

PRIVATE COMPANY LIMITED BY SHARES**RESOLUTION IN WRITING****of****Nestlé UK Pensions Reservoir Trust Limited****(the "Company")****Passed on 17 June 2021**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

SPECIAL RESOLUTION**1. THAT the Articles of Association of the Company be and are hereby amended as follows:****1.1.1 Article 1.1 – new definition of "Beneficiary Nominated Director" to be inserted as follows:**

"Beneficiary Nominated Director means a director who is nominated by Nestlé UK Pension Trust Limited"

1.1.2 Article 12.2 to be deleted and replaced with the following:

"12.2 Subject to Article 12.4, the quorum for the transaction of the business of the directors shall be two (provided that one of these directors is a Beneficiary Nominated Director and the other is not a Beneficiary Nominated Director)."

1.1.3 New Article 12.4 to be inserted as follows:

"12.4 In the event that Nestlé UK Limited suffers an Insolvency Event (as defined in the deed governing the Nestlé UK Pensions Reservoir Trust), the requirement for the quorum for the transaction of the business of the directors to include a director who is not a Beneficiary Nominated Director shall cease to apply."

1.1.4 Article 14.1 to be deleted and replaced with the following:

"14.1 Subject to Article 14.2, a Director shall declare the nature and extent of any interest permitted under this Article at a meeting of the Directors, or, in the case of a transaction or arrangement with the Company, in the manner set out in the Companies Acts."

1.1.5 Article 14.3 to be deleted and replaced with the following:

"14.3 No decision of, or exercise of a power by a director may be invalidated or questioned on the grounds:

- (a) that the director had a direct or indirect interest in that decision or in the exercise of that power; or
- (b) that a director is a Trustee or beneficiary of the Nestlé UK Pension Fund, or a director, shareholder or employee of, or is otherwise interested or connected with Nestlé UK Limited or any company which is an employer in the Nestlé UK Pension Fund, or Nestlé UK Pension Trust Limited,

provided that the director has disclosed the nature and extent of any such interest, and has complied with any conflicts policy from time to time adopted by the Company."

1.1.6 Article 14.4 to be deleted and replaced with the following:

"14.4 Provided that a director has disclosed the nature and extent of any such interest set out in Article 14.1, and complied with any conflicts policy from time to time adopted by the Company, then no director shall be disqualified by his or her position as a director from entering into any contract or arrangement with the Company, and the director may vote and be taken into account for the purpose of constituting a quorum in respect of contracts or arrangements in which he or she may in any way be interested, and may retain for his or her own absolute use and benefit all profits and advantages accruing to him or her therefrom. A director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the directors may determine."

1.1.7 Article 17.2 to be deleted and replaced with the following:

"17.2 The Directors shall be four in number. No person shall be disqualified from being or becoming a director by reason of his or her attaining or having attained the age of seventy years or any other age."

1.1.8 Article 17.3 to be deleted and replaced with the following:

"17.3 Two directors shall be Beneficiary Nominated Directors:

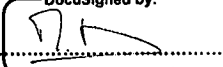
- (i) a Beneficiary Nominated Director must be a director of Nestlé UK Pension Trust Limited and one of the Beneficiary Nominated Directors must be a member nominated director under the Nestlé UK Pension Fund's member nominated trustee arrangements; and
- (ii) a Beneficiary Nominated Director shall be removed as a director when (i) he ceases to be a director of Nestlé UK Pension Trust Limited; or (ii) if Nestlé UK Pension Trust Limited requires it."

1.1.9 Article 18.1(g) to be deleted and replaced with the following:

"(g) he is removed from office pursuant to Articles 17.1 and 17.3;"

1.1.10 Article 66.6 to be deleted and replaced with the following:

"66.6 When calculating the period mentioned in Article 66.5, the Directors can decide not to take account of any part of a day that is not a working day."

DocuSigned by:


Matthias Albert Weber
Director
Dated: 17 June 2021