

THE COMPANIES ACTS 1948 & 1967

COMPANY LIMITED BY SHARES

R E S O L U T I O N S

O F

C A D B U R Y B R O T H E R S, L I M I T E D

Passed the 15th day of December 1969

At an EXTRAORDINARY GENERAL MEETING of the members of the said Company duly convened and held at the Registered Office of the Company at Bournville Works Bournville Lane in the City of Birmingham on the fifteenth day of December 1969 the following RESOLUTION was duly passed :-

S P E C I A L R E S O L U T I O N

(1) That the Company shall henceforth be a private company and that the new Article 9A set out below shall be and is hereby inserted in the Articles of Association of the Company immediately following Article 9 :-

9A (A) The number of members for the time being of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member

COMPANY REGISTRATION  
29 DEC 1969  
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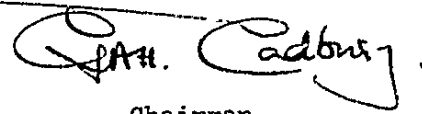
(B) Any invitation to the public to subscribe for any shares or Debentures of the Company is prohibited

(C) The right to transfer shares is restricted in manner hereinafter appearing

(2) That the new Article 70A set out below shall be and is hereby inserted in the Articles of Association of the Company immediately following Article 70 :-

70A Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporation by their duly authorised representatives) shall be as varied and effective as if the same had been passed at a general meeting of the Company duly convened and held.

(3) That with the consent of the Board of Trade the name of the Company be changed to Cadbury Schweppes Overseas Limited on 4th January 1970

  
Chairman



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 62539

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Whereas

**CADBURY BROTHERS, LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACTS, 1862 TO 1898,**

on the **13TH JUNE, 1899**

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**CADBURY SCHWEPPE'S OVERSEAS LIMITED**

Given under my hand at London the **4TH JANUARY, 1970.**

  
(P. L. KNIGHT)  
Assistant Registrar of Companies