

WRITTEN RESOLUTION

Company No. 03006768

THE COMPANIES ACT 2006

LIMITED COMPANY HAVING A SHARE CAPITAL

RESOLUTION IN WRITING

of

CADBURY RUSSIA LIMITED

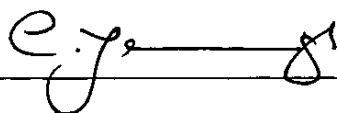
(the "Company")

We, being the sole member 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 resolution which has been proposed as a special resolution

SPECIAL RESOLUTION

- 1 THAT, the existing share premium account of the Company be reduced from \$224,167,106 81 to nil by cancelling and extinguishing \$224,167,106 81 of share premium and that the Company cancel and extinguish the liability of 120,000,000 ordinary shares of \$1 00 each in the capital of the Company

Signed



Print name C L M Jennings

For and on behalf of **Brentwick Limited**

Dated 14 April 2011

THURSDAY



LD1

L8J1MTA2

14/04/2011

COMPANIES HOUSE

48

Notes:

- 1 The circulation date of this resolution is 14 April 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.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.
- 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.
- 5 A copy of the solvency statement supporting this resolution is attached to this resolution.

Company No 03006768

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

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")

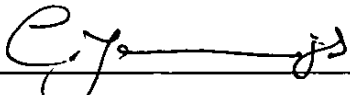
We, being the sole holder of the ordinary shares of £1.00 each (the "**Sterling Shares**") in the capital of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to 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.

- a the special resolution put to the eligible shareholders of the Company on or around the date of this resolution to approve, inter alia, a reduction of capital of the Company in the manner described in that resolution (the "**Reduction Resolution**") being passed, and
- b the related class consent and special resolution put to the eligible holders of the ordinary shares of \$1 00 each in the capital of the Company on or around the date of this resolution being passed,

the actions approved by the Reduction Resolution 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 Reduction Resolution and/or the implementation of the reduction of capital be and are hereby consented to and sanctioned

Signed 

Print name: C L M Jennings

For and on behalf of **Brentwick Limited**

Dated. 14 April 2011

Notes:

- 1 The circulation date of this resolution is 14 April 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.
- 2 An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.
- 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

PRIVATE COMPANY LIMITED BY SHARES

CLASS CONSENT AND RESOLUTION IN WRITING

of

THE HOLDERS OF ORDINARY SHARES OF \$1 EACH

in the capital of

CADBURY RUSSIA LIMITED (the "Company")

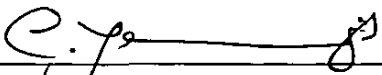
We, being the sole holder of the ordinary shares of \$1 00 each (the "**Dollar Shares**") in the capital of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass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

- a the special resolution put to the eligible shareholders of the Company on or around the date of this resolution to approve, inter alia, a reduction of capital of the Company in the manner described in that resolution (the "**Reduction Resolution**") being passed; and
- b. the related class consent and special resolution put to the eligible holders of the ordinary shares of £1.00 each in the capital of the Company on or around the date of this resolution being passed,

the actions approved by the Reduction Resolution 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 Reduction Resolution and/or the implementation of the reduction of capital be and are hereby consented to and sanctioned

Signed  _____

Print name C L M Jennings

For and on behalf of **Brentwick Limited**

Dated: 14 March 2011

Notes:

- 1 The circulation date of this resolution is 14 April 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.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.
- 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.