



**CADBURY HOLDINGS LIMITED**

*(incorporated with limited liability in England and Wales)*

**CADBURY SCHWEPPE'S FINANCE p.l.c.**

*(incorporated with limited liability in England and Wales)*

**CADBURY SCHWEPPE'S INVESTMENTS plc**

*(incorporated with limited liability in England and Wales)*

**£5,000,000,000**

**Euro Medium Term Note Programme**

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This Supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 24 June 2008 (the "**Prospectus**", which definition includes the Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and is prepared in connection with the Euro medium term note programme (the "**Programme**") established by Cadbury Schweppes Finance p.l.c. and Cadbury Schweppes Investments plc (each an "**Issuer**", together the "**Issuers**"). Each Issuer is also a guarantor in respect of Notes that are issued under the Programme by the other Issuer. In addition, Cadbury Holdings Limited is a guarantor of all Notes issued under the Programme (Cadbury Holdings Limited together with the Issuers being the "**Obligors**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus issued by the Obligors and all documents which are incorporated herein or therein by reference.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a supplement to the Prospectus. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Obligors accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Obligors (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

On 25 February 2009, the Cadbury group announced its annual results for the financial year ended 31 December 2008. By virtue of this Supplement, the Cadbury group's press release also dated 25 February 2009 in respect of the annual results for the financial year ended 31 December

2008 (the “**Press Release**”) is incorporated in and forms part of this Supplement, and is thereby incorporated in and forms part of the Prospectus.

The Press Release contains some pro forma information. This paragraph provides some background as to the reason for the inclusion of the pro forma information in the Press Release. On 7 May 2008, the Cadbury group completed the demerger of the Americas Beverages business. As a result of the scheme of arrangement to replace Cadbury Schweppes plc with Cadbury plc as the new holding company of the Cadbury group and the subsequent demerger of the Americas Beverages business, the shares of the Cadbury group were restructured with 100 Cadbury Schweppes plc shares exchanged for 64 Cadbury plc shares and 12 shares in Dr Pepper Snapple Group, Inc., the company owning the demerged Americas Beverages business. Consequently, the Press Release includes a pro forma earnings per share (“**EPS**”), which calculates the underlying EPS of the continuing group with reference to the underlying net profit from continuing operations and assumes that the share consolidation was in place for the entire period in both 2007 and 2008 resulting in the pro forma weighted average number of shares used to calculate the pro forma EPS reflected in the Press Release. This pro forma information has been prepared for illustrative purposes only and addresses a hypothetical situation and therefore does not represent the Cadbury group’s actual financial position or results. Pro forma is not a defined term under IFRS and may not therefore be comparable with other similar titled pro forma measures reported by other companies.

Copies of the Press Release incorporated by reference in this Supplement and the Prospectus can be obtained from the Issuers as described in the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to the Supplement.

Save as disclosed in this Supplement and any supplement previously issued by the Issuers, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since publication of the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of FSMA.

No person is authorised to give any information or to make any representation not contained in the Prospectus or this Supplement, and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuers or the Dealers. The delivery of the Prospectus and/or this Supplement at any time does not imply that there has been no change in the affairs of either of the Issuers since the date hereof, or that the information contained in either of them is correct as at any time subsequent to each of their respective dates.