



CADBURY PLC (the "Company")

CHIEF EXECUTIVE'S COMMITTEE

Terms of Reference

Authority

1. The Chief Executive's Committee shall have primary authority for the management of the Company's operations and strategic policy implementation, subject to policies approved by the Board of Directors. The authority of the Chief Executive's Committee shall not extend to matters which have been expressly reserved to the Board of Directors of the Company (the "Board").

Constitution, Membership and Meetings

2. Three members of the Chief Executive's Committee shall constitute a quorum, and an affirmative vote of three members shall be required for the transaction of business.
3. Meetings of the Chief Executive's Committee will be held at such time or place as determined by the Chief Executive Officer.
4. The Chief Executive's Committee shall keep regular minutes of its transactions and shall cause the minutes to be recorded by the Secretary, who need not be a member thereof, in books kept for that purpose in the offices of the Company. Unless otherwise determined by the Committee, the secretary of the Committee shall be the Director of Group Secretariat (or his nominee).
5. The membership of the Chief Executive's Committee shall be determined by the Chief Executive Officer and may be changed by him at any time in consultation with the Chairman of the Board.
6. The Chief Executive Officer shall serve as Chairman of the Chief Executive's Committee.

Duties

7. The responsibilities of the Chief Executive's Committee shall include the following matters: -
 - (a) To review performance contracts before submission to the Board of Directors.
 - (b) To review financial policy and financial targets.
 - (c) To review monthly financial results and forecasts and determine whether corrective action is necessary. To report to the Board on the sources and uses of funds, the cash position, capital structure and certain items of capital expenditure.

- (d) To approve or delegate to others for approval capital or development expenditures not exceeding £10 million.
- (e) To review and manage major operating issues which arise in the ordinary course of business.
- (f) To review acquisitions and disposals of investments, assets and businesses (including by way of joint venture or partnership in whatever legal form) before submission to the Board of Directors.
- (g) To review and manage matters relating to the supply chain including procurement, information technology systems, business continuity planning, technical and quality control issues, and supply chain capability development.
- (h) To review and manage matters relating to global commercial strategy, including portfolio strategy, innovation, science and technology, development models, co-ordination of the management of international brands, best practice standards for marketing and sales, competitor intelligence and consumer insights.
- (i) To review and approve legal matters relating to litigation, intellectual property, regulatory issues, securities laws, contracts, incident management, and other legal matters which may arise.
- (j) To review and approve human resource matters relating to remuneration and benefits, management succession, recruitment, diversity, equal opportunity, internal and external communications and other human resource matters which may arise.
- (k) To review and approve a report at each CEC meeting from the Finance Department on borrowings, financings, documents signed under delegated powers, and other financial matters which may arise.
- (l) To review the following matters before submission to the Board of Directors: -
 - (i) the structure and policy of Group borrowings;
 - (ii) policies for foreign currency exposure and interest rate and other risk management; and
 - (iii) a risk management report (to be reviewed by the CEC at least three times a year).
- (m) To approve agreements, applications, notices, instruments, deeds or other documents which may be necessary or desirable to implement or carry out decisions or policies of the Board of Directors.

Information and External Advice

8. The Chief Executive's Committee is authorised by the Board to seek any information it requires from any employee of the Company to perform its duties.

9. In connection with its duties the Chief Executive's Committee is authorised by the Board to obtain at the Company's expense any outside legal or other professional advice.

Approved by the Board on 5 December 2008

Chairman

Date: 5 December 2008