

Company Number 00636458

THURSDAY



PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
WRIGLEY CANDY UK
(the "Company")**

Circulated on 15th 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 resolution be passed as an ordinary resolution (the "Resolution").

ORDINARY RESOLUTION

"**THAT**, pursuant to Regulations 102 to 105 Table A in the Companies (Tables A to F) Regulations 1985 (as amended) (which forms part of the articles of association of the Company) and in accordance with the recommendation of the directors of the Company who have considered and confirmed amongst other things that the Company has sufficient profits available for the purpose in accordance with the provisions of Part 23 of the Act, a dividend in specie of a receivable of £5,856,775 owed to the Company by The Wrigley Company Limited pursuant to a loan facility agreement dated 12 December 2011 be declared for distribution forthwith to The Wrigley Company Limited, the sole shareholder of the Company on the Circulation Date "

AGREEMENT

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

The undersigned, the only person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution


.....

for and on behalf of

THE WRIGLEY COMPANY LIMITED

DATED: 15th AUG 2013

NOTES

- 1 If you agree to the Resolution, 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 Resolution, 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 Resolution, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.