

KRAFT FOODS INC.

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Amended and Restated as of January 19, 2011

Purpose.

The Human Resources and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Kraft Foods Inc. ("Kraft Foods" or the "Company") will discharge the Board's responsibilities relating to compensation for executive officers and independent directors.

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 compensation committee membership. The Board will determine the independence of each Committee member.

Each Committee member will be a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Each Committee member will be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

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 the 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 Executive Vice President, Human Resources, 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 the 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 Consultant.

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 authority to conduct investigations and to retain independent counsel and advisers, as it determines necessary to carry out its duties and responsibilities, including sole authority to engage, retain, approve fees and other retention terms of, and terminate compensation consultants.

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.

1. Establish Kraft Foods' executive compensation philosophy.
2. Determine the group of companies the Committee uses to benchmark executive and director compensation.
3. Assess the appropriateness and competitiveness of Kraft Foods' executive compensation programs, including severance programs and executive retirement income design.
4. Review and approve goals and objectives of the Chief Executive Officer ("CEO"); evaluate the performance of the CEO in light of these goals and objectives; and based upon this evaluation, determine both the elements and amounts of the CEO's compensation, including perquisites.
5. Review management's recommendations for, and approve the compensation of, the CEO's executive direct reports.
6. Determine annual incentive compensation, equity awards and other long-term incentive awards granted under Kraft Foods' equity and long-term incentive plans to eligible participants.
7. Determine Kraft Foods' policies governing option and other stock grants.

8. Make recommendations to the Board with respect to incentive plans requiring shareholder approval; and approve eligibility for and design of executive compensation programs implemented under shareholder-approved plans.
9. Review the Company's compensation policies and practices for employees, including non-executive and executive officers, as they relate to the Company's risk management practices and risk-taking incentives.
10. Oversee the management development and succession planning process (including succession planning for emergencies) for the CEO and the CEO's executive direct reports and, as appropriate, evaluate potential candidates.
11. Review periodically Kraft Foods' key human resource policies and practices related to organizational engagement and effectiveness, talent sourcing strategies and employee development programs.
12. Monitor Kraft Foods' policies, objectives and programs related to diversity and review periodically Kraft Foods' diversity performance in light of appropriate measures.
13. Monitor executive officers' compliance with Kraft Foods' stock ownership guidelines.
14. Advise the Board and assess the appropriateness of the compensation of independent directors for service on the Board and its committees.
15. Review and discuss with management Kraft Foods' Compensation Discussion and Analysis; and prepare and approve the Committee's annual report to shareholders for inclusion in Kraft Foods' annual proxy statement.
16. 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.