

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Cadbury Schweppes Overseas Limited (the "Company")

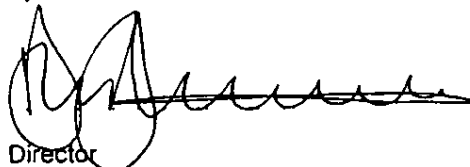
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

We, the undersigned, being the sole member of the Company holding Irredeemable Preference Shares in 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

That the right of the holder of the Irredeemable Preference Shares of the Company to receive a cumulative preferential dividend in priority to any other dividend declared by the Company out of its profits available for distribution, pursuant to Article 3B 1 1 of the Company's articles of association, be and hereby is unconditionally and irrevocably waived for the purpose of enabling the directors of the Company to declare an interim dividend in specie of assets in respect of the year ending 31 December 2007 in favour of the holder of the Company's ordinary shares, Vantas International Limited, such dividend comprising (1) the right to receive an investment of the equivalent of EUR 286,610,836 02 (subsequently converted to GBP 226,772,798 89) made by Cadbury Schweppes Investments B V ("CSIBV") with Cadbury Schweppes Finance P L C ("CSF plc"), pursuant to the terms of an investment agreement entered into between CSIBV and CSF plc on 1 May, 2008, (2) the right to be paid all amounts owed by Cadbury Schweppes Limited ("CS Ltd") pursuant to the terms of a debt repayment deed entered into between CS Ltd and CSIBV on 7 May, 2008 in consideration for the sale by CSIBV to CS Ltd of the entire issued share capital of Cadbury Schweppes Americas Inc ("CSAI"), and (3) the right to be repaid all amounts owed by CSAI under six loan agreements that were entered into between Cadbury Schweppes Americas Holdings B V (as the lender) and CSAI (as the borrower) on 14 February 2007

By order of the board of


Director

7 May, 2008

Date

THURSDAY



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COMPANIES HOUSE

**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

Scanning Control Sheet.

Batch I.D. _____

Rec'd by Scanning: _____

Earliest Barcode Date _____

Date _____

Time _____

Batch Closed Time _____

Stripped By _____ Time _____ Date _____

Scanner Number 1 2 3

Scanned By _____ Time _____ Date _____

Contents list Produced Y / N

If YES. Process batch as normal

If NO Rescan batch header.

Already Scanned Y / N

If NO Continue Scanning batch.

If batch already exists consult SYSTEMS SUPPORT TEAM to investigate the batch.

**NO BATCHES TO BE RELEASED WITHOUT A CONTENTS LIST
OR CONFIRMATION BY SYSTEMS SUPPORT.**

Systems Support Signature: _____

Racking Operative Signature: _____

Date: _____