

CADBURY PLC

NOMINATION COMMITTEE

TERMS OF REFERENCE

Authority

1. The Nomination Committee (the "Committee") shall, subject to the Articles of Association of Cadbury plc (the "Company"), have and may exercise in full all powers and authority of the board (the "Board") of directors of the Company (together the "Directors" and each a "Director") in the matters and duties of the Committee set out below.

Constitution, Membership and Meetings

2. The members of the Committee shall be appointed by the Board, from time to time, and shall consist of the Chairman of the Company and not less than three independent Non-Executive Directors of the Company. The Committee shall have no more than eight members. Members of the Committee shall serve for up to three years, extendable by no more than two additional three-year periods, so long as members continue to be members of the Board and provided that the majority of the members of the Committee remain independent. The Chairman of the Company shall be chairman of the Committee (the "Chairman"). The Senior Independent Director (or in his absence, another independent Non-Executive Director) shall chair the Committee when it is dealing with the matter of succession to the chairmanship of the Board.
3. Three members (including the Chairman) shall constitute a quorum and an affirmative vote of a majority of the members present shall be required for the transaction of business.
4. Meetings of the Committee will be held at least twice a year at such time and place as may be designated by the Committee or the Chairman. Meetings may be held in person or by telephone. Notice of each meeting shall be given to each member of the Committee at least five working days before the day on which the meeting is to be held confirming the venue, time and date. An agenda of items to be discussed together with supporting papers shall be sent to members of the Committee and to other attendees as appropriate, in sufficient time prior to each meeting to allow consideration of the items.
5. Ad-hoc meetings of the Committee may be held on call by the Board or any one member of the Committee and shall be held at such time and at such place as may be fixed by the person or persons calling such meeting, and notice of any such ad-hoc meeting shall be given by mail at least two working days before the day on which the meeting is to be held, or shall be given by e-mail or facsimile transmission, or delivered personally not later than twenty-four hours before the time set for such meeting, provided no such notice need be given to any member who is present at the meeting or has, before or after the meeting, waived notice thereof.
6. The Committee shall keep minutes of its proceedings and shall cause the minutes to be recorded by the secretary of the Committee, who need not be a member of the Committee, in books kept for that purpose in the offices of the Company. Minutes of meetings of the Committee shall be circulated promptly to all members of the Committee and, once agreed, to such members of the Board as shall request a copy, unless a conflict of interest exists or where the Committee determines it to be inappropriate to do so for reasons of confidentiality. The secretary of the Committee shall be the Company Secretary (or his nominee).

7. In the event that a member of the Committee is unable to attend a regular or ad-hoc meeting of the Committee, such member may appoint an independent Non-Executive Director to act as an alternate member of the Committee and attend the meeting in his place. The Board may, from time to time, appoint one or more independent Non-Executive Directors of the Company to act as alternate members of the Committee to attend regular or ad-hoc meetings of the Committee in the place of absent or disqualified members thereof. The said alternate members shall have the full powers of a regular member of the Committee when attending any such meeting as a substitute for any absent or disqualified members.
8. The secretary of the Committee shall ascertain at the beginning of each meeting of the Committee, the existence of any conflicts of interest and minute them accordingly.
9. The Committee is authorised to make rules and regulations for the conduct of its meetings and business, consistent with these terms of reference.
10. Only members of the Committee are entitled to attend and vote at meetings of the Committee. The Chief Executive Officer, the Chief Human Resources Officer and others shall, at the invitation of the Chairman, attend meetings of the Committee, but not as members. Other Board members shall also, at the invitation of the Chairman, attend meetings of the Committee.
11. The Committee shall have power to set up any sub-committee and to determine its terms of reference and its membership, which shall consist of members of the Committee or such other persons as the Committee may think fit (including, for the avoidance of doubt, Executive or Non-Executive Directors or both), also to change the terms of reference or membership of any sub-committee; and to discontinue any sub-committee which it considers is no longer required.

Duties

12. The Committee shall:
 - 12.1 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - 12.2 give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
 - 12.3 keep under review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
 - 12.4 keep under review the leadership needs of the organisation, both Executive and Non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - 12.5 before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
 - 12.6 review annually the time required from Non-executive Directors and the performance of the Non-executive Directors to assess whether they are spending enough time to fulfil their duties;

12.7 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

12.8 so far as is practicable, arrange for all Directors to have the opportunity to meet potential external appointees before their appointment is formally proposed at a Board meeting and ensure that any possible conflict of interest issues in respect of external candidates are fully addressed; and

12.9 ensure that on appointment to the Board, Non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

13. The Committee shall also make recommendations to the Board concerning:

13.1 the formulation of plans for succession for both Executive and Non-executive Directors and in particular for the key roles of Chairman of the Company and Chief Executive Officer;

13.2 suitable candidates for the role of Senior Independent Director;

13.3 membership of the Audit, Remuneration and CSR Committees, in consultation with the chairmen of those Committees;

13.4 the re-appointment of any Non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

13.5 the re-election by shareowners of any Director under the 'retirement by rotation' provisions in the Company's Articles of Association having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

13.6 any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of law and their service contract; and

13.7 the appointment of any Director to Executive or other office other than to the positions of Chairman of the Company and Chief Executive Officer, the recommendation for which would be considered at a meeting of the full Board.

Reporting Responsibilities

14. The Committee's activities and the process used to make appointments shall be disclosed in the Company's Annual Report.

15. The Chairman shall attend the Annual General Meeting prepared to respond to any questions which may be raised by shareowners on matters within the Committee's area of responsibility.

16. The Committee shall, at least one a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

17. The Committee may make these Terms of Reference available to shareowners and third parties, explaining its role and the authority delegated to it by the Board.

18. The Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
19. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
20. The Committee shall have access to sufficient resources in order to carry out its duties, including access to Group Secretariat and other Group functions for assistance as required

Information and External Advice

21. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary (the fees for any advisers shall be paid by the Company).
22. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

Approved by the Board on 15 February 2008

Chairman

Date 15 February 2008

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