

**THE FOLLOWING WRITTEN RESOLUTIONS OF
THE MEMBERS OF
PEPSICO FINANCE LUXEMBOURG
WERE PASSED ON 30 APRIL 2007**

Special resolution

- 1 'THAT the Company be wound up voluntarily'

Ordinary resolutions

2 'THAT Peter Mitchell of PwC Advisory Limited, Dorchester House, 7 Church Street, Hamilton, Bermuda HM 11 be and is hereby appointed Liquidator of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Liquidator is to be done by all or any one or more of the persons for the time being holding office'

3 'THAT the Liquidator's fees be fixed by reference to the time properly given by the Liquidator and his staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the members, such remuneration to be drawn monthly, or at such longer intervals as they may determine'

4 'THAT the Company's books and records be held to the order of the Liquidator, and may not be destroyed until two years after the dissolution of the Company'

Extraordinary resolutions

5 'THAT, in accordance with the provisions of the articles of association, the Liquidator be and is hereby authorised to

(a) Divide among the members of the Company in specie the whole or any part of the assets of the Company

(b) Value any assets and determine how the division shall be carried out as between the members or different classes of members

(c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Liquidator so determines, but no members shall be compelled to accept any asset upon which there is a liability'

6 'THAT, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Liquidator be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act'

Signed
Frank Welman
For and on behalf of the members

WEDNESDAY

