

Company Number: 00636458

THURSDAY



## THE COMPANIES ACT 2006

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### PRIVATE COMPANY LIMITED BY SHARES

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### WRITTEN RESOLUTIONS

OF

WRIGLEY CANDY UK

(the "Company")

Circulated on 15<sup>th</sup> August 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions")

### SPECIAL RESOLUTIONS

- 1 "THAT, pursuant to article 6 of the articles of association of the Company (the "Articles"), the share capital of the Company be reduced by £999,999, from £1,000,000, comprising 20,000,000 ordinary shares of £0.05 each, to £1 00, comprising 20 ordinary shares of £0 05 each, by cancelling and extinguishing 19,999,980 of such issued ordinary shares of £0 05 each
- 2 THAT the amount arising upon the reduction pursuant to Resolution 1 above be credited to the profit and loss reserves of the Company
- 3 THAT the Articles be amended to reflect the reduction of share capital pursuant to Resolution 1 above by deleting article 5 of the Articles and by inserting the following wording in its place:  
  
"The share capital of the Company is £1 00 divided into 20 ordinary shares of £0 05 each." "

### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions

  
.....  
for and on behalf of  
**THE WRIGLEY COMPANY LIMITED**

**Dated: 15<sup>th</sup> AUG 2013**

**NOTES**

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one or two of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
2. If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the end of this period