Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ___

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
NESTLE HOURLY RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 006

1c Effective date of plan 05/14/1955

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
NESTLE USA, INC.

30500 BAINBRIDGE RD
SOLON, OH 44139-2205

2b Employer Identification Number (EIN)
95-1572209

2c Plan Sponsor's telephone number
440-349-5757

2d Business code (see instructions)
311900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2018	SHARON M. STRASSHOFER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2018	RUSSELL NISWANDER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	12142
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	5226
a(2) Total number of active participants at the end of the plan year	**6a(2)**	5091
b Retired or separated participants receiving benefits	**6b**	4594
c Other retired or separated participants entitled to future benefits	**6c**	1383
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	11068
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	819
f Total. Add lines **6d** and **6e**.	**6f**	11887
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	174
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1B 1C 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[X]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[ ]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
NESTLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
NESTLE USA, INC.

D Employer Identification Number (EIN)
95-1572209

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2017

2 Assets:

a Market value	**2a**	604484191
b Actuarial value	**2b**	604484191

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	5504	210509918	210509918
b For terminated vested participants	1412	38146402	38146402
c For active participants	5351	162002233	169783412
d Total	12267	410658553	418439732

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	5.92 %
6 Target normal cost	**6**	10298000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

10/09/2018
Date

JEREMY L. SEVCIK
Type or print name of actuary

17-06465
Most recent enrollment number

TOWERS WATSON DELAWARE INC.
Firm name

949-224-6536
Telephone number (including area code)

2010 MAIN STREET, SUITE 1050
IRVINE, CA 92614-7206
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	113404665	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	113404665	0
10	Interest on line 9 using prior year's actual return of 9.02 %	10229101	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		4159754
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.10%		253745
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	c Total available at beginning of current plan year to add to prefunding balance		4413499
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	123633766	0

Part III Funding Percentages

14	Funding target attainment percentage	14	114.91%
15	Adjusted funding target attainment percentage	15	144.46%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	142.32%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/31/2018	5108750	0			
04/02/2018	5108750	0			
07/31/2018	8200000	0			
			Totals ► 18(b)	18417500	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	17043548

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:	1st segment: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ N/A, full yield curve used
b Applicable month (enter code)			**21b**	0
22 Weighted average retirement age			**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes	☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**		

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	10298000
b Excess assets, if applicable, but not greater than line 31a	**31b**	10298000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	17043548

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	17043548
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
NESTLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
NESTLE USA, INC.

D Employer Identification Number (EIN)
95-1572209

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: NESTLE IN THE USA PENSION TRUST

b Name of sponsor of entity listed in (a): NESTLE USA, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
36-7324184-101	M	631752654

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
NESTLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
NESTLE USA, INC.

D Employer Identification Number (EIN)
95-1572209

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4448000	18417500
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	600069717	631752654
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	604517717	650170154
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	604517717	650170154

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	18417500	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		18417500
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		73189737
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		91607237
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	45954800	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		45954800
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		45954800
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		45652437
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KPMG LLP **(2)** EIN: 13-5565207

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4083560. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
NESTLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
NESTLE USA, INC.

D Employer Identification Number (EIN)
95-1572209

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 36-3046063

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 278

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☒ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 23.0 % Investment-Grade Debt: 50.0 % High-Yield Debt: 3.0 % Real Estate: 9.0 % Other: 15.0 %

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

NESTLÉ HOURLY RETIREMENT PLAN

Financial Statements

December 31, 2017 and 2016

(With Independent Auditors' Report Thereon)

NESTLÉ HOURLY RETIREMENT PLAN

Table of Contents

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits, December 31, 2017 and 2016	3
Statement of Changes in Net Assets Available for Benefits, Year ended December 31, 2017	4
Statements of Accumulated Plan Benefits, December 31, 2017 and 2016	5
Statement of Changes in Accumulated Plan Benefits, Year ended December 31, 2017	6
Notes to Financial Statements	7

All schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because all investments are held in a master trust or because there is no other information to report.

KPMG LLP
One Cleveland Center
Suite 2600
1375 East Ninth Street
Cleveland, OH 44114-1796

Independent Auditors' Report

The Plan Administrator
Nestlé Hourly Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Nestlé Hourly Retirement Plan (the Plan), which comprise the statements of net assets available for benefits and accumulated plan benefits as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits and changes in accumulated plan benefits for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes 5, 7, and 8, which was certified by The Northern Trust Company, the trustee of the Nestlé in the USA Pension Trust (Trust) in which the Plan participates, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Trust's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Cleveland, Ohio
October 10, 2018

NESTLÉ HOURLY RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

	2017	2016
Investments, at fair value (notes 5, 7 and 8):		
Plan interest in Nestlé in the USA Pension Trust	$ 631,752,654	600,069,717
Net assets available for benefits	$ 631,752,654	600,069,717

See accompanying notes to financial statements.

NESTLÉ HOURLY RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2017

Investment income:		
Plan interest in Nestlé in the USA Pension Trust investment income	$	74,945,784
Total investment income		74,945,784
Contributions:		
Employer contributions		4,448,000
Total contributions		4,448,000
Deductions:		
Benefits paid to participants		45,954,800
Investment and administrative expenses		1,756,047
Total deductions		47,710,847
Net increase		31,682,937
Net assets available for benefits:		
Beginning of year		600,069,717
End of year	$	631,752,654

See accompanying notes to financial statements.

NESTLÉ HOURLY RETIREMENT PLAN

Statements of Accumulated Plan Benefits

December 31, 2017 and 2016

	2017	2016
Actuarial present value of accumulated plan benefits (note 2(c)):		
Vested benefits:		
Participants currently receiving payments	$ 217,260,529	217,213,313
Other participants	245,395,353	225,119,031
	462,655,882	442,332,344
Nonvested benefits	9,347,911	7,763,306
Total actuarial present value of accumulated plan benefits	$ 472,003,793	450,095,650

See accompanying notes to financial statements.

NESTLÉ HOURLY RETIREMENT PLAN

Statement of Changes in Accumulated Plan Benefits

Year ended December 31, 2017

Actuarial present value of accumulated plan benefits at beginning of year	$	450,095,650
Increase (decrease) during the year attributable to:		
Benefits accumulated and actuarial losses		13,470,264
Decrease in discount period		25,647,177
Benefits paid		(45,954,800)
Other assumption changes (note 2(c))		25,306,554
Plan amendments		3,438,948
Actuarial present value of accumulated plan benefits, end of year	$	472,003,793

See accompanying notes to financial statements.

(1) Description of the Plan

The following brief description of the Nestlé Hourly Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined benefit pension plan covering certain hourly employees of Nestlé USA, Inc. and certain affiliated companies (Company or Plan Sponsor). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Pension Benefits

Participating employees at each Company location covered under the Plan receive benefits under a separate schedule of benefits (Schedule) that sets out specific eligibility provisions and benefit amounts for each location. The Plan provides defined benefits to retired participants based on their years of service. In general, the pension benefits are set to begin at age 65 in the form of a life annuity. Effective April 1, 2015, the Plan was amended to universally offer commencement of benefits and a lump sum option at any age once employment ends. Other forms of payment and early commencement are available based on provisions specific to the various collective bargaining agreements and locations covered under the Plan. For the majority of participants, benefits become fully vested after they have completed three years of vesting service. Periodically, for eligible participants at certain Company locations, changes to the Plan's provisions are negotiated to increase the base rates used to calculate pension benefits (including benefit level increases to take effect in future periods). The base rates within the Schedule for certain locations were updated in both the years ended December 31, 2017 and 2016.

(c) Death and Disability Benefits

If an active participant dies after completing the applicable vesting requirements, a death benefit may be paid to the participant's qualified surviving spouse. Based on the applicable Schedule, the amount of the benefits paid to the surviving spouse is computed with reference to the applicable early retirement factors of the Plan for participants who meet the applicable early retirement provisions, or with reference to the applicable vested deferred retirement factors for participants who meet the applicable deferred vested retirement provisions. In general, disability benefits are also available and vary by covered location.

(2) Summary of Significant Accounting Policies

The following are the significant accounting policies followed by the Plan:

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

(Continued)

(b) Investment Valuation

Plan assets are held in the Nestlé in the USA Pension Trust (Pension Trust), which was established by the Company for the pooled investment of assets for various qualified pension plans sponsored by the Company. The Pension Trust is maintained by The Northern Trust Company, as trustee.

The Pension Trust investments are stated at fair value, in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*.

Purchases and sales of securities are recorded on a trade-date basis. Interest and other income are recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Pension Trust's gains and losses on investments bought and sold as well as held during the year.

(c) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provision to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

The accumulated plan benefits for active employees are based on their years of credited service multiplied by benefit factors defined in the Plan document. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included to the extent they are deemed attributable to employee credited service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary, Willis Towers Watson, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements due to death, disability, termination, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations were as follows:

	2017	2016
Life expectancy of participants	RP-2014 with Modified MP-2016 projection	RP-2014 with Modified MP-2016 projection
Retirement age	Varying by age	Varying by age
ASC 960 discount rate and expected return on Plan assets	5.40%	6.00%

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

(Continued)

(d) Administrative Expenses

The Plan allows for administrative expenses such as trustee fees, investment management fees, actuarial valuation fees, accounting fees, and recordkeeping fees to be paid from Plan assets.

(e) Payment of Benefits

Benefit payments to participants are recorded upon distribution.

(f) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

(g) Risks and Uncertainties

The Pension Trust invests in various investment securities. Investment securities are exposed to various risks such as interest rate risk, market risk, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

(h) Derivative Financial Instruments

The Pension Trust accounts for derivatives and hedging activities in accordance with ASC 815, *Derivatives and Hedging*, which requires that all derivative instruments not qualifying for hedge accounting be recorded on the statements of net assets available for benefits at their respective fair values.

The Pension Trust uses derivatives for the benefit of the plans in the Pension Trust as a tool to reduce risk and as an investment strategy. The Pension Trust will enter into the following types of derivative instruments: interest rate swaps, credit default swaps (CDS), equity swaps, commodity swaps, financial futures, commodities futures, foreign exchange forward contracts and options, and swaptions and options. The derivative instruments outstanding as of period-end and the amounts of realized and unrealized gains and losses, as well as other income on derivative instruments during the period (as disclosed in the derivatives tables in note 7), serve as indicators of the volume of derivative activity for the Pension Trust. Derivative strategies involve risk and like other investments, can lose money. The impact on Pension Trust performance can be positive or negative, and will vary depending on market movements.

(Continued)

The Pension Trust manages interest rate risk using interest rate swaps and/or US Treasury futures (interest rate hedge). The objective of the interest rate hedge is to manage the effective duration of the Pension Trust's assets to better match its defined benefit obligations, thereby protecting the funded ratio of the Pension Trust as interest rates fluctuate. Interest rate swaps and futures used in this manner adjust interest rate and yield curve exposures and substitute for physical securities.

The Pension Trust also uses derivatives as a substitute for physical securities in order to gain exposure to certain asset classes. Using derivatives instead of physical securities may be a more efficient means to gain exposure to an index or a market sector due to its characteristics of increased liquidity and reduced transaction costs. Using derivatives may also reduce the need to sell assets when there is a difficult trading environment. These derivatives are used to create credit, equity, and foreign exchange exposures.

The Pension Trust uses a mix of equity, fixed income, and foreign exchange futures to securitize a cash position. Use of these derivatives enables the cash of the Pension Trust to earn a return as if it were invested in the various asset classes as defined by the strategic asset allocation. It allows the Pension Trust to retain liquidity and flexibility, while still earning equity, fixed income, or foreign exchange returns.

The Pension Trust manages credit risk through use of CDS. These derivatives are used to manage credit exposure without buying or selling securities outright. Written CDS increase credit exposure (selling protection), obligating the Pension Trust to buy bonds from counterparties in the event of a default. Purchased CDS decrease exposure (buying protection) providing the right to "put" (sell) bonds to the counterparty in the event of a default.

The Pension Trust has managed the foreign currency risk inherent in international equity portfolios through the use of foreign exchange forwards, which are foreign exchange transactions that have settlement periods longer than three days. The Pension Trust also uses foreign exchange forwards and currency options as an investment strategy.

Counterparty risk for swaps and forwards that are not centrally cleared through a central exchange is mitigated through the use of International Swaps and Derivatives Association (ISDA) standardized agreements that require gains and losses owed to and from the counterparty to be agreed daily, and gains or losses to be collateralized with cash. For futures, the gain (loss) is calculated and funds are transferred to and from the Pension Trust on a daily basis, based on the prior day's market valuation. The types of counterparties are large banks and brokers, and the investment managers each have netting arrangements within their accounts to reduce the exposure to any single counterparty.

Holding derivatives has a significant impact on cash flow. Daily mark to markets and accumulated gains and losses can be large, depending on the volatility of the markets. The Pension Trust has maintained the liquidity necessary to settle any losses under a variety of market conditions, including the most severe.

(i) Foreign Currency

The Pension Trust's investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the date of valuation. Purchases and sales of

investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions.

The Pension Trust does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net appreciation and depreciation from investments.

(j) Recently Issued Accounting Standards

In February 2017, the FASB issued ASU 2017-06, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting,* which changes the presentation and disclosures for plans that participate in a master trust. ASU 2017-06 introduces a new concept of plans having divided or undivided interest in the master trust. Plans with an undivided interest have a proportionate share in the master trust and plans with a divided interest have a specific share in each asset of the master trust. The requirement to disclose percentage interest in the master trust was removed for plans with a divided interest in the master trust. Upon adoption, plans will be required to disclose the dollar amount of the plan's interest in each of the general types of investments held by the master trust, as well as the master trust's other assets and liabilities and the dollar amount of the plan's interest in each of those other assets and liabilities. The Plan is currently evaluating this issued but not yet effective accounting standard, and has not yet determined the impact to the financial statements. The accounting standard is effective for the Plan year beginning after December 15, 2018.

(3) Funding Policy

The funding policy of the Plan Sponsor is to make contributions for each plan year in the amount not less than the minimum required contribution under the law and not more than the maximum tax-deductible contribution. The Company may vary its contribution level, if appropriate to its tax and cash position and the Plan's funded status. Contributions made for the Plan year ended December 31, 2017, were $4,448,000 and met the Company's policy.

(4) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations. The assets allocated to each participant would be distributed through either (a) continuance of the trust fund that is attributable to the Plan or establishment of a new trust fund, and/or (b) purchase of annuity contracts. In addition, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees, which is adjusted periodically.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

(5) Trustee Certifications

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator has obtained certifications from The Northern Trust Company, the trustee of the Pension Trust in which the Plan participates, as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements and notes thereto, as to investments and investment income (loss), is presented in reliance upon those certifications, with the exception of the Pension Trust's investments in real estate funds, hedge funds, and venture capital and partnership funds and the leveling of investments. These investments are held by the investment fund managers, who report the net asset values of the Pension Trust's interests to the Company and trustee on a periodic basis. Information included in the accompanying financial statements related to these funds is based upon these net asset values as of December 31, 2017 and 2016.

(6) Parties in Interest

During the years ended December 31, 2017 and 2016, Nestlé in the USA Pension Trust had parties in interest that included Plan Sponsor, trustee, investment advisory, legal, actuarial, and administrative service providers. The fees paid by the Pension Trust to these parties-in-interest were $12,387,199 for the year ended December 31, 2017. The Plan's share of these expenses was $1,756,047 for the Plan year ended December 31, 2017. In addition, the Pension Trust also invested in the common stock of The Northern Trust Company. The fair value of this investment was $0 and $1,647,425 as of December 31, 2017 and 2016, respectively.

(7) Interest in Nestlé in the USA Pension Trust

The assets of the Plan are invested in the Pension Trust, in which the assets of the Plan are combined with the assets of other affiliated Company plans for investment purposes.

Pursuant to the trustee's method of allocating the investment holdings between the plans, contributions into the Pension Trust are treated as additions in the Pension Trust, withdrawals are treated as deductions in the Pension Trust, and investment income (loss) is allocated proportionately. Accordingly, the value of the Plan's investment in the Pension Trust is equal to the Plan's interest in each applicable investment increased or decreased by the Plan's allocated share in income, gains, and losses attributable to each applicable investment, which share is generally based upon the Plan's respective share of the Pension Trust's combined net assets available for benefits each month before investment income (loss) and net appreciation (depreciation) in the fair value of investments. Those investment expenses of the Pension Trust, which can be specifically identified as being applicable to the Plan, are charged to the Plan. The remaining investment expenses are allocated to the Plan based on the Plan's respective share of the Pension Trust's combined net assets available for benefits on a monthly basis.

The Plan's equitable share of the Pension Trust's net assets was approximately 14.1% and 14.3% for the years ended December 31, 2017 and 2016, respectively. The following is financial information with respect to the Pension Trust:

	2017	2016
Investments, at fair value:		
Unencumbered investments:		
The Northern Trust Company Core Qualified Collateral Section**	$ 99,716,566	99,309,681
Equities	678,851,991	481,905,772
Fixed income	2,395,296,972	2,178,934,290
Real estate	335,013,082	344,459,739
Venture capital and partnerships	259,007,099	275,653,399
Other investments	5,927,203	7,512,531
Hedge funds	663,717,511	640,400,304
Cash and cash equivalents*	184,619,529	393,637,275
Total unencumbered investments	4,622,149,953	4,421,812,991
Securities pledged to creditors**:		
Equities	763,976	41,321,309
Fixed income	98,952,590	57,988,372
Total securities pledged to creditors	99,716,566	99,309,681
Total assets	4,721,866,519	4,521,122,672
Payable under securities loan agreements**	(99,716,566)	(99,309,681)
Liabilities	(159,761,468)	(229,714,204)
Net Pension Trust assets	$ 4,462,388,485	4,192,098,787
Net Pension Trust assets attributable to the Plan	$ 631,752,654	600,069,717

* Includes pending trade sales and purchases as of year-end.

** The Pension Trust participated in a securities lending arrangement through the trustee during the years ended December 31, 2017 and 2016. The Pension Trust obtained cash and noncash collateral from the borrowers of the Plan's securities as a result of this arrangement. The collateral received from borrowers was invested in The Northern Trust Company Core Qualified Collateral Section. The noncash collateral received consisted primarily of fixed income securities and domestic equity securities.

(Continued)

	2017	2016
Cash collateral	$ 102,022,657	90,085,853
Non cash collateral	147,096	11,692,991
Total	$ 102,169,753	101,778,844

During the year ended December 31, 2017, investment income for the Pension Trust consisted of the following:

	2017
Net appreciation in fair value of investments	$ 405,709,932
Interest	91,243,305
Dividends	4,647,533
Other income	26,776,974
	$ 528,377,744
Pension Trust investment income attributable to the Plan	$ 74,945,784

As discussed in note 2(h), the Pension Trust uses derivative financial instruments as part of its investment strategy. Refer to note 8 for a description of valuation methodologies. Gains and losses on derivative financial instruments are realized in investment income (loss) on a daily basis. As of December 31, 2017 and 2016, the Pension Trust held the following derivatives:

	2017		2016	
	Asset derivatives fair value	Liability derivatives fair value	Asset derivatives fair value	Liability derivatives fair value
Derivatives not accounted for as hedging instruments:				
Interest rate	$ 7,598,586	(4,921,066)	14,260,672	(9,233,169)
Foreign exchange	5,925,518	(10,124,851)	7,509,703	(5,904,759)
Credit	6,501,851	(2,045,632)	5,877,865	(2,313,907)
Equity	68,734	(161,483)	132,980	(542,926)
	$ 20,094,689	(17,253,032)	27,781,220	(17,994,761)

The fair values of the derivatives are located within Unencumbered Investments held by the Pension Trust in other investments in assets and liabilities, cash and cash equivalents, fixed income, and equities. There is no concentration of derivatives in any of the categories. Swap valuations are also represented in the Pension Trust Receivables and Liabilities.

(Continued)

For the year ended December 31, 2017, the Pension Trust recognized in investment gain (loss) and other income the following:

	2017	
	Amount of gain (loss)	**Amount of other income**
Derivatives not accounted for as hedging instruments:		
Interest rate	$ 44,311,131	2,654,831
Foreign exchange	(26,156,132)	—
Credit	2,614,607	2,149,082
Equity	31,591,468	2,679
	$ 52,361,074	4,806,592

The gain related to the derivatives is located in the net appreciation in fair value of investments and the other income for the Pension Trust. There is no concentration of derivatives in any of the categories.

Offsetting of Assets and Liabilities – Pension Trust at December 31, 2017:

				Amounts not offset		
Asset description	**Gross recognized assets**	**Gross amounts offset**	**Net amounts presented**	**Financial instruments**	**Net collateral received**	**Net exposure**
OTC Equities	$ 1,549	—	1,549	—	1,525	24
OTC Foreign exchange	5,889,030	—	5,889,030	5,532,048	192,000	164,982
OTC Interest rate/credit	3,608,663	—	3,608,663	1,972,052	344,515	1,292,096
Total derivatives subject to a Master Netting Agreement (MNA)	9,499,242	—	9,499,242	7,504,100	538,040	1,457,102
Exchange cleared interest rate/credit	7,676,865	—	7,676,865	—	—	7,676,865
Exchange traded equities	67,185	—	67,185	—	—	67,185
Exchange traded foreign exchange	36,488	—	36,488	—	—	36,488
Exchange traded interest rate/credit	2,814,909	—	2,814,909	—	—	2,814,909
Total derivatives not subject to a MNA	10,595,447	—	10,595,447	—	—	10,595,447
Total derivatives	$ 20,094,689	—	20,094,689	7,504,100	538,040	12,052,549
Securities lending pledged	$ 99,716,566	—	99,716,566	—	99,716,566	—

(Continued)

Liability description	Gross recognized liabilities	Gross amounts offset	Net amounts presented	Amounts not offset: Financial instruments	Amounts not offset: Net collateral pledged	Net exposure
OTC Foreign exchange	$ 10,123,113	—	10,123,113	5,532,048	404,326	4,186,739
OTC Interest rate/credit	2,644,662	—	2,644,662	1,972,052	310,622	361,988
Total derivatives subject to a MNA	12,767,775	—	12,767,775	7,504,100	714,948	4,548,727
Exchange cleared interest rate/credit	3,869,209	—	3,869,209	—	—	3,869,209
Exchange traded equities	161,483	—	161,483	—	—	161,483
Exchange traded foreign exchange	1,738	—	1,738	—	—	1,738
Exchange traded interest rate /credit	452,827	—	452,827	—	—	452,827
Total derivatives not subject to a MNA	4,485,257	—	4,485,257	—	—	4,485,257
Total derivatives	$ 17,253,032	—	17,253,032	7,504,100	714,948	9,033,984

Offsetting of Assets and Liabilities – Pension Trust at December 31, 2016:

Asset description	Gross recognized assets	Gross amounts offset	Net amounts presented	Amounts not offset: Financial instruments	Amounts not offset: Net collateral received	Net exposure
OTC Foreign exchange	$ 7,452,377	—	7,452,377	3,996,397	—	3,455,980
OTC Interest rate/credit	4,325,913	—	4,325,913	4,217,736	—	108,177
Total derivatives subject to a Master Netting Agreement (MNA)	11,778,290	—	11,778,290	8,214,133	—	3,564,157
Exchange cleared interest rate/credit	7,991,859	—	7,991,859	—	—	7,991,859
Exchange traded equities	132,980	—	132,980	—	—	132,980
Exchange traded foreign exchange	57,326	—	57,326	—	—	57,326
Exchange traded interest rate/credit	7,820,765	—	7,820,765	—	—	7,820,765
Total derivatives not subject to a MNA	16,002,930	—	16,002,930	—	—	16,002,930
Total derivatives	$ 27,781,220	—	27,781,220	8,214,133	—	19,567,087
Securities lending pledged	$ 99,309,681	—	99,309,681	—	99,309,681	—

(Continued)

Liability description	Gross recognized liabilities	Gross amounts offset	Net amounts presented	Amounts not offset		Net exposure
				Financial instruments	Net collateral pledged	
OTC Foreign exchange	$ 5,483,421	—	5,483,421	3,996,397	1,169,394	317,630
OTC Interest rate/credit	5,980,489	—	5,980,489	4,217,736	1,220,998	541,755
Total derivatives subject to a MNA	11,463,910	—	11,463,910	8,214,133	2,390,392	859,385
Exchange cleared interest rate/credit	3,457,501	—	3,457,501	—	—	3,457,501
Exchange traded equities	542,926	—	542,926	—	—	542,926
Exchange traded foreign exchange	421,338	—	421,338	—	—	421,338
Exchange traded interest rate /credit	2,109,086	—	2,109,086	—	—	2,109,086
Total derivatives not subject to a MNA	6,530,851	—	6,530,851	—	—	6,530,851
Total derivatives	$ 17,994,761	—	17,994,761	8,214,133	2,390,392	7,390,236

(8) Fair Value Measurements

The Plan has adopted the guidance in ASC 820, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant judgment. The three levels are defined as follows:

- Level 1: Assets or liabilities that are valued based on unadjusted quoted prices in active markets that are accessible at measurement date.
- Level 2: Assets or liabilities that are valued based on observable inputs, other than those included in Level 1, based on quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in inactive markets, or financial instruments for which all significant inputs are observable; either directly or indirectly.
- Level 3: Assets or liabilities that are valued based on unobservable inputs, including the reporting entity's own analysis of the underlying economic data that market participants would factor into the pricing of the asset or liability.

(Continued)

Assets and liabilities of the Pension Trust measured at fair value on a recurring basis are categorized as follows:

	December 31, 2017			
	Level 1	**Level 2**	**Level 3**	**Total**
Nestlé in the USA Pension Trust assets:				
Northern Trust Core Qualified collateral section	$ 99,716,566 (i)	—	—	99,716,566
Equities:				
Preferred stock	6,279,984 (a)	543,000 (b)	—	6,822,984
Commingled funds	672,724,249 (e)	—	—	672,724,249
Equity futures	67,185 (a)	—	—	67,185
Options and swaps	—	1,549 (g)	—	1,549
Total equities	679,071,418	544,549	—	679,615,967
Fixed income:				
Mutual funds	8,252,437	—	—	8,252,437
Collateralized obligations	—	3,987,434 (c)	421,267	4,408,701
Corporate bonds	—	1,443,653,787 (b)	1,715,315	1,445,369,102
Government and municipal	—	875,101,820 (f)	10,702,401	885,804,221
Bank loans	—	18,509,949 (b)	—	18,509,949
Futures	2,814,909	—	—	2,814,909
Options and swaps	—	11,285,528 (g)	—	11,285,528
Total fixed income	11,067,346 (a)	2,352,538,518	12,838,983 (h)	2,376,444,847
Other assets:				
Foreign exchange forwards and options	5,752,896	172,622	—	5,925,518
Other misc. assets	—	—	1,685	1,685
Total other assets	5,752,896 (a)	172,622 (g)	1,685 (g)	5,927,203
Cash and cash equivalents:				
Cash (held at broker)	14,828,294 (a)	—	—	14,828,294
Cash	28,636,800 (a)	—	—	28,636,800
Short term	130,710,609 (d)	10,443,826 (d)	—	141,154,435
Total cash and cash equivalents	174,175,703	10,443,826	—	184,619,529
Total assets by fair value level	969,783,929	2,363,699,515	12,840,668	3,346,324,112

(Continued)

	December 31, 2017			
	Level 1	**Level 2**	**Level 3**	**Total**
Liabilities:				
Payables	$ (132,990,773)	—	—	(132,990,773)
Collateral held	(9,517,663)	—	—	(9,517,663)
Total current liabilities	(142,508,436) (a)	—	—	(142,508,436)
Equity futures	(161,483)	—	—	(161,483)
Fixed income futures	(441,108)	—	—	(441,108)
Fixed income options and swaps	(11,719)	(6,513,871)	—	(6,525,590)
Foreign exchange forwards and options	(10,094,247)	(30,604)	—	(10,124,851)
Foreign exchange futures	—	—	—	—
Total other investments	(10,708,557) (a)	(6,544,475) (g)	—	(17,253,032)
Payables under securities lending agreement	(99,716,566) (i)	—	—	(99,716,566)
Total liabilities by fair value level	(252,933,559)	(6,544,475)	—	(259,478,034)
Net pension trust assets by fair value level	$ 716,850,370	2,357,155,040	12,840,668	3,086,846,078
Investments measured at net asset value				1,375,542,407 (j)
Net pension trust assets				$ 4,462,388,485

(Continued)

	December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Nestlé in the USA Pension Trust assets:				
Northern Trust Core Qualified collateral section	$ 99,309,681 (i)	—	—	99,309,681
Equities:				
Preferred stock	6,601,486	—	—	6,601,486
Common stock	288,588,011	—	—	288,588,011
Commingled funds	121,303,721	82,485,716	—	203,789,437
Equity futures	132,980	—	—	132,980
Total equities	416,626,198 (a)	82,485,716 (e)	—	499,111,914
Fixed income:				
Mutual funds	7,812,002	—	—	7,812,002
Collateralized obligations	—	2,786,082 (c)	5,606,190	8,392,272
Corporate bonds	—	1,162,934,836 (b)	—	1,162,934,836
Government and municipal	—	901,907,797 (f)	9,841,756	911,749,553
Bank loans	—	14,826,305 (b)	—	14,826,305
Futures	7,820,765	—	—	7,820,765
Options and swaps	—	12,317,772 (g)	—	12,317,772
Total fixed income	15,632,767 (a)	2,094,772,792	15,447,946 (h)	2,125,853,505
Other assets:				
Foreign exchange forwards and options	6,179,146	1,273,231	—	7,452,377
Foreign exchange futures	57,326	—	—	57,326
Other misc. assets	1,024	1,804	—	2,828
Total other assets	6,237,496 (a)	1,275,035 (g)	—	7,512,531
Cash and cash equivalents:				
Cash (held at broker)	22,236,450 (a)	—	—	22,236,450
Cash	88,795,638 (a)	—	—	88,795,638
Short term	282,605,187 (d)	—	—	282,605,187
Total cash and cash equivalents	393,637,275	—	—	393,637,275
Total assets by fair value level	931,443,417	2,178,533,543	15,447,946	3,125,424,906

(Continued)

	December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Liabilities:				
Payables	$ (205,553,788)	—	—	(205,553,788)
Collateral held	(6,165,655)	—	—	(6,165,655)
Total current liabilities	(211,719,443) (a)	—	—	(211,719,443)
Equity futures	(542,926)	—	—	(542,926)
Fixed income futures	(2,107,993)	—	—	(2,107,993)
Fixed income options and swaps	(1,094)	(9,437,989)	—	(9,439,083)
Foreign exchange forwards and options	(5,085,050)	(398,371)	—	(5,483,421)
Foreign exchange futures	(421,338)	—	—	(421,338)
Total other investments	(8,158,401) (a)	(9,836,360) (g)	—	(17,994,761)
Payables under securities lending agreement	(99,309,681) (i)	—	—	(99,309,681)
Total liabilities by fair value level	(319,187,525)	(9,836,360)	—	(329,023,885)
Net pension trust assets by fair value level	$ 612,255,892	2,168,697,183	15,447,946	2,796,401,021
Investments measured at net asset value				1,395,697,766 (j)
Net pension trust assets				$ 4,192,098,787

Due to the Company's policy to diversify the holdings of the Pension Trust portfolio, there is no significant concentration of investments within any particular class of investments included above. The valuation methodologies utilized by the Plan and Pension Trust for the above investments as of December 31, 2017 and 2016, are as follows:

(a) Based on quoted market prices in active markets.

(b) Based on investment manager or industry pricing services of investments. Certain fixed income pricing is on a bid-evaluation basis. Institutional bid evaluations are estimated prices. Pricing vendors use models, which are generally proprietary, to arrive at the estimated prices. These prices represent the price a dealer would pay for a security. Model inputs vary depending on the type of security, but typically include trade data, institutional bids, comparable trades, dealer quotes, and news media. Market data is provided by multiple independent sources, including primary and secondary dealers, portfolio managers, and research analysts.

(c) Collateralized mortgage valuations are based on trade and quote activity of bonds with similar features including issuer, vintage, prepayment speeds, and purpose of the underlying loan (first or second lien).

(Continued)

(d) Cash equivalents include short term fixed income instruments whose valuations are determined based upon maturity date, issue date, and credit ratings.

(e) Commingled funds are valued based on the daily or weekly pricing of the underlying assets to estimate the fair value of the fund as determined by the investment manager. The liquidity of these investments is determined by the redemption period and settlement period for each fund. The Pension Trust considered these and other characteristics and concluded these commingled funds have a readily determinable fair value.

(f) Government and municipal bonds are priced by obtaining feeds from various live data sources including market makers and interdealer brokers.

(g) Currency forwards use quoted foreign exchange rates in an active market or exchange. Over-the-counter options are valued using bid, ask/offer quotes that are binding and corroborated. Swaps are valued using the discounted cash flow method. The two legs (fixed and floating) are priced independently as the present value of their expected cash flows.

(h) Certain fixed income securities (primarily certain collateralized obligations) are valued based upon evaluated prices using unobservable inputs (i.e., extrapolated data, proprietary models, and indicative quotes).

(i) Fair value is based on the net asset value of the Core Collateral Fund as determined daily, by the trustee, using market prices of underlying investments and evaluations supplied by industry pricing vendors.

(j) Investments measured at net asset value include commingled funds, alternative fixed income investments, real estate funds, hedge funds, and private equity funds. The net asset values are reported to the Company and trustee by the fund managers or the general partners of the fund. These net asset values are based on the fair value of the underlying portfolio investments held by the investment fund.

These fair values are determined by a variety of methods: commingled funds are valued based on the market value of all of the securities owned by a fund, minus its total liabilities divided by the number of shares issued; real estate investments are valued at appraised values plus undistributed rental and interest income; hedge funds are valued by the investment manager using quoted market prices of underlying investments and evaluations supplied by industry pricing vendors; and private equity investments are valued using income and market based analysis.

(Continued)

A summary of the nature and risks of the investments and unfunded commitments that are valued using a net asset value (NAV) for the year ended December 31, 2017 and 2016, is as follows:

	2017		2016			
	Net asset value	Unfunded commitments	Net asset value	Unfunded commitments	Redemption frequency	Redemption notice period
Commingled funds	$ —	—	24,115,167	—	Monthly	15th of prior month
Hedge funds	663,717,511	—	640,400,304	—	Monthly, quarterly	70–90 days
Fixed income – redeemable	47,953,522	—	35,656,367	9,790,002	Annually	90 days
Fixed income – not redeemable	69,851,193	—	75,412,790	—	Not redeemable	N/A
Real estate funds – open end	222,651,716	7,473,518	207,393,008	9,814,645	Quarterly	45–90 days
Real estate funds – closed end	112,361,366	28,191,974	137,066,731	29,167,852	Not redeemable	N/A
Private equity and infrastructure	259,007,099	63,319,500	275,653,399	74,217,424	Not redeemable	N/A
	$ 1,375,542,407	98,984,992	1,395,697,766	122,989,923		

The Pension Trust's investments measured at net asset value are in commingled funds, venture capital, infrastructure, real estate, hedge funds, and fixed income partnerships. These investments are primarily limited partnership investments and the fair value is determined using an audited net asset value (NAV). The fair value of investments is estimated using techniques that may rely heavily on the investment managers' assumptions and qualitative observations. The Pension Trust uses the fair valuations from the investment managers and reviews and validates their valuation methods and processes throughout the year. The Pension Trust did not make any adjustments to any valuations. The Pension Trust establishes and follows valuation policies and procedures. The Pension Trust employs specialized investment consultants who perform due diligence on the valuation policies and procedures of the general partners before making the investments and periodically thereafter. Using their own procedures and systems, they evaluate the reasonableness of the partnerships' NAVs on a monthly and quarterly basis using industry comparisons, operating performance metrics and they conduct frequent reviews with the general partners. The Pension Trust periodically evaluates the fair valuation policies and procedures of these specialized investment consultants and requests and reviews the valuation policies of the investment managers and general partners annually. The Pension Trust retains discretion to sell any of these investments at an amount other than the net asset value, should there be an investment case to sell these investments in the secondary market.

A summary of changes in the fair value of Level 3 assets and liabilities for the year ended December 31, 2017, is as follows:

	December 31, 2016	Gross purchases, issuances, and transfers	Gross sales and settlements	Unrealized gains (losses)	Realized gains	December 31, 2017
Fixed income	$ 15,447,947	(4,274,471)	391,900	1,232,360	41,247	12,838,983
Other assets	—	1,805	—	(120)	—	1,685
	$ 15,447,947	(4,272,666)	391,900	1,232,240	41,247	12,840,668

The significance of transfers between levels is evaluated based upon the nature of the financial instrument and size of the transfer relative to the total net assets available for benefits. There were no significant transfers between levels for the year ended December 31, 2017.

(9) Tax Status

The Internal Revenue Service (IRS) has determined as of January 1, 2015, and informed the Plan by a letter dated January 19, 2016, that the Plan and related trust are designed in accordance with applicable Sections of the Internal Revenue Code (IRC). The Plan has been further amended since requesting the determination letter. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Administrator evaluates tax positions taken by the Plan. The financial statement effects are recognized when the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2017, there are no uncertain tax positions taken or expected to be taken.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2014.

(10) Reconciliation of Financial Statements to Form 5500

Contributions of $18,417,500 and $4,448,000 were made by the Company during 2018 and 2017, respectively. Since the contributions were made prior to September 15 of each year, the contributions have been designated for the 2017 and 2016 plan years, respectively, for tax purposes on Form 5500. However, the Plan recognized $4,448,000 in the 2017 financial statements, as this was the amount required to meet the minimum funding requirements and/or the Company’s funding policy.

(Continued)

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2017 and 2016, to Form 5500:

		2017	2016
Net assets available for benefits per the financial statements	$	631,752,654	600,069,717
Add contributions received for current plan year		18,417,500	4,448,000
Net assets available for benefits per Form 5500	$	650,170,154	604,517,717

The following is a reconciliation of the Plan's employer contributions per the financial statements for the year ended December 31, 2017, to Form 5500:

		2017
Employer contributions per the financial statements	$	4,448,000
Add contributions received for current plan year in 2018		18,417,500
Less contributions received for prior plan year in 2017		(4,448,000)
Employer contributions per Form 5500	$	18,417,500

(11) Subsequent Events

The Plan has evaluated subsequent events through October 10, 2018, the date these financial statements were available for issuance. There were no subsequent events to report.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2017
Active Participants with Pay-Based Benefits

Years of Credited Service											
		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & Over
		No.	No.	No.	No.	No.	No.	No.	No.	No.	No.
Attained Age		Avg. Earnings	Avg. Earnings	Avg. Earnings	Avg. Earnings	Avg. Earnings	Avg. Earnings	Avg. Earnings	Avg. Earnings	Avg. Earnings	Avg. Earnings
<25	No.		16								
	Avg. Earnings										
25 to 29	No.		39	9							
	Avg. Earnings		49,499								
30 to 34	No.		42	32	9						
	Avg. Earnings		50,061	46,797							
35 to 39	No.		44	26	13	4					
	Avg. Earnings		49,816	51,905							
40 to 44	No.		14	15	14	17	3				
	Avg. Earnings										
45 to 49	No.		20	21	9	12	4	3			
	Avg. Earnings		49,905	57,203							
50 to 54	Number		21	25	14	20	9	3			
	Avg. Earnings		53,558	58,096		51,430					
55 to 59	Number		18	26	22	14	10	4	3		
	Avg. Earnings			57,485	55,395						
60 to 64	Number		2	8	12	11	8	1	1		
	Avg. Earnings										
65 to 69	Number			2	2	2	1			1	
	Avg. Earnings										
70 & up	Number										
	Avg. Earnings										

Average Age = 44.92 Average Service = 9.37

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2017
Active Participants without Pay-Based Benefits

Attained Age	Years of Credited Service									
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & Over
	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.
Under 25	83	67	1							
25 - 29	115	202	32							
30 - 34	70	211	72	56	1					
35 - 39	54	166	98	53	40	1				
40 - 44	37	164	97	56	88	18				
45 - 49	39	160	119	68	112	72	47	1		
50 - 54	28	149	90	90	114	108	113	76		
55 - 59	23	130	113	76	102	153	105	143	52	3
60 - 64	12	58	59	53	40	121	53	52	62	30
65 - 69		6	13	15	11	29	13	9	9	9
70 & Over	1	3	3	1	2	2	3	2	2	4

Average Age = 47.59 Average Service = 12.42

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

► Applicable month		January 2017
► Yield curve basis		Segment rates
► HATFA interest corridors applied for funding and benefit restrictions		Yes
► ASC 960 discount rate		6.00%
Interest rates:	For Minimum	For Maximum
► First segment rate	4.16%	1.57%
► Second segment rate	5.72%	3.77%
► Third segment rate	6.48%	4.73%
Annual rates of increase:		
► Compensation		Varies by age, average 3.00% Sample rates: Age Rate: 25 5.00% 40 3.00% 55 2.50%
► Social Security wage base		2.50%
► Statutory limits on compensation and benefits		2.00%
► Lump sum rates		4.16%/5.72%/6.48%

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
Mortality	
▸ Healthy	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2032 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2024 using Scale AA).
▸ Disabled	Single table rates (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2024 using Scale AA).
▸ Lump sum conversion	IRC 417(e) table
Termination	Rates varying by age, service and operating company

Representative Termination Rates

▸ Nestlé Hourly Retirement

Percentage leaving during the year

Sub Plan	NUSA		NPPC		Nutrition	
Years of Service	<3	>3	<3	>3		
Attained Age					Males	Females
25	23.7%	15.5%	26.5%	13.8%	12.9%	16.2%
40	12.1%	8.0%	12.6%	6.3%	4.9%	4.9%
50	9.9%	4.3%	10.2%	4.3%	2.6%	3.1%

SCHEDULE SB ATTACHMENTS

Disability

Rates varying by age, sex, and operating company.

Representative Disability Rates

► Nestlé Hourly Retirement

Percentage becoming disabled during the year						
	NUSA		**NPPC**		**Nutrition**	
Age	Males	Females	Males	Females	Males	Females
30	0.06%	0.11%	0.06%	0.11%	0.26%	0.40%
40	0.16%	0.38%	0.14%	0.39%	0.31%	0.47%
50	0.47%	0.59%	0.41%	0.61%	0.55%	0.83%

Retirement

Rates varying by age and operating company

► Nestlé Hourly Retirement

.

Percentage leaving during the year			
Sub Plan	**NUSA**	**NPPC**	**Nutrition**
Attained Age			
55	3.1%	3.2%	4.0%
60	3.2%	3.9%	7.7%
62	17.4%	18.8%	24.1%
65	38.3%	41.9%	60.7%
70	100.0%	100.0%	100.0%

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date January 1, 2017

SCHEDULE SB ATTACHMENTS

Benefit commencement date:

Nestlé Pension Plan (Excludes Gerber Life) and Nestlé Hourly Retirement (Excludes Gerber Hourly Plans)

- Preretirement death benefit — The later of the death of the active participant or the date the participant would have attained age 65
- Termination benefit — Immediate for lump sums; age 60 (NPP) or age 65 (NHRP) for annuities
- Disability benefit — Age 65
- Retirement benefit — Upon termination of employment\

Nestlé Hourly Retirement (Gerber Hourly Plans)

- Preretirement death benefit — Upon death, vesting and eligibility for dependent spouse and estate. Upon participant's early retirement date for surviving spouse
- Termination benefit — Immediate for lump sums; age 65 for annuities
- Disability benefit — Upon disability and eligibility for benefit
- Retirement benefit — Upon termination of employment and eligibility for benefit

Form of Payment

Nestlé Hourly Retirement (Excludes Reedsburg and Libby)
Married Participants
25% J&S, 75% lump sum

Single Participants
25% single life annuity, 75% lump sum

Nestlé Hourly Retirement (Reedsburg and Libby)
Life annuity

Plan Name:	Nestlé Hourly Retirement Plan
EIN / PN:	95-1572209 / 006
Plan Sponsor:	Nestlé USA, Inc.
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Percent Married	75% for Gerber Life participants in Nestlé Pension Plan, 80% all other plans
Spouse age	Wife three years younger than husband.
Covered pay	Average of prior three years' pensionable earnings, increased with one year's salary increase assumption.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.
Administrative expenses	For contribution purposes, 0.25% of beginning-of-year fair market value of assets for the Nestlé Pension Plan and Nestlé Hourly Retirement Plan, and 0.75% for the Nestlé Infant Nutrition Pension Plan. For ASC 960, none assumed.
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year. In addition, these participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit.

Methods

Valuation date	First day of plan year
Funding target and PVAB	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during the year
Actuarial value of assets	Market value of assets, including contributions receivable
Funding policy	Nestlé USA's general funding policy is to make contributions for each plan year in an amount not less than the minimum required contribution under ERISA and to target 100% funded status on a Pension Protection Act (PPA) basis. This will not exceed the maximum tax-deductible contribution. Nestlé may vary its contribution level, if appropriate to its tax and cash position and the funded status.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Willis Towers Watson has reviewed the plan provisions with Nestlé and is not aware of any significant benefits required to be valued that were not. Small benefits with present values up to $5,000 may be paid in a single lump sum payment. Such lump sums are not explicitly valued as such; rather, such participants' benefits are valued using the benefit choice assumptions described above.

SCHEDULE SB ATTACHMENTS

Change in assumptions and methods since prior valuation	The mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvement, as required by IRC 430. The annual rate of increase for compensation was changed from 3.50% to 3.00%. The annual rate of increase for Social Security wage base was changed from 3.00% to 2.50%. The annual rate of increase for statutory limits on compensation and benefits was changed from 2.50% to 2.00% The administrative expense assumption was removed from the target normal cost as Nestlé has indicated that administrative expenses, other than the cost of managing plan assets, are not paid by the trust.

Assumptions Rationale – Significant Economic Assumptions

Rates of increase in compensation and statutory limits	Assumed increases were chosen by the plan sponsor and represent an estimate of future experience.
Administrative and investment expenses	Administrative and investment expenses are determined by Nestlé at year end.

SCHEDULE SB ATTACHMENTS

Assumptions Rationale – Significant Demographic Assumptions

Termination	Termination rates were based on an experience study conducted in 2015 for the period 2009-20013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. Assumed termination rates differ by age, service and plan because of observed differences in termination rates by age, service and operating company.
Disability	Disability rates were based on an experience study conducted in 2015 for the period 2009-2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. Assumed disability rates differ by gender and operating company because of observed differences in disability rates by gender and operating company.
Retirement	Retirement rates were based on an experience study conducted in 2015 for the period 2009-2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. Assumed retirement rates differ by plan because of observed differences in retirement rates by operating company.
Benefit commencement date:	
• Pre-retirement death benefit	Surviving spouses are assumed to begin benefits at the earliest permitted commencement date because ERISA requires benefits to start then unless the spouse elects to defer. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.

SCHEDULE SB ATTACHMENTS

• Deferred vested benefit	Commencement ages were based on an experience study conducted in 2015 for the period 2009-2013. Deferred vested early commencement factors are generally not subsidized so that the difference between this approach and using assumed commencement rates at different ages is not expected to be significant.
Form of payment	The optional form of payment assumptions are based on an experience study performed in 2015 for the period 2009-2013. For groups newly eligible for lump sums in 2015, the percentage of retiring participants assumed to take lump sums is based on observed experience for other Nestlé employee groups.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
NESTLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
NESTLE USA, INC.

D Employer Identification Number (EIN)
95-1572209

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2017

2 Assets:

a Market value	**2a**	604,484,191
b Actuarial value	**2b**	604,484,191

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	5,504	210,509,918	210,509,918
b For terminated vested participants	1,412	38,146,402	38,146,402
c For active participants	5,351	162,002,233	169,783,412
d Total	12,267	410,658,553	418,439,732

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	5.92%
6 Target normal cost	**6**	10,298,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

10/9/18
Date

Jeremy L. Sevcik
Type or print name of actuary

1706465
Most recent enrollment number

Towers Watson Delaware Inc.
Firm name

949-224-6536
Telephone number (including area code)

2010 Main Street, Suite 1050
Irvine CA 92614-7206
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	113,404,665	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	113,404,665	0
10	Interest on line 9 using prior year's actual return of 9.02%	10,229,101	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		4,159,754
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.10%		253,745
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	c Total available at beginning of current plan year to add to prefunding balance		4,413,499
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	123,633,766	0

Part III Funding Percentages

14	Funding target attainment percentage	14	114.91%
15	Adjusted funding target attainment percentage	15	144.46%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	142.32%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/31/2018	5,108,750	0			
04/02/2018	5,108,750	0			
07/31/2018	8,200,000	0			
			Totals ► 18(b)	18,417,500	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	17,043,548

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.16 %	5.72 %	6.48%	

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		**31a**	10,298,000
b Excess assets, if applicable, but not greater than line 31a		**31b**	10,298,000
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	0		0
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	17,043,548
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	17,043,548
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	Nestlé USA, Inc.
EIN / PN	95-1572209 / 006
Plan Name	Nestlé Hourly Retirement Plan
Valuation Date	January 1, 2017
Enrolled Actuary	Jeremy Sevcik
Enrollment Number	17-06465

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of January 1, 2017

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount During Timely Contribution Period	Timely Contribution Period	Interest Rate Used to Discount During Late Contribution Period	Late Contribution Period	Interest Adjusted Contribution
01/31/2018	2017	$5,108,750	5.92%	1.08 years			$4,800,469
04/02/2018	2017	$5,108,750	5.92%	1.25 years			$4,754,549
07/31/2018	2017	$8,200,000	5.92%	1.58 years			$7,488,530
Total		$18,417,500					$17,043,548

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2017

Aggregate Calculation of Weighted Average Retirement Age for NHRP

Retirement rates vary by participant groups. The weighted average age across all participant groups, based on plan demographics as of the valuation date, is 62.

Group	Count of Actives	Weight	Average Age	Weight*Age
NPPC	1,132	21.15%	61	12.90
NUSA	2,643	49.39%	63	31.12
Nutrition	1,576	29.45%	62	18.26
	5,351	100%		**62**

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Participant group: NPPC

Description of Weighted Average Retirement Age

Age	Retirement Rate	1.00 - Retirement Rate	Probability of Remaining Active	Percentage Retiring at Age	Age Times Percentage Retiring
49	0.00%	100.00%	100.00%	0.00%	0.00
50	4.26%	95.74%	95.74%	4.26%	2.13
51	4.46%	95.54%	91.46%	4.27%	2.18
52	4.20%	95.80%	87.62%	3.85%	2.00
53	4.02%	95.98%	84.10%	3.52%	1.87
54	3.83%	96.17%	80.87%	3.22%	1.74
55	3.23%	96.78%	78.27%	2.61%	1.43
56	3.52%	96.48%	75.51%	2.75%	1.54
57	2.58%	97.42%	73.56%	1.95%	1.11
58	2.91%	97.09%	71.42%	2.14%	1.24
59	3.26%	96.74%	69.09%	2.33%	1.37
60	3.94%	96.06%	66.37%	2.72%	1.63
61	5.05%	94.95%	63.02%	3.35%	2.04
62	18.81%	81.19%	51.17%	11.85%	7.35
63	15.46%	84.54%	43.26%	7.91%	4.98
64	12.42%	87.58%	37.88%	5.37%	3.44
65	41.91%	58.09%	22.01%	15.88%	10.32
66	43.09%	56.91%	12.52%	9.48%	6.26
67	50.00%	50.00%	6.26%	6.26%	4.20
68	45.83%	54.17%	3.39%	2.87%	1.95
69	45.00%	55.00%	1.87%	1.53%	1.05
70	100.00%	0.00%	0.00%	1.87%	1.31
				100.00%	

Average Retirement Age: 61

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Participant group: NUSA

Description of Weighted Average Retirement Age

Age	Retirement Rate	1.00 - Retirement Rate	Probability of Remaining Active	Percentage Retiring at Age	Age Times Percentage Retiring
54	0.00%	100.00%	100.00%	0.00%	0.00
55	3.13%	96.87%	96.87%	3.13%	1.72
56	3.56%	96.44%	93.42%	3.45%	1.93
57	3.44%	96.56%	90.21%	3.21%	1.83
58	4.18%	95.82%	86.44%	3.77%	2.19
59	3.42%	96.58%	83.48%	2.96%	1.74
60	3.22%	96.78%	80.79%	2.69%	1.61
61	5.83%	94.17%	76.09%	4.71%	2.87
62	17.35%	82.65%	62.89%	13.20%	8.18
63	15.71%	84.29%	53.01%	9.88%	6.22
64	12.71%	87.30%	46.27%	6.73%	4.31
65	38.29%	61.71%	28.56%	17.72%	11.52
66	40.69%	59.31%	16.94%	11.62%	7.67
67	41.42%	58.58%	9.92%	7.02%	4.70
68	37.20%	62.81%	6.23%	3.69%	2.51
69	38.56%	61.44%	3.83%	2.40%	1.66
70	100.00%	0.00%	0.00%	3.83%	2.68
				100.00%	
			Average Retirement Age:		63

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Participant group: Nutrition

Description of Weighted Average Retirement Age

Age	Retirement Rate	1.00 - Retirement Rate	Probability of Remaining Active	Percentage Retiring at Age	Age Times Percentage Retiring
54	0.00%	100.00%	100.00%	0.00%	0.00
55	4.00%	96.00%	96.00%	4.00%	2.20
56	4.79%	95.21%	91.40%	4.60%	2.57
57	6.50%	93.50%	85.46%	5.94%	3.39
58	4.97%	95.03%	81.21%	4.25%	2.46
59	3.92%	96.08%	78.03%	3.18%	1.88
60	7.73%	92.27%	72.00%	6.03%	3.62
61	6.30%	93.70%	67.46%	4.54%	2.77
62	24.07%	75.93%	51.23%	16.24%	10.07
63	19.15%	80.85%	41.42%	9.81%	6.18
64	13.03%	86.97%	36.02%	5.39%	3.45
65	60.72%	39.28%	14.15%	21.87%	14.22
66	62.92%	37.08%	5.25%	8.90%	5.87
67	74.73%	25.27%	1.33%	3.92%	2.63
68	51.25%	48.75%	0.65%	0.68%	0.46
69	51.25%	48.75%	0.32%	0.33%	0.23
70	100.00%	0.00%	0.00%	0.32%	0.22
				100.00%	
			Average Retirement Age:		62

2017 Schedule H Part IV, Line 4l- Has the plan failed to provide any benefit when due under the plan?
Name of Sponsor/Plan: Nestlé USA, Inc. – Nestlé Hourly Retirement Plan
EIN: 95-1572209 PN: 006

In responding to this item we have disregarded benefits related to participants whom the plan administrator has attempted without success to locate, and therefore are “missing” or “lost” participants, including without limitation those whose benefits have been forfeited under the plan provisions related to missing participants, or who have otherwise failed to make a claim for benefits as provided under the plan.

Nestlé USA Inc. – Nestlé Hourly Retirement Plan

EIN: 95-1572209

Plan Number: 006

Attachments to 2017 Schedule SB (Form 5500)

- ☐ Schedule SB - Statement by Enrolled Actuary
- ☐ Line 19 — Discounted Employer Contributions
- ☐ Line 22 — Description of Weighted Average Retirement Age
- ☐ Line 24 –- Change in Actuarial Assumptions
- ☐ Line 26 — Schedule of Active Participant Data
- ☐ Part V — Statement of Actuarial Assumptions and Methods
- ☐ Part V — Summary of Plan Provisions

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Summary of Plan Provisions

Nestlé Hourly Retirement Plan

Plan Provisions

The most recent amendment reflected in the following plan provisions was effective in 2015.

Covered employees: Hourly employees of Nestlé Food Company at covered locations

Participation date:

Location	*Age*	*Service*	*Entry Date*
Allentown	0	0	January 1
Beich	21	0	Immediate
Burlington	21	0	Immediate
Crete	0	0	January 1
Decatur	21	1	Immediate
Franklin Park	20	0	Immediate; 1 year of service for Local 552; 3 months of service for Local 339
Freehold	21	0	January 1 or July 1

Type of plan: Dollar per month

Definitions

Vesting service: One year for each 1,000-hour year of employment after age 18. From date of hire for Crete and Allentown. Pro-rata for more than 500 hours for Freehold

Credited service: One year for each 1,000-hour year of employment. From date of hire for Crete, Allentown, and Franklin Park

Pensionable earnings: Calendar year W-2 compensation, excluding expense reimbursements, and including 401(k) and 125 deferrals

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date January 1, 2017

SCHEDULE SB ATTACHMENTS

Accumulated benefit:

Decatur*: 50% of FAE – 75% of Social Security benefit, prorated for less than 30 years of service at NRD, times the ratio of actual credited service to service at NRD

Location	*Monthly Benefit** X Credited Service*	*Minimum Annual Benefit*	*Effective Date*	*Maximum Service*
Allentown	$47 for service from 3/1/2015 + $43 for service from 1/1/2012 + $40 for service from 3/15/2009 to 12/31/2011 + $36 for service from 1/1/2009 to 3/14/2009 + $35 for service from 3/15/2004 to 1/1/2009 + $29 for service from 1/1/2002 to 3/15/2004 + $28 for service from 12/1/1994 to 12/31/2001 + $4 for service before 12/1/1994	None	03/01/2015	None
Beich	$40	$120	02/28/2016	30 years, if hired after March 10, 1991
Burlington	$46	$130	02/15/2015	35 years
Crete	$39.75 for service after 12/1/94 + $5.50 for service before 12/1/94	None	02/05/2018	None
Decatur*	$27	None	07/01/1997	None
Franklin Park	$39	None	11/13/2016	None
Freehold	$56	$100	08/01/2015	30 years, if hired after August 1,1989

* If a person in the Decatur location becomes a participant after 7/1/1997, he receives the dollar-per month formula. If he became a participant before 7/1/1997, he receives the better of the dollar-per-month or the pay-related formula.

** Reflects ultimate benefit levels used for the IAS 19 valuation. See Appendix C for more detail.

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Normal retirement	Most locations	Retirement on or after both attaining age 65 and completing three years of vesting service
	Allentown	Retirement on or after both attaining age 62 and completing three years of vesting service
Early retirement	Most locations	Retirement before NRD and on or after both attaining age 55 and completing ten years of vesting service
	Allentown	Retirement before NRD and on or after both attaining age 50 and completing ten years of vesting service
	Crete	Retirement before NRD and on or after both attaining age 50 and completing ten years of vesting service
	Decatur	Retirement before NRD and on or after both attaining age 55 and completing three years of vesting service
Vested termination		Termination for reasons other than death or retirement after completing three years of vesting service
Disability	Most locations	Permanent and total disability after completing ten years of vesting service
	Franklin Park	Permanent and total disability on or after both attaining age 50 and completing fifteen years of service
Preretirement death benefit	Most locations	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after completing three years of vesting service
	Allentown	Early retirement date
	Freehold	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after both attaining age 55 and completing three years of vesting service

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement (NRD)		Accrued benefit payable immediately.
Early retirement	Most locations	Accrued benefit reduced 6% for each year of the first five years prior to age 65, and 4% for each additional year
	Allentown	Accrued benefit reduced 5% for each year prior to NRD
	Crete	Accrued benefit reduced 6% for each of the first five years, and 5% for each of the next five years and 4% for each additional year
	Decatur	Accrued benefit reduced 6.667% for each of the first five years prior to age 65, and 3.333% for each additional year
Vested termination		Accrued benefit payable at NRD, or reduced as for early retirement, or actuarially reduced to age 40
Disablement	Most locations	Accrued benefit payable immediately, with additional accrual to age 65 for Crete
	Franklin Park	Accrued benefit payable immediately
Preretirement death	Most locations	Reduced immediate pension payable for the life of the spouse
	Allentown	Reduced pension payable for life of spouse
	Freehold	If married, reduced 100% joint and survivor early retirement benefit if attained age 55 or 100% accrued benefit for all others reduced to be payable at 40.
	Crete (pre-65)	Greater of reduced pension payable for life of spouse and 45% of accrued benefit unreduced
	Crete (post-65)	100% joint and survivor benefit

Other Plan Provisions

Form of payment:

Normal form — Life annuity for single employees; 100% joint and survivor for married employees

Plan Name:	Nestlé Hourly Retirement Plan
EIN / PN:	95-1572209 / 006
Plan Sponsor:	Nestlé USA, Inc.
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Option form	Lump sum
Pension increases	None
Plan participants' contributions	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Optional Forms of Payment

Participant Group	Actuarial Equivalence	Optional Forms
Allentown Stoughton Weirton (closed)	• 8.00% • UP-1984 (20% female, 80% male)	1) Single Life Annuity 2) 50%, 75% & 100% Joint Survivor Annuity 3) 10 year Certain and Life Annuity, 15 year Certain and Life Annuity (Allentown) 4) 5 year Certain and Life Annuity, 10 year Certain and Life Annuity (Weirton) 5) Lump Sum
Beechnut	• 8.50% • 1971 GAM	1) Single Life Annuity 2) 50%, 75% & 100% Joint Survivor Annuity 3) 5 year Certain and Life Annuity, 10 year Certain and Life Annuity 4) Lump Sum

SCHEDULE SB ATTACHMENTS

Bloomington

Burlington

Cains (closed)*

Freehold (If not 60/10)

Fulton (closed)

Granite City (closed)*

New Milford (closed)*

Ripon (closed)*

Sunbury (closed)*

* Not programmed in dbConnect Pension Calculator.

- 6.00%
- 1979 Buck (80% male set back 1 year, 20% female set back 2 years)

1) Single Life Annuity
2) 50% & 100% Joint Survivor Annuity
3) Any option with 5 year Certain and Life Annuity (if 55/10, Fulton & Granite City)
4) Lump Sum

SCHEDULE SB ATTACHMENTS

Optional Forms of Payment (cont.)

Participant Group	Actuarial Equivalence	Optional Forms
Carnation #1	• 8.00% • 1994 GAR	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) Lump Sum
Crete b) Married participants c) Unmarried participants	• 8.00% • UP-1984 (20% female, 80% male) of table of factors if better	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) 10 year Certain and Life Annuity, 15 year Certain and Life Annuity 4) 20% Joint & Spousal Annuity (only if married, no reduction) 5) Lump Sum
Decatur (closed)	• 8.00% • TSA-IV projected to 1965 with Scale C	1) Single Life Annuity 2) 50%, 75% & 100% Joint Survivor Annuity 3) 10 year Certain and Life Annuity 4) Lump Sum

SCHEDULE SB ATTACHMENTS

Drumstick (married participants only) (closed)*	• Table of factors	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) 3 year Certain and Life Annuity, 10 year Certain and Life Annuity 4) Lump Sum

Optional Forms of Payment (cont.)

Participant Group	Actuarial Equivalence	Optional Forms
Franklin Park	• 10.50% • UP-1984 (20% female, 80% male)	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) Lump Sum
Freehold Participants who are at least 60/10	• 6.00% • 1979 Buck (80% male set back 1 year, 20% female set back 2 years)	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) Lump Sum
Salinas (closed)*	• 6.00% • 1979 Buck (80% male set back 1 year, 20% female set back 2 years); Table for pop-up	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) 50% & 100% Joint Survivor Annuity with pop-up 4) Lump Sum

SCHEDULE SB ATTACHMENTS

Stouffer Hourly	• 8.00% • 1971 TPF&C Forecast set back 3 years	1) Single Life Annuity 2) 50%, 75% & 100% Joint Survivor Annuity 3) 10 year Certain and Life Annuity 4) Lump Sum

* Not programmed in dbConnect Pension Calculator.

Future Plan Changes

Ultimate benefit levels were recognized in determining pension cost. Ultimate benefit levels negotiated on or before December 31, 2016 were recognized in determining plan accounting liabilities. Benefit increases negotiated on or before January 1, 2017, and effective during 2017 were recognized in determining contribution requirements.

Changes in Benefits Valued Since Prior Year

The ultimate benefit level changed for the following locations: Beich from $40.00 to $43.00; Burlington from $46.00 to $48.00; Freehold from $56.00 to $58.50.

SCHEDULE SB ATTACHMENTS

Nestlé Hourly Retirement Plan (Formerly Nestlé USA Hourly Pension Plan)

Plan Provisions

Effective December 31, 2012, this plan merged into the Nestlé Hourly Retirement Plan.

The most recent amendment reflected in the following plan provisions was effective in 2015.

Covered employees	Nonunion hourly employees
Participation date	Completion of one year of service
Type of plan	Dollar per month

Definitions

Vesting service	One year for each 1,000-hour year of employment
Credited service	One year for each 2,000-hour year of employment; partial credit for partial years

Accumulated benefit:	Benefit level x credited service. See Appendix C for locations and benefit levels.
	For Distribution Centers and Transportation Centers participants of the Nestlé Hourly Retirement Plan:
	• Current employees will receive a version of the account benefit formula. The benefit will be the better of A+B or C
	  ○ A is the CHPP benefit as of 12/31/2015
	  ○ B is the account formula benefit with past CHPP service for points counting towards points service in the PEP
	  ○ C is continued accruals under the $36/month benefit formula which will run concurrent with the “A+B” benefit and will serve as a minimum benefit
	Additionally, the current $36/month benefit will continue to run concurrent with the “B” benefit and will serve as a minimum benefit.

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Normal retirement	Retirement on or after attaining age 65
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing three years of vesting service
Postponed retirement	Retirement after both attaining age 65
Vested termination	Termination for reasons other than death or retirement after completing three years of vesting service
Disability	Permanent and total disability after completing five years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after completing three years of vesting service

Benefits Paid Upon the Following Events

Normal retirement (NRD)	Accrued benefit payable immediately
Early retirement	Accrued benefit reduced 6.67% for each of the first five years prior to age 65, and 3.33% for each additional year
Postponed retirement	Accrued benefit payable immediately
Vested termination	Accrued benefit payable unreduced at age 65, reduced 6.67% for each of the first five years prior to age 65, and 3.33% for each additional year.
Disablement	Accrued benefit payable immediately
Preretirement death	If married, reduced 100% early retirement benefit if attained age 55 or 100% accrued benefit for all others reduced to be payable at age 55

Other Plan Provisions

Normal form of payment	Life annuity for single participants; 100% joint and survivor for married participants; Lump sum
Pension increases	None
Plan participants' contributions	None

Plan Name:	Nestlé Hourly Retirement Plan
EIN / PN:	95-1572209 / 006
Plan Sponsor:	Nestlé USA, Inc.
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Optional Forms of Payment

Participant Group	Actuarial Equivalence	Optional Forms
All Locations	• 8.00% • 1994 GAR	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) Lump Sum

Future Plan Changes

Ultimate benefit levels were recognized in determining pension cost. Ultimate benefit levels negotiated on or before December 31, 2016 were recognized in determining plan accounting liabilities. Benefit increases negotiated on or before January 1, 2017, and effective during 2017 were recognized in determining contribution requirements.

Changes in Benefits Valued Since Prior Year

The ultimate benefit level for Danville changed from $30.00 to $33.00.

SCHEDULE SB ATTACHMENTS

Nestlé Hourly Retirement Plan (Formerly Nestlé USA Pension Plan)

Plan Provisions

Effective December 31, 2012, this plan merged into the Nestlé Hourly Retirement Plan.

The most recent amendment reflected in the following plan provisions was effective in 2015.

Covered employees	Union employees of the covered locations
Participation date	Date of hire
Type of plan	Dollar per month

Definitions

Vesting service	One year for each 1,000-hour calendar year of employment
Credited service	
	One year for each 1,600-hour calendar year of employment at Morton, St. Joseph (Packers), and Fort Dodge; 1,800 hours at the other locations
Accumulated benefit:	Benefit level x credited service. See Appendix C for locations and benefit levels.

Eligibility for Benefits

Normal retirement	Retirement after attaining age 65
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing three years of vesting service
Postponed retirement	Retirement after attaining age 65
Vested termination	Termination for reasons other than death or retirement after completing three years of vesting service
Disability	Permanent and total disability after completing five years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after completing three years of vesting service

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement (NRD)	Accrued benefit payable immediately
Early retirement	Accrued benefit reduced 6.67% for each of the first five years prior to age 65, and 3.33% for each additional year
Postponed retirement	Accrued benefit payable immediately
Vested termination	Accrued benefit payable unreduced at 65, reduced 6.67% for each of the first five years prior to age 65, and 3.33% for each additional year
Disablement	Accrued benefit payable immediately
Preretirement death	If married, reduced 100% early retirement benefit if attained age 55 or 100% accrued benefit for all others reduced to be payable at age 55

Other Plan Provisions

Normal form of payment	Life annuity for single participants; 100% joint and survivor for married participants; Lump sum
Pension increases	None
Plan participants' contributions	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Optional Forms of Payment

Participant Group	Actuarial Equivalence	Optional Forms
All Locations	• 8.00% • 1994 GAR	1) Single Life Annuity 2) 50% & 100% Joint Survivor Annuity 3) Lump sum

SCHEDULE SB ATTACHMENTS

Future Plan Changes

Ultimate benefit levels were recognized in determining pension cost. Ultimate benefit levels negotiated on or before December 31, 2016 were recognized in determining plan accounting liabilities. Benefit increases negotiated on or before January 1, 2017, and effective during 2017 were recognized in determining contribution requirements.

Changes in Benefits Valued Since Prior Year

The ultimate benefit level changed for Morton from $41.00 to $43.00.

SCHEDULE SB ATTACHMENTS

Nestlé Hourly Retirement Plan (Formerly Sacramento Can Pension Plan)

Plan Provisions

Effective December 31, 2012, this plan merged into the Nestlé Hourly Retirement Plan.

The most recent amendment reflected in the following plan provisions was effective in 2015.

Covered employees	Union employees at Sacramento Can manufacturing plant; there are currently no active employees covered
Type of plan	Dollar per month

Definitions

Credited service	From date of hire
Accumulated benefit:	Benefit level, varying by job class, times credited service

Eligibility for Benefits

Normal retirement	Retirement after both attaining age 65 and completing three years of vesting service
Early retirement	Retirement before NRD and on or after both attaining age 60 and completing ten years of vesting service
Postponed retirement	Retirement after attaining age 65
Vested termination	Termination for reasons other than death or retirement after completing three years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after completing three years of vesting service

Benefits Paid Upon the Following Events

Normal retirement (NRD)	Accrued benefit payable immediately
Early retirement	Accrued benefit reduced 6.0% for each prior to age 62
Postponed retirement	Accrued benefit payable immediately
Vested termination	Accrued benefit payable unreduced at age 65, or reduced for each year prior to age 62, if attained age 60 and 10 years of service

Plan Name:	Nestlé Hourly Retirement Plan
EIN / PN:	95-1572209 / 006
Plan Sponsor:	Nestlé USA, Inc.
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Preretirement death	If married, reduced 100% joint and survivor early retirement benefit if attained age 60 or 100% accrued benefit for all others reduced to be payable at 60.

Other Plan Provisions

Normal form of payment	Life annuity
Pension Increases	None
Plan participants' contributions	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Optional Forms of Payment

Participant Group	Actuarial Equivalence	Optional Forms
Sacramento Can	Conversion factors varying by age of the retiree and the spouse	a) Single Life Annuity
	Sample 1: Retiree and Spouse both at age 60	b) 50% & 100% Joint and Survivor Annuity
	50% J&S Annuity 0.8500	c) Lump sum
	100% J&S Annuity 0.7391	
	Sample 2: Retiree and spouse both at age 65	
	50% J&S Annuity 0.8340	
	100% J&S Annuity 0.7153	

SCHEDULE SB ATTACHMENTS

Future Plan Changes

No future plan changes were recognized in determining pension cost, plan accounting liabilities, or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

SCHEDULE SB ATTACHMENTS

Nestlé Hourly Retirement Plan (Formerly Gerber Fort Smith Hourly Pension Plan)

Plan Provisions

Effective December 31, 2012, this plan merged into the Nestlé Hourly Retirement Plan.

The most recent amendment reflected in the following plan provisions was effective in 2015.

Covered employees	Hourly paid employees on Ft. Smith, Arkansas hourly factory payroll
Participation date	Age 20 ½ and six months of service or upon attainment of age 40, if earlier.
Type of plan	Dollar per month plan

Definitions

Vesting service

The number of completed full plan years of employment with the Company or any Affiliate in which the employee works 1,000 hours.

Credited service — One full year for each year with at least 1,000 hours of service.

Accumulated benefit: — Monthly benefit is the largest of (a) and (b) below:

(a) The sum of (1) and (2) below:
- (1) The accrued benefits as of December 31, 1989, based on participation service, final average compensation, and the primary Social Security benefit as of December 31, 1989.
- (2) For participation service after January , 1989 (maximum 40 years less pre-1989 credited service up to 33 1/3 years), the monthly benefit accrual in a given year is the applicable Dollar Accrual based on total years of participation.

(b) For all participation service up to 40 years, the monthly benefit accrual in a given year is the applicable Dollar Accrual Factor.

SCHEDULE SB ATTACHMENTS

The applicable Dollar Accrual Factor under (a) and (b) depends on the years of participation as shown below:

	Dollar Accrual Factor Applicable to Years of Participation		
	Level One	Level Two	Level Three
Accrual Period	First 10 Years	Years 11-20	Years Beyond 20
Before 2004	$23.50	$27.50	$30.50
2004	$25.50	$29.50	$32.50
2005	$27.50	$31.50	$34.50
2006	$29.50	$33.50	$36.50
2010	$31.50	$35.50	$38.50
2013 and After	$35.50	$39.50	$42.50

Eligibility for Benefits

Normal retirement	Retirement on or after both attaining age 65 and completing five years of vesting service
Early retirement	Retirement before NRD and on or after both attaining age 57 and completing five years of vesting service
Postponed retirement	Retirement after both attaining age 65 and completing five years of vesting service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Permanent and total disability on or after both attaining age 50 and completing fifteen years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after completing five years of vesting service

Benefits Paid Upon the Following Events

Normal retirement (NRD)	Accrued benefit payable immediately
Early retirement	Monthly pension benefit determined as of early retirement date, reduced ½ of 1% for each month by which the early retirement date precedes 62. Unreduced for employees retiring after attaining age 60 with 40 years of uninterrupted service
Postponed retirement	Accrued benefit payable immediately

Plan Name:	Nestlé Hourly Retirement Plan
EIN / PN:	95-1572209 / 006
Plan Sponsor:	Nestlé USA, Inc.
Valuation Date	January 1, 2017

Vested termination	Accrued benefit determined as of termination date, actuarially reduced for commencement of payments prior to NRD
Disablement	Accrued benefit determined as of disability retirement date reduced by certain other benefits by or at the expense of the company
Preretirement death	50% of the projected accrued benefit as of participant's normal retirement date is payable immediately to the dependent spouse until the death or remarriage of the dependent spouse. If not eligible for a dependent spouse benefit, a 50% surviving spouse benefit (100% if eligible for early retirement) is payable on the participant's early retirement age date. If neither a dependent nor surviving spouse benefit is payable, the lump sum balance as of the time of death is payable.

Other Plan Provisions

Forms of payment

Normal form	Life annuity
Optional forms	100%, 75%, and 50% contingent annuitant; level income; lump sum
Pension increases	None
Plan participants' contributions	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

SCHEDULE SB ATTACHMENTS

Optional Form Conversion Factors

Form of Payment	Conversion Factors	Sample Rates
Level Income Options to Age 62 (life Annuity Normal form)	The conversion factors are determined using an actuarial equivalent basis using 5.0% interest and the 1971 Group Annuity Mortality table blended 70% male / 20% female. Multiply the expected PIA at age 62 by the conversion factor to get the benefit decrease after age 62. The benefit before age 62 (payable until receipt of PIA) equals this decreased benefits plus PIA (payments are at beginning of month).	Age 55: 0.4378 Age 60: 0.1602
100% Contingent Annuitant	80% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 80% factor shall be increased by 1.0% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 1.0% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 60 and Spouse Age 60: 80.00% Participant Age 65 and Spouse Age 60: 75.00%
75% Contingent Annuitant	85% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 85% factor shall be increased by 0.85% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 0.85% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 60 and Spouse Age 60: 85.00% Participant Age 65 and Spouse Age 60: 80.75%
50% Contingent Annuitant	90% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are not the same. If the ages of the participant and the designated contingent annuitant are the same, the 90% factor shall be increased by 0.7% up to a maximum of 100% for each full year that the birth date of the designated	Participant Age 60 and Spouse Age 60: 90.00% Participant Age 65 and Spouse Age 60: 86.50%

contingent annuitant precedes the birth date of the participant, or decreased by 0.7% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.

Future Plan Changes

No future plan changes were recognized in determining pension cost, plan accounting liabilities, or minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

The ultimate benefit level for Fort Smith increased from $35.50 to $38.50 for the first ten years of participation service, from $39.50 to $42.50 for the next ten years of participation service, and from $42.50 to $45.50 for participation service beyond 20 years.

SCHEDULE SB ATTACHMENTS

Nestlé Hourly Retirement Plan (Formerly Gerber Fremont Hourly Pension Plan)

Plan Provisions

Effective December 31, 2012, this plan merged into the Nestlé Hourly Retirement Plan.

The most recent amendment reflected in the following plan provisions was effective in 2015.

Covered Employees	Hourly paid employees on Fremont, Michigan hourly factory payroll.
Participation Date	Age 20 ½ and six months of service or upon attainment of age 40, if earlier.
Type of plan:	Dollar per month plan

Definitions

Vesting service

The number of completed full plan years of employment with the Company or any Affiliate in which the employee works 1,000 hours.

Credited service — One full year for each year with at least 1,000 hours of service

Pensionable earnings — Total compensation including section 125 and 401(k) contributions but excluding deferred compensation.

Accumulated benefit: Monthly benefit is the largest of (a) and (b) below:

(a) The sum of (1), (2), (3) and (4) below:

(1) The accrued benefits as of December 31, 1988, based on participation service, final average compensation, and the primary Social Security benefit as of December 31, 1988.

(2) For participation service after December 31, 1988 and before April 5, 2003 (maximum 40 years less pre-1989 credit service up to 33 1/3 years), the monthly benefit accrual in a given year is the applicable Dollar Accrual based on total years of participation.

(3) $50 for each year of participation service after April 4, 2003 and before April 1, 2012.

(4) $56 for each year of participation service after April 1, 2012.

(b) The sum of (1), (2) and (3) below:

(1) For all participant service credited prior to April 5, 2003, up to 40 years, the monthly benefit accrual in a given year is the applicable Dollar Accrual Factor.

(2) $50 for each year of participation service after April 4, 2003 and before April 1, 2012.

(3) $56 for each year of participation service after April 1, 2012.

The applicable Dollar Accrual Factor under (a) and (b) depends on termination date and years of participation as shown below:

	Dollar Accrual Factor Applicable to Years of Participation		
Termination of Employment	Level One	Level Two	Level Three
On or After	First 10 Years	Years 11-20	Years Beyond 20
1/1/89	$21.00	$25.00	$28.00
4/1/91	$21.50	$25.50	$28.50
4/1/92	$22.00	$26.00	$29.00
4/1/93	$22.50	$26.50	$30.00
5/1/94	$23.00	$27.00	$30.50
5/1/95	$23.50	$27.50	$31.00
5/1/96	$24.00	$28.00	$31.50
4/1/97	$25.00	$29.00	$32.50
4/1/98	$25.50	$29.50	$33.00
4/1/99	$26.00	$30.00	$33.50

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits	
Normal retirement	Retirement after both attaining age 65 and completing five years of vesting service
Early retirement	Retirement before NRD and on or after both attaining age 57 and completing five years of vesting service
Postponed retirement	Retirement after both attaining age 65 and completing five years of vesting service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Permanent and total disability on or after both attaining age 50 and completing fifteen years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after completing five years of vesting service

Benefits Paid Upon the Following Events	
Normal retirement (NRD)	Accrued benefit payable immediately
Early retirement	Monthly pension benefit determined as of early retirement date, reduced ½ of 1% for each month by which the early retirement date precedes age 62. Unreduced for employee retiring after attaining age 60 with 30 years of uninterrupted service
Postponed retirement	Accrued benefit payable immediately
Vested termination	Accrued benefit determined as of termination date, actuarially reduced for commencement of payments prior to NRD
Disablement	Accrued benefit determined as of disability retirement date reduced by certain other benefits by or at the expense of the company
Preretirement death	50% of the projected accrued benefit as of participant's normal retirement date is payable immediately to the dependent spouse until the death or remarriage of the dependent spouse. If not eligible for a dependent spouse benefit, a 50% surviving spouse benefit (100% if eligible for early retirement) is payable on the participant's early retirement age date. If neither a dependent nor surviving spouse benefit is payable, the lump sum balance as of the time of death is payable.

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

Normal form	Life annuity
Optional forms	100%, 75%, and 50% contingent annuitant; level income option; lump sum
Pension increases	None
Plan participants' contributions	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Optional Form Conversion Factors

Form of Payment	Conversion Factors	Sample Rates
Level Income Options to Age 62 (life Annuity Normal form)	The conversion factors are determined using an actuarial equivalent basis using 5.0% interest and the 1971 Group Annuity Mortality table blended 70% male / 20% female. Multiply the expected PIA at age 62 by the conversion factor to get the benefit decrease after age 62. The benefit before age 62 (payable until receipt of PIA) equals this decreased benefits plus PIA (payments are at beginning of month).	Age 55: 0.4378 Age 60: 0.1602
100% Contingent Annuitant	80% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 80% factor shall be increased by 1.0% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 1.0% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 60 and Spouse Age 60: 80.00% Participant Age 65 and Spouse Age 60: 75.00%
75% Contingent Annuitant	85% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated	Participant Age 60 and Spouse Age 60: 85.00%

	contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 85% factor shall be increased by 0.85% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 0.85% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 65 and Spouse Age 60: 80.75%
50% Contingent Annuitant	90% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are not the same. If the ages of the participant and the designated contingent annuitant are the same, the 90% factor shall be increased by 0.7% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 0.7% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 60 and Spouse Age 60: 90.00% Participant Age 65 and Spouse Age 60: 86.50%

Future Plan Changes

No future plan changes were recognized in determining pension cost, plan accounting liabilities, or minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

The benefit level for Fremont changed to $58.00 for each year of participation service after April 1, 2017.

SCHEDULE SB ATTACHMENTS

Nestlé Hourly Retirement Plan (Formerly Gerber Reedsburg Hourly Pension Plan)

Plan Provisions

Effective December 31, 2012, this plan merged into the Nestlé Hourly Retirement Plan.

The most recent amendment reflected in the following plan provisions was effective in 2015.

Covered employees	Hourly paid employees on Reedsburg hourly payroll and Asheville, North Carolina hourly factory payroll.
Participation date	Age 21 and one-year of service or upon attainment of age 40, if earlier. Closed to new entrants effective December 31, 2006.
Type of plan	Frozen dollar per month

Definitions

Vesting service	The number of completed full plan years of employment with the Company or any Affiliate in which the employee works 1,000 hours. Automatic vesting was granted December 31, 2008.
Credited service	One full year for each year with at least 1,000 hours of service.
Pensionable earnings	Total compensation including section 125 and 401(k) contributions but excluding deferred compensation.
Accumulated benefit:	Monthly Benefit is the largest of (a) and (b) below: (a) The sum of (1) and (2) below: (1) The applicable benefit rate multiplied by years of participation completed after January 1, 1969 up to a maximum of 30 years. (2) $21.50 multiplied by years of participation completed after February 28, 2003. (b) $1.50 multiplied by years of participation completed prior to January 1, 1969, but not exceeding 30 years less the number of years of service after that date. For Hankscraft Motors only, the benefit rate in (a) above is $19.00 For Baby care participants only, the benefit rate in (a) above is $19.50

Plan Name:	Nestlé Hourly Retirement Plan
EIN / PN:	95-1572209 / 006
Plan Sponsor:	Nestlé USA, Inc.
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits	
Normal retirement	Retirement after both attaining age 65 and completing five years of vesting service
Early retirement	Retirement before NRD and on or after both attaining age 60 and completing five years of vesting service
Postponed retirement	Retirement after both attaining age 65 and completing five years of vesting service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Permanent and total disability on or after attaining age 50 and completing fifteen years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse on or after completing five years of vesting service

Benefits Paid Upon the Following Events	
Normal retirement (NRD)	Accrued benefit payable immediately
Early retirement	Monthly pension benefit determined as of early retirement date, reduced ½ of 1% for each month by which the early retirement date precedes age 65.
Postponed retirement	Accrued benefit payable immediately
Vested termination	Accrued benefit determined as of termination date, actuarially reduced for commencement of payments prior to NRD
Disablement	Accrued benefits determined as of disability retirement date, reduced by certain other benefits provided by or at the expense of the company
Preretirement death	Payable on the participant's early retirement age date to the surviving spouse as if the participant had elected a 50% survivorship annuity option. If neither a dependent nor surviving spouse benefit is payable, the lump sum balance as of the time of death is payable.

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment	
Normal form	Life annuity
Optional forms	100%, 75%, and 50% contingent annuitant; level income; lump sum
Pension increases	None
Plan participants' contributions	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Optional Form Conversion Factors

Form of Payment	Conversion Factors	Sample Rates
Level Income Options to Age 62 (life Annuity Normal form)	The conversion factors are determined using an actuarial equivalent basis using 5.0% interest and the 1971 Group Annuity Mortality table blended 80% male / 20% female. Multiply the expected PIA at age 62 by the conversion factor to get the benefit decrease after age 62. The benefit before age 62 (payable until receipt of PIA) equals this decreased benefits plus PIA (payments are at beginning of month).	Age 55: 0.4378 Age 60: 0.1602
100% Contingent Annuitant	75% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 75% factor shall be increased by 1.0% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 1.0% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 60 and Spouse Age 60: 75.00% Participant Age 65 and Spouse Age 60: 70.00%

75% Contingent Annuitant	80% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 80% factor shall be increased by 1.0% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 1.0% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 60 and Spouse Age 60: 80.00% Participant Age 65 and Spouse Age 60: 75.00%
50% Contingent Annuitant	85% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are not the same. If the ages of the participant and the designated contingent annuitant are the same, the 85% factor shall be increased by 1.0% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 1.0% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant.	Participant Age 60 and Spouse Age 60: 85.00% Participant Age 65 and Spouse Age 60: 80.00%

Future Plan Changes

No future plan changes were recognized in determining pension cost, plan liabilities, or minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

SCHEDULE SB ATTACHMENTS

Appendix C: Benefit Levels for Valuations

Ultimate benefit levels were recognized in determining pension cost. Ultimate benefit levels negotiated on or before December 31, 2015 were recognized in determining plan accounting liabilities. Benefit increases negotiated on or before January 1, 2016 and effective during 2016 were recognized in determining contribution requirements.

	IAS 19		ASC 960		PPA	
	Benefit Level	Effective Date	Benefit Level	Effective Date	Benefit Level	Effective Date
Nestlé Hourly Retirement Plan						
▪ Allentown*	47.00	3/1/2015	47.00	3/1/2015	47.00	3/1/2015
▪ Bloomington - Beich	43.00	3/3/2019	43.00	3/3/2019	43.00	3/3/2019
▪ Burlington	48.00	2/15/2021	48.00	2/15/2021	48.00	2/15/2021
▪ Crete*	39.75	2/5/2018	39.75	2/5/2018	39.00	2/6/2017
▪ Decatur	27.00	7/1/1997	27.00	7/1/1997	27.00	7/1/1997
▪ Franklin Park	39.00	11/13/2016	39.00	11/13/2016	39.00	11/13/2016
▪ Freehold	58.50	7/28/2019	58.50	7/28/2019	58.50	7/28/2019
NHRP - former Nestlé USA Hourly Pension Plan						
▪ Distribution*	36.00	1/1/2014	36.00	1/1/2014	36.00	1/1/2014
▪ Transportation*	36.00	1/1/2014	36.00	1/1/2014	36.00	1/1/2014
▪ Morton (nonunion)	30.00	1/1/2008	30.00	1/1/2008	30.00	1/1/2008
▪ Danville	33.00	4/9/2019	33.00	4/9/2019	33.00	4/1/2019
NHRP - former Nestlé USA Pension Plan						
▪ Eau Claire	36.00	6/2/2013	36.00	6/2/2013	36.00	6/2/2013
▪ Fort Dodge	44.50	3/26/2017	44.50	3/26/2017	44.50	3/26/2017
▪ Gateway	37.00	11/1/2019	37.00	11/1/2019	36.00	11/1/2015
▪ Morton (Union)	43.00	4/1/2018	43.00	4/1/2018	43.00	4/1/2018
▪ St. Joseph (Packers)	14.00	12/12/2016	14.00	12/12/2016	14.00	12/12/2016
▪ St. Joseph (Lower Lakes)	30.50	6/1/2003	30.50	6/1/2003	30.50	6/1/2003

* See Appendix B for detail.

Plan Name: Nestlé Hourly Retirement Plan
EIN / PN: 95-1572209 / 006
Plan Sponsor: Nestlé USA, Inc.
Valuation Date January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Change in Actuarial Assumptions

The following actuarial assumptions used to produce the information submitted on this schedule have been changed:

- The annual rate of increase for compensation was changed from 3.50% to 3.00%.
- The annual rate of increase for Social Security wage base was changed from 3.00% to 2.50%.
- The annual rate of increase for statutory limits on compensation and benefits was changed from 2.50% to 2.00%.
- The administrative expense assumption was removed from the target normal cost as Nestlé has indicated that administrative expenses, other than the cost of managing plan assets, are not paid by the trust.