

Registered Number: 149075

Cadbury Beverages Limited

Annual Report and Accounts
For the 53 weeks ended 2 January 2005



Cadbury Beverages Limited

Directors and their advisors

Directors

H Blanks
R E Little
A Obieta

Secretary

M D A Jones

Registered Office

25 Berkeley Square
LONDON W1J 6HB

Auditors

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
LONDON

Cadbury Beverages Limited

Report of the Directors

The Directors present their report together with the audited financial statements of Cadbury Beverages Limited (the "Company") for the 53 weeks ended 2 January 2005 (the "year").

Review of the business and principal activities

The Company is a subsidiary of Cadbury Schweppes plc.

The principal activity of the Company throughout the year was the sale under licence of Cadbury Schweppes branded soft drink products.

The Directors expect the general level of activity to continue.

Results and Dividends

The audited financial statements for the year ended 2 January 2005 are set out on pages 7 to 17.

The profit on ordinary activities for the financial year, after taxation, was £164,000 (2003: £492,000).

The Directors do not recommend the payment of a final dividend (2003: £nil).

Future Developments

The Company will continue to develop its existing activities in accordance with the requirements of the Cadbury Schweppes Group.

Directors and their interests

The Directors at the date of this report are as stated on page 1. All Directors held office throughout the year. Subsequent to the yearend N F K Franklin resigned as a Director of the company on 22 February 2005.

The interests of the Directors holding office at year end in the share capital of Cadbury Schweppes plc are detailed below.

	Ordinary Shares of 12.5p	
	28 December 2003	2 January 2005
H Blanks	95,673	97,150
N F K Franklin	86,915	88,801
R E Little	25,324	19,197
A Obieta	23,081	32,303

The following Directors have been granted options under the Cadbury Schweppes plc Savings-Related Share Option Scheme 1982.

Number of Ordinary Shares over which options granted:

	Movement in the year			
	28 December 2003	Granted during year	Exercised during year	2 January 2005
H Blanks	5,575	469	1,010	5,304
N F K Franklin	14,169	-	9,662	4,507
R E Little	10,335	-	2,782	7,553

Cadbury Beverages Limited

Report of the Directors (continued)

Directors and their interests (continued)

The following Directors have been granted options under the Cadbury Schweppes plc Share Option Plan 1994:

Number of options over ordinary shares granted:

	Movement in the year			
	28 December 2003	Granted during year	Exercised during year	2 January 2005
H Blanks	190,500	-	-	190,500
N F K Franklin	290,000	-	-	290,000
R E Little	73,500	-	8,000	65,500
A Obieta	197,000	-	-	197,000

The following Directors have been granted options under the Cadbury Schweppes plc Share Option Plan 2004:

Number of options over ordinary shares granted:

	Movement in the year			
	28 December 2003	Granted during year	Exercised during year	2 January 2005
H Blanks	-	31,000	-	31,000
N F K Franklin	-	43,000	-	43,000
R E Little	-	6,250	-	6,250

The following Directors have been granted options under the Cadbury Schweppes plc New Issue Share Option Plan 2004:

Number of options over ordinary shares granted:

	Movement in the year			
	28 December 2003	Granted during year	Exercised during year	2 January 2005
A Obieta	-	52,000	-	52,000

In respect of share options granted for each of the above mentioned schemes, the range of exercise prices and the periods within which the options are normally exercisable, are shown in the Annual Report and Form 20-F of Cadbury Schweppes plc.

None of the Directors had any other interest in the securities of Cadbury Schweppes plc, or the Company, or any other subsidiary of Cadbury Schweppes plc, at any time during the year.

Policy on Payment to Suppliers

The Company adheres to the CBI Prompt Payers Code whereby the policy is to settle the terms of payment with suppliers when agreeing the terms of each transaction, ensure that the suppliers are made aware of the terms of payment and abide by the terms of payment. The Company's creditor days outstanding at the year end was nil (2003:nil).

Cadbury Beverages Limited

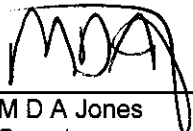
Report of the Directors (continued)

Auditors

The Company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte & Touche LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 386(2) of the Companies Act 1985. The Company has also elected to dispense with the obligation to hold Annual General Meetings and to lay the financial statements before the Company in General Meeting.

3 November 2005

By Order of the Board



M D A Jones
Secretary

25 Berkeley Square
LONDON W1J 6HB

Cadbury Beverages Limited

Statement of Directors' Responsibilities For the 53 weeks ended 2 January 2005

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of the profit or loss for the financial year.

After making enquiries, the Directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

The Directors consider that in preparing the financial statements the Company has used appropriate policies that *have been consistently applied and supported by reasonable and prudent judgements and estimates*. All accounting standards that the Directors consider applicable, have been followed subject to any material departures disclosed and explained in the financial statements.

The Directors have responsibility for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company, and which enable them to ensure that the financial statements comply with the Companies Act 1985. The Directors have general responsibilities for the system of internal control and for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Auditors' report

Independent Auditors' Report To The Members Of Cadbury Beverages Limited

We have audited the financial statements of Cadbury Beverages Limited for the year 53 weeks ended 2 January 2005 which comprise the profit and loss account, the reconciliation of movements in shareholders' funds, the balance sheet and the related notes numbered 1 to 22. These financial statements have been prepared under the accounting policies set out therein.

The report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As described in the statement of Directors' responsibilities, the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

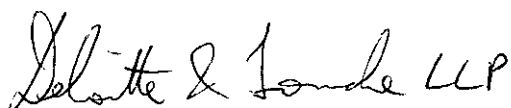
Basis of Opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 2 January 2005 and of its profit for the 53 weeks ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
LONDON

3 November 2005

CADBURY BEVERAGES LIMITED

Profit and Loss Account

53 weeks ended 2 January 2005 (note 2)

	Notes	2004 <u>£000</u>	2003 <u>£000</u>
TURNOVER	5	1,838	702
Cost of Sales		(1,521)	(583)
GROSS PROFIT		317	119
Other operating (expense)/income (net)	6	(341)	717
OPERATING PROFIT	7	(24)	836
Interest receivable and similar income	10	260	128
Interest payable and similar charges	11	(1)	(251)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		235	713
Tax charge on profit on ordinary activities	12	(71)	(221)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		164	492
RETAINED PROFIT FOR THE YEAR		164	492
RETAINED PROFIT B/F		3,676	3,184
RETAINED PROFIT C/F		3,840	3,676

There are no recognised gains or losses in either year other than the profit for the year. Accordingly, no separate statement of total recognised gains and losses is presented.

All profits were generated by continuing activities.

CADBURY BEVERAGES LIMITED

Reconciliation of Movements in Equity Shareholders' Funds 53 weeks ended 2 January 2005

	2004 <u>£000</u>	2003 <u>£000</u>
Retained profit for the financial year	164	492
Net increase in equity shareholders' funds	<u>164</u>	<u>492</u>
Opening equity shareholders' funds	3,676	3,184
Closing equity shareholders' funds	<u>3,840</u>	<u>3,676</u>

CADBURY BEVERAGES LIMITED

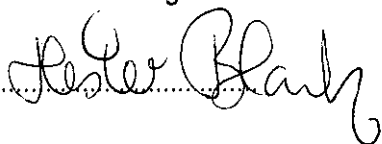
BALANCE SHEET

2 January 2005 (note 2)

	<u>Notes</u>	<u>2004</u> <u>£000</u>	<u>2003</u> <u>£000</u>
FIXED ASSETS			
Tangible assets	13	49	78
CURRENT ASSETS			
Stocks	14	52	78
Debtors: due within one year	15	4,611	8,657
Debtors: due after more than one year	16	159	693
Cash at bank and in hand		418	415
		<u>5,240</u>	<u>9,843</u>
Creditors: amounts falling due within one year	17	<u>(1,211)</u>	<u>(4,356)</u>
NET CURRENT ASSETS		4,029	5,487
TOTAL ASSETS LESS CURRENT LIABILITIES		4,078	5,565
PROVISIONS FOR LIABILITIES AND CHARGES	18	(238)	(1,889)
NET ASSETS		<u>3,840</u>	<u>3,676</u>
CAPITAL AND RESERVES			
Called up share capital	19	-	-
Profit and loss account		3,840	3,676
EQUITY SHAREHOLDER'S FUNDS		<u>3,840</u>	<u>3,676</u>

The financial statements on pages 7 to 16 were approved by the board of directors on 3 November 2005 and signed on its behalf by:

.....
H Blanks



.....
R E Little



CADBURY BEVERAGES LIMITED

Notes to the Accounts 53 weeks ended 2 January 2005

1. ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year.

a) *Basis of Accounting*

The financial statements are prepared under the historical cost convention, and in accordance with applicable United Kingdom accounting standards.

b) *Financial Year*

The annual financial statements are made up to the Sunday nearest to 31 December. Periodically this results in a financial year of 53 weeks.

c) *Cashflow Statement*

In accordance with the provisions of Financial Reporting Standard No 1, the Company has not prepared a cashflow statement because it is a wholly owned subsidiary of Cadbury Schweppes plc, which is incorporated in Great Britain, has prepared consolidated financial statements which include the financial statements of the Company for the financial year and a cashflow statement, and which are publicly available.

d) *Foreign Currencies*

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the exchange rate prevailing at that date, except in the case of third party transactions carried forward where rates fixed in the contracts are used. Transactions denominated in foreign currencies are recorded in the local currency at actual exchange rates ruling at the date of the transaction, or where appropriate at the rate of exchange in a related forward exchange contract. Exchange differences are taken to the profit and loss account.

e) *Turnover*

Turnover represents the invoiced value of sales (net of trade discounts), excluding Value Added Tax.

f) *Taxation*

Corporation tax payable is provided on the taxable profit at the current rate.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on the tax rates and laws that have been substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

g) *Tangible Fixed Assets*

Tangible fixed assets are shown at cost net of depreciation and provisions for impairment.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life. The principal rates are as follows:

Leasehold improvements	4% per annum
Fixtures and fittings	10% per annum
Office equipment	20% per annum
Computer equipment	33% per annum

CADBURY BEVERAGES LIMITED

Notes to the Accounts 53 weeks ended 2 January 2005

1. ACCOUNTING POLICIES (continued)

h) **Stocks**

Stocks are valued at the lower of cost and estimated net realisable value. Cost includes all expenditure incurred in bringing each product to its present location and condition. Net realisable value is based on estimated selling price, less future costs expected to be incurred to disposal.

i) **Pensions**

For defined benefit schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the estimated regular cost of providing the benefits accrued in the year, adjusted to reflect variations from that cost. The regular cost is calculated so that it represents a substantially level percentage of current and future payroll. Variations from regular cost are charged or credited to the profit and loss account as a constant percentage of payroll over the estimated average remaining working life of scheme members. Defined benefit schemes are funded, with the assets of the scheme held separately from those of the company in separate trustee administered funds. Differences between amounts charged to the profit and loss account and amounts funded are shown as either provisions or prepayments in the balance sheet.

j) **Leases**

No assets are held under finance leases. All leases are operating leases and the relevant annual rentals are charged wholly to the profit and loss account.

2. FINANCIAL STATEMENTS

The profit and loss financial statements cover the 53 weeks from 29 December 2003 to 2 January 2005 and the 52 weeks from 30 December 2002 to 28 December 2003. The balance sheets for 2004 and 2003 have been drawn up at 2 January 2005 and 28 December 2003 respectively.

3. ULTIMATE HOLDING COMPANY AND CONTROLLING PARTY

The Company's ultimate and immediate parent company and controlling party is Cadbury Schweppes plc, registered in England and Wales. The only group into which the results of Cadbury Beverages Limited were consolidated at 2 January 2005 was that headed by Cadbury Schweppes plc, whose principal place of business is at 25, Berkley Square, London, W1J 6HB, England.

4. RELATED PARTY TRANSACTIONS

As a subsidiary of Cadbury Schweppes plc, the Company has taken advantage of the exemption in FRS 8 "Related Party Disclosures" not to disclose transactions with other members of the Group headed by Cadbury Schweppes plc.

5. TURNOVER

Turnover represents income from sales of branded soft drinks. An analysis of turnover by geographical market is given below:

	2004	2003
	£000	£000
United Kingdom	1,519	202
Rest of Europe	139	237
Rest of World	180	263
	<u>1,838</u>	<u>702</u>

CADBURY BEVERAGES LIMITED

Notes to the Accounts 53 weeks ended 2 January 2005

6. OTHER OPERATING (EXPENSES)/INCOME

	2004	2003
	£000	£000
Marketing and administrative expenses	535	114
Other operating income	(194)	(831)
	<u>341</u>	<u>(717)</u>

7. OPERATING PROFIT

Operating profit is stated after charging:

	2004	2003
	£000	£000
Depreciation on owned assets	30	1
Rentals on other operating leases	<u>32</u>	<u>55</u>

The audit fee of the Company has been borne by a fellow member of the Cadbury Schweppes Group in the current year and prior year.

8. DIRECTORS' REMUNERATION

Remuneration of the directors in respect of their services to the company was as follows:

	2004	2003
	£000	£000
Emoluments including salaries, benefits in kind and annual bonus	<u>340</u>	<u>335</u>

Two directors (three in 2003) were remunerated throughout the year by Cadbury Schweppes plc or its subsidiary undertakings for their services to the group as a whole. No remuneration was paid to them specifically in respect of their services to Cadbury Beverages Limited

During the year, three directors (three in 2003) were members of a Cadbury Schweppes defined benefit pension scheme.

During the year one director (none in 2003) exercised options over shares in the Company's parent, Cadbury Schweppes plc.

The emoluments of the highest paid director were £254,275 (£166,984 in 2003). The highest paid director was not a member of the Company pension scheme.

CADBURY BEVERAGES LIMITED

Notes to the Accounts
53 weeks ended 2 January 2005

9. EMPLOYEES AND EMOLUMENTS

Particulars of employees' emoluments (including executive Directors) are shown below:

	2004	2003
	<u>£000</u>	<u>£000</u>
Wages and salaries	2,113	4,062
Social security costs	252	403
Other pension costs	201	348
	<u>2,566</u>	<u>4,813</u>

A total of £1,397,000 (2003: £5,751,000) of costs, including all employees' emoluments except £132,000 (2003: £27,000), has been recharged to other group companies.

The average number of employees (including Directors) employed by the Company in administration and selling was:

	2004	2003
	<u>Number</u>	<u>Number</u>
Administration and selling	<u>34</u>	<u>41</u>

10. INTEREST RECEIVABLE AND SIMILAR INCOME

	2004	2003
	<u>£000</u>	<u>£000</u>
Bank interest receivable	4	6
Group interest receivable	256	122
	<u>260</u>	<u>128</u>

11. INTEREST PAYABLE AND SIMILAR CHARGES

	2004	2003
	<u>£000</u>	<u>£000</u>
Bank interest payable	1	-
Group interest payable	-	251
	<u>1</u>	<u>251</u>

12. TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge is based on the profit for the year and comprises:

	2004	2003
	<u>£000</u>	<u>£000</u>
Current tax		
UK corporation tax	(463)	(6)
Adjustment in respect of prior periods	-	(47)
Total current tax credit	<u>(463)</u>	<u>(53)</u>
Deferred tax charge	534	274
Total tax charge for the year	<u>71</u>	<u>221</u>

CADBURY BEVERAGES LIMITED

Notes to the Accounts 53 weeks ended 2 January 2005

12. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

The table below relates the UK Corporation Tax rate applicable in each year to the effective rate obtained by computing the current year tax charge as a percentage of profit before tax.

	2004	2003
	£000	£000
UK corporation tax at 30% (2003: 30%)	70	214
Accelerated capital allowances	(22)	(41)
Provisions	(511)	(165)
Pension movements	-	(15)
Administration expenses	-	1
Adjustment in respect of prior periods	-	(47)
	<u>(463)</u>	<u>(53)</u>

13. TANGIBLE FIXED ASSETS

The movement in fixed assets in the year was as follows:

	Plant and equipment £000
COST:	
At beginning of year	79
Additions	1
At end of year	<u>80</u>
DEPRECIATION:	
At beginning of year	(1)
Charge for year	(30)
At end of year	<u>(31)</u>
NET BOOK VALUE	
At end of year	<u>49</u>
At beginning of year	<u>78</u>

14. STOCKS

	2004	2003
	£000	£000
Finished goods and goods for resale	<u>52</u>	<u>78</u>

The estimated replacement cost of stocks as at 2 January 2005 is not materially different from their balance sheet value.

CADBURY BEVERAGES LIMITED

Notes to the Accounts
53 weeks ended 2 January 2005

15. DEBTORS: DUE WITHIN ONE YEAR

	2004	2003
	<u>£000</u>	<u>£000</u>
Trade debtors	112	217
Amounts owed by Group undertakings	4,030	8,341
Recoverable corporation tax	469	53
VAT	-	33
Other debtors	-	13
	<u>4,611</u>	<u>8,657</u>

16. DEBTORS: DUE AFTER MORE THAN ONE YEAR

	2004	2003
	<u>£000</u>	<u>£000</u>
Deferred taxation at beginning of year	693	967
Current year profit and loss (Note 12)	(534)	(274)
Deferred taxation at end of year	<u>159</u>	<u>693</u>

	2004	2003
	<u>£000</u>	<u>£000</u>
Deferred tax is provided as follows:		
Accelerated capital allowances	80	102
Other timing differences	79	591
	<u>159</u>	<u>693</u>

17. CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR

	2004	2003
	<u>£000</u>	<u>£000</u>
Trade creditors	-	-
Amounts owed to Group undertakings	287	1,647
VAT	12	-
Accruals and deferred income	838	2,709
	<u>1,211</u>	<u>4,356</u>

18. PROVISIONS FOR LIABILITIES AND CHARGES

Provisions for liabilities and charges comprise:

	Pension	Property	Total
	<u>£000</u>	<u>£000</u>	<u>£000</u>
At 28 December 2003	239	1,650	1,889
Amounts utilised	(1)	(1,650)	(1,651)
At 2 January 2005	<u>238</u>	<u>-</u>	<u>238</u>

The property provision is made for the expected costs to settle an onerous lease.

CADBURY BEVERAGES LIMITED

Notes to the Accounts
53 weeks ended 2 January 2005

19. CALLED UP SHARE CAPITAL

	<u>2004</u>	<u>2003</u>
Authorised: 10,000 ordinary shares of £1 each	<u>£10,000</u>	<u>£10,000</u>
Allotted, called up and fully paid: 5 ordinary shares of £1 each	<u>£5</u>	<u>£5</u>

20. PENSION ARRANGEMENTS

The Company is a member of the Cadbury Schweppes Group of companies which operates Group pension schemes for its United Kingdom subsidiaries.

The major scheme is the Cadbury Schweppes Pension Fund for which the last full valuation was carried out as at 5 April 2002 on the projected unit method when the market value of the assets was £1,349m. The level of funding on the assumptions shown below was 115%.

The principal long term assumptions used for the purposes of the actuarial valuation were as follows:

Rate of return on investments	6.25%
Earnings increases	4.50%
Pensions increases	2.50%

The total pension costs for the Company were £201,000 (2003: £348,000) which together with the pension costs of other subsidiaries in the Group schemes were assessed by qualified actuaries based on the latest actuarial assessment. A provision of £238,000 (2003: £239,000) included in the balance sheet represents the accumulated excess of pension costs over the amounts actually contributed to the external funds of the Group schemes.

Additional disclosures regarding the group defined benefit pension scheme are required under the transitional provisions of FRS 17 "Retirement benefits". In accordance with FRS 17, the Company will account for its contributions to the scheme as if it were a defined contribution scheme because it is not possible to identify the Company's share of the assets and liabilities in the scheme on a consistent and reasonable basis. The latest actuarial valuation of the scheme, prepared for the purposes of making the transitional disclosures in accordance with FRS 17 in the consolidated financial statements of the parent company, shows a deficit of £320m. Further details of this valuation can be found in the annual report of Cadbury Schweppes plc. The deficit on the group scheme will affect the Company through periodic adjustments to the Company's contribution rate as determined by the actuary.

21. COMMITMENTS

- a) The Company leases motor vehicles. The minimum rentals payable in the following year under the foregoing leases are as follows:

	<u>2004</u> <u>£000</u>	<u>2003</u> <u>£000</u>
Operating leases which expire within one year	20	27
within 2-5 years	11	38
	<u>31</u>	<u>65</u>

- b) In the normal course of business, the Company enters into forward commitments for the purchase and sale of foreign currencies. These commitments are only entered into on the basis of forecast requirements. No such contracts were outstanding at the end of the year.

CADBURY BEVERAGES LIMITED

Notes to the Accounts
53 weeks ended 2 January 2005

22. GUARANTEE

At 2 January 2005, the Company had guaranteed an amount of £50,000 (2003: £50,000) to HM Customs and Excise in regard to deferment of duty.