

Results

of the 144th Annual General Meeting of Nestlé S.A. held on 14 April 2011 at the « Palais de Beaulieu » 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 S.A., Geneva branch, the statutory auditors, were represented by MM Mark Baillache and Fabien Lussu.

Attendance:

At 2:30 p.m 2'659 shareholders were present or represented, representing 1,284,293,453 votes (59,868% of the shares entitled to vote, respectively 37,065% of the share capital),

of which

shareholders or their representatives	31,218,419 votes,	2.43%
independent representative	1,004,168,935 votes,	78.19 %
Nestlé S.A. as corporate proxy	248,906,099 votes,	19.38%
depositories (représentants dépositaires)	0 votes,	0%

Agenda:

1 Annual Report 2011

1.1 Annual Report, financial statements of Nestlé S.A. and consolidated financial statements of the Nestlé Group for 2010

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 2010.

Questions / Declarations: 12

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

Votes cast	1,283,740,400	
Absolute majority	641'870'201	
Votes in favor	1,278,503,052	99.59%
Votes against	2,137,267	0.17%
Abstentions	3,100,081	0.24%

1.2 Advisory vote on the Compensation Report 2010

The Board of Directors proposed to accept the Compensation Report 2010 (advisory vote).

Questions / Declarations: None

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

Votes cast	1,283,748,890	
Absolute majority	641,874,446	
Votes in favor	1,178,685,510	91.82%
Votes against	90,930,306	7.08%
Abstentions	14,133,074	1.10%

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 for the financial year 2010.

Questions / Declarations: None

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

Votes cast	1,274,455,074	
Absolute majority	637,227,538	
Votes in favor	1,256,317,974	98.58%
Votes against	7,927,358	0.62%
Abstentions	10,209,742	0.80%

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 2009	CHF 398 264 298
Profit for the year 2010	<u>CHF 37 493 689 405</u>
	<u>CHF 37 891 953 703</u>

Proposed appropriation

Transfer to the special reserve	CHF 30 000 000 000
Dividend for 2010, CHF 1.85 per share on 3 312 569 900 shares	CHF 6 128 254 315
	<u>CHF 36 128 254 315</u>
Balance to be carried forward	<u>CHF 1 763 699 388</u>

Questions / Declarations: 2

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

Votes cast	1,283,741,820	
Absolute majority	641,870,911	
Votes in favor	1,279,668,667	99.68%
Votes against	1,140,632	0.09%
Abstentions	2,932,521	0.23%

4 Elections

4.1 Re-elections to the Board of Directors

4.1.1 Mr. Paul Bulcke

The Board of Directors proposed to re-elect Mr. Paul Bulcke, CEO (Administrateur délégué), as member of the Board of Directors for a further term of three years.

Questions / Declarations: None

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

Votes cast	1,282,106,287	
Absolute majority	641,053,144	
Votes in favor	1,263,294,932	98.54%
Votes against	13,892,391	1.08%
Abstentions	4,918,964	0.38%

4.1.2 Mr. Andreas Koopmann

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

Questions / Declarations: None

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

Votes cast	1,281,649,471	
Absolute majority	640,824,736	
Votes in favor	1,268,974,428	99.01%
Votes against	4,906,526	0.38%
Abstentions	7,768,517	0.61%

4.1.3 Mr. Rolf Hänggi

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

Questions / Declarations: None

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

Votes cast	1,281,606,586	
Absolute majority	640,803,294	
Votes in favor	1,267,942,487	98.94%
Votes against	6,428,413	0.50%
Abstentions	7,235,686	0.56%

4.1.4 Mr. Jean-Pierre Meyers

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

Questions / Declarations: None

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

Votes cast	1,281,592,727	
Absolute majority	640,796,364	
Votes in favor	1,211,464,872	94.53%
Votes against	62,182,626	4.85%
Abstentions	7,945,227	0.62%

4.1.5 Mrs. Naïna Lal Kidwai

The Board of Directors proposed to re-elect Mrs. Naïna Lal Kidwai as member of the Board of Directors for a further term of three years.

Questions / Declarations: None

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

Votes cast	1,281,590,997	
Absolute majority	640,795,499	
Votes in favor	1,271,804,922	99.24%
Votes against	2,203,127	0.17%
Abstentions	7,582,948	0.59%

4.1.6 Mr. Beat Hess

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

Questions / Declarations: None

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

Votes cast	1,281,603,072	
Absolute majority	640,801,537	
Votes in favor	1,272,985,349	99.33%
Votes against	1,653,397	0.13%
Abstentions	6,964,326	0.54%

4.2 Election of Mrs. Ann Veneman to the Board of Directors

The Board of Directors proposed to elect Mrs. Ann Veneman as member of the Board of Directors for a term of three years.

Questions / Declarations: None

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

Votes cast	1,281,591,993	
Absolute majority	640,795,997	
Votes in favor	1,264,888,814	98.70%
Votes against	4,408,698	0.34%
Abstentions	12,294,481	0.96%

4.3 Re-election of KPMG S.A., Geneva branch, as statutory auditors

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

Questions / Declarations: None

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

Votes cast	1,281,535,496	
Absolute majority	640,767,749	
Votes in favor	1,268,476,831	98.98%
Votes against	1,575,176	0.12%
Abstentions	11,483,489	0.90%

5 Capital reduction

The Board of Directors proposed to cancel 165 000 000 shares repurchased under the share buy-back programmes, to reduce the share capital by CHF 16 500 000 and to amend Article 3 of the Articles of Associations as follows:

«Article 3 Share capital

The share capital of Nestlé is CHF 330 000 000 (three hundred thirty million Swiss francs) divided into 3 300 000 000 fully paid up registered shares with a nominal value of CHF 0.10 each.»

Questions / Declarations: None

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

Votes cast	1,281,452,552	
Absolute majority	640,726,277	
Votes in favor	1,271,303,008	99.21%
Votes against	2,477,860	0.19%
Abstentions	7,671,684	0.60%

The Annual General Meeting closed at 5:58 p.m.