

Company Number 62539

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Cadbury Schweppes Overseas Limited (the "Company")

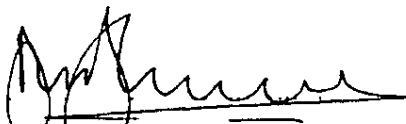
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

We, the undersigned, being the holder of all of the entire issued ordinary share capital and all of the Irredeemable Preference Shares of the Company and being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below HEREBY AGREE pursuant to sections 288 and 296 of the Companies Act 2006 that the following resolutions be passed as Written Resolutions of the Company

- 1 That all of the 2,468,000 Irredeemable Preference Shares of the Company be reclassified as 2,468,000 US\$-denominated ordinary shares of US\$1 each and that each such reclassified share be immediately split thereafter into 1000 US\$-denominated ordinary shares of US cent 0 1, each ranking pari passu in all respects with the Ordinary Shares of £1 each
- 2 That the attached articles of association be adopted as the articles of association of the Company

By order of the board of


Director

7 MAY, 2008

Date

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**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
Vantas International Limited

Date 7 May 2008

OSM

NEW ARTICLES OF ASSOCIATION
of
CADBURY SCHWEPPE OVERSEAS LIMITED
(Articles adopted by special resolution
passed on 22nd December 1993)¹

Adoption of Table A

1 In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

Interpretation

2 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction. If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

Rights attached to shares

3 Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

Share Capital

3(A) The share capital of the company as at the date of the latest amendment to these articles is £100,000,000 divided into 100,000,000 ordinary shares of £1 each (the "Ordinary Shares") and US\$ 2,468,000 divided into 2,468,000,000 US\$-denominated ordinary shares of US cent 0.1 each (the "US\$-Denominated Ordinary Shares").

3(B) The Ordinary Shares and the US\$-Denominated Ordinary Shares shall rank *pari passu* in all respects.

¹ As amended pursuant to written resolutions approved on 14 February 2007 and on 7 May 2008

Unissued shares

4 Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine

Authority to issue relevant securities

5 Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of this article but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act

Exclusion of pre-emption rights

6 Section 89(1) of the Act shall not apply to the allotment by the company of any equity security

Transfer of shares

7 The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid shared. Regulation 24 of Table A shall be modified accordingly

Notice of general meetings

8 Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 of Table A shall not apply

Proceeding at General Meetings²

9 For all purposes of these articles apart from when the company has only one member entitled to vote at general meetings of the company, a general meeting of the company or of the

² Amended pursuant to a written resolution approved on 14 February 2007

holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present Regulation 40 of Table A shall be modified accordingly If, and for so long as, the company has only one member entitled to vote at general meetings of the company, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the company or of the holders of any class of shares Regulation 40 of Table A shall be modified accordingly

Votes of members

10 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for a member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder Regulation 54 of Table A shall not apply

Members may vote when money payable by them

11 Regulation 57 of Table A shall not apply

Delivery of proxies

12 The instrument appointing a proxy and (if required by the director) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article Regulation 62 of Table A shall not apply

Alternate directors

13 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him Regulation 65 of Table A shall not apply

Power to provide for employees

14 The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary

Power to receive uncalled moneys

15 The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him

Delegation of directors' powers

16 The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons

Appointment and removal of directors by majority shareholders³

17 Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at all or substantially all general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the company or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed)

Appointment of directors by board

18 Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director

No age limit or share qualification

19 No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required

Exclusion of rotation requirements and other provisions

20 Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply

Disqualification and removal of directors

³ Amended pursuant to a written resolution approved on 14 February 2007

21 The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles Regulation 81 of Table A shall be modified accordingly

Directors' gratuities and pensions

22 The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pension or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company Regulation 87 of Table A shall not apply

Notice of board meetings

23 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom A director may waive notice of any meeting either prospectively or retrospectively Regulation 88 of Table A shall be modified accordingly

Participation in board meetings by telephone

24 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is not such group, where the chairman of the meeting then is

Directors may vote when interested

25 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into

account in ascertaining whether a quorum is present Regulations 94 and 95 of Table A shall not apply

Official seal

26 The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine

Notices

27 Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders Regulation 112 of Table A shall not apply

Time of service

28 Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent Regulation 115 of Table A shall not apply

Interim dividends⁴

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

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⁴ Inserted pursuant to a written resolution approved on 7 May 2008