



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 FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BAFIN) (GERMANY)
COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA (ITALY)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
AUTORITEIT FINANCIËLE 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 Base 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 10 May 2012.

Name of Issuer: (I) Nestlé Holdings, Inc.
(II) Nestlé Finance International Ltd

Registered Office/Seat: (I) State of Delaware
(II) Luxembourg

Type of Securities: Debt Issuance Programme

Guarantor (if any): Nestlé 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. Base Prospectus dated 10 May 2012
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: 11 May 2012

Signed: 1. [Signature]

Signed: 2. [Signature]