

Number: 465012

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

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COMPANIES HOUSE

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SPECIAL RESOLUTION

of

**CADBURY SCHWEPPE FINANCE PLC
(the "Company")**

At a general meeting of the Company held at Cadbury House, Sanderson Road, Uxbridge, Middlesex, UB8 1DH on 23 March 2010 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT a director shall be authorised for the purposes of section 175 of the Companies Act 2006 (the "**Act**") to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:

- a. holds office as a director of any other group company;
- b. holds any other office or employment with any other group company;
- c. participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme), or
- d. is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or any other group company.

Mark Williams

CHAIRMAN