



**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 Conduct Authority  
25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom**

We hereby certify that the Supplementary 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 23 February 2015.

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

**Registered Office/Seat:** 1) State of Delaware, USA  
2) Luxembourg

**Type of Securities:** Debt Issuance Programme

**Guarantor (if any):** Nestle S.A.

**Annexes:** N/A

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. Supplementary Prospectus dated 23 February 2015

Financial Conduct Authority

Document Approved

Date: 24/02/2015

Signed: *[Signature]*