



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 FINANZDIENSTLEISTUNGS AUFSICHT (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 11 May 2011.

Name of Issuer: I) Nestle Holdings Inc.
II) Nestle Finance International Ltd.

Registered Office/Seat: I) United States of America
II) Luxembourg

Type of Securities: Debt Issuance Programme

Guarantor (if any): Nestle S.A.

Annexes: IV, V, VI & 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 11 May 2011
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: 11th May 2011

Signed: 1 *[Signature]*

Signed: 2