



Good food, Good life

# **Corporate Governance Report 2025**

# **Compensation Report 2025**

# **Articles of Association of Nestlé S.A.**

**Amended by the  
Annual General Meeting  
of April 16, 2025**



# Corporate Governance Report 2025

---

**Situation at December 31, 2025**

<b>3</b>	<b>1. Group structure and shareholders</b>	<b>25</b>	<b>5. Compensation, shareholdings and loans</b>
	1.1 Group structure		
	1.2 Significant shareholders		
	1.3 Cross-shareholdings		
<b>4</b>	<b>2. Capital structure</b>	<b>26</b>	<b>6. Shareholders' participation rights</b>
	2.1 Capital		6.1 Voting rights restrictions and representation
	2.2 Conditional capital		6.2 Quorums required by the Articles of Association
	2.3 Changes in capital		6.3 Convocation of the General Meeting of shareholders
	2.4 Shares and participation certificates		6.4 Inclusion of items on the agenda
	2.5 Dividend-right certificates		6.5 Entries in the share register
	2.6 Limitations on transferability and nominee registrations		
	2.7 Convertible bonds and options		
<b>6</b>	<b>3. Board of Directors <sup>(1)</sup></b>	<b>27</b>	<b>7. Change of control and defence measures</b>
	3.1 Members of the Board of Directors		7.1 Duty to make an offer
	3.2 Professional background and other activities and functions		7.2 Clauses on change of control
	3.3 Mandates outside Nestlé		
	3.4 Elections and terms of office		
	3.5 Internal organizational structure		
	3.6 Definition of areas of responsibility		
	3.7 Information and control instruments vis-à-vis the Executive Board <sup>(2)</sup>		
<b>20</b>	<b>4. Executive Board <sup>(2)</sup></b>	<b>28</b>	<b>8. Auditors</b>
	4.1 Members of the Executive Board		8.1 Duration of the mandate and term of office of the lead auditor
	4.2 Professional background and other activities and functions		8.2 Auditing fees
	4.3 Mandates outside Nestlé		8.3 Additional fees
	4.4 Management contracts		8.4 Information instruments pertaining to the external audit
		<b>29</b>	<b>9. Information policy</b>
		<b>30</b>	<b>10. Close Periods</b>
		<b>31</b>	<b>General Organization of Nestlé S.A.</b>
		<b>33</b>	<b>Compensation Report 2025</b>
		<b>65</b>	<b>Articles of Association of Nestlé S.A.</b>

(1) The full Board of Directors Regulations and Committee Charters are published at [www.nestle.com/investors/corporate-governance/boardcommittees](http://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 2025 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, 2025.

To avoid duplication of information, cross-references to other reports are made in some sections, namely to the Annual Review 2025, the Financial Statements 2025, 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](http://www.nestle.com/investors/corporate-governance/articles).

The Consolidated Financial Statements of the Nestlé Group 2025 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 2025, page 60 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 31 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 2025, page 93).

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, 2025, the market capitalization of Nestlé S.A. was CHF 202 536 981 933. For further information, see also page 65 of the Annual Review 2025 and visit our website at [www.nestle.com/investors](http://www.nestle.com/investors).

Please refer to the Consolidated Financial Statements of the Nestlé Group 2025, page 165, 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 2025, page 165, 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 at that time, directly or indirectly 5.547% of Nestlé S.A.'s share capital, and The Capital Group Companies, Inc. announced on January 20, 2025, holding, at that time, directly or indirectly, 3.006% 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, 2025, Nestlé S.A. shares in excess of 3% of the share capital.

During 2025, the Company published on the electronic publication platform of the SIX Swiss Exchange three disclosure notifications pertaining to the holding of Nestlé S.A. shares by The Capital Group Companies, Inc. 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#/](http://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/).

With respect to nominees, Citibank N.A., London, UK, as depositary for the shares represented by American Depositary Receipts, was the registered holder of 167 052 768 shares, i.e. 6.48% of the shares of the Company as at December 31, 2025. At the same date, Nortrust Nominees Ltd., London, UK, was a registered Nominee N of 83 408 454 shares of the Company, representing 3.24% of the shares, and The Bank of New York Mellon, Everett, MA, USA, was a registered Nominee N of 80 175 938 shares of the Company, representing 3.11% 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 257 652 000. 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 3.88% 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<sup>bis</sup> 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 a share buyback program of up to CHF 20 billion, launched on January 3, 2022, and completed on December 23, 2024. The resulting cancellations of shares were approved at the 2023, 2024 and 2025 Annual General Meetings.

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 CHF 262 000 000.

On April 16, 2025, the Annual General Meeting resolved to cancel 43 480 000 shares, leading to a reduction of the share capital to the present CHF 257 652 000.

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

For the breakdown of capital ("equity") for 2025, 2024 and 2023, see the consolidated statement of changes in equity in the Consolidated Financial Statements of the Nestlé Group 2025, page 85, and 2024, page 85 ([www.nestle.com/sites/default/files/2026-02/financial-statements-2025-en.pdf](http://www.nestle.com/sites/default/files/2026-02/financial-statements-2025-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 2 576 520 000 as at December 31, 2025.

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, 2025, 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 2025 on page 42 or to [www.nestle.com/investors/corporate-governance](http://www.nestle.com/investors/corporate-governance).

	Name	Year of birth	Education/Qualifications <sup>(a)</sup>	Professional background
1	Pablo Isla	1964	Law	Chair, Nestlé S.A. Former Chairman and CEO, Inditex
2	Dick Boer <sup>(c)(d)</sup>	1957	Business Administration	Former President and CEO, Ahold Delhaize NV
3	Marie-Gabrielle Ineichen-Fleisch <sup>(c)</sup>	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
4	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.
5	Patrick Aebischer	1954	Medicine and Neuroscience	President Emeritus, Swiss Federal Institute of Technology Lausanne (EPFL)
6	Dinesh Paliwal	1957	Engineering, Sciences, Global Business	Former Chairman and CEO, Harman International Former President, ABB Ltd. Former Lead Director, Raytheon Technologies
7	Lindiwe M. Sibanda	1963	Agriculture Sciences, Animal Physiology & Nutrition	Director, Chairwoman and Policy Advisor for Agriculture and Sustainable Food Systems
8	Chris Leong	1967	Management	Former SVP Nokia, WPP, Former EVP Schneider Electric SE
9	Luca Maestri	1963	Economics and Business Administration	Former CFO Xerox, Nokia Siemens Networks, General Motors, Apple Inc.
10	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
11	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/boardeofdirectors](http://www.nestle.com/aboutus/management/boardeofdirectors)

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

(c) Vice Chair.

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

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

(e) Based on past and present professional experience.

(\*) Hanne de Mora passed away on June 26, 2025. The Board wishes to express its gratitude for her important contributions and will treasure her memory.

Sector	Classification	Nationality	First election	Expires <sup>(b)</sup>
Retail	Finance/Legal/ FMCG/CEO	Spanish	April 07, 2018	2026
Food Retail, Digital	FMCG/CEO/Sustainability <sup>(e)</sup>	Dutch	April 11, 2019	2026
Economic Affairs, Geopolitics and Trade	Governmental/ Diplomacy/ International Business/ Sustainability <sup>(e)</sup>	Swiss	April 20, 2023	2026
Finance	Financial Management/CFO	Swiss	April 16, 2015	2026
Science	Scientist Sustainability <sup>(e)</sup>	Swiss	April 16, 2015	2026
Technology, Digital, Finance	Technology/CEO/M&A/ Sustainability <sup>(e)</sup>	US/Indian	April 11, 2019	2026
Agriculture, Sustainable Food Systems	Public Policy/Sustainability <sup>(e)</sup> / Academia	Zimbabwean	April 15, 2021	2026
Digital, Communications, Retail, Energy Management	Brand Marketing/ Digital Customer Experience/Sustainability <sup>(e)</sup>	Malaysian	April 07, 2022	2026
Technology	Financial Management/ CFO/Information Systems	Italian/US	April 07, 2022	2026
Medical, Industrial and Commercial Products and Services	Life Sciences Services/ CEO	US	April 20, 2023	2026
Health, Nutrition, Materials, Finance	Nutrition/Financial Management/ CEO/CFO/Sustainability <sup>(e)</sup>	Swiss/British/ French	April 18, 2024	2026

## 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, FMCG, 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.

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

The Chair and all 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 <sup>(a)</sup>, 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 <sup>(a)</sup>, 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](http://www.nestle.com/investors/corporate-governance/boardcommittees)

### 3.2 Professional background and other activities and functions (\*)(\*\*)

#### **Pablo Isla**

##### **Chair**

Pablo Isla succeeded Paul Bulcke as Chair of Nestlé S.A. effective October 1, 2025. 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.

Pablo Isla serves as a Supervisory Board member of Bertelsmann, Germany and as Chairman of Fonte Films S.L., Spain.

#### **Dick Boer**

##### **Vice Chair**

##### **Lead Independent Director**

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., the 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., the Netherlands. From 2016 until his retirement in 2018, he was President and CEO of Ahold Delhaize N.V.

Dick Boer serves on the Board of Shell plc., UK, since 2020. 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.

#### **Marie-Gabrielle Ineichen-Fleisch**

##### **Vice Chair**

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, all in Switzerland.

#### **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.

(\*) 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](http://www.nestle.com/investors/corporate-governance/former-members-board-of-directors).

### **Patrick Aebsicher**

Patrick Aebsicher 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 Aebsicher was the President of EPFL. Furthermore, Patrick Aebsicher 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 Aebsicher is a managing partner of Limani Partners SA.

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



### **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 Council Chair of the National University of Science and Technology (NUST), Zimbabwe and Co-Chair of the Curt Berfors Food Planet Prize, Sweden. She is also 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).

In 2025, Chris Leong was appointed Chief Sustainability Officer and remained a member of the Executive Committee at Schneider Electric SE, France, until June 2025.

Effective June 2025, Chris Leong joined Ecolab Inc., USA, as EVP and Chief Marketing and Innovation Officer.

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.



### **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.



### **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.

Effective 2025, Luca Maestri was appointed Vice President, Corporate Services at Apple Inc.



### **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, UK, and subsequently held financial auditor roles at Deloitte Switzerland and KPMG UK.

She is a member of the Boards of Directors of ABB Ltd, and Swiss Re Ltd., both in Switzerland, an advisor to 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.



### **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.



### 3.3 Mandates outside Nestlé

Pursuant to art. 21<sup>sexies</sup> 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<sup>sexies</sup> of the Articles of Association.

Mandates held in other undertakings with commercial objectives are disclosed in our Compensation Report 2025 (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 72<sup>nd</sup> birthday.

Rules in the Articles of Association reflect the statutory legal provisions with regard to the appointment of the Chair, 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
Pablo Isla Chair	• (Chair)	•	• (Chair)		
Dick Boer Vice Chair Lead Independent Director	•	• (Chair)		•	
Marie-Gabrielle Ineichen-Fleisch Vice Chair			•		
Renato Fassbind	•				• (Chair)
Patrick Aeischer		•		• (Chair)	
Dinesh Paliwal		•	•		
Lindiwe M. Sibanda				•	
Chris Leong				•	
Luca Maestri					•
Rainer Blair					•
Geraldine Matchett					•

#### 3.5.2. Tasks and area of responsibility for each Committee of the Board of Directors <sup>(a)</sup>

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.

As announced, the Committees' responsibilities will be reorganized as from the 2026 Annual General Meeting.

##### Chair's and Corporate Governance Committee

The Chair's and Corporate Governance Committee consists of the Chair, the Lead Independent Director 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. 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<sup>bis</sup> 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 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.

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

### **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, 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 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. It reviews management reports on the Company's risk management, as well as the Group's financial position, balance sheet and financial risk management.

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;
- to oversee the accuracy of the Group's non-financial reporting;
- to review management reports as the Company's risk management;
- to review the Group's balance sheet and financial risk management.

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

Meetings held in 2025	Frequency	Average duration (hours)
Board of Directors of Nestlé S.A.	18 times	2:35
Chair's and Corporate Governance Committee	9 times	1:42
Compensation Committee	7 times	0:52
Nomination Committee	6 times	0:55
Sustainability Committee	4 times	2:05
Audit Committee	5 times	2:33

Board members	Board meetings attended	Board meetings attended	Board meetings attended
Pablo Isla	18	Patrick Aebscher	18
Dick Boer	18	Dinesh Paliwal	18
Marie-Gabrielle Ineichen-Fleisch	18	Lindiwe M. Sibanda	17
Renato Fassbind	18	Chris Leong	18

### 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 2025, Nestlé Greater China).

The average attendance at the Board meetings in 2025 was 97%. All Board meetings, with the exception of certain Chair's and the *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 2025.

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 2025 self-assessment lead to a review of the Board's annual calendar and a revised Committee structure to further strengthen the Board's engagement.

### 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 <sup>(1)</sup>

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.

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, Nestlé Iberia in 2024 and Nestlé Greater China in 2025.

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.

The Chair's and Corporate Governance Committee regularly reviews the corporate governance of the Company and makes recommendations for the Board.

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

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 regularly performs 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. 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 the Non-Financial Statement) 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 52 of the Annual Review 2025.

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 59 and 64 of the Annual Review 2025.

# Executive Board

## 4. Executive Board

### 4.1 Members of the Executive Board

Name	Year of birth	Nationality	Education/current function
Philipp Navratil	1976	Swiss/ Austrian	Business Administration CEO
Anna Manz	1973	British	Chemistry and Accounting EVP & CFO
Remy Ejel	1969	French/ Lebanese	Marketing and Arts EVP & CEO: Zone AOA
Guillaume Le Cunff	1970	French	Business Administration EVP & CEO: Zone Europe
Jeffrey Hamilton	1966	US	Business Administration, Psychology EVP & CEO: Zone AMS
Stefan Palzer	1969	German/ Swiss	PhD - Professorships Process Engineering, Food Technology, Chemical Engineering, Economics EVP: Chief Technology Officer: Innovation, Technology and R&D
Leanne Geale	1965	Canadian	Law EVP: Group General Counsel
Stephanie Pullings Hart	1972	US	Chemical Engineering and Business Administration EVP: Chief Operations Officer
David Rennie	1966	British	History and Politics EVP: Strategic Business Units, Marketing and Sales
Anna Mohl	1968	US	History and Business Administration EVP & CEO: Nestlé Health Science
Sanjay Bahadur	1959	Swiss/ Indian	Economics and Management Science EVP: Group Strategy and Business Development
Anna Lenz	1979	Swiss/ German	Mathematics and Business Administration EVP: Group Human Resources
Alfonso Gonzalez Loeschen	1968	Mexican/ US	Business Administration EVP & CEO: Nestlé Nespresso S.A.

EVP: Executive Vice President; CEO: Chief Executive Officer; CFO: Chief Financial Officer

For complete information, please refer to individual CVs at [www.nestle.com/aboutus/management/executiveboard](http://www.nestle.com/aboutus/management/executiveboard)

For changes to the Executive Board effective January 1, 2026, please refer to page 56 of the Compensation Report 2025.

## 4.2 Professional background and other activities and functions (\*)(\*\*)

### Philipp Navratil

Philipp Navratil began his career with Nestlé in 2001 as an International Auditor. After holding various commercial positions in Central America, he was appointed Country Manager for Nestlé Honduras in 2009. In 2013, he took on the leadership of the coffee and beverage business in Mexico. In 2020 Philipp Navratil was appointed Senior Vice President and Head of Nestlé's Coffee Strategic Business Unit – before taking up the position of CEO of Nestlé Nespresso S.A. in 2024.

In 2025, Philipp Navratil joined the Executive Board of Nestlé S.A. as Executive Vice President and CEO of Nestlé Nespresso S.A.

Effective September 1, 2025, he 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.



### 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.



(\*) 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](http://www.nestle.com/investors/corporate-governance/former-executive-board-members)

### 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.

### 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 Steering Committee of Vaud Promotion, Switzerland.

### **Jeffrey (Jeff) Hamilton**

Jeff Hamilton began his career at Purina in the USA as a sales representative in 1991. Over the years, he has held various leadership positions, experiencing an international career across three Zones.



Jeff Hamilton was previously President and CEO of Nestlé Canada, President of Nestlé's Foods Division in the USA, and Vice President of Marketing at Nestlé Purina Asia, Oceania and Africa.

Since 2021, he served as CEO of Purina PetCare Zone Europe, based at Purina's European headquarters in Switzerland.

Effective July 2025, Jeff Hamilton was appointed Executive Vice President of Nestlé S.A. and CEO Zone AMS.

### **Stefan Palzer**

Stefan Palzer studied Food Engineering and Economics (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 R&D Centre for Food. 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 R&D for Confectionery in York, UK.

From 2013 to 2016, Stefan Palzer was Innovation Manager in the Strategic Business Unit for Coffee. 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 as well as a member of the Swiss Academy of Engineering Sciences SATW.

Stefan Palzer also serves on the Supervisory Board of the Pharma and Life Sciences company Merck KGaA, Germany.

### **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., Vice-Chair of the Management Board of the CEELI Institute, o.p.s, Prague, Czech Republic, and Treasurer of the Swiss-American Chamber of Commerce.

### **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 Chief Operations Officer effective November 1, 2023.

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

### **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 16-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 of 2025, he was appointed Executive Vice President, Strategic Business Units, Marketing and Sales.

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

### **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. Anna Mohl was 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.



### **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. Effective January 2025, Sanjay Bahadur was promoted to Executive Vice President, 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.



### **Anna Lenz**

Anna Lenz joined Nestlé in 2004, in the Audit Division at the headquarters in Vevey, Switzerland. After holding various positions in Finance and Generating Demand in Nestlé UK&I and Nestlé Nespresso Italy, as well as participating in the turnaround of Nestlé Nespresso Portugal, she joined Nestlé Nespresso's global management in 2020 as Chief Executive Officer (CEO) for Europe and was appointed to the Nespresso Global Board. In 2022 she became CEO of Nestlé Portugal.



Effective January 2025, Anna Lenz was appointed to the Executive Board of Nestlé S.A. as Executive Vice President and Global Head of Human Resources.



### **Alfonso Gonzalez Loeschen**

Alfonso Gonzalez Loeschen began his career at Nestlé Mexico in 1992 as an Assistant Marketing Manager. He has held various leadership positions across geographies and business operations within Nestlé, including Mexico, Puerto Rico and the USA. His previous positions include Vice President of Marketing for Nestlé USA's Beverage Division, General Manager of Nestlé Puerto Rico, and Chief Marketing Officer at Nespresso.

Since January 2020, Alfonso has served as CEO of Nespresso North America, overseeing operations in the United States, Canada, and Mexico.

Effective November 1, 2025, Alfonso Gonzalez Loeschen was appointed to the Executive Board of Nestlé S.A. as Executive Vice President and CEO of Nestlé Nespresso S.A.



### **4.3 Mandates outside Nestlé**

Pursuant to art. 21<sup>sexies</sup> 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<sup>sexies</sup> of the Articles of Association.

Mandates held in other undertakings with commercial objectives are disclosed in our Compensation Report 2025 (pages 42 and 59).

### **4.4 Management contracts**

There are no management contracts with third parties at Nestlé.

## Compensation, shareholdings and loans

### 5. Compensation, shareholdings and loans

Please refer to the Compensation Report 2025, 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 Depository 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 as custodian the right to vote shares in excess of 5% on the basis of specific instructions provided by its 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

Ernst & Young Ltd., Lausanne (EY) were first appointed on April 23, 2020, as auditors of Nestlé S.A. On April 16, 2025, EY were appointed as auditors of the Financial Statements of Nestlé S.A. and the Consolidated Financial Statements of the Nestlé Group for the financial year 2025.

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 latest 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 2025 amount to CHF 40.2 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 8.5 million, including CHF 5.4 million for tax services, CHF 1.5 million for IS/IT advisory support, CHF 0.4 million for ESG non-audit related work, and CHF 1.2 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 2025, 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 mainly sell-side and carve-out support on disposals, 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.

# Information policy

## 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](http://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 2025 publication, and news about brands and innovation. A corporate calendar of relevant dates is displayed on page 65 of the Annual Review 2025 and is available on the IR events pages ([www.nestle.com/investors/events](http://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](mailto: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-year 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 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.

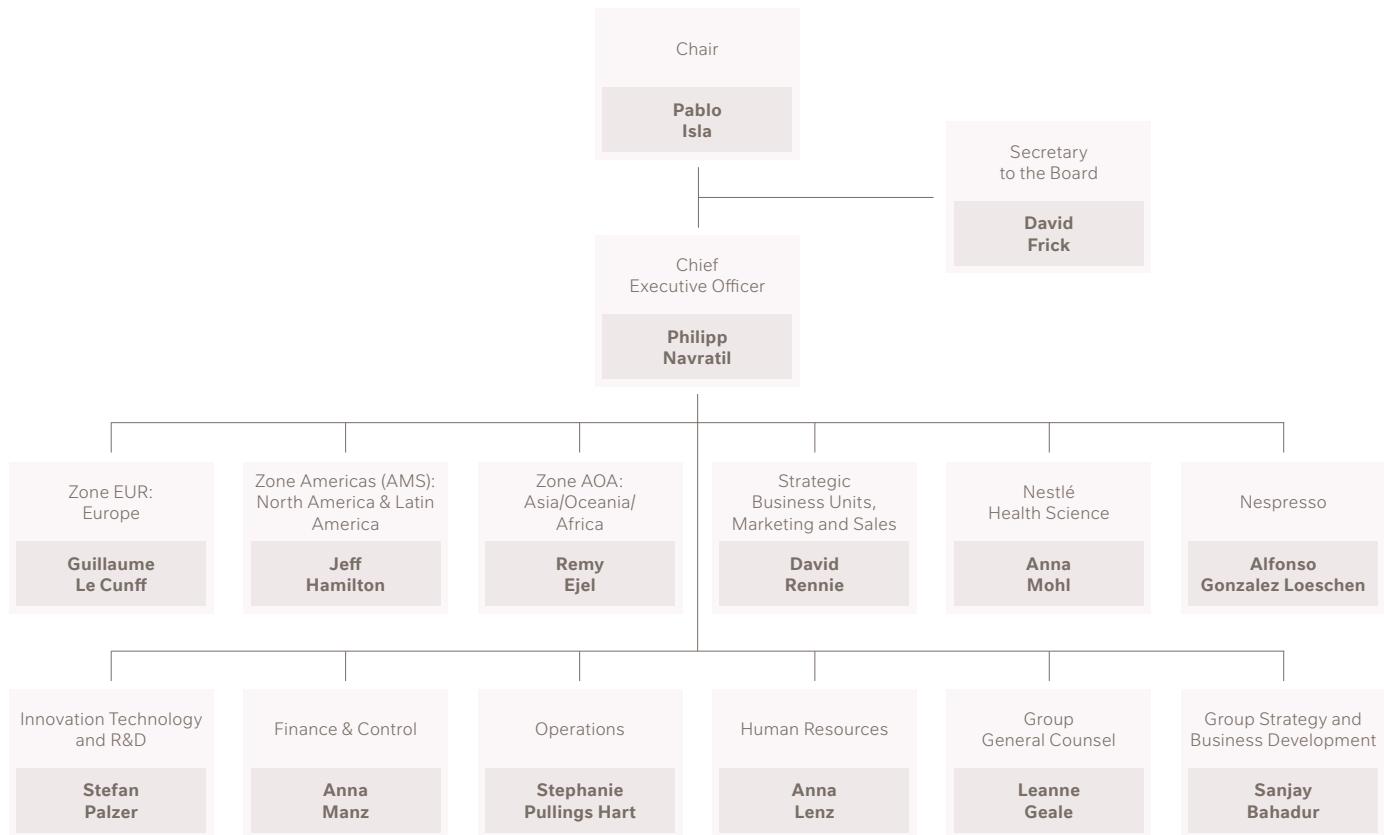
# General Organization of Nestlé S.A.

at December 31, 2025

## Executive Board

Philipp Navratil  
Anna Manz  
Remy Ejel  
Guillaume Le Cunff  
Jeff Hamilton  
Stefan Palzer

Leanne Geale  
Stephanie Pullings Hart  
David Rennie  
Anna Mohl  
Sanjay Bahadur  
Anna Lenz  
Alfonso Gonzalez Loeschen





# Compensation Report 2025

# Compensation Report 2025

## 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 2026.

At the 2025 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 2025, we have added additional disclosure on the achievement of our Short Term Bonus Targets.

For 2026, we will introduce the following changes:

- All Long Term Incentives will vest at the end of the vesting period replacing the former cliff vesting. Pro-rata vesting for our Long Term Incentives in case of retirements. Both changes are made to align with market practice.
- Functional Objectives as part of the Short Term Bonus Scheme of the Executive Board will be replaced by Group Objectives to further align the Functions to Business Performance.

## Governance

The Board of Directors has the overall responsibility for defining the compensation principles used in the Group. Pursuant to art. 21<sup>bis</sup> 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, 2025, 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 <sup>(a)</sup>
Non-executive members of the Board of Directors	Compensation Committee	Board of Directors <sup>(b)</sup>
Members of the Executive Board	CEO together with Chair	Compensation Committee <sup>(c)</sup>

(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, 2025, the composition of the CC is as follows:

Chair	Members
Dick Boer	Pablo Isla
	Patrick Aebscher
	Dinesh Paliwal

The tasks and areas of responsibility of the CC are described on page 13 of the Corporate Governance Report 2025.

(\*) Nestlé S.A.'s Articles of Association can be found on page 65 and at [www.nestle.com/investors/corporate-governance/articles](http://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<sup>bis</sup> 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 <sup>(a)</sup>.

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<sup>bis</sup> 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 <sup>(b)</sup>, adjusted for the size of Nestlé. These figures are periodically reviewed against this benchmark.

### Compensation 2025 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, Holcim, Swiss Re and Zurich Insurance.

Members of a Board Committee receive the following additional fees <sup>(a)</sup>:

	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, 2025

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

The above fees and allowances cover the period between the Annual General Meeting 2025 and the Annual General Meeting 2026. 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.

## Compensation payout 2025

At the Annual General Meeting of April 16, 2025, the shareholders approved a maximum compensation for the Board of Directors of CHF 10 million for the period from the Annual General Meeting 2025 to the Annual General Meeting 2026. The total actual compensation payout for this period including social security contributions is CHF 8 814 655.

### Summary of compensation 2025 \*\*

	Cash in CHF <sup>(a)</sup>	Market value of shares in CHF <sup>(b)</sup>	Total Cash & Shares	Social security & addit. Fees <sup>(c)</sup>	Total Compensation
Pablo Isla, Chair <sup>(1)</sup>	168 009	2 050 055	2 218 064	31 884	2 249 948
Paul Bulcke, Chair <sup>(2)</sup>	—	1 611 050	1 611 050	13 919	1 624 969
Dick Boer, Vice Chair, Lead Independent Director	365 000	350 000	715 000	—	715 000
Marie-Gabrielle Ineichen-Fleisch, Vice Chair	190 000	175 000	365 000	17 831	382 831
Renato Fassbind	330 000	315 000	645 000	30 160	675 160
Dinesh Paliwal	225 000	210 000	435 000	19 806	454 806
Hanne Jimenez de Mora † <sup>(3)</sup>	124 299		124 299	6 485	130 784
Lindiwe M. Sibanda	190 000	175 000	365 000	43 886	408 886
Patrick Aebsicher	190 000	175 000	365 000	42 695	407 695
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
Geraldine Matchett	205 000	190 000	395 000	26 069	421 069
<b>Total for 2025</b>	<b>2 587 308</b>	<b>5 806 105</b>	<b>8 393 413</b>	<b>292 351</b>	<b>8 685 764</b>

\*\* 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 Chair receives no expense allowance.
- (b) The Board is paid in arrears (25% in October 2025 and 75% in April 2026). The Nestlé S.A. shares equivalent to 50% of the annual remuneration will be delivered at the end of the Board year in April 2026. They will be valued at the closing price of the share on the SIX Swiss Exchange on the ex-dividend date 2026. The actual number of shares delivered will be published in the Compensation Report 2026. In 2025, 72 819 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 128 891 in 2025. For details of additional fees, see page 41. The amount includes moderate contributions the Company makes to an external Swiss pension fund plan for two Board members who are self-employed (in the total amount of CHF 7 348).

(1) As of October 1, 2025, succeeding Paul Bulcke.

(2) Until September 30, 2025

(3) Deceased on June 26, 2025.

(\*) 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 2024\*\***

	Cash in CHF <sup>(a)</sup>	Market value of shares in CHF <sup>(b)</sup>	Total Cash & Shares	Social security & addit. Fees <sup>(c)</sup>	Total Compensation
Paul Bulcke, Chairman	—	3 500 000	3 500 000	29 400	3 529 400
Pablo Isla, Vice Chair, 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
<b>Total for 2024</b>	<b>2 990 000</b>	<b>6 310 000</b>	<b>9 300 000</b>	<b>326 111</b>	<b>9 626 111</b>

\*\* 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 also includes pension contributions for one Board member who is not exempted from mandatory occupational benefit plans in Switzerland.

Pablo Isla, in his capacity as active, non-executive Chair, 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. The remuneration includes all compensation received in relation to these activities. The below disclosed compensation for 2024 refers to the former Chair Paul Bulcke.

Audited

	2025	2024	
	Value in CHF	Number	Value in CHF
Cash compensation	168 009	—	—
Blocked shares (market value) <sup>(a)</sup>	2 050 055	37 298	3 500 000
<b>Total Cash &amp; Shares</b>	<b>2 218 064</b>		<b>3 500 000</b>
Company contribution to compulsory Swiss social security <sup>(b)</sup>	31 884		29 400
<b>Total compensation</b>	<b>2 249 948</b>		<b>3 529 400</b>

(a) The Chair 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 2026. They will be valued at the closing price of the share on the SIX Swiss Exchange on the ex-dividend date 2026. The actual number of shares delivered will be published in the Compensation Report 2026.

(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 70 655 in 2025 (CHF 127 216 in 2024). The amount includes contributions the Company makes to an external Swiss pension fund plan in the total amount of CHF 1644 in 2025.

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

	2025	2024
	Number of shares held <sup>(a)</sup>	Number of shares held <sup>(a)</sup>
Pablo Isla, Chair	19 373	15 334
Dick Boer, Vice Chair, Lead Independent Director	14 430	10 391
Marie-Gabrielle Ineichen-Fleisch, Vice Chair	35 343	8 231
Renato Fassbind	65 718	62 083
Patrick Aebscher	20 931	18 911
Dinesh Paliwal	11 033	8 609
Lindiwe M. Sibanda	6 823	4 803
Chris Leong	5 412	3 392
Luca Maestri	5 876	3 683
Rainer Blair	3 908	1 645
Geraldine Matchett	2 193	—
Members who left the Board during the year	—	1 558 430
<b>Total as at December 31</b>	<b>191 040</b>	<b>1 695 512</b>

(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 outstanding 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<sup>septies</sup> 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 are no loans outstanding to former members of the Board of Directors. For compensation refer to page 58 "Compensation and loans to former members of the Executive Board".

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

In 2025, 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, 2025

As at December 31, 2025, the members of the Board of Directors held the following comparable positions in other undertakings with commercial objectives.

	<b>Mandates in listed companies</b>	<b>Function</b>	<b>Mandates in non-listed companies</b>	<b>Function</b>
Pablo Isla			Bertelsmann SE & Co. KGaA	– Board member
Dick Boer	Shell plc	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Senior Independent Non-Executive Director</li> <li>– Deputy Chair</li> <li>– Audit &amp; Risk Committee, member</li> <li>– Nomination and Succession Committee, member</li> <li>– Remuneration Committee, member</li> </ul>	<ul style="list-style-type: none"> <li>Fonte Films S.L.</li> <li>SHV Holdings N.V.</li> </ul>	<ul style="list-style-type: none"> <li>– Chairman</li> <li>– Board member</li> <li>– Vice Chair</li> </ul>
Marie-Gabrielle Ineichen-Fleisch	BVZ Holding AG	– Board member	Het Concertgebouw N.V.	– Board member & Chairman
Renato Fassbind			KIBAG Holding AG	– Board member
Patrick Aebscher	PolyPeptide Group AG	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Vice Chairman &amp; Lead Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>Schweizerische Mobiliar Genossenschaft</li> <li>F.G. Pfister Holding AG</li> </ul>	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Board member</li> <li>– Board member</li> </ul>
			NistronTech Sàrl	– Board member
			Amazentis SA	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Vice Chairman</li> </ul>
			Swiss Vaccine SA	– Board member
			Vandria SA	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Chairman</li> </ul>
			Limani Partners SA	– Managing Partner
			EPFL	– Honorary Professor

	<b>Mandates in listed companies</b>	<b>Function</b>	<b>Mandates in non-listed companies</b>	<b>Function</b>
Dinesh Paliwal	KKR & Co. Inc.	– Partner	Marelli & Koki Holdings Co. Ltd.	– Board member – Non-Executive Chairman
Lindiwe M. Sibanda			University of Pretoria	– Professor Extraordinary
Chris Leong	Ecolab Inc.	– Chief Marketing and Innovation Officer	Linds Agriculture Services PvT Ltd.	– Managing Director
Luca Maestri	Apple Inc.	– Vice President, Corporate Services		
Rainer Blair	Danaher Corporation	– President & CEO – Board member – Executive Committee, member – Science & Technology Committee, member		
Geraldine Matchett	ABB Ltd.	– Board member – Finance, Audit and Compliance Committee, member		
	Swiss Re Ltd.	– Board member – Governance, Nomination and Sustainability Committee, member – Risk Committee, member		

**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.

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

	<b>Mandates in listed companies</b>	<b>Function</b>		<b>Mandates in non-listed companies</b>	<b>Function</b>
Patrick Aebischer	PolyPeptide Group AG	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Vice Chairman &amp; Lead Independent Director</li> </ul>		NistronTech Sàrl	<ul style="list-style-type: none"> <li>– Board member</li> </ul>
Dinesh Paliwal	KKR & Co. Inc.	<ul style="list-style-type: none"> <li>– Partner</li> </ul>		Amazentis SA	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Vice Chairman</li> </ul>
Lindiwe M. Sibanda				Swiss Vaccine SA	<ul style="list-style-type: none"> <li>– Board member</li> </ul>
Chris Leong	Schneider Electric SE	<ul style="list-style-type: none"> <li>– Chief Marketing Officer</li> </ul>		Vandria SA	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Chairman</li> </ul>
Luca Maestri	Apple Inc.	<ul style="list-style-type: none"> <li>– Chief Financial Officer</li> </ul>		EPFL	<ul style="list-style-type: none"> <li>– Honorary Professor</li> </ul>
Rainer Blair	Danaher Corporation	<ul style="list-style-type: none"> <li>– President &amp; CEO</li> <li>– Board member</li> <li>– Executive Committee, member</li> <li>– Science &amp; Technology Committee, member</li> </ul>		Marelli & Koki Holdings Co. Ltd.	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Non-Executive Chairman</li> </ul>
Marie-Gabrielle Ineichen-Fleisch	BVZ Holding AG	<ul style="list-style-type: none"> <li>– Board member</li> </ul>		University of Pretoria	<ul style="list-style-type: none"> <li>– Professor Extraordinary</li> </ul>
Geraldine Matchett	<ul style="list-style-type: none"> <li>ABB Ltd.</li> <li>Swiss Re Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>– Board member</li> <li>– Board member</li> </ul>		Linds Agriculture Services PvT Ltd.	<ul style="list-style-type: none"> <li>– Managing Director</li> </ul>
				KIBAG Holding AG	<ul style="list-style-type: none"> <li>– Board member</li> </ul>
				Schweizerische Mobiliar Genossenschaft	<ul style="list-style-type: none"> <li>– Board member</li> </ul>
				F.G. Pfister Holding AG	<ul style="list-style-type: none"> <li>– Board member</li> </ul>

## Executive Board

### Principles of compensation for members of the Executive Board

#### Governance

Pursuant to art. 21<sup>bis</sup> 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<sup>bis</sup> 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<sup>ter</sup> 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 2025, 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](http://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<sup>quarter</sup> 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 Depository Receipts

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

## Objectives 2025

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

In 2025, 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% 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 2026.

## 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 2025, their weighting was 50% Organic Growth, 30% Profitability (Underlying Trading Operating Profit margin), 10% Market Shares gains and 10% Structural Cost optimization.

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 cash flow management, 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 2025, they relate to affordable nutrition with micro nutrients fortification, reduction of greenhouse gas emissions, virgin plastic reduction, regenerative agricultural practices and management positions held by women. These five objectives are equally weighted at 3% each.

(\*) or American Depository 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<sup>quater</sup> 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<sup>quater</sup> 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 2025

In 2025, 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 2025 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 (vs. 2018 base line).

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.

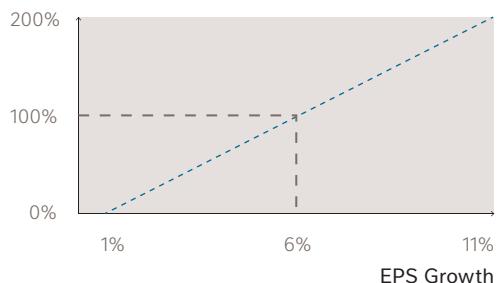
The PSUP covers the Executive Board, Senior Vice Presidents and selected Vice Presidents and Assistant Vice Presidents. A Restricted Stock Unit Plan (RSUP) applies to all other participants.

(\*) Nestlé S.A.'s Articles of Association can be found on page 65 and at [www.nestle.com/investors/corporate-governance/articles](http://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 2025 PSUP grant.

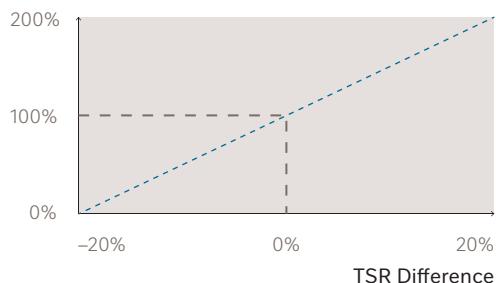
### Underlying EPS Growth (constant currencies)

Achievement



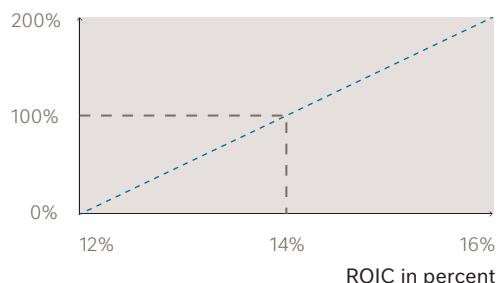
### TSR Difference (Nestlé vs. Index)

Achievement



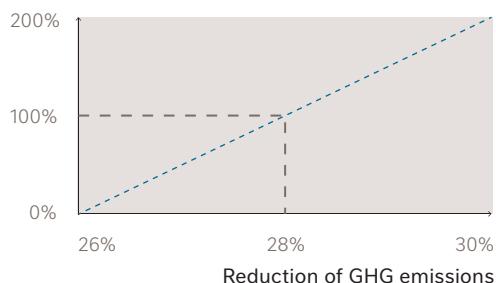
### ROIC (in percent)

Achievement



### Reduction of Greenhouse Gas (GHG) emissions

Achievement

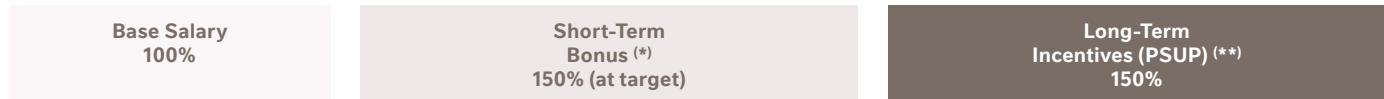


The total vesting level will be determined by applying, at the end of the vesting period, a weight of 40% for Underlying EPS Growth, 20% for TSR Difference, 20% for ROIC and 20% for the Reduction of Greenhouse Gas emissions, and by adding up the four elements.

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 <sup>(a)</sup>

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.

#### 5. Other benefits <sup>(b)</sup>

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 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 Chief Financial Officer benefits from tax and relocation support for her transfer to Switzerland.

(a) The former Head of Zone Americas also participated 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. They have a three-year vesting period and are cash settled following the third anniversary of the grant date.

(b) The former Head of Zone Americas received health insurance premiums paid by the company, financial planning allowance, a housing allowance and 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 and the Head of Nestlé Health Science. The Head of Operations and the Head of Nestlé Health Science 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<sup>septies</sup> 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, but no new grants are awarded following notice of termination. 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 foreseen by Swiss law and if the compensation paid or granted is rejected by the General Meeting of Nestlé S.A. in a final vote.

(\*) The former Head of Zone Americas was also affiliated to the local pension plan.

(\*\*) Companies include: ABB, Air Liquide, Airbus, Anheuser-Busch, ASML Holding, AstraZeneca, BASF, BP, British American Tobacco, Cie Financiere Richemont, Deutsche Telekom, Diageo, Enel, EssilorLuxottica, Glencore, GSK, Hermès International, Iberdrola, L'Oréal, LVMH, Mercedes-Benz Group, National Grid, Novartis, Novo Nordisk, Prosus, Relx, Rio Tinto, Roche, Safran, Sanofi, SAP, Schneider Electric, Shell, Siemens, TotalEnergies, Unilever and Vinci.

**Compensation 2025 for members of the Executive Board**

At the Annual General Meeting of April 18, 2024 the shareholders approved a maximum compensation for members of the Executive Board of CHF 80 million for 2025. The total compensation paid to members of the Executive Board in 2025, including contributions towards future pension benefits and total social security contributions, was CHF 50 700 742. Please refer to the explanations provided on page 58.

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

	2025	2024
Annual Base Salary	14 061 919	17 833 333
Short-Term Bonus (cash)	11 731 444	15 155 708
Short-Term Bonus (market value of Nestlé S.A. share) <sup>(a)</sup>	2 019 030	1 901 376
Performance Share Units (market value) <sup>(b)</sup>	14 341 118	20 406 777
Other benefits	2 051 536	2 576 594
<b>Total</b>	<b>44 205 047</b>	<b>57 873 788</b>
% Fixed/Variable	36.5 - 63.5	35.3 - 64.7
Company contributions towards future pension benefits (in line with Nestlé's Pension Benefit Policy described above)	3 859 193	4 978 127
Company contributions to compulsory Swiss social security <sup>(c)</sup>	380 520	421 400
Additional remuneration and fees paid to members of the Executive Board	559 953	11 092 353
Total including the elements above	49 004 713	74 365 668

The above compensation table includes the following:

	2025	2024
Number of Nestlé S.A. shares <sup>(d)</sup> granted	27 605	24 923
Number of Performance Share Units granted under the PSUP	177 221	218 855

(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 2026.

(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 1 696 029 in 2025 and CHF 2 671 913 in 2024.

(d) or American Depository Receipts (2024)

## Explanations

- On December 31, 2025, the Executive Board consisted of 13 members.
- Philipp Navratil was appointed member of the Executive Board effective January 1, 2025. He was appointed CEO effective September 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 was appointed member of the Executive Board effective April 1, 2025.
- Bernard Meunier left the Executive Board on April 1, 2025.
- Steve Presley left the Executive Board on May 1, 2025.
- Jeff Hamilton was appointed member of the Executive Board effective July 1, 2025.
- Laurent Freixe left the Executive Board on September 1, 2025.
- Alfonso Gonzalez was appointed member of the Executive Board effective November 1, 2025.
- For other benefits, see section 5 above.
- Performance Share Units granted in 2025 are disclosed at market value, which corresponds to CHF 84.53 (\*) for the Grant in March and to CHF 71.77 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 2025, 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 103.6% in 2025, based on the achievement of the relevant Group and individual quantitative and qualitative objectives (2024: 89.1%).
- The Performance Share Units granted in 2023 vest in February 2026 with a payout of 79% of the initial PSU award (PSUs granted in 2022 vested in 2025 with a payout of 79%).

(\*) USD 83.23 for US Performance Share Units

## Target Achievements

Group and ESG Objectives 2025 Target Achievements  
(CEO Short Term Bonus Achievements)**Financial Objectives (85% weighted)**

94.1% of target



## Long-Term Incentive Plan 2023–2025 Achievements

## Underlying EPS (40% weighted)

40% of target

**ESG (15% weighted) – total achievement: 130.5%**

## By KPI

% net reduction of GHG emissions vs. 2018 baseline

150% of target



## TSR (20% weighted)

82% of target



% of virgin plastic reduction vs. 2018 baseline

130% of target



## ROIC (20% weighted)

34% of target



% volumes of key ingredients sourced from farmers adopting regenerative agriculture practices

150% of target



## GHG (20% weighted)

200% of target



Number of servings of affordable nutrition with micronutrient fortification (billions)

102.4% of target



% of management positions held by women

120% of target



Events after the balance sheet date

- Sanjay Bahadur left the Executive Board on January 31, 2026.

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

In 2025, the highest total compensation for a member of the Executive Board was technically conferred to Steve Presley, the CEO Zone AMS until April 2025 (\*\*). He received a total amount of CHF 7 334 675. For transparency disclosed below is the CEO, Philipp Navratil, Executive Board member since January 1, 2025 and CEO since September 1, 2025. The amounts below are included in the Executive Board compensation disclosed above. The below disclosed compensation for 2024 refers to the former CEO Mark Schneider (\*\*\*)�.

		2025		2024
	Number	Value in CHF	Number	Value in CHF
Annual Base Salary <sup>(a)</sup>		1 200 000		2 400 000
Short-Term Bonus (cash)		847 333		2 779 200
Short-Term Bonus (market value of Nestlé S.A. share) <sup>(b)</sup>		847 400		—
Performance Share Units (market value) <sup>(c)</sup>	19 683	1 533 422	38 681	3 600 041
Other benefits		109 699		68 900
<b>Total</b>		<b>4 537 854</b>		<b>8 848 141</b>
% Fixed/Variable		28.9 - 71.1		27.9 - 72.1
Company contribution towards future pension benefits		236 437		748 775
Company contribution to compulsory Swiss social security <sup>(d)</sup>		30 240		29 400
<b>Total including the elements above</b>		<b>4 804 531</b>		<b>9 626 316</b>

(a) The Base Salary for the new CEO has been set at CHF 2 000 000 on an annualized basis.

(b) 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 2026.

(c) The Performance Share Units are valued at the average closing price of the first ten trading days, after the publication of the annual results.

(d) 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 198 204 in 2025 and CHF 425 265 in 2024.

### Explanations

- Performance Share Units granted in 2025 are disclosed at market value, which corresponds to CHF 84.53 for the grant in March and CHF 71.77 for the grant in October.
- Please also refer to the explanations provided on page 54.

### Payout levels

- The Short-Term Bonus payout for the CEO was 99.5% in 2025, based on the achievement of Group quantitative and qualitative objectives and the ESG objectives (2024: 77.2%).
- The Performance Share Units granted in 2023 vest in February 2026 with a payout of 79% of the initial PSU award (PSUs granted in 2022 vested in 2025 with a payout of 79%).

(\*) 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.

(\*\*) This amount includes CHF 976 086 for ABS, CHF 1 306 450 for STB, CHF 3 081 250 for LTIP and CHF 1 970 888 for other benefits, social security and pension contribution.

(\*\*\*) Former CEO Laurent Freixe received no compensation upon termination other than his pro rata base salary until Sept. 1, 2025. 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**

	2025	2024
	Number of shares held (a)	Number of shares held (a)
Philipp Navratil, Chief Executive Officer	2 429	—
Stefan Palzer	32 811	31 397
Leanne Geale	35 842	31 178
Remy Ejel	19 877	13 214
Stephanie Pullings Hart	—	—
David Rennie	35 203	29 540
Anna Mohl	1 500	800
Anna Manz	46 658	44 297
Guillaume Le Cunff	9 206	6 768
Sanjay Bahadur	104 131	99 467
Anna Lenz	3 059	—
Jeff Hamilton	—	—
Alfonso Gonzalez Loeschen	5 798	—
Members who left the Executive Board during the year	—	160 171
<b>Total as at December 31</b>	<b>296 514</b>	<b>416 832</b>

(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.

## **Other audited information regarding the Executive Board**

### **Loans to members of the Executive Board**

On December 31, 2025, 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 2025 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 7890 Units in 2025, with a share price of CHF 70.97 per Unit (vesting period of three years, value capped at two times the Unit price at grant).

### **Compensation and loans for former members of the Executive Board**

In 2025, three former members of the Executive Board received compensation during their termination and/or non-compete periods in the total amount of CHF 7 592 381 as per the terms of their contracts. This amount includes CHF 2 894 666 for Base Salary, CHF 3 066 666 for Short Term Bonus and CHF 1 230 969 for company contributions towards future pension, social security and other benefits. One member received Long Term Incentives in connection with her continued services to the company in the amount of CHF 400 080.

On December 31, 2025, 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 2025, 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, 2025**

As at December 31, 2025, the members of the Executive Board held the following comparable positions in other undertakings with commercial objectives.

	<b>Mandates in listed companies</b>	<b>Function</b>		<b>Mandates in non-listed companies</b>	<b>Function</b>
Philipp Navratil				Cereal Partners	– Board member
Anna Manz	AstraZeneca Plc	– Board member – Audit Committee, member		Worldwide SA	
Remy Ejel				Cereal Partners	– Board member
Guillaume Le Cunff				Worldwide SA	– Board member
Jeff Hamilton				Cereal Partners	– Board member
Stefan Palzer	Merck KGaA	– Board member		Worldwide SA	
Leanne Geale	Holcim Ltd.	– Board member – Health, Safety and Sustainability Committee, member – Nomination, Compensation and Governance Committee, member		Lactalis Nestlé	– Board member
Stephanie Pullings Hart				Produits S.A.S.	
David Rennie				Cereal Partners	– Board member
Anna Mohl				Worldwide SA	
Sanjay Bahadur				TraceLink Inc.	– Board member – Enterprise Risk Committee, member
Anna Lenz				Froneri Lux Topco Sàrl	– Board member
Alfonso Gonzalez Loeschen				Amazentis SA	– Board member
				Froneri Lux Topco Sàrl	– Board member
				European Pizza Group	– Board member
				Topco Sàrl	

**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.

	<b>Mandates in listed companies</b>	<b>Function</b>		<b>Mandates in non-listed companies</b>	<b>Function</b>
Laurent Freixe				Cereal Partners	– Board member
Stefan Palzer	Merck KGaA	– Board member		Worldwide SA	
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	– Board member, Co-Chair
Steve Presley				Worldwide SA	
Remy Ejel				Cereal Partners	– Board member
David Zhang	Mei Nian Jian Kang	– Board member		Worldwide SA	
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	– Board member
Sanjay Bahadur				Lactalis Nestlé	– Board member
Lisa Gibby				Produits S.A.S.	
				Froneri Lux Topco Sàrl	– Board member
				European Pizza Group	– Board member
				Topco Sàrl	

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

Lausanne, 18 February 2026

## Report of the statutory auditor on the audit of the Compensation Report



### Opinion

We have audited the Compensation Report of Nestlé S.A. (the Company) for the year ended 31 December 2025. 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".

Jeanne Boillet  
Licensed audit expert  
(Auditor in charge)

A handwritten signature in black ink, appearing to read "A. Schaub".

André Schaub  
Licensed audit expert



# **Articles of Association of Nestlé S.A.**

**Amended by the  
Annual General Meeting  
of April 16, 2025**

# 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 257 652 000 (two hundred fifty-seven million six hundred fifty-two thousand) divided into 2576520000 fully paid up registered shares with a nominal value of CHF 0.10 each.

### Article 3<sup>bis</sup>

#### 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.

- 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

\* 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.

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:

- to adopt and amend the Articles of Association;
- 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;
- to elect and remove the Auditors;
- to elect and remove the Independent Representative;
- 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<sup>bis</sup>;
- 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 19bis

**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 19ter

#### **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<sup>bis</sup>. Compensation of the Board of Directors and of the Executive Board**

Article 21<sup>bis</sup>

#### **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<sup>ter</sup>

**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<sup>quater</sup>

**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<sup>ter</sup>. Contracts with members of the Board of Directors and of the Executive Board**

Article 21<sup>quinquies</sup>

#### **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<sup>quater</sup>. Mandates outside Nestlé; Loans**

Article 21<sup>sexies</sup>

#### **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<sup>septies</sup>

#### **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 16, 2025*