



**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 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 FSA on 29<sup>th</sup> May 2015.

**Name of Issuer:** 1) Nestlé Holdings, Inc.  
2) Nestlé Finance International Ltd.

**Registered Office/Seat:** 1) USA  
2) Luxembourg

**Type of Securities:** Debt Issuance Programme

**Guarantor (if any):** Nestlé S.A.

**Annexes:** IV, VI, XX(V), XX(XXX), XXI, XXII(IV), XXII(V), XXII(VI)

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 29<sup>th</sup> May 2015.
2. French Translation of the Summary
3. German Translation of the Summary
4. Italian Translation of the Summary

**Financial Conduct Authority  
Document Approved**

Date: 1 June 2015

Signed: