

CONFIRMATORY STATEMENT UNDER S.644(5) CA 2006

Company No. 00062539

CADBURY SCHWEPPE OVERSEAS LIMITED (the "Company")

CONFIRMATORY STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 RELATING TO THE SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006 ON 19 MAY 2011

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement made on 19 May 2011 pursuant to sections 643 and 642 of the Companies Act 2006

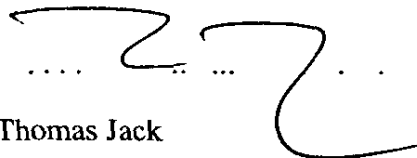
- (a) was made not more than 15 days before the date on which the special resolution for reducing the Company's share capital was passed, and
- (b) has been provided to the sole shareholder in accordance with section 642(2) of the Companies Act 2006

Signed by



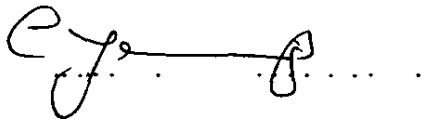
Linda Cutler

Date 19 MAY 2011



Thomas Jack

Date 19 MAY 2011



Clare Jennings

Date 19 MAY 2011

THURSDAY



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19/05/2011

COMPANIES HOUSE

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