

CADBURY PLC
CORPORATE AND SOCIAL RESPONSIBILITY COMMITTEE
(THE "CSR COMMITTEE")

TERMS OF REFERENCE

Authority

1. The CSR 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 of Directors of the Company (the "Board") on corporate and social responsibility ("CSR") matters in relation to:
 - i) The Environment;
 - ii) Employment Issues;
 - iii) Workplace Health and Safety;
 - iv) Human Rights;
 - v) Ethical Trading and Ethical Business Practices;
 - vi) Ethical Marketing, Food, and Consumer Issues;
 - vii) Community and Social Investment; and
 - viii) Other CSR matters as may be determined by the Board from time to time.

Constitution, Membership and Meetings

2. The members of the CSR Committee shall be appointed by the Board, from time to time, on the recommendation of the Nomination Committee. The CSR Committee shall consist of not less than three nor more than eight members.
3. Two members of the CSR Committee shall constitute a quorum and an affirmative vote of the majority of the members present shall be required for the transaction of business.
4. Regular meetings of the CSR Committee will be held at least twice a year at such time or place as may be determined by the Chairman of the CSR Committee (the "Chairman"). Meetings may be held in person or by telephone. Notice of each meeting shall be given to each member of the CSR Committee by 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 CSR 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 CSR Committee may be held on call by the Board or any one member of the CSR 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 special 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 CSR Committee shall keep regular minutes of its transactions and shall cause the minutes to be recorded by the Secretary who shall be appointed by the members of the Committee and who need not be a member thereof. Minutes of meetings of the CSR Committee shall be circulated promptly to all members of the CSR Committee and, once agreed, to such members of the Board as shall request a copy, unless a conflict of interest exists. Unless otherwise determined by the CSR Committee, the secretary of the CSR Committee shall be the Director of Group Secretariat (or his nominee).
7. The Secretary of the CSR Committee shall ascertain at the beginning of each meeting of the CSR Committee, the existence of any conflicts of interest and minute them accordingly.
9. The CSR Committee is authorised to make rules and regulations for the conduct of its meetings and business, consistent with these resolutions.
10. All members shall serve at the pleasure of the Board of Directors and shall therefore be subject to removal at any time by the Board of Directors.
10. The Board of Directors shall appoint the Chairman of the CSR Committee who shall serve at the pleasure of the Board of Directors.
11. Only members of the CSR Committee are entitled to attend and vote at meetings of the CSR Committee. Other Board members shall also, at the invitation of the Chairman, attend meetings of the CSR Committee.
12. In the event that a member of the CSR Committee is unable to attend a regular or ad-hoc meeting of the CSR Committee, such member may appoint an independent Non-Executive Director to act as an alternate member of the CSR 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 CSR Committee to attend regular or ad-hoc meetings of the CSR 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 CSR Committee when attending any such meeting as a substitute for any absent or disqualified members.
13. The CSR Committee shall have power to set up any sub-committee and to determine its terms of reference and its membership, which may consist of such Directors and such other persons as the CSR Committee may think fit subject to a majority always being Directors of the Company; 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

14. In carrying out its powers and authorities the CSR Committee may:
 - 14.1 review Company policies, e.g. environment, human rights and ethical trading, etc, as they relate to CSR matters;
 - 14.2 receive reports and review activities from executive and specialist groups managing CSR matters across the Company's operations;

- 14.3 review implementation of CSR programmes, and where appropriate, review progress of pilot studies as new CSR policy areas, such as ethical trading, are developed;
 - 14.4 receive and review reports of CSR progress, and audits of CSR performance against key performance indicators across programme areas;
 - 14.5 review best practice in key CSR programme areas by appropriate external reports, and by benchmarking with peer companies;
 - 14.6 review the Company's internal communication, business unit liaison and training in relation to CSR policies and processes;
 - 14.7 review the Company's external communication and reporting in respect of CSR programmes;
 - 14.8 discuss, as appropriate, with external auditors or other stakeholders their perspectives of the Company's CSR programmes, performance and progress (in the absence of management where appropriate);
 - 14.9 review the Company's approach to sustainable development;
 - 14.10 review the integration of CSR processes with the Company's broader business risk management programme and reputation assurance priorities; and
 - 14.11 at appropriate intervals, review broad CSR strategy and plans.
15. The powers and authorities of the CSR Committee shall not include operational or risk management matters or accounting and financial matters which are reserved for the Board of Directors of the Company or other Board Committees.
 16. The CSR Committee shall not be responsible for reviewing executive decisions nor for monitoring the efficiency of management

Reporting Responsibilities

17. The Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
18. The CSR Committee shall produce, if requested to do so by the Board of Directors, an annual report of the Company's CSR policy and practices.
19. The CSR Committee may (but shall not do so without the consent of the Chairman) make these Terms of Reference available to shareowners and third parties, explaining its role and the authority delegated to it by the Board.
20. The CSR 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.
21. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

22. 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

23. 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).

Approved by the Board on 15 February 2008

Chairman

Date 15 February 2008