

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTION IN WRITING**

of

**CADBURY RUSSIA LIMITED**

(the "Company")

MONDAY



We, being all the eligible members who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed, in case of each of resolutions 1 and 2, as an ordinary resolution and in case of each of resolutions 3 and 4, as a special resolution:

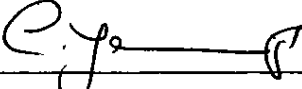
**ORDINARY RESOLUTION**

- 1 **THAT**, subject to resolution 3 being passed, the directors be and are hereby authorised to capitalise USD 330,225,002 of the unrealised profits of the Company, and to apply such amount in paying up in full new ordinary shares of USD 1 each, such shares to be allotted credited as fully paid by way of a bonus issue of 330,225,002 new ordinary shares of USD 1 each for every 15,769,562 ordinary shares of USD 1 each held by the shareholders immediately prior to the passing of this resolution
- 2 **THAT**, subject to resolution 4 being passed and the Capital Reduction becoming effective, a dividend be and is hereby declared on the Company's issued share capital in an aggregate amount of RUB 6,716,178,531.01 (being the equivalent of USD 219,656,931 30 on the RUB USD exchange rate prevailing on 4 November 2011) to be paid to the shareholders on or about 7 November 2011 in accordance with the articles of association of the Company

**SPECIAL RESOLUTION**

- 3 **THAT**, notwithstanding article 47 of the articles of association of the Company, the directors be and are hereby authorised and directed to undertake a bonus issue having regard to the USD-denominated shares only
- 4 **THAT**, subject to resolution 1 being passed and the bonus issue being made, the existing USD-denominated share capital of the Company be reduced from 345,994,564 shares of USD 1 00 each and 164 shares of GBP 1 00 each, to 1 share of

USD 1 00 each and 164 shares of GBP 1 00 each, by cancelling and extinguishing the liability of 345,994,563 ordinary shares of USD 1 each in the capital of the Company, (the "**Capital Reduction**")

Signed  \_\_\_\_\_

Print name CLARE JENNINGS  
For and on behalf of **BRENTWICK  
LIMITED** in its capacity as the holder of  
Dollar Shares  
Dated 7 November 2011

Signed  \_\_\_\_\_

Print name. LINDA CUTLER  
For and on behalf of **BRENTWICK  
LIMITED** in its capacity as the holder of  
Sterling Shares  
Dated 7 November 2011

**Notes:**

- 1 The circulation date of these resolutions is 7 November 2011. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
- 2 An eligible member can signify his or its agreement to these resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company Secretary.
- 3 These resolutions must be passed within 28 days of the date of their circulation. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions have been sent to the auditors.
- 5 A copy of the solvency statement supporting the special resolution is attached to these resolutions.

Company No 03006768

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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CLASS CONSENT AND RESOLUTION IN WRITING

of

THE HOLDERS OF ORDINARY SHARES OF £1 00 EACH

in the capital of

**CADBURY RUSSIA LIMITED (the "Company")**

We, being the sole holder of the ordinary shares of £1 00 each (the "**Sterling Shares**") in the capital of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following class consent and resolution which has been proposed as a special resolution

**CLASS CONSENT AND SPECIAL RESOLUTION**

**THAT**, subject to and conditional on the resolutions put to the eligible shareholders of the Company on the date of this resolution to approve, inter alia, a bonus issue by the Company and a reduction of capital of the Company in the manner described in those resolutions (the "**Resolutions**") being passed, the actions approved by the Resolutions be and are hereby consented to and sanctioned and any possible variation, modification or abrogation of the rights and privileges attached to the Sterling Shares that may be effected by the passing of the Resolutions, the implementation of the bonus issue and/or the reduction of capital be and are hereby consented to and sanctioned

Signed



Print name

LINDA CUTLER

For and on behalf of **Brentwick Limited**

Dated 7 November 2011

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3. This resolution must be passed within 28 days of the date of its circulation. If this resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
- 4 A copy of this resolution has been sent to the auditors.

Company No 03006768

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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CLASS CONSENT AND RESOLUTION IN WRITING

of

THE HOLDERS OF ORDINARY SHARES OF \$1 EACH

in the capital of

**CADBURY RUSSIA LIMITED (the "Company")**

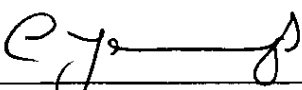
We, being the sole holder of the ordinary shares of \$1 00 each (the "**Dollar Shares**") in the capital of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following class consent and resolution which has been proposed as a special resolution

**CLASS CONSENT AND SPECIAL RESOLUTION**

**THAT**, subject to and conditional on the resolutions put to the eligible shareholders of the Company on the date of this resolution to approve, inter alia, a bonus issue by the Company and a reduction of capital of the Company in the manner described in those resolutions (the "**Resolutions**") being passed, the actions approved by the Resolutions be and are hereby consented to and sanctioned and any possible variation, modification or abrogation of the rights and privileges attached to the Dollar Shares that may be effected by the passing of the Resolutions, the implementation of the bonus issue and/or the reduction of capital be and are hereby consented to and sanctioned

Signed

Print name

  
CLARE JENNINGS.

For and on behalf of **Brentwick Limited**

Dated 7 November 2011

**Notes:**

- 1 The circulation date of this resolution is 7 November 2011. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
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