman and CEO for the Southern African Region, where he led the successful development of the business and became Chairman and CEO of the Central West African Region in 2018. In 2020, he was appointed Chairman and CEO of Nestlé Middle East & North Africa.

Effective January 2022, Remy Ejel was appointed to the Executive Board of Nestlé S.A. as Executive Vice President and CEO of Zone Asia, Oceania and Africa.

As a representative of Nestlé, he is a member of the Board of Directors of Cereal Partners Worldwide S.A., Switzerland.

David Zhang

Before joining Nestlé, David Zhang worked in the pharmaceutical and FMCG industry for nearly 20 years, for Carrier Air Conditioner, Yusai Cosmetics, Wyeth and others.

In 2012, David Zhang joined Nestlé as Senior Operation Director of Wyeth Nutrition China, and he served as Vice President of Grocery Retail Sales of Nestlé Greater China Region in 2015 and 2016.

From 2017 to 2021, he held the position of Chief Executive Officer of Shanghai Totole Food Ltd.

In 2021, he was appointed Business Executive Officer for Food of Nestlé Greater China Region.

Effective January 2022, David Zhang joined the Nestlé S.A. Executive Board as Executive Vice President and CEO of Zone Greater China.

As a representative of Nestlé, David Zhang is a Board member of Sichuan Haoji Food Co. Ltd., China.

David Zhang serves as a Board member of Mei Nian Jian Kang, China.



David Rennie

David Rennie joined the Nestlé Group in 2005 as Marketing Director for Nestlé Confectionery in the UK and Ireland. He came to Nestlé from Procter and Gamble, where he held a number of leadership roles at local, regional and global level over a sixteen-year period from 1989 to 2005.

From 2009 until 2012, David Rennie was Managing Director, Nestlé Confectionery, UK & Ireland.

From 2012 to 2014, he held the position of Vice President, Regional Manager Zone Europe Nestlé S.A.

During the period 2014 to 2018, he was Senior Vice President, Europe of SC Johnson.

In 2018, David Rennie was appointed Senior Vice President, Head of Beverage Strategic Business Unit, Nestlé S.A.

As of January 2020, David Rennie was appointed Deputy Executive Vice President, Head of Nestlé Coffee Brands.

Effective March 2021, he was appointed to the Executive Board of Nestlé S.A. as Deputy Executive Vice President, Head of Nestlé Coffee Brands and Chairman of Nespresso.

Effective January 2024, David Rennie was promoted to Executive Vice President, Head of Nestlé Coffee Brands and Chairman of Nespresso.

As a representative of Nestlé, David Rennie serves on the Board of Froneri Lux Topco Sàrl, Luxembourg.



Stephanie Pullings Hart

Stephanie Pullings Hart joined Nestlé in 1995 and has held various roles in manufacturing, factory management, supply chain, R&D, and learning and development, moving between the Markets and Headquarters.

She first worked in Nestlé's PetCare division in the USA, as Engineer and Operations Manager and successively as a Factory Manager. In 2007, she was appointed as Program Director for Nestlé Headquarters.

She returned to the North American Market in 2010 before relocating to Nestlé Oceania, where she took on the positions of Executive Director of Technical and Production and Vice President of Operations, respectively. In 2016, Stephanie Pullings Hart was appointed as Vice President of Manufacturing at Nestlé USA.

Following several years in executive roles outside Nestlé, as Senior Vice President Global Operations for Beyond Meat and for Warby Parker, she rejoined Nestlé as Deputy Head of Operations in July 2023. She was appointed Executive Vice President of Nestlé S.A. and Head of Operations effective November 1, 2023.

Stephanie Pullings Hart is a Board member of TraceLink, Inc. USA.



Anna Mohl

Anna Mohl joined Nestlé Health Science in 2010, first leading the Medical Nutrition Marketing team, then leading the Medical Nutrition Sales team, before leading the Medical Nutrition business unit in the USA, and then becoming CEO for the USA in 2018. Most recently Anna Mohl has been CEO of its International Business since 2021.

Effective January 2024, she was appointed Executive Vice President of Nestlé S.A. and CEO of Nestlé Health Science.

Prior to joining Health Science, Anna Mohl spent seven years in various marketing and innovation roles at Nestlé USA Infant Nutrition (Gerber).

Before joining Nestlé, Anna Mohl held marketing positions at Nabisco, Unilever, and RiskMetrics Group, all in the USA.

Currently, Anna Mohl serves as a Board member of Amazentis SA, Switzerland.



Anna Manz

Anna Manz joined Nestlé S.A. in March 2024 as Executive Vice President and Chief Financial Officer.

From 2020 until February 2024, she held the position of CFO and served on the Board of Directors at London Stock Exchange Group plc, UK.

From 2016 to 2020, she was CFO and Executive Director of Johnson Matthey Plc, UK, where she led the finance, procurement and IT functions. Previously, Anna Manz spent 17 years (1999-2016) at Diageo plc, UK, where she held several senior financial roles, including Chief Strategy Officer, CFO of Asia Pacific and Group Treasurer.

Anna Manz serves on the Board of Directors of AstraZeneca PLC, UK, and is a member of its Audit Committee.



Guillaume Le Cunff

Before joining Nestlé, Guillaume Le Cunff worked as an auditor and financial analyst in France and Romania. In 1998, Guillaume Le Cunff joined Nestlé, where he first headed certain internal audit and finance functions within the Group, before moving to Nestlé Nespresso S.A. in 2007 as Chief Marketing Officer. He was appointed President of Nespresso USA in 2015.

In 2020, Guillaume Le Cunff became Global CEO of Nespresso at Nestlé International Headquarters in Vevey, Switzerland.

In 2024, he joined the Executive Board of Nestlé S.A. as Executive Vice President and CEO of Zone Europe.

As a representative of Nestlé, he is a member of the Board of Directors of Cereal Partners Worldwide S.A., Switzerland and of Lactalis Nestlé Produits Frais S.A.S., France.

Guillaume Le Cunff is a member of the Partnership for Central America's Executive Advisory Board. He is also a member of the Steering Committee of Vaud Promotion, Switzerland.



Sanjay Bahadur

Sanjay Bahadur joined Nestlé in 1982 as a Management Trainee in India, before being promoted as Financial Analyst and Management Accountant. In 1991, he joined Nestlé in Switzerland as Operations Controller.

During the period 1994 to 2008, he held the position of Chief Financial Officer in Hong Kong, Turkey and the Greater China Region, respectively.

In 2008, Sanjay Bahadur was transferred to Nestlé Headquarters Vevey, Switzerland, as Head of Acquisitions and Business Development.

Effective January 2020, he was appointed Deputy Executive Vice President of Nestlé S.A. in charge of Group Strategy and Business Development.

As a representative of Nestlé, Sanjay Bahadur holds positions on the Boards of Froneri Lux Topco Sàrl, Luxembourg and European Pizza Group TopCo S.à.r.l, Luxembourg.

Sanjay Bahadur serves on the Advisory Board of the Imperial College Business School, London, UK.



Lisa Gibby

Lisa Gibby joined Nestlé USA in 2014 as Vice President, Head of US Corporate Communications. She served as Senior Vice President Nestlé S.A., Head of Global Corporate Communications from 2020 to 2022.

In January 2023, Lisa Gibby joined the Executive Board of Nestlé S.A. as Deputy Executive Vice President and Chief Communications Officer.

Prior to Nestlé, Lisa Gibby served as Director of Global Communications of The ONE Campaign (2012–2014), an anti-poverty advocacy organization co-founded by activist and philanthropist, Bono.

Previously, she founded LKG Communications in 2008, providing a broad range of communication services to corporations, advocacy organizations and PR agencies.

Her communications background over three decades includes roles as Vice President of Corporate Communications for AOL, between 1999 and 2008; Manager, Corporate Communications for Home Box Office (HBO) from 1995 to 1999 and Senior Account Executive of Robinson, Lerer & Montgomery/Bozell PR from 1993 to 1995, all in the USA.



Compensation, shareholdings and loans

4.3 Mandates outside Nestlé

Pursuant to art. 21^{sexies} of the Articles of Association, no member of the Executive Board may hold more than two additional mandates in listed companies and four additional mandates in non-listed companies. Each of these mandates is subject to specific approval by the Board of Directors.

The following mandates are not subject to these limitations:

- mandates in companies which are controlled by Nestlé;
- mandates which a member of the Executive Board holds at the request of Nestlé or companies controlled by it. No member of the Executive Board shall hold more than 10 such mandates; and
- mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No member of the Executive Board shall hold more than 10 such mandates.

Mandates shall mean mandates in the supreme governing body of a legal entity which is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities which are under joint control are deemed one mandate.

The Board of Directors has promulgated regulations that determine additional restrictions.

All members of the Executive Board comply with the provisions set out in art. 21^{sexies} of the Articles of Association.

Mandates held in other undertakings with commercial objectives are disclosed in our Compensation Report 2024 (pages 42 and 59).

4.4 Management contracts

There are no management contracts with third parties at Nestlé.

5. Compensation, shareholdings and loans

Please refer to the Compensation Report 2024, page 33.

Shareholders' participation

6. Shareholders' participation rights

6.1 Voting rights restrictions and representation

6.1.1. Voting rights restrictions and rules on granting exceptions

and

6.1.3 Reasons for granting exceptions in the year under review

Each share registered with the right to vote entitles the holder to one vote at General Meetings ("one share, one vote"). Only persons entered in the share register as shareholders with voting rights may exercise the voting rights or the other rights related thereto (art. 5 par. 2 of the Articles of Association).

No person may exercise, directly or indirectly, voting rights, with respect to own shares or shares represented by proxy, in excess of 5% of the share capital as recorded in the commercial register. Legal entities that are linked to one another through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent such a limit, shall be counted as one shareholder (art. 11 par. 2 of the Articles of Association; see art. 11 par. 3 of the Articles of Association for exceptions to this voting restriction).

To permit the exercise of voting rights in respect of shares held by nominees, in line with art. 11 par. 4 of the Articles of Association, the Board of Directors may by means of regulations or agreements depart from the limit of 5% of the share capital as recorded in the commercial register (art. 5 par. 6 and par. 9 of the Articles of Association). The Board of Directors has granted exceptions to vote shares that in aggregate are in excess of 5% of the share capital to the following Nominees N: Chase Nominees Ltd., London, and Citibank N.A., London, as depositary for shares represented by American Depositary Receipts (please refer to point 2.6.3).

Pursuant to art. 5 par. 9 and art. 11 par. 4 of the Articles of Association, the Board of Directors has conferred to UBS AG and Credit Suisse AG (a subsidiary of UBS) as custodians the right to vote shares in excess of 5% on the basis of specific instructions provided by their clients for General Meetings.

6.1.4 Procedure and conditions for abolishing voting rights restrictions in the Articles of Association

A resolution to amend the provisions of the Articles of Association relating to:

- (i) restrictions on the exercise of voting rights and the change or removal of such restrictions, or
 - (ii) the limitation on registration or the limitation on voting rights and the change or removal of such limitations
- requires a majority of two-thirds of the shares represented and the absolute majority of the nominal value represented at the General Meeting (art. 13 of the Articles of Association). See also art. 11 par. 4 of the Articles of Association.

6.1.5 Rules on participation in the General Meeting of shareholders

There are no restrictions to the legal regime set out by Swiss law in the Articles of Association. Shareholders with voting rights may have their shares represented by the proxy of their choice.

6.1.6 Rules on instructions to the Independent Representative and on the electronic participation in the General Meeting of shareholders

The legal regime set out by Swiss law applies to instructions in written or electronic form to the Independent Representative for participation in the General Meeting of shareholders. There are no specific provisions related thereto in the Articles of Association.

6.2 Quorums required by the Articles of Association

Please refer to art. 13 of the Articles of Association.

6.3 Convocation of the General Meeting of shareholders

Nestlé S.A. statutory rules (art. 7 to 9 of the Articles of Association) do not differ from applicable legal provisions. An Extraordinary General Meeting requested by one or more shareholders whose combined holdings represent at least 5% of the share capital as recorded in the commercial register or the votes must be held as promptly as practicable following such request (art. 8 par. 2 of the Articles of Association).

Change of control and defence measures

6.4 Inclusion of items on the agenda

One or more shareholders with voting rights whose combined holdings represent at least 0.15% of the share capital as recorded in the commercial register or the votes may request that an item, or a proposal relating to an item, be included in the agenda of the General Meeting by making the request in writing to the Board of Directors at the latest 45 days before the meeting and specifying the agenda items and the proposals made (art. 9 par. 2 and par. 3 of the Articles of Association).

6.5 Entries in the share register

The relevant date to determine the shareholders' right to participate in the General Meeting on the basis of the registrations appearing in the share register is set by the Board of Directors.

7. Change of control and defence measures

7.1 Duty to make an offer

Nestlé S.A. does not have a provision on opting out or opting up in the Articles of Association.

Thus, the provisions regarding the legally prescribed threshold of 33 1/3% of the voting rights for making a public takeover offer set out in art. 135 of the Swiss Financial Market Infrastructure Act are applicable.

7.2 Clauses on change of control

There are no such agreements.

Auditors

8. Auditors

8.1 Duration of the mandate and term of office of the lead auditor

EY were first appointed on April 23, 2020, as auditors of Nestlé S.A. On April 16, 2024, EY were appointed as auditors of the Financial Statements of Nestlé S.A. and the Consolidated Financial Statements of Nestlé Group for the financial year 2024.

The audit report is signed jointly by two EY partners on behalf of EY. 2020 was the first year that Jeanne Boillet, in her capacity as lead auditor, signed the Financial Statements of Nestlé S.A. and the Consolidated Financial Statements of the Nestlé Group. The lead auditor is rotated every seven years in accordance with Swiss law.

8.2 Auditing fees

The auditing fees paid to EY in their capacity as Group auditors for 2024 amount to CHF 37.5 million including fees for services related to the review of Environmental, Social and Governance (ESG) information.

8.3 Additional fees

In addition, EY provided non-audit services amounting to CHF 9.6 million, including CHF 5.8 million for tax services, CHF 1.4 million for IS/IT advisory support, CHF 0.7 million for ESG non-audit related work, and CHF 1.7 million for other various non-audit services.

8.4 Information instruments pertaining to the external audit

EY presents to the Audit Committee a detailed report on the conduct of the Financial Statements audit, the findings on significant financial accounting and reporting issues together with the findings on the internal control system, as well as an overview of issues found during the interim audit.

In 2024, EY participated in four Audit Committee meetings, including sessions with the Audit Committee without the Group's management being present.

The Audit Committee assesses the effectiveness of the work of the auditors in accordance with Swiss law, based on their understanding of the Group's business, control, accounting and reporting issues, together with the way in which matters significant at Group level or in the statutory accounts are identified and resolved.

The Audit Committee is also informed on the work of the auditors through regular briefings of its Chair. Audit fees are ultimately approved by the Audit Committee.

The Group and EY have agreed on clear guidelines for non-audit services which are permitted for EY to provide. These services include sell-side and carve-out support on disposals and certain tax and business risk assurance and IT advisory support. These guidelines ensure EY's independence in their capacity as auditors to the Group. EY monitors its independence throughout the year and confirms its independence to the Audit Committee annually.

9. Information policy

Investor Relations – guiding principles

Nestlé is committed to open and consistent communication with shareholders and other interested parties. The objective is to ensure that the perception of those parties about the historical record, current performance and future prospects of Nestlé is in line with management's understanding of the actual situation at Nestlé. The guiding principles of this policy are that Nestlé gives equal treatment to shareholders in equal situations, that any price-sensitive information is published in a timely fashion, and that information is provided in a format that is as full, simple, transparent and consistent as possible.

Methodology

Each year, Nestlé produces a detailed Annual Report, which consists of i) the Annual Review, ii) the Consolidated Financial Statements of the Nestlé Group, iii) the Financial Statements of Nestlé S.A., iv) the Corporate Governance Report, and v) the Compensation Report. The Consolidated Financial Statements are prepared according to the IFRS Accounting Standards. Nestlé also publishes the Non-Financial Statement, which includes reporting on non-financial matters in accordance with the Swiss Code of Obligations. The Half-Year Report, consisting of the Half-Year Income Statement, Balance Sheet and Cash Flow Statement, complements the Annual Report.

In addition to its Financial Statements for the full-year and the half-year, Nestlé publishes its sales figures for the first three months and nine months. Press releases accompany the financial results and sales announcements, and are also issued at the time of potentially price-sensitive events, such as significant acquisitions and divestments, joint venture agreements or alliances. These communications are publicly available on the internet. Major announcements, such as results of corporate activity and investor seminars, are accompanied by a presentation broadcast "live" on the internet.

Furthermore, Nestlé has an active investor relations (IR) program. Throughout the year, IR engages with investors (current or prospective) and relevant sell-side analysts in virtual and in-person meetings, conference calls, roadshows, broker conferences, or other events. In certain cases, members of management might also participate in some meetings with the financial community, including group and one-to-one meetings. Topics of discussion may include recently announced financial results, recent corporate activity, or the longer-term strategy of the Group; they are not an occasion for the disclosure of new information which might encourage investment decisions. Specifically on governance topics, the Company engages in an active dialogue with investors through regular Chairman's Roundtables, surveys, and bilateral exchanges, which are reported to the Chair's and Corporate Governance Committee or the Board.

The Company uses its website (www.nestle.com/investors) to ensure rapid and equitable distribution of information. There are also links to further non-financial information that may be of interest to investors, including areas such as the environment, sustainability, notably the Creating Shared Value at Nestlé 2024 publication, and news about brands and innovation. A corporate calendar of relevant dates is displayed on page 61 of the Annual Review 2024 and is available on the IR events pages (www.nestle.com/investors/events).

The Nestlé Investor Relations Department can be contacted via the following coordinates:

Contact

Investor Relations
Nestlé S.A., Avenue Nestlé 55
1800 Vevey (Switzerland)
Tel.: +41 (0)21 924 35 09
E-mail: ir@nestle.com

Close Periods

10. Close Periods

The Nestlé Policy on Inside Information foresees the following Close Periods, during which trading in Nestlé S.A. shares and other Nestlé securities is not allowed: January 1 up to and including the trading day of the public announcement of the annual results; April 1 up to and including the trading day of the public announcement of the sales figures of the Nestlé Group for the first three months; July 1 up to and including the trading day of the public announcement of the half-yearly results; and October 1 up to and including the trading day of the public announcement of the sales figures for the first nine months. The Close Periods cover the members of the Board of Directors and Executive Board of Nestlé S.A., as well as relevant employees of departments at the Headquarter who have access to privileged information related to the preparation and communication of the full-year and interim financial statements. In addition, they cover relevant employees in Globally Managed Businesses and Key Markets of the Nestlé Group who have access to such information. No exceptions are granted.

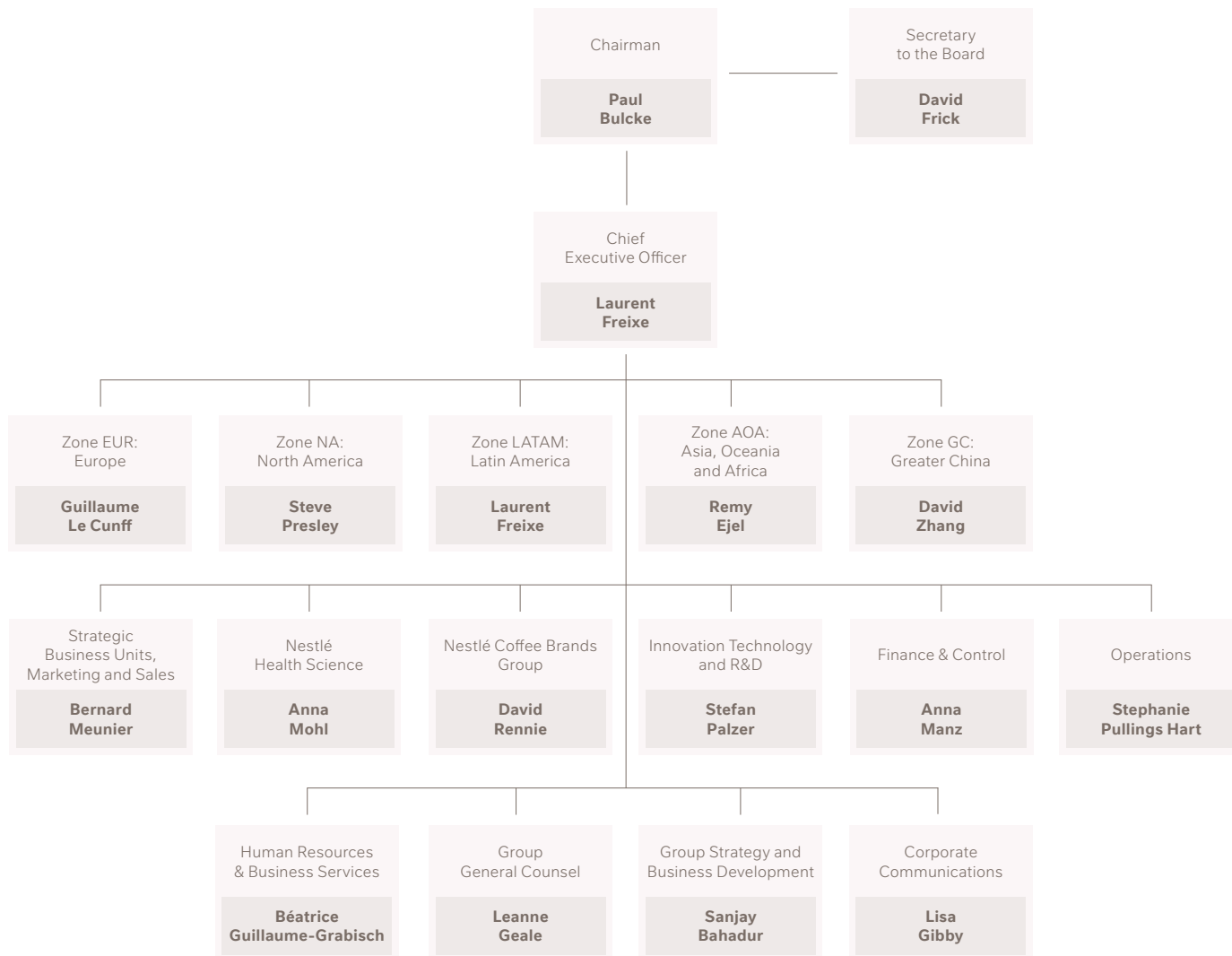
General Organization of Nestlé S.A.

at December 31, 2024

Executive Board

Laurent Freixe
 Stefan Palzer
 Béatrice Guillaume-Grabisch
 Leanne Geale
 Bernard Meunier
 Steve Presley
 Remy Ejel
 David Zhang

Stephanie Pullings Hart
 David Rennie
 Anna Mohl
 Anna Manz
 Guillaume Le Cunff
 Sanjay Bahadur
 Lisa Gibby



Compensation Report 2024

Compensation Report 2024

Introduction

The future success of Nestlé is dependent on its ability to attract, motivate and retain the right talented employees. Among the various programs to support this ambition is a competitive remuneration policy. Nestlé believes in a performance culture as well as good corporate governance and corporate social responsibility.

Therefore, remuneration at Nestlé is based on the following principles:

- pay for performance to support the Company's short-term and long-term objectives;
- compensation aligned with long-term Group strategy and shareholders' interests;
- coherence in our remuneration plans and levels throughout the Company;
- competitiveness versus external market comparisons;
- appropriate balance of fixed and variable remuneration and short-term and long-term rewards.

This Compensation Report shall be submitted to the advisory vote of the shareholders at the Annual General Meeting 2025.

At the 2024 Annual General Meeting, shareholders approved the total compensation budgets for the Board of Directors and the Executive Board with large majorities.

To ensure complete accountability, the shareholders will be able to retrospectively vote on the Compensation Report and payouts in a consultative vote.

Changes to compensation

For 2024, the payout range for the short-term bonus has been expanded to a maximum of 150% to align with market practice.

Governance

The Board of Directors has the overall responsibility for defining the compensation principles used in the Group. Pursuant to art. 21^{bis} of Nestlé S.A.'s Articles of Association ^(*), the total compensation of the Board of Directors and the Executive Board is subject to approval by the shareholders, upon proposal by the Board of Directors.

As of December 31, 2024, the governance for setting the compensation of the members of the Board of Directors and the Executive Board is defined as follows:

Compensation of	Recommended by	Approved by
Board of Directors as a whole	Board of Directors	Shareholders
Executive Board as a whole	Board of Directors	Shareholders
Chair of the Board, CEO	Compensation Committee	Board of Directors ^(a)
Non-executive members of the Board of Directors	Compensation Committee	Board of Directors ^(b)
Members of the Executive Board	CEO together with Chair	Compensation Committee ^(c)

(a) Chair as well as CEO not voting on own compensation, and not participating in the relevant meetings.

(b) Members not voting on own compensation to the extent that Committee fees are concerned.

(c) Executive Board members not participating in the relevant meetings.

Compensation Committee (CC)

The CC is governed by the Compensation Committee Charter (see point 3.5.2 in the Corporate Governance section). The Committee consists of the Chair, who is an independent and non-executive member of the Board. The other members shall be a minimum of three other non-executive members of the Board.

The members of the CC have been elected by the shareholders for one year. The Chair was appointed by the Board of Directors. On December 31, 2024, the composition of the CC is as follows:

Chair	Members
Dick Boer	Pablo Isla
	Patrick Aebischer
	Dinesh Paliwal

The tasks and areas of responsibility of the CC are described on page 14 of the Corporate Governance Report 2024.

(*) Nestlé S.A.'s Articles of Association can be found on page 65 and at www.nestle.com/investors/corporate-governance/articles

Board of Directors

Principles of compensation for the members of the Board of Directors

Governance

Pursuant to art. 21^{bis} par. 1 of Nestlé S.A.'s Articles of Association, the General Meeting shall approve annually the proposal of the Board of Directors in relation to the maximum aggregate amount of the compensation of the Board of Directors for the period until the next Annual General Meeting ^(a).

In the event the General Meeting has not approved a proposal of the Board of Directors, the Board of Directors shall determine the respective maximum aggregate amount or maximum partial amounts of compensation provided that:

- a) the Board of Directors takes into account (i) the proposed maximum aggregate amount of compensation; (ii) the decision of the General Meeting and, to the extent known to the Board of Directors, the main reasons for the negative vote; and (iii) Nestlé's compensation principles; and
- b) the Board of Directors submits the amount(s) so determined for approval by the same General Meeting, a subsequent Extraordinary General Meeting or the next Annual General Meeting (art. 21^{bis} par. 2 of the Articles of Association).

The compensation of the members of the Board of Directors is subject to "claw back" rules in accordance with art. 678 of the Swiss Code of Obligations. Members of the Board of Directors could be obligated to return benefits received from the Company to the extent that these are manifestly disproportionate to the performance rendered in return and to the Company's economic situation (including as a result of fraud or accounting misstatement).

Principles

The remuneration of the members of the Board of Directors is set to attract and retain highly qualified individuals to serve on the Board of Directors. The level of remuneration reflects the time and effort required from the members in fulfilling their Board and Committee responsibilities. The pay structure (cash and blocked shares) is designed to ensure the Board's focus on the long-term success of the Company. There is no variable compensation for non-executive members of the Board of Directors, in order to ensure a proper level of independence.

The principal benchmark used to define Board remuneration is a selection of large Swiss Market Index (SMI) companies ^(b), adjusted for the size of Nestlé. These figures are periodically reviewed against this benchmark.

Compensation 2024 for the members of the Board of Directors

Board membership fees and allowances

With the exception of the Chair and the CEO, each member of the Board of Directors receives a Board membership fee of CHF 280 000 and an Expense Allowance of CHF 15 000. These figures have remained unchanged since 2006.

(a) The Board of Directors may submit for approval by the General Meeting deviating or additional proposals relating to the same or different periods.

(b) Novartis, Roche, Richemont, ABB, UBS and Credit Suisse.

Members of a Board Committee receive the following additional fees ^(a):

	Chair	Members
Chair's and Corporate Governance Committee	CHF 300 000	CHF 200 000
Compensation Committee	CHF 150 000	CHF 70 000
Nomination Committee	CHF 150 000	CHF 70 000
Sustainability Committee	CHF 150 000	CHF 70 000
Audit Committee	CHF 150 000	CHF 100 000

(a) The Chair and the CEO Committee fees are included in their total remuneration.

Committee membership on December 31, 2024

	Chair's and Corporate Governance Committee	Compensation Committee	Nomination Committee	Sustainability Committee	Audit Committee
Paul Bulcke, Chairman	• (Chair)		•		
Pablo Isla, Vice-Chairman, Lead Independent Director	•	•	• (Chair)		
Renato Fassbind	•				• (Chair)
Hanne Jimenez de Mora	•			• (Chair)	
Dick Boer	•	• (Chair)		•	
Patrick Aebischer		•			
Dinesh Paliwal		•	•		
Lindiwe M. Sibanda				•	
Chris Leong				•	
Luca Maestri					•
Rainer Blair					•
Marie-Gabrielle Ineichen-Fleisch			•		
Geraldine Matchett					•

The above fees and allowances cover the period between the Annual General Meeting 2024 and the Annual General Meeting 2025. They are paid in two instalments in arrears. Board membership and Committee fees are paid 50% in cash and 50% in Nestlé S.A. shares, which are subject to a three-year blocking period. The blocking period remains applicable upon termination of the mandate.

The number of Nestlé S.A. shares is determined by taking the closing price of the share on the SIX Swiss Exchange on the ex-dividend date of the respective financial year.

Henri de Castries and Kimberly A. Ross did not stand for re-election at the Annual General Meeting on April 18, 2024, and left the Board of Directors.

Compensation payout 2024

At the Annual General Meeting of April 18, 2024, the shareholders approved a maximum compensation for the Board of Directors of CHF 10 million for the period from the Annual General Meeting 2024 to the Annual General Meeting 2025. The total actual compensation payout for this period including social security contributions is CHF 9 762 642.

Audited (*) Summary of compensation 2024 **

	Cash in CHF ^(a)	Market value of shares in CHF ^(b)	Total Cash & Shares	Social security & addit. Fees ^(c)	Total Compensation
Paul Bulcke, Chairman	—	3 500 000	3 500 000	29 400	3 529 400
Pablo Isla, Vice Chairman, Lead Independent Director	365 000	350 000	715 000	29 400	744 400
Renato Fassbind	330 000	315 000	645 000	29 400	674 400
Patrick Aebischer	190 000	175 000	365 000	42 695	407 695
Dick Boer	365 000	350 000	715 000	—	715 000
Dinesh Paliwal	225 000	210 000	435 000	19 806	454 806
Hanne Jimenez de Mora	330 000	315 000	645 000	29 400	674 400
Lindiwe M. Sibanda	190 000	175 000	365 000	43 886	408 886
Chris Leong	190 000	175 000	365 000	18 886	383 886
Luca Maestri	205 000	190 000	395 000	20 365	415 365
Rainer Blair	205 000	190 000	395 000	20 365	415 365
Marie-Gabrielle Ineichen-Fleisch	190 000	175 000	365 000	18 886	383 886
Geraldine Matchett	205 000	190 000	395 000	23 622	418 622
Total for 2024	2 990 000	6 310 000	9 300 000	326 111	9 626 111

** The above table shows the annual compensation due covering the twelve-month period starting with the Annual General Meeting.

- (a) The cash amount includes the expense allowance of CHF 15 000. The Chairman receives no expense allowance.
- (b) The Board is paid in arrears (25% in October 2024 and 75% in April 2025). The Nestlé S.A. shares equivalent to 50% of the annual remuneration will be delivered at the end of the Board year in April 2025. They will be valued at the closing price of the share on the SIX Swiss Exchange on the ex-dividend date 2025. The actual number of shares delivered will be published in the Compensation Report 2025. In 2024, 68 737 shares have been delivered to the Board.
- (c) Since Company contributions to social security are based on full earnings, whereas benefits are capped, only contributions that lead to future benefits are included. The additional cost to the Company taking into account full social security employer contributions is CHF 136 531 in 2024. For details of additional fees, see page 41. The amount includes as well pension contributions for one Board member who is not exempted from mandatory occupational benefit plans in Switzerland.

(*) Sections highlighted with a blue bar are audited by the statutory auditor. They include all elements the Company needs to disclose pursuant to art. 734a to 734f of the Swiss Code of Obligations.

Audited (*) **Summary of compensation 2023 ****

	Cash in CHF ^(a)	Market value of shares in CHF ^(b)	Total Cash & Shares	Social security & addit. Fees ^(c)	Total Compensation
Paul Bulcke, Chairman	—	3 500 000	3 500 000	29 400	3 529 400
Ulf Mark Schneider, Chief Executive Officer ^(d)	—	—	—	—	—
Henri de Castries, Vice Chairman, Lead Independent Director	380 000	365 000	745 000	29 400	774 400
Renato Fassbind	330 000	315 000	645 000	29 400	674 400
Patrick Aebischer	190 000	175 000	365 000	42 695	407 695
Pablo Isla	330 000	315 000	645 000	29 400	674 400
Kimberly A. Ross	205 000	190 000	395 000	—	395 000
Dick Boer	225 000	210 000	435 000	—	435 000
Dinesh Paliwal	225 000	210 000	435 000	19 806	454 806
Hanne Jimenez de Mora	330 000	315 000	645 000	29 400	674 400
Lindiwe M. Sibanda	190 000	175 000	365 000	43 886	408 886
Chris Leong	190 000	175 000	365 000	18 886	383 886
Luca Maestri	205 000	190 000	395 000	20 365	415 365
Rainer Blair	155 000	140 000	295 000	15 435	310 435
Marie-Gabrielle Ineichen-Fleisch	190 000	175 000	365 000	18 886	383 886
Total for 2023	3 145 000	6 450 000	9 595 000	326 959	9 921 959

** The above table shows the annual compensation due covering the twelve-month period starting with the Annual General Meeting.

- (a) The cash amount includes the expense allowance of CHF 15 000. The Chairman receives no expense allowance.
- (b) The Board is paid in arrears (25% in October 2023 and 75% in April 2024). The Nestlé S.A. shares equivalent to 50% of the annual remuneration will be delivered at the end of the Board year in April 2024. They will be valued at the closing price of the share on the SIX Swiss Exchange on the ex-dividend date 2024. The actual number of shares delivered will be published in the Compensation Report 2024. In 2023, 55 042 shares have been delivered to the Board.
- (c) Since Company contributions to social security are based on full earnings, whereas benefits are capped, only contributions that lead to future benefits are included. The additional cost to the Company taking into account full social security employer contributions is CHF 140 246 in 2023. For details of additional fees, see page 41.
- (d) The CEO's compensation is disclosed in its entirety under compensation of the Executive Board.

Paul Bulcke, in his capacity as active, non-executive Chairman, received Nestlé S.A. shares, which are blocked for three years. In addition to his responsibilities for the governance and strategy of the Group, this reflects specific responsibilities for the direction and control of the Group, including the support of Nestlé Health Science through its Strategic Advisory Council, the direct leadership of Nestlé's interests in L'Oréal and the chairmanship of the Nestlé Science & Technology Advisory Council. Paul Bulcke maintains close relationships with shareholders, including through worldwide Chairman's Roundtables. He also engages with other stakeholders, including through his Co-Chairmanship of the 2030 Water Resources Group (WRG) and his membership of the WEF Community of Chairpersons. The remuneration includes all compensation received in relation to these activities.

	2024		2023
	Value in CHF	Number	Value in CHF
Cash compensation	—		—
Blocked shares (market value) ^(a)	3 500 000	37 298	3 500 000
Total Cash & Shares	3 500 000		3 500 000
Company contribution to compulsory Swiss social security ^(b)	29 400		29 400
Total compensation	3 529 400		3 529 400

(a) The Chairman is paid in arrears. The Nestlé S.A. shares equivalent to 100% of the annual remuneration will be delivered at the end of the Board year in April 2025. They will be valued at the closing price of the share on the SIX Swiss Exchange on the ex-dividend date 2025. The actual number of shares delivered will be published in the Compensation Report 2025.

(b) Since Company contributions to social security are based on full earnings, whereas benefits are capped, only contributions that lead to future benefits are included. The additional cost to the Company taking into account full social security employer contributions is CHF 127 216 in 2023 and in 2024.

Share ownership of the non-executive members of the Board of Directors and closely related parties on December 31, 2024

	Number of shares held ^(a)
Paul Bulcke, Chairman	1 545 209
Pablo Isla, Vice Chairman, Lead Independent Director	15 334
Renato Fassbind	62 083
Patrick Aebischer	18 911
Dick Boer	10 391
Dinesh Paliwal	8 609
Hanne Jimenez de Mora	13 221
Lindiwe M. Sibanda	4 803
Chris Leong	3 392
Luca Maestri	3 683
Rainer Blair	1 645
Marie-Gabrielle Ineichen-Fleisch	8 231
Geraldine Matchett	—
Total as at December 31, 2024	1 695 512
Total as at December 31, 2023	1 663 993

(a) Including shares subject to a three-year blocking period.

There are no stock options held by any non-executive member of the Board of Directors and closely related parties.

Other audited information regarding the Board of Directors

Loans

There are no loans to members of the Board of Directors. Loans to a member of the Board of Directors may only be granted at market conditions and may, at the time of grant, not exceed the respective member's most recent total annual compensation (art. 21^{septies} of the Articles of Association).

Additional fees and remuneration of the Board of Directors

There are no additional fees or remuneration paid by Nestlé S.A. or any of its Group companies, directly or indirectly, to members of the Board of Directors, except for CHF 25 000 paid to Patrick Aebischer, who serves on the Nestlé Science & Technology Advisory Council, and CHF 25 000 paid to Lindiwe Sibanda who serves on the Creating Shared Value (CSV) Council.

Compensation and loans for former members of the Board of Directors

There was no compensation conferred during 2024 on former members of the Board of Directors. Similarly, there are no loans outstanding to former members of the Board of Directors.

Compensation or loans to related parties of members of the Board of Directors

In 2024, no compensation was paid to related parties of members of the Board of Directors and there were no loans outstanding to related parties.

Mandates on December 31, 2024

As at December 31, 2024, the members of the Board of Directors held the following comparable positions in other undertakings with commercial objectives.

	Mandates in listed companies	Function	Mandates in non-listed companies	Function
Paul Bulcke	L'Oréal S.A.	<ul style="list-style-type: none"> – Board member – Vice Chairman – Strategy and Sustainable Development Committee, member – Nominations and Governance Committee, member – Human Resources and Remuneration Committee, member 	J.P. Morgan International Council	– Member
Pablo Isla			Bertelsmann SE & Co. KGaA	– Board member
			Fonte Films S.L.	– Chairman
			Cinven Ltd	– Global Senior Advisor
Renato Fassbind			Microcaps AG	<ul style="list-style-type: none"> – Board member – Chairperson
Hanne Jimenez de Mora			IMD Business School	<ul style="list-style-type: none"> – Board member – Vice Chair
Dick Boer	Shell plc	<ul style="list-style-type: none"> – Board member – Senior Independent Non-Executive Director – Deputy Chair – Audit & Risk Committee, member – Nomination and Succession Committee, member – Remuneration Committee, member 	SHV Holdings N.V.	<ul style="list-style-type: none"> – Board member – Vice Chair
	Just Eat Takeaway.com	<ul style="list-style-type: none"> – Board member & Chairman – Audit Committee, member – Nomination and Remuneration Committee, member 	Het Concertgebouw N.V.	– Board member & Chairman

Audited

	Mandates in listed companies	Function	Mandates in non-listed companies	Function
Patrick Aebischer	PolyPeptide Group AG	– Board member – Vice Chairman & Lead Independent Director	NistronTech Sàrl	– Board member
			Amazentis SA	– Board member – Vice Chairman
			Swiss Vaccine SA	– Board member
			Vandria SA	– Board member – Chairman
			EPFL	– Honorary Professor
Dinesh Paliwal	KKR & Co. Inc.	– Partner	Marelli & Koki Holdings Co. Ltd.	– Board member – Non-Executive Chairman
Lindiwe M. Sibanda			University of Pretoria	– Professor Extraordinary
			Linds Agriculture Services PVT Ltd.	– Managing Director
Chris Leong	Schneider Electric SE	– Chief Marketing Officer		
Luca Maestri	Apple Inc.	– Chief Financial Officer		
Rainer Blair	Danaher Corporation	– President & CEO – Board member – Executive Committee, member – Science & Technology Committee, member		
Marie-Gabrielle Ineichen-Fleisch	BVZ Holding AG	– Board member	KIBAG Holding AG	– Board member
			Schweizerische Mobiliar Genossenschaft	– Board member
			F.G. Pfister Holding AG	– Board member
Geraldine Matchett	ABB Ltd.	– Board member		
	Swiss Re Ltd.	– Board member		

Mandates on December 31, 2023

As at December 31, 2023, the members of the Board of Directors held the following comparable positions in other undertakings with commercial objectives.

	Mandates in listed companies	Function	Mandates in non-listed companies	Function
Paul Bulcke	L'Oréal S.A.	Board member Vice Chairman Strategy and Sustainable Development Committee, member Nominations and Governance Committee, member Human Resources and Remuneration Committee, member	J.P. Morgan International Council	Member
Ulf Mark Schneider	Roche Holding Ltd	Board member		
Henri de Castries	Stellantis N.V.	Board member Lead Independent Director	General Atlantic	Senior Advisor Chairman of Europe
			AXA Assurances Vie Mutuelle	Board member
			AXA Assurances IARD Mutuelle	Board member
Renato Fassbind				
Patrick Aebischer	Logitech International SA	Board member Nominating and Governance Committee, member	NistronTech Sàrl	Board member
	PolyPeptide Group AG	Board member Vice Chairman & Lead Independent Director	Amazentis SA	Board member Vice Chairman
			Swiss Vaccine SA	Board member
			Vandria SA	Board member
			EPFL	Honorary Professor
Pablo Isla			Amara NZero S.A.	Chairman
			Fonte Films S.L.	Chairman
Kimberly A. Ross	The Cigna Group	Board member Finance Committee, member Audit Committee, Chair		
	Northrop Grumman Corporation	Board member Audit Committee, member Policy Committee, member		
	KKR Co. Inc.	Board member		

Audited

	Mandates in listed companies	Function	Mandates in non-listed companies	Function
Dick Boer	Shell plc	Board member-Senior Independent Non-Executive Director Deputy Chair Audit & Risk Committee, member Nomination and Succession Committee, member Remuneration Committee, member	SHV Holdings N.V.	Board member
	Just Eat Takeaway.com	Board member & Chairman	Het Concertgebouw N.V.	Board member & Chairman
Dinesh Paliwal	KKR & Co. Inc.	Partner	Marelli & Koki Holdings Co. Ltd.	Board member Non-Executive Chairman
Hanne Jimenez de Mora			Microcaps AG	Board member Chairperson
			IMD Business School	Board member Vice Chair
Lindiwe M. Sibanda			University of Pretoria	Professor Extraordinary Director
			Linds Agriculture Services PVT Ltd.	Managing Director
Chris Leong	Schneider Electric SE	Chief Marketing Officer		
Luca Maestri	Apple Inc.	Chief Financial Officer		
Rainer Blair	Danaher Corporation	President & CEO Board member Science & Technology Committee, member		
Marie-Gabrielle Ineichen-Fleisch			KIBAG Holding AG	Board member
			Schweizerische Mobiliar Genossenschaft	Board member
			F.G. Pfister Holding AG	Board member

Executive Board

Principles of compensation for members of the Executive Board

Governance

Pursuant to art. 21^{bis} par. 1 of Nestlé S.A.'s Articles of Association (*), the General Meeting shall approve annually the proposal of the Board of Directors in relation to the maximum aggregate amount of the compensation of the Executive Board for the following financial year (**).

In the event the General Meeting has not approved a proposal of the Board of Directors, the Board of Directors shall determine the respective maximum aggregate amount or maximum partial amounts of compensation, provided that:

- a) the Board of Directors takes into account: (i) the proposed maximum aggregate amount of compensation; (ii) the decision of the General Meeting and, to the extent known to the Board of Directors, the main reasons for the negative vote; and (iii) Nestlé's compensation principles; and
- b) the Board of Directors submits the amount(s) so determined for approval by the same General Meeting, a subsequent Extraordinary General Meeting or the next Annual General Meeting (art. 21^{bis} par. 2 of the Articles of Association).

If the maximum aggregate amount of compensation already approved by the General Meeting is not sufficient to also cover compensation of one or more members who become members of or are being promoted within the Executive Board during a compensation period for which the General Meeting has already approved the compensation of the Executive Board, Nestlé or companies controlled by it shall be authorized to pay such member(s) a supplementary amount during the compensation period(s) already approved. The total supplementary amount shall not exceed 40% of the aggregate amount of compensation of the Executive Board last approved by the General Meeting per compensation period (art. 21^{ter} of the Articles of Association).

Principles

The principles of compensation for members of the Executive Board are the following:

Pay for performance

The Total Direct Compensation for the members of the Executive Board includes a fixed portion (Annual Base Salary) and a variable portion (Short-Term Bonus and Long-Term Incentives). The fixed compensation takes into account individual performance. Variable compensation is determined based on collective and individual performance. These are intended to ensure a major part of executive rewards are contingent on achieving demanding performance goals.

Alignment with long-term company strategy and shareholder interests

Compensation for members of the Executive Board is aligned with company strategy and shareholders' interests. The Short-Term Bonus payout is determined by the degree of achievement of a number of objectives aligned to annual business plans. Long-Term Incentives are provided in the form of share-based instruments, therefore ensuring alignment with shareholders' interests. In 2024, the main Long-Term Incentive instrument was the Performance Share Unit Plan (PSUP). PSUs have a vesting period of three years, with a further holding period of two years for Executive Board members, leading to a total restriction period of five years. Their alignment with shareholder interests is reinforced through payouts being tied to underlying Earnings per Share (EPS) growth, relative Total Shareholder Return (TSR) performance, Return on Invested Capital (ROIC) and reduction in greenhouse gas emissions.

Coherence in remuneration plans and levels throughout the Company

The Company aims to align remuneration plans across the Group and to ensure that compensation rewards are appropriate for the added responsibilities of positions held. This is reflected in the relative remuneration levels of the Executive Board.

(*) Nestlé S.A.'s Articles of Association can be found on page 65 and at www.nestle.com/investors/corporate-governance/articles

(**) The Board of Directors may submit for approval by the General Meeting deviating or additional proposals relating to the same or different periods.

Compensation to be internationally competitive by using selected benchmarks

The compensation packages for the members of the Executive Board need to be competitive in a dynamic international environment. Nestlé targets its overall remuneration policy to be between the median and the 75th percentile of the selected external benchmarks (please refer to page 52). Whenever appropriate, the benchmark values are adjusted for the size of Nestlé. The market competitiveness of the compensation of the Executive Board is therefore periodically assessed using the services of Willis Towers Watson, a reputed international human capital and benefits consultancy.

The total compensation package consists of the following elements:

1. Base Salary

The Base Salary is the foundation of the total compensation. It reflects the experience, expertise and sustained performance of the Executive Board member, as well as taking into account external market competitiveness. It also serves as the basis for determining the Short-Term Bonus target levels and the allocation of Long-Term Incentives. The Base Salary is reviewed annually by the Compensation Committee. Criteria for adjustments are individual contribution and the level of competitiveness against the benchmarks.

2. Short-Term Bonus

The Short-Term Bonus is intended to reward results achieved against annual collective and individual objectives related to Nestlé's overall business strategy. The Short-Term Bonus is paid in cash and/or in Nestlé S.A. shares ^(*), which are subject to a three-year blocking period.

Governance

Pursuant to art. 21^{quater} of Nestlé S.A.'s Articles of Association ^(**), variable compensation may comprise short-term compensation elements, and shall be subject to caps expressed as predetermined multipliers of the respective target levels.

Short-term compensation elements are governed by performance metrics that take into account the performance of Nestlé and/or parts thereof, targets in relation to the market, to other companies or to comparable benchmarks and/or individual targets, and achievement of which is generally measured based on a one-year period. The annual target level of the short-term compensation elements is determined as a percentage of the Base Salary; depending on achieved performance, the compensation may amount up to a pre-determined multiplier of target level.

The Board of Directors or, to the extent delegated to it, the Compensation Committee, determines performance metrics and target levels, and their achievement.

(*) or American Depositary Receipts

(**) Nestlé S.A.'s Articles of Association can be found on page 65 and at www.nestle.com/investors/corporate-governance/articles

Objectives 2024

The Short-Term Bonus (Annual Bonus) is based on a bonus target expressed in % of the Annual Base Salary.

In 2024, the following target levels were applicable

- CEO: 150%;
- Executive Vice President: 100%;
- Deputy Executive Vice President: 80%.

For the CEO and the CFO, 85% of the target is linked to performance against the Nestlé Group objectives (see below) and 15% to Environmental, Social and Governance (ESG) objectives. For the other members of the Executive Board, at least 35% of the target is linked to business performance, to ensure accountability for Nestlé's results; for Function Heads, 50% is tied to functional objectives, 35% to Group performance and 15% to ESG objectives; for Zone or Business Heads, 60% is tied to business objectives they are directly responsible for, 25% to Group performance and 15% to ESG objectives.

In case an executive reaches all objectives in full, the bonus payout will correspond to the targeted level. If one or more objectives are not reached, the bonus is reduced. The bonus payout is capped at a maximum of 150% (2023: 130%) of the target. There is no guarantee for the payout of a minimum bonus.

Members of the Executive Board can elect to receive part or all of their Short-Term Bonus in Nestlé S.A. shares ^(*). The CEO has to take a minimum of 50% in shares.

The number of shares granted is determined using the average market closing price of the last ten trading days of January 2025.

Group objectives

Every year, the Board of Directors defines a set of key quantitative operational objectives, which comprise the main elements in determining the annual Group performance for the following year. These are linked to measurable financial objectives. In 2024, their weighting was 60% Organic Growth and 40% Profitability (Underlying Trading Operating Profit margin).

Additional quantitative and qualitative objectives, set by the Board of Directors in line with Nestlé's strategy, are also used to determine the Nestlé Group performance. This set of additional objectives reflects market shares, capital expenditure, structural cost optimization, progress on digitalization, strengthening Nestlé's values and culture, and further progress on quality and safety.

The above objectives are kept under review by the Board of Directors to ensure that they are aligned with Nestlé's business objectives and its strategic ambition.

Business and functional objectives

Business and functional objectives are determined by the CEO for each member of the Executive Board. They are related to the individual area of responsibility and are of a financial or non-financial nature.

Environmental, Social and Governance (ESG) objectives

ESG objectives (15% of the target) are set annually by the Compensation Committee and reflect selected performance measures from the Company's ESG/Sustainability agenda. For 2024, they relate to affordable nutrition with micro nutrients, reduction of greenhouse gas emissions, virgin plastic reduction, reduction of water use in factories and management positions held by women. These five objectives are equally weighted at 3% each.

(*) or American Depositary Receipts

3. Long-Term Incentives

Long-Term Incentives are intended to reward sustained business success and overall shareholder value creation as well as to retain key senior management members.

Governance

Pursuant to art. 21^{quater} of Nestlé S.A.'s Articles of Association ^(*), variable compensation may comprise long-term compensation elements, and shall be subject to caps expressed as pre-determined multipliers of the respective target levels.

Long-term compensation elements are governed by performance metrics that take into account strategic objectives of Nestlé, achievement of which is generally measured based on a multi-annual period. The annual target level of the long-term compensation elements is determined as a percentage of the Base Salary; depending on the achieved performance, the compensation may amount up to a pre-determined multiplier of the target level. Vesting periods, as determined by the Board of Directors or, to the extent delegated to it, the Compensation Committee, shall be at least three years. See further art. 21^{quater} par. 6 to par. 8 of the Articles of Association.

The Board of Directors or, to the extent delegated to it, the Compensation Committee determines performance metrics and target levels, and their achievement.

Target levels 2024

In 2024, members of Nestlé's Executive Board were eligible to receive Long-Term Incentives in the form of Performance Share Units under the Performance Share Unit Plan (PSUP). The grant value for Long-Term Incentives in 2024 was the following:

- CEO: 150% of the Annual Base Salary
- Executive Vice President and Deputy Executive Vice President: 100% of the Annual Base Salary

The PSUP provides units which entitle participants to receive Nestlé S.A. shares at the end of the three-year vesting period. These shares remain blocked for a further period of two years for Executive Board members.

The level at which PSUs vest is determined by the degree by which the four performance measures of the PSUP are met over the full three-year vesting period. These four criteria are:

- the growth of underlying Earnings per Share (EPS) in constant currencies;
- the relative Total Shareholder Return (TSR) of the Nestlé S.A. share in relation to the STOXX Global 1800 Food & Beverage Gross Return Index;
- the Return on Invested Capital (ROIC) and
- the reduction in greenhouse gas emissions.

Growth of underlying Earnings per Share, Total Shareholder Return performance in relation to peers, Return on Invested Capital and reduction in greenhouse gas emissions are commonly used measures to determine senior management long-term performance in the industry. Growth of underlying Earnings per Share will be weighted at 40%, Total Shareholder Return Performance, Return on Invested Capital and reduction in greenhouse gas emissions at 20% respectively to determine the vesting level of the initial PSU award.

All four performance measures will be subject to Compensation Committee review in case of extraordinary events.

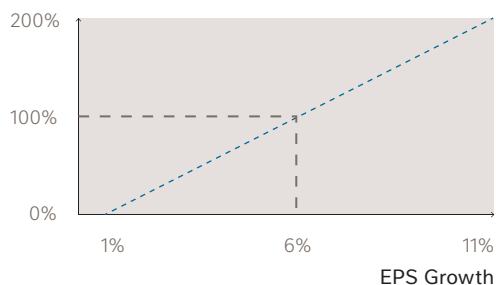
The PSUP covers the Executive Board, Senior Vice Presidents and selected Vice Presidents and Assistant Vice Presidents. A Restricted Stock Unit Plan (RSUP) applies to all other participants.

(*) Nestlé S.A.'s Articles of Association can be found on page 65 and at www.nestle.com/investors/corporate-governance/articles

The following charts show the different potential levels of achievement for each of the four measures for the 2024 PSUP grant.

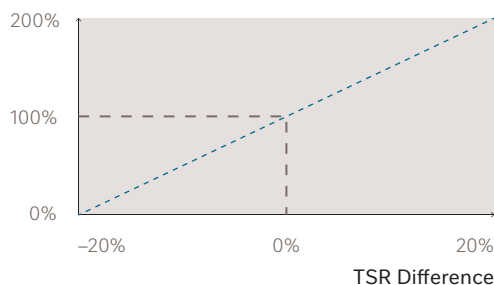
**Underlying EPS Growth
(constant currencies)**

Achievement



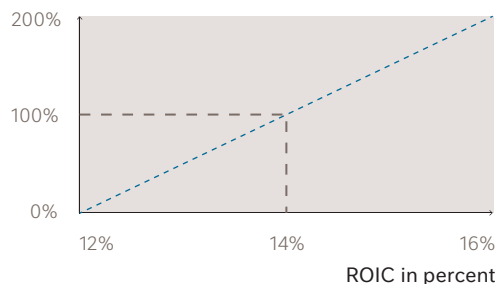
**TSR Difference
(Nestlé vs. Index)**

Achievement



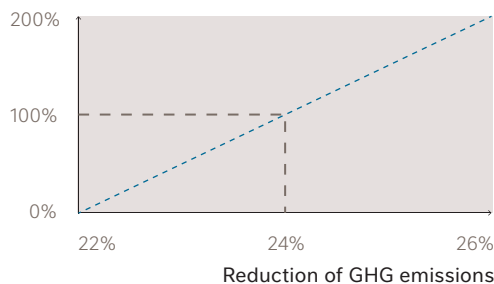
ROIC (in percent)

Achievement



**Reduction of Greenhouse Gas (GHG)
emissions**

Achievement

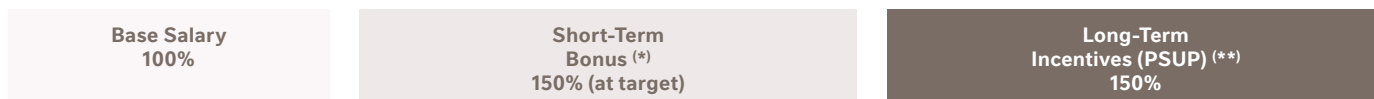


The total vesting level will be determined by applying, at the end of the vesting period, a weight of 40% for Underlying EPS Growth, 20% for TSR Difference, 20% for ROIC and 20% for the Reduction of Greenhouse Gas emissions, and by adding up the four elements.

The vesting range of the PSU starts at 0% and is capped at 200% of the initial PSU award, thus providing alignment with strategy and shareholders' interests, as well as ensuring competitiveness versus external market comparisons.

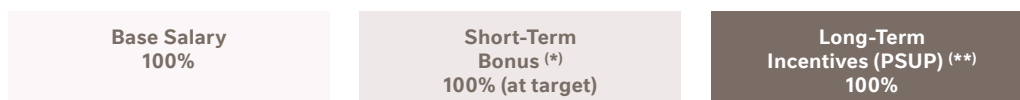
Overview of Executive Board compensation elements

CEO



(*) Payable between 50% and 100% in Nestlé S.A. shares with a three-year blocking period.
 (**) Subject to a two-year holding period after the three-year vesting period.

Executive Vice Presidents



(*) Payable between 0% and 100% in Nestlé S.A. shares with a three-year blocking period.
 (**) Subject to a two-year holding period after the three-year vesting period.

Maximum payout:

- Short-Term Bonus: capped at 150% of the target;
- PSUP: vesting ranges from 0% to 200% of the initial PSU award.

4. Other Incentive Plans

For the Head of Nestlé Health Science, the LTI target grant values are the same as mentioned above, but are split between PSUP (30% of grant value) and the specific Long-Term Incentive Plan of Nestlé Health Science (70% of grant value). Nestlé Health Science has a Phantom Share Unit Plan based on the long-term development of that business, with a vesting period of three years, and a value capped at two times the Unit price at grant.

The Head of Zone North America also participates in the Nestlé US Short-Term and Long-Term Incentive Plans for 75% of his total grant value. The Nestlé US Long-Term Incentive Plan, which has a target value of 250%, is a Phantom Share Unit Plan based on the long-term results of Nestlé S.A. The vesting range and performance measures of these US Performance Share Units (US PSUs) are the same as those of the PSUs described above. US PSUs have a three-year vesting period and are cash settled following the third anniversary of the grant date. These terms reflect the dynamics in our largest market and are comparable to the terms applicable for employees in similar positions in the US.

5. Other benefits

Typical elements are a car allowance, long-term service awards in line with Company policy as well as contributions towards health insurance premiums and periodical health checks as well as personal security services. Health insurance premiums of the Heads of Zone North America and Zone Greater China, the Chief Communications Officer, the Head of Nestlé Health Science and the Head of Operations are paid by the Company. They also receive a financial planning allowance. Those Executive Board members who have been transferred to Switzerland from other Nestlé locations are eligible to receive benefits provided by Nestlé’s expatriation policies. The Heads of Zone North America and Zone Greater China receive a housing allowance. The Chief Financial Officer benefits from tax and relocation support for her transfer to Switzerland. The Head of Zone North America also receives certain additional benefits including contributions to life insurance and other benefits available to employees in similar positions in the US.

6. Pension benefits

Executive Board members are affiliated to the Nestlé Pension Plan in Switzerland like all other employees, except for the Head of Operations, who is affiliated to the Expatriate Swiss Life Pension Plan in Switzerland, the Chief Communications Officer and the Head of Nestlé Health Science. The Heads of Zone North America and of Zone Greater China are also affiliated to the local pension plans, as are the Chief Communications Officer, the Head of Operations and the Head of Nestlé Health Science, who remained on US pension plans in line with Nestlé's Corporate Expatriation Policy. The employer's contributions for future pension benefits are included in the compensation amount.

Pensionable earnings under the Nestlé Pension Plan in Switzerland include the Annual Base Salary, but not the variable compensation (Short-Term Bonus or Long-Term Incentives). Any part of the Annual Base Salary which exceeds the ceiling prescribed by Swiss Pension Law is covered directly by the Company.

Benchmarks of Executive Board compensation

Any benchmark needs to take into account Nestlé's overall size, its sector and geographic location. The Compensation Committee has therefore decided that the most appropriate way to assess the competitiveness of the compensation for the Executive Board is by comparing it against the STOXX Europe 50 index (excluding financial services) as the primary benchmark (*), while taking account of trends in executive remuneration in the European fast moving consumer goods (FMCG) and pharma companies. Reflecting the Company's size (revenue and headcount), Nestlé's competitive position has been evaluated with reference to the 75th percentile of the benchmark.

Share ownership policy

Following an appropriate build-up period, each Executive Board member is required to hold shares at least equal to twice his/her Annual Base Salary, absent specific circumstances. The CEO is required to hold shares at least equal to five times his Annual Base Salary.

An additional two-year blocking period is imposed on Nestlé S.A. shares delivered to Executive Board members upon vesting of PSUs, bringing the total restriction period to five years. The blocking period remains applicable upon termination of employment.

Loans

The Company does not, as a rule, grant loans, except that it may provide advances, generally repayable over a three-year period to members of the Executive Board who have been transferred to Switzerland from other Nestlé locations in line with the Nestlé Corporate Expatriation Policy.

Loans to Executive Board members may only be granted at market conditions and may, at the time of grant, not exceed the respective member's most recent total annual compensation (art. 21^{septies} of the Articles of Association).

Contracts of employment and severance payments

Members of the Executive Board are subject to a notice period of 12 months. During this time, unless there was termination for cause, entitlement to the Annual Base Salary and prorated Short-Term Bonus continues. Long-Term Incentives are forfeited upon voluntary resignation or termination for cause; Long-Term Incentives immediately vest in all other cases of termination of employment. There are no severance payments or change of control provisions ("golden parachutes"). Non-compete provisions are in line with the Articles of Association and are activated by the Company only as necessary on a case-by-case basis.

The compensation of the members of the Executive Board is subject to forfeiture or claw back if the compensation paid or granted is rejected by the General Meeting of Nestlé S.A. in a final vote.

(*) Companies include: ABB, Adyen, Air Liquide, Airbus, ASML, AstraZeneca, BASF, Bayer, BP, British American Tobacco, Deutsche Post, Deutsche Telekom, Diageo, Enel, EssilorLuxottica, Glencore, GSK, Kering, L'Oréal, Mercedes-Benz, Novartis, Novo Nordisk, Prosus, Relx, Rio Tinto, Roche, Sanofi, SAP, Schneider Electric, Shell, Siemens, TotalEnergies and Vinci.

Audited

Compensation 2024 for members of the Executive Board

At the Annual General Meeting of April 20, 2023 the shareholders approved a maximum compensation for members of the Executive Board of CHF 72 million for 2024. The total compensation paid to members of the Executive Board in 2024, including contributions towards future pension benefits and total social security contributions, was CHF 77 037 581. This amount includes a supplementary payment to one new member of the Executive Board. Please refer to the explanations provided on page 58.

Compensation for members of the Executive Board in CHF (including the CEO)

	2024	2023
Annual Base Salary	17 833 333	16 741 666
Short-Term Bonus (cash)	15 155 708	15 666 017
Short-Term Bonus (market value of Nestlé S.A. share) ^(a)	1 901 376	4 755 855
Performance Share Units (market value) ^(b)	20 406 777	19 594 778
Other benefits	2 576 594	2 385 243
Total	57 873 788	59 143 559
% Fixed/Variable	35.3 – 64.7	32.3 – 67.7
Company contributions towards future pension benefits (in line with Nestlé’s Pension Benefit Policy described above)	4 978 127	4 896 824
Company contributions to compulsory Swiss social security ^(c)	421 400	436 100
Additional remuneration and fees paid to members of the Executive Board	11 092 353	—
Total including the elements above	74 365 668	64 476 483

The above compensation table includes the following:

	2024	2023
Number of Nestlé S.A. shares ^(d) granted	24 923	48 757
Number of Performance Share Units granted under the PSUP	218 855	181 573

- (a) Nestlé S.A. shares or American Depositary Receipts delivered as part of the Short-Term Bonus are valued at the average closing price of the last ten trading days of January 2025.
- (b) The Performance Share Units are valued at the average closing price of the first ten trading days, after the publication of the annual results for the Grant in March and at the average closing price of the last ten trading days in September for the Grant in October. Performance Share Units granted and revoked in the same year are not disclosed.
- (c) Since the Company contributions to social security are based on full earnings, whereas benefits are capped, only contributions that lead to future benefits are included. The additional cost to the Company taking into account full social security employer contributions is CHF 2 671 913 in 2024 and CHF 2 337 174 in 2023.
- (d) or American Depositary Receipts

Explanations

- On December 31, 2024, the Executive Board consisted of 15 members.
- Anna Manz was appointed member of the Executive Board effective March 1, 2024.
- Francois-Xavier Roger left the Executive Board on March 1, 2024.
- Guillaume Le Cunff was appointed member of the Executive Board effective July 1, 2024.
- Marco Settembri left the Executive Board on July 1, 2024.
- Laurent Freixe was appointed CEO effective September 1, 2024.
- Mark Schneider left the Executive Board on September 1, 2024.
- For other benefits, see section 5 above.
- Performance Share Units granted in 2024 are disclosed at market value, which corresponds to CHF 93.07 (*) for the Grant in March and to CHF 84.58 for the Grant in October.
- The values in the table above differ in some respect from the compensation disclosure in Note 18.1 of the Consolidated Financial Statements of the Nestlé Group 2024, which have been prepared in accordance with the IFRS Accounting Standards. The differences relate to the timing of valuation of Performance Share Units, whose values are spread over three years under IFRS but reported fully at the grant date in this report.

Payout levels

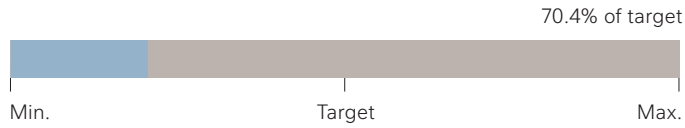
- The Short-Term Bonus payout for the Executive Board was 89.1% in 2024, based on the achievement of the relevant Group and individual quantitative and qualitative objectives (2023: 118%).
- The Performance Share Units granted in 2022 vest in February 2025 with a payout of 79% of the initial PSU award (PSUs granted in 2021 vested in 2024 with a payout of 92%).

(*) USD 113.38 for US Performance Share Units

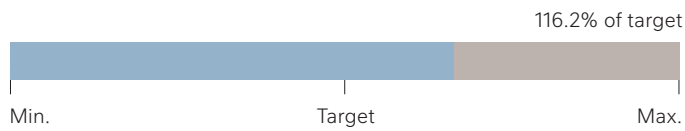
Target Achievements

Group and ESG Objectives 2024 Target Achievements
(CEO Short Term Bonus Achievements)

Financial Objectives (85% weighted)

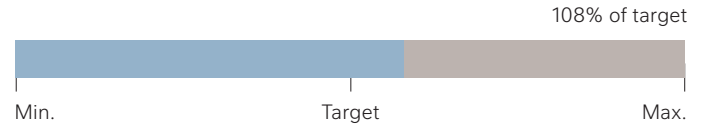


ESG (15% weighted)

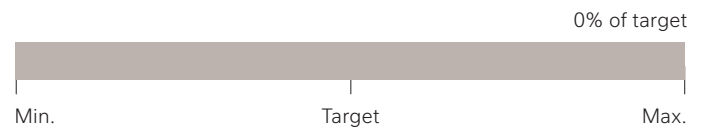


Long-Term Incentive Plan 2022–2024 Achievements

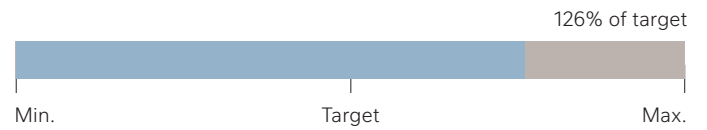
Underlying EPS (50% weighted)



TSR (30% weighted)



ROIC (20% weighted)



Events after the balance sheet date

- Philipp Navratil was appointed member of the Executive Board effective January 1, 2025.
- Anna Lenz was appointed member of the Executive Board effective January 1, 2025.
- David Zhang left the Executive Board on January 1, 2025.
- Béatrice Guillaume-Grabisch left the Executive Board on January 1, 2025.
- Lisa Gibby left the Executive Board on January 1, 2025.
- David Rennie left the Executive Board on January 1, 2025 and was re-appointed member of the Executive Board effective April 1, 2025, succeeding Bernard Meunier.
- Bernard Meunier will leave the Executive Board on April 1, 2025.

Highest total compensation for a member of the Executive Board (*)

In 2024, the highest total compensation for a member of the Executive Board was conferred to Ulf Mark Schneider, the CEO until August 31, 2024. The amounts below are included in the Executive Board compensation disclosed above.

	2024		2023	
	Number	Value in CHF	Number	Value in CHF
Annual Base Salary		2 400 000		2 400 000
Short-Term Bonus (cash)		2 779 200		2 210 401
Short-Term Bonus (market value of Nestlé S.A. share) (a)		—	22 661	2 210 399
Performance Share Units (market value) (b)	38 681	3 600 041	33 211	3 600 072
Other benefits		68 900		148 568
Total		8 848 141		10 569 440
% Fixed/Variable		27.9 – 72.1		24.1 – 75.9
Company contribution towards future pension benefits		748 775		647 381
Company contribution to compulsory Swiss social security (c)		29 400		29 400
Total including the elements above		9 626 316		11 246 221

- (a) Nestlé S.A. shares delivered as part of the Short-Term Bonus are valued at the average closing price of the last ten trading days of January 2025.
- (b) The Performance Share Units are valued at the average closing price of the first ten trading days, after the publication of the annual results.
- (c) Since the Company contributions to social security are based on full earnings, whereas benefits are capped, only contributions that lead to future benefits are included. The additional cost to the Company taking into account full social security employer contributions is CHF 425 265 in 2024 and CHF 498 525 in 2023.

Explanations

- Performance Share Units granted in 2024 are disclosed at market value, which corresponds to CHF 93.07 for the Grant in March.
- Please also refer to the explanations provided on page 54.

Payout levels

- The Short-Term Bonus payout for the CEO was 77.2% in 2024, based on the achievement of Group quantitative and qualitative objectives and the ESG objectives (2023: 122.8%).
- The Performance Share Units granted in 2022 vest in February 2025 with a payout of 79% of the initial PSU award (PSUs granted in 2021 vested in 2024 with a payout of 92%).

(*) Not taking into account replacement grants awarded to members of the Executive Board during the financial year. Including replacement grants, Anna Manz (CFO) would have been the highest paid in 2024. Please refer to the explanations provided on page 58.

Audited

Share ownership of the members of the Executive Board and closely related parties on December 31, 2024

	Number of shares held ^(a)
Laurent Freixe, Chief Executive Officer	41 318
Stefan Palzer	31 397
Béatrice Guillaume-Grabisch	78 194
Leanne Geale	31 178
Bernard Meunier	20 370
Steve Presley	7 312
Rémy Ejel	13 214
David Zhang	6 441
Stephanie Pullings Hart	—
David Rennie	29 540
Anna Mohl	800
Anna Manz	44 297
Guillaume Le Cunff	6 768
Sanjay Bahadur	99 467
Lisa Gibby	6 536
Total as at December 31, 2024	416 832
Total as at December 31, 2023	1 031 522

(a) Including shares subject to a three-year blocking period, and further two-year holding period.

There are no stock options held by any member of the Executive Board and closely related parties.

Audited Other audited information regarding the Executive Board**Loans to members of the Executive Board**

On December 31, 2024, there were no loans outstanding to any member of the Executive Board.

Additional fees and remuneration of the Executive Board

One member of the Executive Board, in her role of CEO of Nestlé Health Science, also participated in 2024 in the Nestlé Health Science Long-Term Incentive plan, a Phantom Share Unit plan based on the long-term development of that business. She was attributed 6958 Units in 2024, with a share price of CHF 80.48 per Unit (vesting period of three years, value capped at two times the Unit price at grant).

One member of the Executive Board (Anna Manz, CFO) received on March 1, 2024, replacement grants for long-term and short-term incentives granted to her by her former employer, London Stock Exchange Group, that were forfeited as a result of her resignation. They were granted in the form of Nestlé PSUs, blocked Nestlé shares and cash (in the total amount of CHF 10 532 373). For a part of the value (CHF 5 037 580), the supplementary amount authority pursuant to article 21^{ter} of Nestlé's Articles of Association was used.

For the sake of full transparency, two members of the Executive Board served on the Board of Directors of Froneri Lux Topco Sàrl ("Froneri"), in which Nestlé holds a minority equity interest of 44%. Nestlé does not exercise control over Froneri. In 2024, these members of the Executive Board did not receive any compensation from Froneri.

Compensation and loans for former members of the Executive Board

On December 31, 2024, there were no loans outstanding to former members of the Executive Board.

Compensation or loans to related parties of members of the Executive Board

In 2024, no compensation was paid to related parties of members of the Executive Board, and there were no loans outstanding to related parties.

Audited

Mandates on December 31, 2024

As at December 31, 2024, the members of the Executive Board held the following comparable positions in other undertakings with commercial objectives.

	Mandates in listed companies	Function	Mandates in non-listed companies	Function
Laurent Freixe			Cereal Partners Worldwide SA	– Board member
Stefan Palzer	Merck KGaA	– Board member		
Béatrice Guillaume-Grabisch	L'Oréal S.A.	– Board member – Audit Committee, member		
Leanne Geale	Holcim Ltd.	– Board member – Health, Safety and Sustainability Committee, member		
Bernard Meunier			Cereal Partners Wordwide SA	– Board member, Co-Chair
Steve Presley				
Rémy Ejel			Cereal Partners Wordwide SA	– Board member
David Zhang	Mei Nian Jian Kang	– Board member		
Stephanie Pullings Hart			TraceLink Inc.	– Board member – Enterprise Risk Committee, member
David Rennie			Froneri Lux Topco Sàrl	– Board member
Anna Mohl			Amazentis SA	– Board member
Anna Manz	AstraZeneca Plc	– Board member – Audit Committee, member		
Guillaume Le Cunff			Cereal Partners Wordwide SA Lactalis Nestlé Produits S.A.S.	– Board member – Board member
Sanjay Bahadur			Froneri Lux Topco Sàrl European Pizza Group Topco Sàrl	– Board member – Board member
Lisa Gibby				

Mandates on December 31, 2023

As at December 31, 2023, the members of the Executive Board held the following comparable positions in other undertakings with commercial objectives.

	Mandates in listed companies	Function	Mandates in non-listed companies	Function
Ulf Mark Schneider	Roche Holding Ltd	Board member		
Laurent Freixe			Cereal Partners Worldwide SA	Board member
Marco Settembri			Froneri Lux Topco Sàrl Lactalis Nestlé Produits S.A.S	Board member Board member
François-Xavier Roger	Sandoz Group AG	Board member Audit, Risk and Compliance Committee, Chair	Cereal Partners Worldwide SA	Board member
Stefan Palzer				
Béatrice Guillaume-Grabisch	L'Oréal S.A.	Board member Audit Committee, member		
Leanne Geale	Holcim Ltd.	Board member Health, Safety and Sustainability Committee, member		
Bernard Meunier			Cereal Partners Wordwide SA	Board member, Co-Chair
Steve Presley				
Rémy Ejel				
David Zhang				
Stephanie Pullings Hart			TraceLink Inc.	Board member Enterprise Risk Committee, member
Grégory Behar	Sonova AG Seres Therapeutics Inc.	Board member Board member	Amazentis SA	Board member
Sanjay Bahadur			Froneri Lux Topco Sàrl European Pizza Group Topco Sàrl	Board member Board member
David Rennie				
Lisa Gibby				

To the General Meeting of
Nestlé S.A., Cham & Vevey

Lausanne, 12 February 2025

Report of the statutory auditor on the audit of the Compensation



Opinion

We have audited the Compensation Report of Nestlé S.A. (the Company) for the year ended 31 December 2024. The audit was limited to the information pursuant to articles 734a-734f of the Swiss Code of Obligations (CO) in the tables marked “audited” and highlighted with a blue bar on pages 38 to 60 of the Compensation Report.

In our opinion, the information pursuant to Art. 734a-734f CO in the Compensation Report complies with Swiss law and the Company’s articles of association.



Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the “Auditor’s Responsibilities for the Audit of the Compensation Report” section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables labelled “audited” in the Compensation Report, the consolidated financial statements, the stand-alone financial statements and our auditor’s reports thereon.

Our opinion on the Compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Compensation Report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the Compensation Report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Board of directors' responsibilities for the Compensation Report

The Board of Directors is responsible for the preparation of a Compensation Report in accordance with the provisions of Swiss law and the Company's articles of association, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a Compensation Report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the remuneration system and defining individual remuneration packages.



Auditor's responsibilities for the Audit of the Compensation Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Compensation Report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the Compensation Report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Shape the future
with confidence

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Ernst & Young Ltd

A handwritten signature in black ink, appearing to read 'J. Boillet', written in a cursive style.

Jeanne Boillet
Licensed audit expert
(Auditor in charge)

A handwritten signature in black ink, appearing to read 'André Schaub', written in a cursive style.

André Schaub
Licensed audit expert

Articles of Association of Nestlé S.A.

**Amended by the
Annual General Meeting
of April 18, 2024**

Articles of Association of Nestlé S.A.

Translation*

I. General

Article 1

Corporate name; Registered offices; Duration

- 1 Nestlé S.A. (Nestlé AG) (Nestlé Ltd.) (hereinafter "Nestlé") is a company limited by shares incorporated and organised in accordance with the Swiss Code of Obligations.
- 2 The registered offices of Nestlé are in Cham and Vevey, Switzerland.
- 3 The duration of Nestlé is unlimited.

Article 2

Purpose

- 1 The purpose of Nestlé is to participate in industrial, service, commercial and financial enterprises in Switzerland and abroad, in particular in the food, nutrition, health, wellness and related industries.
- 2 Nestlé may itself establish such undertakings or participate in, finance and promote the development of undertakings already in existence.
- 3 Nestlé may enter into any transaction which the business purpose may entail. Nestlé shall, in pursuing its business purpose, aim for long-term, sustainable value creation.

II. Share Capital

Article 3

Share capital

The share capital of Nestlé is CHF 262 000 000 (two hundred and sixty-two million Swiss francs) divided into 2620 000 000 fully paid up registered shares with a nominal value of CHF 0.10 each.

Article 3^{bis}

Conditional share capital

- 1 The share capital of Nestlé may be increased in an amount not to exceed CHF 10 000 000 (ten million Swiss francs) by issuing up to 100 000 000 registered shares with a nominal value of CHF 0.10 each, which shall be fully paid up, through the exercise of conversion rights and/or option rights granted in connection with the issuance by Nestlé or one of its subsidiaries of newly or already issued convertible debentures, debentures with option rights or other financial market instruments.

** This is an unofficial translation. In case of doubt or differences of interpretation, the official French and German versions of the Articles of Association shall prevail over the English text.*

- 2 The shareholders have no preferential rights to subscribe for these new shares. The current owners of conversion rights and/or option rights shall be entitled to subscribe for the new shares.
- 3 The new shares shall be subject, as soon as they are issued following the exercise of conversion and/or option rights, to the restrictions set forth in art. 5.
- 4 The Board of Directors may limit or withdraw the right of the shareholders to subscribe in priority to convertible debentures, debentures with option rights or similar financial market instruments when they are issued, if:
 - a) an issue by firm underwriting by a consortium with subsequent offering to the public without preferential subscription rights seems to be the most appropriate form of issue at the time, particularly in terms of the conditions for issue; or
 - b) the financial market instruments with conversion or option rights are issued in connection with the financing or refinancing of the acquisition of an enterprise or parts of an enterprise or participations or new investments.
- 5 Any financial market instruments with conversion or option rights which the Board of Directors decides not to offer directly or indirectly for prior subscription to the shareholders shall be subject to the following conditions:
 - a) Conversion rights may be exercised only for up to 15 years, and option rights only during 7 years from the date of issue of the relevant financial market instruments.
 - b) The new shares shall be issued according to the applicable conversion or option conditions. The respective financial instruments must be issued at the relevant market conditions.
 - c) The issue of new shares upon exercise of option or conversion rights shall be made at conditions taking into account the market price of the shares and/or comparable instruments with a market price at the time of issuance of the relevant convertible debenture, debenture with option rights or similar financial market instrument.

Article 4

Share certificates; Intermediated securities

- 1 Nestlé may issue its registered shares in the form of single certificates, global certificates as uncertificated securities or as intermediated securities. Under the conditions set forth by statutory law, Nestlé may convert its registered shares from one form into another form at

- any time and without the approval of the shareholders. Nestlé shall bear the cost of any such conversion.
- 2 If registered shares are issued in the form of single certificates or global certificates, they shall be signed by two members of the Board of Directors. Both signatures may be affixed in facsimile.
 - 3 The shareholder has no right to demand a conversion of the form of the registered shares. In particular, the shareholder has no claim to the certification of the membership in a security. Each shareholder may, however, at any time request a written confirmation from Nestlé of the registered shares held by such shareholder, as reflected in the share register.
 - 4 Intermediated securities based on registered shares of Nestlé cannot be transferred by way of assignment. A security interest in any such intermediated securities cannot be granted by way of assignment.

Article 5

Share register

- 1 Nestlé shall maintain a share register showing the name and contact information of the holders or usufructuaries. Any change of contact information must be reported to Nestlé. Communications from Nestlé shall be deemed to have been validly made if sent to the contact information last registered in the share register.
- 2 Only persons entered in the share register as shareholders with voting rights may exercise the voting rights or the other rights related thereto.
- 3 After the acquisition of shares, upon request of the shareholder to be recognised as such, any acquiring party shall be considered as a shareholder without voting rights, until it is recognised by Nestlé as a shareholder with voting rights. If Nestlé does not refuse the request to recognise the acquiring party within twenty days, the latter shall be deemed to be a shareholder with voting rights.
- 4 An acquirer of shares shall be recorded in the share register as a shareholder with voting rights provided he expressly declares to have acquired the shares in his own name and for his own account.
- 5 No person or entity shall be registered with voting rights for more than 5% of the share capital as recorded in the commercial register. This limitation on registration also applies to persons who hold some or all of their shares through nominees pursuant to this article. All of the foregoing does not apply in the case of the acquisition of an enterprise, or parts of an enterprise or participations through exchange of shares or in the cases provided in art. 685d par. 3 of the Swiss Code of Obligations.

- 6 The Board of Directors shall promulgate regulations relating to the registration of fiduciaries or nominees to ensure compliance with these Articles of Association.
- 7 Legal entities that are linked to one another through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent the regulations concerning the limitation on registration or the nominees, shall be counted as one person or nominee within the meaning of paragraphs 4 and 5 of this article.
- 8 After hearing the registered shareholder or nominee, the Board of Directors may cancel, with retroactive effect as of the date of registration, the registration of such shareholder or nominee if the registration was effected based on false information. The respective shareholder or nominee shall be informed immediately of the cancellation of the registration.
- 9 The Board of Directors shall specify the details and promulgate the necessary regulations concerning the application of this art. 5. Such regulations shall specify the cases in which the Board or a corporate body designated by the Board may allow exemptions from the limitation on registration or the regulation concerning nominees.
- 10 The limitation on registration provided for in this article shall also apply to shares acquired or subscribed by the exercise of subscription, option or conversion rights.

III. Organisation of Nestlé

A. General Meeting

Article 6

Powers of the General Meeting

- 1 The General Meeting of shareholders is the supreme authority of Nestlé.
- 2 The following non-transferable powers shall be vested in the General Meeting:
 - a) to adopt and amend the Articles of Association;
 - b) to elect and remove the members of the Board of Directors, the Chairman of the Board of Directors and the members of the Compensation Committee;
 - c) to elect and remove the Auditors;
 - d) to elect and remove the Independent Representative;
 - e) to approve the annual review and the consolidated financial statements;

- f) to approve the annual financial statements as well as to resolve on the use of the balance sheet profit, in particular, the declaration of dividends;
- g) to resolve on interim dividends and to approve the interim financial statement required for this purpose;
- h) to resolve on the repayment of the statutory capital reserve;
- i) to approve the compensation of the Board of Directors and of the Executive Board pursuant to art. 21^{bis};
- j) to approve the compensation report and the report on non-financial matters;
- k) to grant discharge to the members of the Board of Directors and the persons entrusted with management;
- l) to resolve on the delisting of Nestlé's shares; and
- m) to take all decisions which by law or under these Articles of Association are within the powers of the General Meeting.

Article 7

Annual General Meeting

The Annual General Meeting shall be held each year within six months of the close of the financial year of Nestlé. The meeting shall be convened by the Board of Directors.

Article 8

Extraordinary General Meeting

- 1 Extraordinary General Meetings shall be convened by the Board of Directors or, if necessary, by the Auditors, as well as in the other cases foreseen by law.
- 2 The Board of Directors shall, if so requested by a General Meeting or at the request in writing, specifying the items and proposals to appear on the agenda, of one or more shareholders with voting rights whose combined holdings represent at least 5% of the share capital as recorded in the commercial register or the votes, convene an Extraordinary General Meeting. The Extraordinary General Meeting shall be held as promptly as practicable following such request.

Article 9

Notice of General Meetings; Agenda; Venue

- 1 Annual or Extraordinary General Meetings shall be convened by way of a single announcement pursuant to art. 25 not less than twenty days before the date fixed for the meeting. Shareholders may in addition be informed by ordinary mail or electronically.

- 2 The notice of a meeting shall state the date, beginning, mode and venue of the General Meeting; the items on the agenda; the proposals of the Board of Directors together with a brief statement of the reasons; the proposals of the shareholders, together with a brief statement of the reasons, if any; and the name and address of the Independent Representative.
- 3 One or more shareholders with voting rights whose combined holdings represent at least 0.15% of the share capital of Nestlé as recorded in the commercial register or the votes may request that an item, or a proposal relating to an item, be included in the agenda of a General Meeting. Such a request must be made in writing to the Board of Directors at the latest 45 days before the meeting and shall specify the agenda items and the proposals made.
- 4 No resolution shall be passed at a General Meeting on matters which do not appear on the agenda except for:
 - a) a resolution convening an Extraordinary General Meeting; or
 - b) the setting up of a special investigation.
- 5 The Board of Directors shall determine the venue of the General Meeting.
- 6 The Board of Directors can determine that the General Meeting be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues, or that shareholders, who are not present at one of the venues of the General Meeting may exercise their rights by electronic means.
- 7 Alternatively, the Board of Directors may provide that the General Meeting will be held by electronic means without a venue.

Article 10

Presiding officer; Minutes

- 1 The Chairman or any member of the Board of Directors shall preside at General Meetings and carry all procedural powers.
- 2 Minutes of General Meetings shall be kept by the Secretary of the Board of Directors.
- 3 The resolutions and election results shall be made available electronically within 15 days after the General Meeting, stating the exact proportion of votes. Any shareholder may request that the minutes be made available to him within 30 days after the General Meeting.

Article 11

Voting rights; Representation of shareholders

- 1 Each share recorded in the share register as share with voting rights confers one vote on its holder.
- 2 At General Meetings no person may exercise, directly or indirectly, voting rights, with respect to own shares or shares represented by proxy, in excess of 5% of the share capital as recorded in the commercial register. Legal entities that are linked to one another through capital, voting rights, management or in any other manner, as well as all natural persons or legal entities achieving an understanding or forming a syndicate or otherwise acting in concert to circumvent such a limit, shall be counted as one shareholder.
- 3 The foregoing limit does not apply to shares received and held by a shareholder pursuant to an acquisition of an enterprise, or parts of an enterprise or participations as referred in art. 5 par. 5.
- 4 In order to permit the exercise of voting rights in respect of shares held by nominees, the Board of Directors may by means of regulations or agreements with nominees depart from the limit foreseen in this article. It may also depart from such a limit within the framework of the regulations referred to in art. 5 par. 6 and par. 9. In addition, this limit shall not apply to the exercise of voting rights by the Independent Representative.
- 5 Each shareholder recorded in the share register with voting rights may be represented at the General Meeting by the Independent Representative or a third party. The Board of Directors shall determine the requirements regarding participation and representation in the General Meeting.
- 6 The Independent Representative shall be elected by the General Meeting for a term of office until completion of the next Annual General Meeting. Re-election is possible. If the office of the Independent Representative is vacant, the Board of Directors shall appoint the Independent Representative for the next General Meeting.

Article 12

Quorum and decisions

- 1 General Meetings shall be duly constituted irrespective of the number of shareholders present or of shares represented.

- 2 Unless provided otherwise by law or the Articles of Association, shareholders' resolutions and elections shall be decided by an absolute majority of the shares represented.
- 3 Votes shall be taken either on a show of hands or by electronic voting unless a vote by written ballot is ordered by the Presiding officer of the meeting. The Presiding officer may at any time order to repeat an election or resolution, if he doubts the results of the vote. In this case, the preceding election or resolution is deemed not having taken place.
- 4 If the first ballot fails to result in an election and more than one candidate is standing for election, the Presiding officer shall order a second ballot in which a relative majority shall be decisive.

Article 13

Special quorum

The approval of at least two thirds of the shares represented and the absolute majority of the nominal value represented at a General Meeting shall be required for resolutions with respect to:

- a) a modification of the purpose of Nestlé;
- b) the creation of shares with increased voting powers;
- c) restrictions on the transfer of registered shares and the change or removal of such restrictions;
- d) the introduction of a conditional share capital or the introduction of a capital range;
- e) an increase in share capital through the conversion of capital surplus, through a contribution in kind or by set-off against a claim, or a grant of special benefits upon a capital increase;
- f) the restriction or withdrawal of the right to subscribe;
- g) a change of the registered offices of Nestlé;
- h) the dissolution of Nestlé;
- i) restrictions on the exercise of voting rights and the change or removal of such restrictions;
- j) the limitation on registration (art. 5 par. 4 to 7) and the limitation on voting rights (art. 11 par. 2, 3 and 4) and the change or removal of such limitations;
- k) the change of the corporate name of Nestlé;
- l) the combination of shares
- m) the delisting of Nestlé's shares; and
- n) other matters as provided by statutory law.

B. Board of Directors

Article 14

Number of Directors

The Board of Directors shall consist of at least seven members.

Article 15

Term of office

- 1 The Chairman of the Board of Directors and the members of the Board of Directors shall be elected individually by the General Meeting for a term of office until completion of the next Annual General Meeting.
- 2 Members of the Board of Directors whose term of office has expired shall be immediately eligible for re-election.
- 3 If the office of the Chairman of the Board of Directors is vacant, the Board of Directors shall appoint a new Chairman from amongst its members for the remaining term of office.

Article 16

Organisation of the Board

- 1 The Board of Directors shall elect one or two Vice-Chairmen. It shall appoint a Secretary and his substitutes, neither of whom need be members of the Board of Directors.
- 2 The Board of Directors shall, within the limits of the law and the Articles of Association, define its organisation and the assignment of responsibilities in the Board regulations or by Board resolutions pursuant to art. 19 para. 2.

Article 17

Powers of the Board in general

The Board of Directors shall conduct all the business of Nestlé to the extent that it is not within the powers of the General Meeting or not delegated pursuant to the Board regulations or Board resolutions as set forth in art. 19 para. 2.

Article 18

Specific powers of the Board

The Board of Directors has the following non-transferable and inalienable duties:

- a) the ultimate direction of the business of Nestlé, in particular the conduct, management and supervision of the business of Nestlé, and the provision of necessary directions;
- b) the determination of the organisation in the Board regulations or by Board resolutions pursuant to art. 19 para. 2;
- c) the determination of accounting and financial control principles;

- d) the appointment and removal of the persons entrusted with the management and the granting of signatory powers to persons representing Nestlé;
- e) the ultimate supervision of the persons entrusted with the management of Nestlé, ensuring in particular their compliance with the law, the Articles of Association, regulations and instructions given;
- f) the preparation of the annual report, the compensation report, the report on non-financial matters and other reports in accordance with the provisions of the law;
- g) the preparation of General Meetings and the carrying out of its resolutions;
- h) the determination of the manner in which the dividend shall be paid;
- i) the opening and closing of branch offices;
- j) the filing of an application for a debt restructuring moratorium and the notification of the court in case of overindebtedness; and
- k) other powers and duties reserved to the Board of Directors by the law or the Articles of Association.

Article 19

Delegation of powers

- 1 The Board of Directors may, within the limits of the law and the Articles of Association, appoint from amongst its members standing or ad hoc committees entrusted with the preparation and execution of its decisions or the supervision of specific parts of the business. The Board of Directors shall ensure that it is kept properly informed.
- 2 Unless otherwise provided by law, the Board of Directors may in accordance with the Board regulations or by Board resolutions delegate all or part of the management to one or more of its members, to one or more board committees, or to third parties.

C. Compensation Committee

Article 19^{bis}

Number of members; Term of office; Organisation

- 1 The Compensation Committee consists of at least three independent members of the Board of Directors.
- 2 The members of the Compensation Committee shall be elected individually by the General Meeting for a term of office until completion of the next Annual General Meeting. Members of the Compensation Committee whose term of office has expired shall be immediately eligible for re-election.
- 3 If there are vacancies on the Compensation Committee, the Board of Directors shall appoint substitutes from amongst its members for the remaining term of office.

- 4 The Board of Directors shall elect a Chairman of the Compensation Committee. It shall, within the limits of the law and the Articles of Association, define the organisation of the Compensation Committee in regulations.

Article 19^{ter}

Powers of the Compensation Committee

- 1 The Compensation Committee supports the Board of Directors in establishing and periodically reviewing Nestlé's compensation strategy and guidelines and performance criteria as well as in preparing the proposals to the General Meeting regarding the compensation of the members of the Board of Directors and of the Executive Board. It may submit proposals and recommendations to the Board of Directors in other compensation-related issues.
- 2 The Board of Directors promulgates regulations to determine for which positions of the Board of Directors and of the Executive Board the Compensation Committee, together with the Chairman of the Board of Directors or on its own, shall submit proposals for the compensation, and for which positions it shall determine the compensation in accordance with the Articles of Association and the compensation guidelines established by the Board of Directors.
- 3 The Board of Directors may delegate further tasks and powers to the Compensation Committee.

D. Auditors

Article 20

Number of Auditors; Term of office

The General Meeting shall appoint, for a term of office of one financial year, one or more Auditors of the annual financial statements of Nestlé and the consolidated financial statements of the Group, which shall be independent from Nestlé and meet the special professional standards required by law. Their term of office ends with the approval of the annual financial statements of the respective financial year by the General Meeting. The Auditors of Nestlé may be re-elected.

Article 21

Rights and duties of Auditors

The Auditors shall verify the annual financial statements of Nestlé and the consolidated financial statements of the Group and perform such other tasks as defined by law. The Auditors shall submit their reports to the General Meeting. Their rights and duties shall be as set out in the applicable Swiss law.

III^{bis}. Compensation of the Board of Directors and of the Executive Board

Article 21^{bis}

Approval of compensation by General Meeting

- 1 The General Meeting shall approve annually and separately the proposals of the Board of Directors in relation to the maximum aggregate amount of:
 - a) compensation of the Board of Directors for the period until the next Annual General Meeting;
 - b) compensation of the Executive Board for the following financial year.The Board of Directors may submit for approval by the General Meeting deviating or additional proposals relating to the same or different periods.
- 2 In the event the General Meeting has not approved a proposal of the Board of Directors, the Board of Directors shall determine the respective maximum aggregate amount or maximum partial amounts of compensation, provided that:
 - a) the Board of Directors takes into account:
 - (i) the proposed maximum aggregate amount of compensation;
 - (ii) the decision of the General Meeting and, to the extent known to the Board of Directors, the main reasons for the negative vote; and
 - (iii) Nestlé's compensation principles; and
 - b) the Board of Directors submits the amount(s) so determined to approval by the same General Meeting, a subsequent Extraordinary General Meeting or the next Annual General Meeting.
- 3 Notwithstanding the preceding paragraph, Nestlé or companies controlled by it may pay out compensation prior to approval by the General Meeting subject to subsequent approval by a General Meeting.
- 4 The Board of Directors shall submit the annual compensation report to an advisory vote of the General Meeting.

Article 21^{ter}

Supplementary amount for changes on the Executive Board

If the maximum aggregate amount of compensation already approved by the General Meeting is not sufficient to also cover compensation of one or more members who become members of the Executive Board during a compensation period for which the General Meeting has already approved the compensation of the Executive Board, Nestlé or companies controlled by it shall be authorized to pay to such member(s) a supplementary amount during the compensation period(s) already approved. The total supplementary amount shall not exceed 40% of the aggregate amount of compensation of the Executive Board last approved by the General Meeting per compensation period.

Article 21^{quater}

General compensation principles

- 1 Compensation of the non-executive members of the Board of Directors comprises fixed compensation elements only.
- 2 Compensation of the members of the Executive Board comprises fixed and variable compensation elements. Fixed compensation comprises the base salary and may comprise other compensation elements and benefits. Variable compensation may comprise short-term and long-term compensation elements, and shall be subject to caps expressed as predetermined multipliers of the respective target levels.
- 3 Short-term compensation elements are governed by performance metrics that take into account the performance of Nestlé and/or parts thereof, targets in relation to the market, to other companies or to comparable benchmarks and/or individual targets, and achievement of which is generally measured based on a one-year period. The annual target level of the short-term compensation elements is determined as a percentage of the base salary; depending on achieved performance, the compensation may amount up to a predetermined multiplier of target level.
- 4 Long-term compensation elements are governed by performance metrics that take into account strategic objectives of Nestlé, and achievement of which is generally measured based on a multiannual period. The annual target level of the long-term compensation elements is determined as a percentage of the base salary; depending on achieved performance, the compensation may amount up to a predetermined multiplier of target level. Vesting periods, as determined by the Board of Directors or, to the extent delegated to it, the Compensation Committee, shall be at least three years.
- 5 The Board of Directors or, to the extent delegated to it, the Compensation Committee determines performance metrics and target levels, and their achievement.
- 6 Compensation may be paid or granted in the form of cash, shares, other benefits or in kind; compensation to members of the Executive Board may also be paid or granted in the form of financial instruments or similar units. The Board of Directors or, to the extent delegated to it, the Compensation Committee determines grant, vesting, blocking, exercise and forfeiture conditions; they may provide for continuation, acceleration or removal of vesting and exercise conditions, for payment or grant of compensation assuming target achievement or for forfeiture in the event of predetermined events such as a termination of an employment or mandate agreement.
- 7 Compensation may be paid by Nestlé or companies controlled by it.
- 8 The Board of Directors values compensation according to the principles that apply to the compensation report.

III^{ter}. Contracts with members of the Board of Directors and of the Executive Board

Article 21^{quinquies}

Basic principles

- 1 Nestlé or companies controlled by it may enter into agreements with members of the Board of Directors relating to their compensation for a fixed term or for an indefinite term; term and notice period may not exceed one year.
- 2 Nestlé or companies controlled by it may enter into contracts of employment with members of the Executive Board for a definite period of time not to exceed one year or for an indefinite period of time with a notice period not to exceed 12 months.
- 3 Contracts of employment with members of the Executive Board may contain a prohibition of competition for the time after the end of employment for a duration of up to 2 years. The total consideration for such prohibition shall not exceed the average of the compensation of the last three financial years.

III^{quater}. Mandates outside Nestlé; Loans

Article 21^{sexies}

Mandates outside Nestlé

- 1 No member of the Board of Directors may hold more than 4 additional mandates in listed companies and 5 additional mandates in non-listed companies.
- 2 No member of the Executive Board may hold more than 2 additional mandates in listed companies and 4 additional mandates in non-listed companies. Each of these mandates shall be subject to approval by the Board of Directors.
- 3 The following mandates are not subject to these limitations:
 - a) mandates in companies which are controlled by Nestlé;
 - b) mandates which a member of the Board of Directors or of the Executive Board holds at the request of Nestlé or companies controlled by it. No Member of the Board of Directors or of the Executive Board shall hold more than 10 such mandates; and
 - c) mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No Member of the Board of Directors or of the Executive Board shall hold more than 10 such mandates.
- 4 Mandates shall mean mandates in comparable functions at other enterprises with an economic purpose. Mandates in different legal entities which are under joint control are deemed one mandate.
- 5 The Board of Directors shall promulgate regulations that, taking into account the position of the respective member, determine additional restrictions.

Article 21^{septies}

Loans

Loans to a member of the Board of Directors or the Executive Board may only be granted at market conditions and may, at the time of grant, not exceed the respective member's most recent total annual compensation.

IV. Business report and appropriation of profit resulting from the balance sheet

Article 22

Financial year

The financial year shall commence on 1 January and shall end on 31 December.

Article 23

Annual report

For every financial year the Board of Directors shall prepare an annual report consisting of the annual financial statements of Nestlé, of the annual review and the consolidated financial statements.

Article 24

Appropriation of profit resulting from the balance sheet

The profit shall be allocated by the General Meeting within the limits set by applicable law. The Board of Directors shall submit its proposals to the General Meeting.

V. Announcements, Communications

Article 25

Communications

All notices and communications to be made by Nestlé shall be considered duly made if, at the election of the Board of Directors, published in the "Swiss Official Gazette of Commerce" or communicated in a form that allows proof by text.

Articles of Association amended on April 18, 2024