

Company Number 62539

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CADBURY SCHWEPPE OVERSEAS LIMITED (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

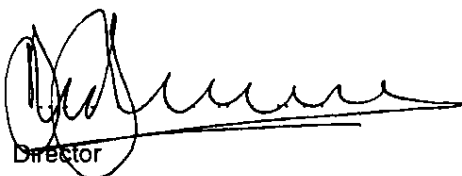
We, the undersigned, being all of the members of the Company being entitled to attend and vote at any general meeting of the Company in respect of the resolution set out below HEREBY AGREE pursuant to sections 288 and 296 of the Companies Act 2006 that the following resolution be passed as a Written Resolution of the Company

The power conferred on the directors by Regulation 103 of Table A in the Schedule to the Companies Act 1985 to pay interim dividends is extended by the addition to the articles of association of the Company of a new article as follows

"Dividends

29 The directors may make interim dividends of, and transfer, any of the assets of the Company (including but not limited to securities of any kind), whether or not such interim dividends or transfers are expressed to be in payment or satisfaction of any monetary amount, and, where any difficulty arises in regard to such a dividend and transfer, the directors may settle the same and in particular may issue fractional certificates and fix the value for the dividend and transfer of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees"

By order of the board of


Director

7 May, 2008

Date



**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE
COMPANIES ACT 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 7 May, 2008 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible members to written resolution is as follows
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) A member's agreement to a written resolution, once signified, may not be revoked
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

Signed



for and on behalf of
Cadbury Schweppes Finance P L C
Date 7 May 2008

Signed



for and on behalf of
Vantas International Limited
Date 7 May 2008

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