

**Certificate of Approval of a Prospectus
in accordance with Articles 17 and 18 of Directive 2003/71/EC**

To :

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGS-AUFSICHT (BAFIN)
FINANZMARKTAUFSICHT (FMA)
FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA)
FINANSTILSYNET (FTNET - Denmark)
FINANSSIVALVONTA (FIVA)
CAPITAL MARKET COMMISSION (CMC)
CENTRAL BANK OF IRELAND
COMMISSIONE NAZIONALE PER LE SOCIETÀ E LE BORSE (CONSOB)
FINANSTILSYNET (Norway)
AUTORITEIT FINANCIËLE MARKTEN (AFM)
POLISH FINANCIAL SUPERVISION AUTHORITY (PFSA)
COMISSÃO DO MERCADO DE VALORES MOBILIÁRIOS (CMVM)
CZECH NATIONAL BANK (CNB)
ROMANIAN NATIONAL SECURITIES COMMISSION
FINANCIAL SERVICES AUTHORITY (FSA)
FINANSINSPEKTIONEN (FI)

From :

Autorité des marchés financiers (AMF)
17, place de la Bourse
75002 PARIS
FRANCE

We hereby certify that the prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC and was approved by us on June 24, 2011

Name of Issuer : MICROSOFT CORPORATION.

Registered Office : One Microsoft Way – Redmond, Washington 98052 - USA

Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) : Annexes 1 (excepted 5.1.2 to 5.1.5, 5.2, 6, 7, 8, 9, 10, 11, 15, 16, 17.1, 18, 19, 20.1 to 20.5, 20.6, 21, 22, 25) and 3 (excepted 3.3, 4.10, 5.1.9, 5.1.10, 5.2, 5.4.1, 5.4.3, 5.4.4, 6.3, 6.4, 6.5, 7, 10.2.) in accordance with CESR Q&A on prospectuses, 8th Updated version - February 2009, question 71.

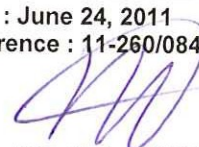
Guarantor : not applicable

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71EC, the omission of the information required under [Item __ of Annex __] on the following grounds: not applicable

Attachments :

- (1) Prospectus dated June 24, 2011
- (2) Translations of the summary

Date : June 24, 2011
Reference : 11-260/084-11



Benoît de JUVIGNY
Secrétaire Général Adjoint
Autorité des marchés financiers
(AMF)
17, place de la Bourse
75002 PARIS