

**KRAFT FOODS INC.**

**GOVERNANCE, MEMBERSHIP  
AND PUBLIC AFFAIRS COMMITTEE CHARTER**

Amended and Restated as of May 24, 2011

**Purpose.**

The Governance, Membership and Public Affairs Committee (the "Committee") of the Board of Directors (the "Board") of Kraft Foods Inc. ("Kraft Foods" or the "Company") will:

1. identify qualified individuals to become Board members consistent with criteria approved by the Board;
2. make recommendations to the Board concerning the appropriate size, function, needs and composition of the Board and its committees;
3. advise the Board on corporate governance matters, including developing and recommending to the Board the Company's corporate governance guidelines; and
4. oversee policies and programs related to social responsibility, corporate citizenship and public policy issues significant to the Company.

**Composition.**

The Committee will be composed of three or more non-employee directors.

Each Committee member will meet the "independence" requirements of the New York Stock Exchange ("NYSE") listing standards and applicable laws, rules and regulations for governance committee membership. The Board will determine the independence of each Committee member.

The Board will appoint the members of the Committee meeting these requirements and designate the Committee's Chair. If the Board does not designate a Committee Chair, the Committee members may designate a Chair by a majority vote of the Committee members. The Board may remove any Committee member.

**Meetings and Operations.**

The Committee will meet as often as it deems appropriate to carry out its duties and responsibilities, but no fewer than two times annually.

The Committee Chair, in consultation with the other Committee members and the Company's Corporate Secretary, will set meeting agendas.

The Committee may delegate any of its responsibilities to the Chair, another Committee member or a subcommittee of Committee members, unless prohibited by law, regulation or NYSE listing standard.

The Committee will meet periodically in executive session without management and as a committee.

The Committee will report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

The Corporate Secretary will maintain minutes of the Committee meetings.

The Committee will annually evaluate its performance and report to the Board on that evaluation. The Committee will also annually review this charter and recommend to the Board any amendments the Committee deems necessary or appropriate.

### **Resources; Independent Counsel.**

In fulfilling its responsibilities, the Committee will have full access to all of Kraft Foods' books, records, facilities and personnel. The Committee will also have the sole authority to conduct investigations and to engage, retain, approve fees and other retention terms of, and terminate independent counsel and advisers, including any search firm to assist the Committee in identifying director candidates, as it determines necessary to carry out its duties.

Kraft Foods will provide for appropriate funding, as determined by the Committee, for payment of: (i) compensation to any advisers the Committee engages; and (ii) the Committee's ordinary administrative expenses that are necessary or appropriate to carry out its duties and responsibilities.

### **Authority and Responsibilities:**

#### ***Membership***

1. Review the qualifications of candidates for director suggested by Board members, stockholders, management and others in accordance with criteria that the Board establishes.
2. Consider the performance and suitability of incumbent directors in determining whether to nominate them for re-election.
3. Recommend to the Board a slate of nominees for election or re-election to the Board at each annual meeting of stockholders.

4. Recommend to the Board candidates to be appointed to the Board as necessary to fill vacancies and newly created directorships.
5. Make recommendations to the Board as to the determination of director independence.
6. Recommend to the Board a director retirement age.
7. Recommend to the Board directors to serve as members of each committee, as well as candidates to fill vacancies on any committee of the Board.
8. Evaluate any Compensation Committee interlocks among Board members and executive officers.
9. Monitor directors' compliance with the Company's stock ownership guidelines.
10. Review and evaluate opportunities for Board members to engage in continuing education.

### ***Governance***

11. Annually review and recommend to the Board changes to Kraft Foods' Corporate Governance Guidelines.
12. Make recommendations to the Board concerning the frequency and content of Board meetings.
13. Make recommendations to the Board concerning the function, composition and structure of the Board and its committees.
14. Develop, recommend to the Board and oversee an annual self-evaluation process for the Board and its committees.
15. Administer Kraft Foods' Code of Conduct for Non-Employee Directors (the "Code") and, at least annually, meet with the Corporate Secretary to review the Code and, if necessary, recommend changes to the Code to the Board.
16. Advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees.

### ***Public Affairs***

17. Oversee Kraft Foods' policies and programs related to corporate citizenship, social responsibility, and public policy issues significant to the Company such as sustainability and environmental responsibility; food labeling, marketing and packaging; and philanthropic and political activities and contributions.

18. Monitor issues, trends, internal and external factors and relationships that may affect the public image and reputation of Kraft Foods and the food and beverage industry.
19. Perform any other duties and responsibilities that are consistent with the Committee's purpose, Kraft Foods' Articles of Incorporation and By-Laws, and governing law, as the Board or the Committee deems necessary or appropriate.