



**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 FINANZDIENSTLEISTUNGSaufICHT (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 Conduct 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 as amended by the Directive 2010/73/EU or national law transposing the Directive and was approved by the FCA on 21 May 2014.

**Name of Issuer: Nestle Holdings, Inc
Nestle Finance International Ltd**

**Registered Office/Seat: State of Delaware
Luxembourg**

Type of Securities: Debt Issuance Programme

Guarantor (if any): Nestle S.A.

Annexes: 4, 20(5),6, 22(4),22(5), 21, 20(30)

We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC as amended, the omission of the information on the following grounds: **No omission**

Attachments:

- 1. Base Prospectus dated 21 May 2014**
- 2. French, German and Italian Translation of Summary**

Financial Conduct Authority
Document Approved

Date: *22 May 2014*

Signed: *Jill Kwan*