

Company number 00210533

THE WRIGLEY COMPANY LIMITED

(the "Company")



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26/02/2018

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COMPANIES HOUSE

## WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE WRIGLEY COMPANY LIMITED

Date 26 February 2018

**WHEREAS**, Mars, Incorporated, a Delaware corporation ("**Mars**"), Wm Wrigley Jr. Company, a Delaware corporation and wholly-owned subsidiary of Mars ("**Wrigley**"), and certain other controlled affiliates of Mars (collectively, the "**Mars Entities**") intend to carry out an intra-group corporate reorganization (the "**Confectionery Integration**") to combine Wrigley's business with Mars' chocolate business to create Mars' global confectionery business,

**WHEREAS**, the Board has submitted to Wrigley Uno UK Limited ("**WWY UK Holding**") (the sole shareholder of the Company) for approval and adoption the following resolutions

### Resolutions

**PURSUANT** to section 357 of the Companies Act 2006, WWY UK Holding (the sole shareholder of the Company) resolves that Resolutions (1) and (2), being resolutions that could be taken by the Company in a general meeting, are passed as special resolutions and Resolution (3), being a resolution that could be taken by the Company in a general meeting, is passed as an ordinary resolution

### **SPECIAL RESOLUTIONS**

- (1) THAT the issued share capital of the Company is reduced from £11,250,000 divided into 11,250,000 shares of £1.00 each, all of which are fully paid-up, to £1.00 by reducing the nominal value of each share to a fraction of which the numerator is £1.00 and the denominator is 11,250,000, to create additional distributable reserves of £11,249,999.00.
- (2) THAT the share premium account of the Company is cancelled to create additional distributable reserves of £96,000,000 ((1) and (2) being the "**Cancellation and Reduction**")

### **ORDINARY RESOLUTION**

- (3) THAT, subject to the passing of the special resolutions at (1) and (2) above and the Cancellation and Reduction taking effect, the 11,250,000 shares with a nominal value equal to a fraction of which the numerator is £1.00 and the denominator is 11,250,000 each be consolidated into 1 ordinary share with a nominal value of £1.00 in the capital of the Company having the rights and being subject to restrictions as set out in the Company's articles of association.

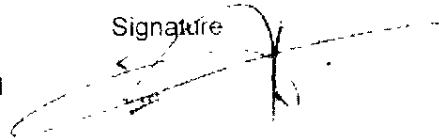
The undersigned, being the sole shareholder entitled to vote on the above resolutions on 26 February 2018, hereby irrevocably agrees to such resolutions

Name of Shareholder

Signature

Date of Signature

Wrigley Uno UK Limited

A handwritten signature in black ink, appearing to be 'S. J. ...', written over a horizontal line.

26 February 2018

Name

Title

\_\_\_\_\_  
director, for and on behalf of  
Wrigley Uno UK Limited

**Notes**

- 1 If you agree to the resolutions, please signify your agreement by signing and returning this document to the Company's registered address. If you do not agree to such resolutions, you do not need to do anything; you will be deemed not to agree if you do not reply.
- 2 If sufficient agreement is not received by within 28 days from the circulation date, then these resolutions will lapse and the shareholder will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
- 3 If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 4 Once the Company has received this document from you, you are not permitted to revoke your agreement to the resolution(s) to which you agreed.
- 5 If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a copy of the power of attorney or authority when you return it.