

Results of the 146th Annual General Meeting of Nestlé S.A. held on 11 April 2013 at Beaulieu Lausanne, in Lausanne

Chair: Peter Brabeck-Letmathe, Chairman of the Board of Directors
Minutes: Yves Philippe Bloch, Company Secretary

Independent representative pursuant to article 689c of the Swiss Code of Obligations: Jean-Ludovic Hartmann, Fribourg

KPMG SA, Geneva branch, the statutory auditors, were represented by MM Mark Baillache and Fabien Lussu.

Attendance:

At 2:30 p.m 2'998 shareholders were present or represented, representing 1,605,257,433 votes (70.64% of the shares entitled to vote, respectively 49.78% of the share capital),

of which

Shareholders or their representatives	36,594,923 votes,	2.28%
Independent representative	1,340,314,938 votes,	83.50%
Nestlé S.A. as corporate proxy	228,347,572 votes,	14.22%
Depositaries (représentants dépositaires)	0 votes,	0%

Agenda:

1 Annual Report 2012

1.1 Annual Report, financial statements of Nestlé S.A. and consolidated financial statements of the Nestlé Group for 2012; reports of the statutory auditors

The Board of Directors proposed to approve the Annual Report, the financial statements of Nestlé S.A. and the consolidated financial statements of the Nestlé Group for 2012.

Interventions: 11

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,299,743	
Absolute majority	802,649,873	
Votes in favor	1,596,732,018	99.47%
Votes against	2,600,001	0.16%
Abstentions	5,967,724	0.37%

1.2 Advisory vote on the Compensation Report 2012

The Board of Directors proposed to accept the Compensation Report 2012 (advisory vote).

Interventions: 2

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,223,669	
Absolute majority	802,611,835	
Votes in favor	1,405,016,526	87.53%
Votes against	185,466,634	11.55%
Abstentions	14,740,509	0.92%

2 Release of the Board of Directors and of the Management

The Board of Directors proposed to approve the release of the members of the Board of Directors and of the Management.

Interventions: 0

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,599,792,073	
Absolute majority	799,896,037	
Votes in favor	1,567,238,196	97.97%
Votes against	22,566,459	1.41%
Abstentions	9,987,418	0.62%

3 Appropriation of profits resulting from the balance sheet of Nestlé S.A.

The Board of Directors proposed to approve the appropriation of profits resulting from the balance sheet of Nestlé S.A. as follows:

Retained earnings

Balance brought forward from 2011	CHF	685 377 470
Profit for the year 2012	CHF	5 695 711 140
	CHF	<u>6 381 088 610</u>

Proposed appropriation

Transfer from the special reserve	CHF	(225 000 000)
Dividend for 2012, CHF 2.05 per share on 3 220 161 495 shares ¹	CHF	<u>6 601 331 065</u>
	CHF	<u>6 376 331 065</u>

Balance to be carried forward

CHF 4 757 545

Interventions: 0

¹ Depending on the number of shares issued as of the last trading day with entitlement to receive the dividend (12 April 2013). No dividend is paid on own shares held by the Nestlé Group. The respective amount will be attributed to the special reserve.

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,233,631	
Absolute majority	802,616,816	
Votes in favor	1,600,622,350	99.71%
Votes against	1,916,569	0.12%
Abstentions	2,694,712	0.17%

4 Elections

4.1 Re-elections to the Board of Directors

4.1.1 Mr Peter Brabeck-Letmathe

The Board of Directors proposed to re-elect Mr Peter Brabeck-Letmathe as member of the Board of Directors for a further term of three years.

Interventions: 2

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,178,185	
Absolute majority	802,589,093	
Votes in favor	1,501,663,810	93.55%
Votes against	97,967,644	6.10%
Abstentions	5,546,731	0.35%

4.1.2 Mr Steven G. Hoch

The Board of Directors proposed to re-elect Mr Steven G. Hoch as member of the Board of Directors for a further term of three years.

Interventions: 0

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,179,590	
Absolute majority	802,589,796	
Votes in favor	1,587,356,725	98.89%
Votes against	11,152,085	0.69%
Abstentions	6,670,780	0.42%

4.1.3 Ms Titia de Lange

The Board of Directors proposed to re-elect Ms Titia de Lange as member of the Board of Directors for a further term of three years.

Interventions: 0

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,169,609
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Absolute majority	802,584,805	
Votes in favor	1,588,905,935	98.99%
Votes against	8,089,979	0.50%
Abstentions	8,173,695	0.51%

4.1.4 Mr Jean-Pierre Roth

The Board of Directors proposed to re-elect Mr Jean-Pierre Roth as member of the Board of Directors for a further term of three years.

Interventions: 0

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,137,816	
Absolute majority	802,568,909	
Votes in favor	1,589,238,055	99.00%
Votes against	9,558,871	0.60%
Abstentions	6,340,890	0.40%

4.2 Election of Ms Eva Cheng to the Board of Directors

The Board of Directors proposed to elect Ms Eva Cheng as member of the Board of Directors for a term of three years.

Interventions: 0

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,123,223	
Absolute majority	802,561,612	
Votes in favor	1,568,743,472	97.74%
Votes against	27,515,318	1.71%
Abstentions	8,864,433	0.55%

4.3 Re-election of KPMG SA, Geneva branch, as statutory auditors

The Board of Directors proposed to re-elect KPMG SA, Geneva branch, as statutory auditors for a further term of one year.

Interventions: 0

The Shareholders Meeting approved the proposal of the Board of Directors as follows:

Votes cast	1,605,108,040	
Absolute majority	802,554,021	
Votes in favor	1,543,390,731	96.16%
Votes against	51,117,182	3.18%
Abstentions	10,600,127	0.66%

The Annual General Meeting closed at 5:50 p.m.