



Nestlé Good food, Good life

NOMINATION COMMITTEE CHARTER

Approved by the Board of Directors
Vevey, 23rd September 2021

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Abbreviations

NC Nomination Committee

THE NOMINATION COMMITTEE CHARTER

1. MISSION

The Nomination (NC) prepares the succession planning of the Board of Directors (the "Board"). It establishes the principles for the selection of candidates to the Board, selects candidates for election or re-election and prepares a proposal for the Board's decision and approval by shareholders.

2. COMPOSITION

The Board appoints the Chair and the members of the NC for a period of one year. The Chair shall be an independent and non-executive member of the Board, preferably the Lead Independent Director. The other members shall be the Chair of the Board and a minimum of two independent and non-executive members of the Board.

3. POWERS AND DUTIES

3.1. General

The NC shall

- a) **select candidates** for the election or re-election by shareholders as Chair of the Board or members of the Board and its Compensation Committee;
- b) ensure the **long-term succession planning** of the Board;
- c) prepare and recommend its **working guidelines** including criteria for the selection of members of the Board and for the independence evaluation of the Board;
- d) periodically prepare the evaluation of the performance of the Board through a **self-assessment process**;
- e) review, at least once a year, the **independence** of the members of the Board;
- f) review, at least once a year, the number of **mandates** in other companies held by the members of the Board and of the Executive Board;
- g) approve any new mandates of members of the Board and the Executive Board in companies outside Nestlé according to art. 21sexies of the Articles of Association;
- h) perform **other tasks** in relation to the nomination or removal of members of the Board or the sustainable development and corporate social responsibility of the Company, as may be delegated by the Board.

3.2 Nominations

The NC shall

- a) evaluate and propose to the Board and the shareholders proposals for the election of candidates as Chair or members of the Board of Directors or its Compensation Committee as well as their re-election or removal. The NC may dismiss candidates who do not meet the criteria for Board membership;
- b) ensure that the candidates shall possess the necessary qualifications and experience to discharge their duties. Newly appointed members of the Board shall receive an appropriate introduction into the business and affairs of the Company and the Group. If appropriate, the NC shall arrange for further training.

4. ORGANISATION

The NC shall meet at least twice a year and as frequently as necessary to fulfil its tasks. The Chair shall prepare an agenda in advance of each meeting, in consultation with the Chair of the Board. At least two members of the NC must be present to have a quorum.

The Chair shall appoint a Secretary to the Committee. Minutes of the proceedings and the resolutions of the NC shall be signed by the Chair and the Secretary and made available prior to the next meeting and approved at that next meeting.

The CEO shall have a standing invitation. The NC may ask members of management or outside consultants to attend the meeting or make presentations.

In case of need, the Board is free to appoint additional members to the NC for specific situations where a particular experience is required.

The Chair shall report to the Board after each meeting of the NC and keep the Board updated on the overall nomination policy of the Group and the material issues affecting the long-term sustainability of the Group.

The Chair shall interview each member of the Board prior to his nomination for re-election.

5. OTHER RESPONSIBILITIES

The NC shall

- a) periodically review and reassess the adequacy of this Charter and its principles and submit proposed changes to the Board for approval;
- b) conduct an annual self-evaluation of its own performance.

