



**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 FINANZDIENSTLEISTUNGSAUFIGHT (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 23/05/2016.

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

**Registered Office/Seat: Luxembourg
United States**

National Identifier Number: PRO03005, PRO03006

Type of Securities: Debt Issuance Programme

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

**Annexes: Annex IV, Annex VI, Annex XX(V), Annex XX(XXX), Annex XXI,
Annex XXII(IV), Annex XXII(V), Annex 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 23/05/2016**
- 2. French Translation of Summary**
- 3. German Translation of Summary**
- 4. Italian Translation of Summary**

**Financial Conduct Authority
Document Approved
Date: 25 May 2016
Signed: N. Edrington**