

CADBURY SCHWEPPE'S PUBLIC LIMITED COMPANY

COURT MEETING AND GENERAL MEETING HELD AT THE BREWERY, CHISWELL STREET, LONDON EC1Y 4SD ON FRIDAY, 11 APRIL 2008 AT 10:00AM

[Chairman opens The Court Meeting]

[Chairman introduces the Board]

The Court Meeting is being held because the demerger process involves a Scheme of Arrangement and a Scheme needs the approval of the Court and, in order to gain that approval, the Court requires that a meeting of Shareowners be convened in order to obtain their approval.

In a few minutes, I will review the rationale behind the demerger.

Then, I am going to ask Todd Stitzer to describe the expectations we have for the future prospects of the two demerged businesses.

Following Todd's speech, I propose to spend some time explaining the demerger process and describing just what the Scheme and the Demerger will mean to us all, as Shareowners.

At that time, I will take questions on all matters related to the Scheme and the demerger. All other questions of a general nature or on the past performance of your company I will take during the course of the Annual General Meeting later this morning.

After familiarising ourselves with the electronic voting procedures, we will then vote on the sole resolution of the Court Meeting, namely the Scheme of Arrangement.

The second meeting this morning is the General Meeting. This is necessary to transact all the business associated with implementing the Scheme including changes to the Articles of Association and the demerger of Americas Beverages. In particular, this meeting specifically gives effect to the Scheme, authorises the demerger of the Americas Beverages business approves the proposed reduction of capital in the new holding company, Cadbury plc (which effects the final step in the demerger process) approves amendments to existing executive share schemes and establishes employee share plans in Cadbury plc.

The third and final meeting will be the Annual General Meeting. As you know, we traditionally hold this in mid-May. However, if the demerger is approved and completed on the expected timetable Cadbury Schweppes plc will cease to be a listed company on 2 May. This is why we have brought the AGM forward.

Your board thought it proper that it report to you on the performance and development of the business in 2007. This meeting will be conducted along the same lines as previous years' AGMs.

There will then be a second question session as I mentioned earlier, related to the business generally and 2007 performance after which we will proceed to the formal business when the usual resolutions, 13 in all, will be put to the meeting.

Ladies and Gentlemen, I trust that briefly explains the basis for the three meetings and the resolutions to be considered at each meeting this morning.

Let me now remind you of the strategic rationale for the separation into discrete confectionery and beverage businesses that I outlined at last year's AGM.

Creating two world class businesses has been our primary strategic objective over the last 20 years.

In confectionery, we have progressed from a chocolate business based mainly in the British Commonwealth to becoming the worlds leading confectionery company with strong positions in chocolate, sugar confectionery and chewing gum.

In beverages, we moved from a narrow product position in mixers such as tonic water to a broad participation in both carbonated and non-carbonated soft drinks.

At the same time, we narrowed our geographic participation to focus on those beverage markets where we could develop a sustainable competitive position.

In 2006, the acquisition of our largest bottler, the Dr Pepper/Seven Up Bottling Group which significantly strengthened the route to market for our brands was the final element in consolidating our Americas beverages business.

The announcement in March last year that the Board had decided to separate our confectionery and Americas Beverages businesses reflects our confidence that the two businesses, significantly strengthened, would in the future create more value for our shareowners as independent and more focused entities.

Initially, we were inclined to sell the beverage business and there were very strong expressions of interest.

However, the now infamous “credit crunch” intervened last July, global leveraged debt markets closed and this made it difficult for potential buyers to make an offer that the Board would find compelling.

Accordingly, we decided instead to demerge the beverage business and list in the U.S. which is where its products are primarily made and sold. This process too has been complicated by the extent of the banking crisis and the subsequent impact on the debt markets. This had the effect of limiting the options the Board had in terms of capital structures appropriate for two businesses and they have been financed more conservatively than might have been the case a year ago.

On the other hand the strength of both companies’ prospective balance sheets augurs well for their futures.

Let me now ask Todd to describe our vision for each business.

Todd Stitzer

Thank you John and good morning ladies and gentlemen.

John has discussed the strategic rationale for separating our confectionery business from Americas Beverages.

I’d now like to spend a few moments giving you a brief overview of these two great businesses and why we are confident and excited about their prospects going forward.

I’ll start with confectionery.

Confectionery is a large and highly attractive market. It has global sales of \$140 billion and is the fourth largest market within packaged foods, representing 9 per cent of the total.

The market has been growing consistently at an average 5 per cent per annum over the last five years.

In developed markets including the UK, premium products such as dark chocolate and sugar-free chewing gum are driving growth.

In emerging markets, increasing affluence and growing populations are the drivers of growth with all categories growing strongly as you can see.

Let’s now have a look at where your company stands in this market...

Today, Cadbury is the world’s largest confectionery business with over £5 billion of revenues.

We have a 10.1 per cent market share of the global confectionery market.

We're the only confectionery business which has strong brands and competitive positions in all three categories of chocolate, gum and candy.

And we have number one and number two positions in nearly half of the world's 50 largest confectionery markets.

A moment ago, I pointed out the growth areas in confectionery ...

We have a strong presence in faster growing categories and faster growing markets.

For example, gum accounts for one third of our revenues as against 14 per cent for the market as a whole.

And we have the broadest emerging markets presence, also accounting for around one-third of total revenues.

As a result, we expect to be able to grow faster than the confectionery market as a whole.

While being the biggest is a great achievement for your company, we believe our strategy going forward must marry being the biggest, with being the best.

Even after the improvements in performance over the last 4 years ... we believe our confectionery business still has significant under-exploited potential both at the top line and particularly in cost reduction and margin growth.

We launched Our Vision into Action confectionery business plan, or VIA, in June of 2007.

For those who are interested, there is a detailed presentation called Investor Update on our website.

Our VIA growth and efficiency strategy is built on the simple concept of fewer, faster, bigger and better everything we do aims to focus on fewer and more substantial things and on doing them better.

Our top-line growth ambition of 4 to 6 per cent organic growth every year is underpinned by the strength of our business combined with continued market growth.

To focus our efforts more effectively, we've decided to concentrate on a smaller number of what we call focus markets, focus customers and focus brands.

We recognise that we also have a unique opportunity to be much more profitable by simplifying the way we do things across all aspects of our business.

Our goal is to improve our margins from around 10 per cent in 2007 to mid-teens by 2011 through a major Group-wide cost and efficiency programme.

This programme is affecting all aspects of our business from sales and administration, to the supply chain, the regions and the centre.

By 2011, we want to have transformed the way we do business so that we are better able to compete and have more money to invest in growth and deliver returns.

Hand in hand with our focus on strong growth and higher margins, is a greater discipline on how we spend our money.

We cannot deliver superior returns for you, our shareowners, if we don't use our resources wisely.

Our performance aspirations are defined in our financial scorecard shown here.

Our new remuneration schemes are closely linked to achieving a balanced delivery of these growth and margin targets.

The core Cadbury Schweppes Executive team will stay with the confectionery business on demerger, including myself, Ken Hanna, our CFO, and Bob Stack, our Chief Human Resources Officer.

We are enthused and excited by the challenge ahead of us – creating the world's biggest and best confectionery company.

Turning now to Americas Beverages ...

As a stand-alone, public company with nearly \$6 billion of revenues, Americas Beverages, or the Dr Pepper Snapple Group as it will become on separation, is a leading brand owner, bottler and distributor of soft drinks in North America.

It sells most of its product in the US, the world's largest refreshment market - a market which is worth over \$106 billion at retail.

Carbonated or fizzy soft drinks account for around two thirds of the market as this chart shows.

And over the last five years, the market has grown at an average of 5 per cent per annum.

With non-carbonates and water growing faster than carbonates

And flavoured carbonates growing while colas have been declining.

All reflecting consumers' growing desire for lighter, fruitier and healthier beverages.

DPSG's brands are some of the most recognised beverage brands in the US.

More than three quarters of its volume comes from brands which are either number one or number two in their categories.

Its brands are also well-placed in the market-place

In carbonates, the majority of its brands are flavoured carbonates.

It has 6 of the top ten flavoured brands in the US, including Dr Pepper which alone has 16.5 per cent of the US flavoured carbonates market.

And it has grown its share of the US carbonates market in each of the last four years.

In the non-carbonates category, it is a leader in premium teas, branded juices and sauces, with brands such as Snapple, New York's original ready to drink tea.

Last year, Snapple grew by over 5 per cent following the launch of a range of super-premium teas and juices.

While our beverages brands have clear consumer preference and are operating in attractive segments of the market, there are significant distribution opportunities.

Sales of Dr Pepper, our largest brand, are heavily skewed toward the Southern States of the US with over 25 per cent sold in Texas alone and Snapple, our second largest brand is primarily sold on the East and West coasts in New York and Florida.

In 2006, we broke the US industry mould, by vertically integrating our franchise carbonates business with third party manufacturing and distribution through the acquisition of a number of our independent bottlers.

Our purpose was not only to strengthen the route to market for our brands but also to enable us to respond to the changing needs of our customers who are becoming larger and more sophisticated.

Delivering the significant potential of the brand portfolio and the strengthened route to market is the major focus of Larry Young and his management team's strategic plan going forward.

Their aim is to become the Best Beverage Business in North America through focusing their efforts on the strategies and priorities shown in their Call to Action.

The DPSG management team will be presenting their new business to investors at the end of April and therefore I will need to be necessarily

brief today. This presentation will be available to our shareowners on our website.

The key elements of DPSG's strategy are around focusing on their core brands.

Increasing their presence in higher growth and higher margin categories such as read-to-drink teas, energy drinks and other functional beverages

Increasing their presence in high margin channels such as small retail outlets and vending machines where they are currently significantly under-represented

Leveraging the power of its newly integrated route to market to improve the focus on its brands and ensure they are more broadly and effectively distributed

And continuing to drive operational efficiencies.

Based on the growth in the market and the anticipated benefits of the new route to market capabilities, the management team expect revenue growth of 3-5 per cent at DPSG which they expect to translate into high single-digit growth in earnings per share.

I've spent many years working in and developing the Americas Beverages business, both strategically as we built its portfolio and expanded its presence, and operationally as its President between 1996 and 2000.

I am confident that it has a great future as an independent business.

Thank you for your attention ladies and gentlemen ... and now can I hand the meeting back to John.

Chairman

Thank you Todd.

I would now like to explain the Scheme of Arrangement.

Full details of the Scheme of Arrangement are to be found in Part 14 of the Circular on pages 184 – 192. This is a scheme to be entered into by the Company with its Shareowners.

The Scheme is technically complex but let me describe its most important features to you. The purpose of the Scheme is to introduce a new holding company, Cadbury plc, on top of the Group. To do this, the current Cadbury Schweppes ordinary shares will be cancelled and new Cadbury Schweppes Ordinary shares will then be issued to Cadbury plc. Accordingly, Cadbury Schweppes will become a wholly owned subsidiary of Cadbury plc.

In return for the receipt of these new shares in Cadbury Schweppes, Cadbury plc will allot to you, as former Cadbury Schweppes Shareowners, two different types of share:

- (1) Cadbury plc ordinary shares, on the basis of 64 new ordinary shares for every 100 shares previously held in Cadbury Schweppes; and
- (2) temporary unlisted Cadbury plc 'Beverage' shares on the basis of 36 new Beverage shares for every 100 shares previously held in Cadbury Schweppes.

The Beverage shares will represent your entitlement to shares in the Americas Beverages business, namely Dr Pepper Snapple Group Inc, the new holding company for the Americas Beverages business, should the demerger proceed.

There are a couple of other points that I should draw to your attention:

- (1) the allotment of new shares in Cadbury plc will give rise to fractional entitlements. Shareowners will receive a cash payment in respect of any fraction of a share that they would otherwise have received;
- (2) the Scheme does not change the form in which Shareowners will be able to hold their Cadbury plc ordinary shares. You will be able to hold them in certificated or in uncertificated form as you did before.

I think it would be helpful at this stage if I now describe the business of the General Meeting, and more particularly, the proposed demerger in order that you can understand how the business of the two meetings fits together.

In essence, the first resolution provides for the necessary steps to be implemented in order for the Scheme of Arrangement to be put into effect, in either its original form or in a modified form approved or imposed by the Court, and also includes various amendments to the Cadbury Schweppes Articles of Association.

The demerger of Americas Beverages is covered by the second resolution. As well as approving the terms of the demerger, this authorises the Directors to carry out all such acts necessary and expedient to put into effect, and to enter into, the Demerger Agreements.

The third resolution seeks approval for the proposed reduction of capital in Cadbury plc. This reduction of capital, which is also subject to Court sanction, is necessary to implement the demerger and to create distributable reserves in order to pay future dividends.

Just as Cadbury plc is being put in place as the new holding company of the continuing confectionery business 'Dr Pepper Snapple Group, Inc' is to be the new holding company for Americas Beverages.

Now you will recall that for every 100 Cadbury Schweppes plc shares you will receive 36 Cadbury plc Beverage shares representing an entitlement to shares in the Americas Beverages business. On completion of the demerger, your beverage shares will be cancelled and Dr Pepper Snapple Group will issue its shares to you.

For every 36 Cadbury plc Beverage shares that were allotted to you under the Scheme of Arrangement, shareowners will receive 12 shares in Dr Pepper Snapple Group, Inc. This consolidation in the number of shares will triple the value of each DPSG share with the aim of bringing its share price to an appropriate level on the NYSE, where its peers trade at levels in excess of 30 US dollars per share.

As under the Scheme of Arrangement, shareowners will receive a cash payment in respect of any fraction of a share they would otherwise have received.

You will see from the 'Expected Timetable of Principal Events' in the Circular that Cadbury plc ordinary shares are expected to start trading on 2 May, 2008 and DPSG shares on 7 May, 2008.

In the interim period, which involves only two trading days in London, Cadbury plc ordinary shares can be traded on their own, but Cadbury plc Beverage shares will not be tradable. This short gap is unavoidable and necessary to finalise the court process. For your interest, we believe it is the shortest time within which any similar process has ever been conducted.

We expect that on 16 May, 2008, Shareowners will be mailed their new Cadbury plc share certificate their direct registration statement evidencing their holding of Dr Pepper Snapple Group, Inc. shares, the final 2007 dividend and a cheque representing any fractional entitlements arising from the two aforementioned share allotments by Cadbury plc and Dr Pepper Snapple Group, Inc.

Finally, I should add that your Board unanimously recommends all of the resolutions of each of this morning's meetings to you and will be voting their shares in favour of each resolution.

Ladies and Gentlemen, that I trust has provided sufficient explanation of the business of the Court and General Meetings, the Scheme of Arrangement and the demerger and of how these will impact you as a Shareowner. There will be an opportunity for questions in just a moment.

[Formal business of the Court Meeting followed by the General Meeting]