Annual report and financial statements for the year ended 31 December 2012

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Annual report and financial statements for the year ended 31 December 2012

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Directors and advisers for the year ended 31 December 2012

Directors

L A Cutler T E Jack C L M Jennings

Secretary

Cadbury Nominees Limited

Registered Office

Cadbury House Sanderson Road Uxbridge Middlesex UB8 1DH United Kingdom

Independent Auditors

PricewaterhouseCoopers LLP Cornwall Court 19 Cornwall Street Birmingham B3 2DT

Directors' Report for the year ended 31 December 2012

The Directors present their report, together with the audited financial statements of Cadbury Schweppes Finance Limited (the 'Company'), for the year ended 31 December 2012 (the 'year')

Principal activities

The principal activity of the Company is the management of intercompany loans and derivatives

Going concern

On the basis of the current financial projections and facilities available to the Company, and with due regard to the Company's principal activities during 2012 and its position within the Mondelez International Group (the "Group"), the Directors, after making enquiries, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they consider it appropriate to continue to adopt the going concern basis in preparing the annual report and accounts.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integral to the principal risks of the Group and are not managed separately. Further information can be found in the Annual Report of Mondelēz International Inc., the Company's ultimate parent company.

Results and dividends

The profit for the financial year, after taxation, was £27,148,000 (2011 £11,554,000) and the net asset position at the year end was £419,372,000 (2011 392,224,000) During the year no interim dividend was paid (2011 £nil) The Directors do not recommend the payment of a final dividend (2011 £nil)

Future prospects

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

Directors

The Directors at the date of this report and to the date of the financial statements being approved unless otherwise stated, are set out on page 1

Policy on payment to suppliers

The Company has no trade creditors, so the number of creditor days outstanding at both year ends was nil

Financial risk management

Foreign currency exchange and price risk

Following the transition of the Company's main treasury activities to another Group company in 2010, the Company has limited exposure to price risk and foreign currency exchange risk

Directors' Report for the year ended 31 December 2012 (continued)

Interest rate risk

The Group has exposure to interest rate fluctuations on its borrowings. The Company manages some of these exposures on the Group's behalf using interest rate swaps. The objectives for the mix between fixed and floating rate borrowings are set to reduce the impact of an upward change in interest rates while enabling benefits to be achieved if interest rates fall.

Credit risk

The Company has implemented policies that require appropriate credit checks on potential and existing partners before trades are made. The amount of any exposure to any individual counterparty is subject to a limit which is reassessed regularly. The Company minimises its credit risk by entering into transactions with high quality counterparties with investment grade credit ratings, limiting the amount of exposure that the Company has with each counterparty and monitoring the financial condition of the counterparties.

Liquidity risk

The Company manages liquidity risk by monitoring the balance sheet position, net intercompany balance and funding requirements to ensure that the Company has access to sufficient available funds for planned operations

Cash flow risk

Following the transition of the Company's main treasury activity to another Group company in 2010, the Company has limited exposure to cash flow risk

Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting

Statement of directors' responsibilities for the year ended 31 December 2012

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss.

Directors' Report for the year ended 31 December 2012 (continued)

of the Company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the board

C L'M/Jennings

\\ \rightarrow \text{August 2013}

Independent auditors' report to the members of Cadbury Schweppes Finance Limited

We have audited the financial statements of Cadbury Schweppes Finance Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet, the reconciliation of movements in shareholders' funds and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities set out on page 3 and 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report and financial statement to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its profit
 for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditors' report to the members of Cadbury Schweppes Finance Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- · the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

Phil Harrold, Senior Statutory Auditor

for and on behalf of PricewaterhouseCoopers LLP Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT Chartered Accountants and Statutory Auditors

15 August 2013

Profit and loss account for the year ended 31 December 2012

| | Notes | 2012 £'000 | 2011 £'000 |
|--|----------|-------------------|-------------------|
| Operating income Operating charges | 3 4 | 31,413 (4,265) | 17,709 (6,155) |
| Operating profit on ordinary activities taxation | s before | 27,148 | 11,554 |
| Tax on profit on ordinary activities | 6 | - | - |
| Profit on ordinary activities after taxa | ition | 27,148 | 11,554 |
| Profit for the financial year | | 27,148 | 11,554 |

All activity is derived from continuing operations throughout both years

There is no material difference between the result as disclosed in the profit and loss account and the result on a historical cost basis

The Company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented

The accompanying notes form an integral part of this profit and loss account

Balance sheet as at 31 December 2012

| | Notes | 2012 £'000 | 2011 £'000 |
|--|-------|---------------|---------------|
| Current assets | • | | |
| Debtors due within one year | 8 | 553,649 | 523,941 |
| Debtors due after more than one year | 9 | 52,686 | 51,379 |
| Cash and cash equivalents | | - | 226 |
| | | 606,335 | 575,546 |
| Creditors. amounts falling due within one year | 10 | (152,213) | (149,906) |
| Net current assets | | 454 422 | 425 640 |
| Net current assets | | 454,122 | 425,640 |
| Total assets less current liabilities | | 454,122 | 425,640 |
| Creditors due after more than one year | 11 | (34,750) | (33,416) |
| Net assets | | 419,372 | 392,224 |
| Capital and reserves | | | |
| Called up share capital | 12 | 12,000 | 12,000 |
| Profit and loss account | 12 | 407,372 | 380,224 |
| Total shareholders' funds | | 419,372 | 392,224 |

The financial statements on pages 7 to 18 were approved by the board of directors on 3 August 2013 and signed on its behalf by

C L M Jennings

Director, Cadbury Schweppes Finance Limited

Reconciliation of movements in shareholders' funds for the year ended 31 December 2012

| | Called up share capital £'000 | Profit and loss account £'000 | Total £'000 |
|--|--|--|-------------------|
| Balance at 1 January 2011 Total recognised gain for the year | 12,000 | 368,670 11,554 | 380,670 11,554 |
| | | | |
| Balance at 31 December 2011 Total recognised gain for the year | 12,000 | 380,224 27,148 | 392,224 27,148 |
| Balance at 31 December 2012 | 12,000 | 407,372 | 419,372 |

Notes to the financial statements for the year ended 31 December 2012

1. Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the year and the preceding year.

a) Accounting convention

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom

b) Foreign currencies

Transactions denominated in foreign currencies are translated into sterling at the actual rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are translated at market rates at the balance sheet date. Transaction differences arising from exchange rate variations on trading transactions are included within operating profits.

c) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value

d) Financial Instruments

Adoption of FRS 29 and FRS 26

FRS 29 "Financial instruments disclosures" became effective from 1 January 2007 As the Company is ultimately 100% owned by Mondelēz International Inc , whose 2012 financial statements have been prepared under US GAAP, which is considered to be comparable with the disclosure requirements of FRS 29 at 31 December 2012, the Company is exempt from the disclosure requirements of FRS 29

The following are the Company's accounting policies for financial instruments

Recognition

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instruments on a trade date basis

Derivative Financial Instruments

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the entity specific estimates.

Treasury hedging

The Company applies hedge accounting where practicable and permissible to do so

Notes to the financial statements for the year ended 31 December 2012 (continued)

1. Accounting policies (continued)

e) Borrowings

Borrowings are initially recognised at fair value plus any transaction costs associated with the issue of the relevant financial liability. Subsequent to initial measurement, borrowings are measured at amortised cost with the borrowings costs being accounted for on an accrual basis in the profit and loss account using the effective interest method. Accrued interest is recognised separately as other creditors, measured on a straight line basis against the expected post year end cash flow.

f) Loans and receivables

Loans and receivables are measured at amortised cost using the effective interest method

g) Taxation

The tax charge for the year includes the charge for tax currently payable and movements on deferred taxation. The current tax charge represents the estimated amount due that arises from the operations of the Company in the financial year, after making adjustments to estimates in respect of prior years.

Deferred tax 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 tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

h) Cash flow statement and related party transactions

In accordance with the provision of FRS 1, the Company has not prepared a cash flow statement because its ultimate parent Company, Mondelez International Inc has prepared consolidated financial statements which include the financial statements of the Company for the period and which are publicly available. The Company is also exempt under FRS 8 from disclosing related party transactions with entities that are part of the Mondelez International Group.

2. Auditors' remuneration

Auditors' remuneration for the audit of the 2012 annual financial statements of £6,000 (2011 £16,808) is borne by another Group undertaking, Mondelez UK Holdings & Services Limited There were no amounts paid to the auditors in respect of non-audit fees in either year

Notes to the financial statements for the year ended 31 December 2012 (continued)

3. Operating income

| J. | Operating income | | |
|----|--|---------------|----------|
| | | 2012 | 2011 |
| | | £'0 <u>00</u> | £'000 |
| | Gains associated with interest rate and foreign | | |
| | currency derivatives | 3,327 | 3,984 |
| | Interest from Group undertakings | 28,086 | 13,457 |
| | Other income | · • | 268 |
| | | 31,413 | 17,709 |
| 4. | Operating charges | | |
| | | 2012 | 2011 |
| | | £'000 | £'000 |
| | Losses associated with interest rate derivatives | 2,666 | 2,223 |
| | FX losses | 481 | 578 |
| | Interest payable to Group undertakings | 892 | 3,354 |
| | Other expenses | 226 | <u>-</u> |
| | | 4,265 | 6,155 |
| | | | |

5. Staff costs and Directors' emoluments

The Directors are remunerated by Mondelez UK Holdings and Service Limited for their services to the Group as a whole No remuneration was paid to them specifically in respect of the Company in either year

The Company did not employ any staff during the year

Notes to the financial statements for the year ended 31 December 2012 (continued)

8. Debtors: due within one year

| | | |
|-----------------------------------|-------------|--------|
| Loans to other Group undertakings | 546,621 | 515,07 |
| Prepayments and accrued income | 2,454 | 2,71 |
| Derivative financial instruments | 4,574 | 6,15 |
| | 553,649 | 523,94 |

Prepayments and accrued income includes interest receivable from Group undertakings of £2,454,000 (2011 £2,714,000) Loans to other Group undertakings consist of four loans. They are unsecured and have various repayment dates throughout 2013

9. Debtors: due after more than one year

| | 2012 £'000 | 2011 £'000 |
|----------------------------------|---------------|---------------|
| Derivative financial instruments | 52,686 | 51,379 |

Derivative financial instruments include two pay float receive fixed interest rate swaps representing credit exposures of £26,399,000 with HSBC Bank plc and £26,287,000 with BNP Paribas Both swaps are due to expire on 18 July 2018

10. Creditors: amounts falling due within one year

| | 2012 £'000 | 2011 £'000 |
|-------------------------------------|---------------|---------------|
| Loans from other Group undertakings | 149,209 | 148,395 |
| Derivative financial instruments | 3,004 | 1,511 |
| | 152,213 | 149,906 |

Loans from other Group undertakings are unsecured, repayable at various dates throughout 2013 and bear interest at a weighted average interest rate of 1 41% (2011 1 41%)

Notes to the financial statements for the year ended 31 December 2012 (continued)

6. Tax on profit on ordinary activities

| | 2012 £'000 | 2011 £'000 |
|---|---------------|---------------|
| Current tax | | |
| United Kingdom corporation tax at 24 5% | | |
| (2011 – 26 5%) based on the profit/(loss) for | | |
| the year | - | - |
| Total tax charge | - | - |
| Deferred tax (note 7) | | |
| Origination and reversal of timing differences | - | _ |
| Impact of tax rate change | - | - |
| Total deferred tax charge | - | - |
| Total tax charge on profit on ordinary activities | - | - |
| The tax assessed for the year is lower (2011 | | |
| lower) than that resulting from applying the | | |
| standard rate of corporation tax in the UK | | |
| 24 5% (2011 26 5%) The differences are | 2012 | 2011 |
| explained below | £'000 | £'000 |
| Profit on ordinary activities before taxation | 27,148 | 11,554 |
| United Kingdom corporation tax at 24 5% | | |
| (2011 26 5%) based on the profit for the year | 6,651 | 3,062 |
| Amortisation relating to FRS 26 transition | , | • |
| adjustment | (185) | (200) |
| Group relief surrendered without payment | (6466) | (2,862) |
| Total current tax charge for the year | - | - |

Notes to the financial statements for the year ended 31 December 2012 (continued)

7. Deferred tax

The Company has unrecognised deferred tax assets as follows

| The company has unresognised deterred tax assets as follows | 2012 £'000 | 2011 £'000 |
|---|---------------|---------------|
| FRS 26 transition adjustments | 520 | 754 |

On 17 July 2012, The Finance Act 2012 was enacted and reduced the rate of UK Corporation tax from 26% to 24% with effect from 1 April 2012 along with a further reduction to 23% with effect from 1 April 2013. The unprovided deferred tax balances at 31 December 2012 have accordingly been measured at 23%.

At 31 December 2011 assets of £754,000 (measured at the substantially enacted rate at the balance sheet date of 25%) were not recognised as there was no expectation of reversal in the foreseeable future due to the availability of group tax losses

At 31 December 2012 assets of £520,260 (measured at the substantially enacted rate at the balance sheet date of 23%) were not recognised as there was no expectation of reversal in the foreseeable future due to the availability of group tax losses

In addition to the changes in rates of Corporation tax disclosed within the note on taxation a number of further changes to the UK Corporation tax system were announced in the March 2013 UK Budget Statement Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 has been included in the Finance Act 2013. A further reduction to the main rate to 20% from 1 April 2015 has also been included in the Finance Act 2013. Neither of these rate reductions had been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The effect of the changes enacted in the Finance Act 2013 would be to further reduce the unprovided deferred tax asset at the balance sheet date by an additional £67,860. This decrease in the deferred tax liability is due to the reduction in the corporation tax rate from 23 per cent to 20 per cent with effect from 1 April 2015.

Notes to the financial statements for the year ended 31 December 2012 (continued)

8. Debtors: due within one year

| | 2012 £'000 | 2011 £'000 |
|-----------------------------------|---------------|---------------|
| Loans to other Group undertakings | 546,621 | 515,07 |
| Prepayments and accrued income | 2,454 | 2,714 |
| Derivative financial instruments | 4,574 | 6,15 |
| | 553,649 | 523,94 |

Prepayments and accrued income includes interest receivable from Group undertakings of £2,454,000 (2011 £2,714,000) Loans to other Group undertakings consist of four loans. They are unsecured, have various repayment dates throughout 2013

9. Debtors: due after more than one year

| | 2012 £'000 | 2011 £'000 |
|----------------------------------|---------------|---------------|
| Derivative financial instruments | 52,686 | 51,379 |

Derivative financial instruments include two pay float receive fixed interest rate swaps representing credit exposures of £26,399,000 with HSBC Bank plc and £26,287,000 with BNP Paribas Both swaps are due to expire on 18 July 2018

10. Creditors. amounts falling due within one year

| | 2012 £'000 | 2011 £'000 |
|--|------------------|------------------|
| Loans from other Group undertakings Derivative financial instruments | 149,209 3,004 | 148,395 1,511 |
| | 152,213 | 149,906 |

Loans from other Group undertakings are unsecured, repayable at various dates throughout 2013 and bear interest at a weighted average interest rate of 1 41% (2011 1 41%)

Notes to the financial statements for the year ended 31 December 2012 (continued)

11. Creditors: amounts falling due after one year

| | 2012 £'000 | 2011 £'000 |
|----------------------------------|---------------|---------------|
| Derivative financial instruments | 34,750 | 33,416 |

Derivative financial instruments include two pay fixed receive floating interest rate swaps representing debit exposures of £17,412,000 with Deutsche Bank AG London and £17,338,000 with Rabobank International Both swaps are due to expire on 18 July 2018

Further information on the borrowings is included in Note 15

12 Share capital

| | 2012 £'000 | 2011 £'000 |
|--|---------------|---------------|
| | | |
| Authorised | | |
| 48,000,000 ordinary shares of 25p each | 12,000 | 12,000 |
| Allotted, called-up and fully paid up | 10/10 | |
| | 40.000 | 40.000 |
| 48,000,000 ordinary shares of 25p each | 12,000 | 12,000 |

13. Financial commitments

During the year, the Company had credit related exposures due to the risk of non-performance by counterparties to financial instruments, but none of those counterparties failed to meet their obligations due to the Company's policy of selecting only counterparties with high credit ratings. The exposure to credit loss of liquid assets is equivalent to the carrying value on the balance sheet. At the reporting date the maximum credit exposure of interest rate contracts is represented by the fair value of contracts with a positive fair value.

At the year end, two of the Company's pay float receive fixed interest rate swaps had a combined positive value of £57,226,000 representing credit exposures of £28,674,000 with HSBC Bank plc and £28,552,000 with BNP Paribas

14. Treasury risk management

At the reporting date, the principal activity of the Company is the management of intercompany loans and external derivatives until they are settled or transferred to other companies in the Group

Notes to the financial statements for the year ended 31 December 2012 (continued)

15. Borrowings, derivatives and other financial instruments

a) Detailed analysis of liabilities

| | 31 Dece | mber 2012 Amounts |
|---|--|----------------------|
| | Amounts due within a year £'000 | due after |
| | | |
| | | |
| Floating rate liabilities | | |
| Group borrowing | 149,209 | |
| Bank overdrafts | | _ |
| | 149,209 | |
| Non-ınterest bearing debt and other liabilities | | |
| Fair value of derivatives not in a hedging relationship | 3,004 | 34,75 |
| | 3,004 | 34,75 |
| Net debt | 152,213 | 34,75 |

Notes to the financial statements for the year ended 31 December 2012 (continued)

15 Borrowings, derivatives and other financial instruments (continued)

a) Detailed analysis of liabilities (continued)

| | 31 December 2011 Amounts | |
|---|-----------------------------|---|
| | Amounts | due after more than one year £'000 |
| | | |
| | a year £'000 | |
| Floating rate liabilities | 2 000 | 2000 |
| Group borrowing | 148,395 | |
| Bank overdrafts | | |
| | 148,395 | |
| Non-interest bearing debt and other liabilities | | |
| Fair value of derivatives not in a hedging relationship | 1,511 | 33,41 |
| | 1,511 | 33,41 |
| Total gross liabilities | 149,906 | 33,41 |
| Less cash and cash equivalents | (226) | |
| Net debt | 149,680 | 33,41 |

16. Ultimate parent company

At 31 December 2012 the immediate parent company was Mondelez UK Holdings and Services Limited and it's ultimate parent company and controlling party was Mondelez International Inc , incorporated in the United States of America. This is the parent company of the smallest and largest group to consolidate these financial statements. Copies of the consolidated financial statements of Mondelez International Inc. are available on application from the Company Secretary, Cadbury House, Sanderson Road, Uxbridge, UB8 1DH