



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

**FINANZMARKTAUFSICHT (FMA) - FINANCIAL MARKET AUTHORITY (AUSTRIA)
COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFIGHT (BAFIN) (GERMANY)
COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)**

From:

**The Financial Services Authority
25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom**

We hereby certify that the Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and was approved by the FSA on 13 May 2010.

Name of Issuer: 1. Nestle Holdings, Inc.
2. Nestle Finance International Ltd.

Registered Office/Seat: 1. State of Delaware
2. Luxembourg

Type of Securities: Debt Issuance Programme

Guarantor (if any): Nestle S.A.

Annexes: IV,V,VI and XII

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Attachments:

1. Prospectus dated 13 May 2010
2. French Translation of the Summary
3. German Translation of the Summary
4. Italian Translation of the Summary

Financial Services Authority
UK Listing Authority
Document approved

Date: 13/05/2010

Signed: 1. *[Signature]*