

## Nestlé S.A. - Annual General Meeting 2015

### Proxy and Voting instructions to the Independent Representative

I herewith grant a proxy to the Independent Representative, Hartmann Dreyer Attorneys-at-law, to represent my shares at the General Meeting and to exercise my voting rights in accordance with my instructions as provided hereafter:

Please tick only **one** box per proposal

	Yes	No	Abstention
1.1 Approval of the Annual Report, the financial statements of Nestlé S.A. and the consolidated financial statements of the Nestlé Group for 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2 Acceptance of the Compensation Report 2014 (advisory vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Discharge to the members of the Board of Directors and of the Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appropriation of profit resulting from the balance sheet of Nestlé S.A. (proposed dividend) for the financial year 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1 Re-elections to the Board of Directors			
4.1.1 Mr Peter Brabeck-Letmathe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.2 Mr Paul Bulcke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.3 Mr Andreas Koopmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.4 Mr Beat Hess	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.5 Mr Daniel Borel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.6 Mr Steven G. Hoch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.7 Ms Naina Lal Kidwai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.8 Mr Jean-Pierre Roth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.9 Ms Ann M. Veneman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.10 Mr Henri de Castries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.11 Ms Eva Cheng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Continued from the front side

	Yes	No	Abstention
4.2 Elections to the Board of Directors			
4.2.1 Ms Ruth Khasaya Oniang'o	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2.2 Mr Patrick Aebischer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2.3 Mr Renato Fassbind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3 Election of the Chairman of the Board of Directors			
Mr Peter Brabeck-Letmathe	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4.4 Election of the members of the Compensation Committee			
4.4.1 Mr Beat Hess	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4.2 Mr Daniel Borel	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4.3 Mr Andreas Koopmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4.4 Mr Jean-Pierre Roth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.5 Election of the statutory auditors KPMG SA, Geneva branch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.6 Election of the Independent Representative Hartmann Dreyer Attorneys-at-law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1 Approval of the Compensation of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Approval of the Compensation of the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Capital reduction (by cancellation of shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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In the event of a **new or modified proposal** by a shareholder during the General Meeting, I instruct the Independent Representative to vote according to the following instruction:

- vote for the proposal of the Board of Directors
- vote against the proposal of the Board of Directors
- abstain

**Important: Without specific instructions on how to vote regarding one or several items listed above, I herewith instruct the Independent Representative to vote in favour of the proposals of the Board of Directors with regard to the items listed on the agenda and with regard to any new or modified proposal during the General Meeting.**

Date:

Signature:

**These instructions should be signed, dated and returned in the enclosed envelope to the Independent Representative, Hartmann Dreyer, Attorneys-at-law, Boulevard de Pérolles 7, 1701 Fribourg, Switzerland, by 9 April 2015.**