

AUDIT COMMITTEE CHARTER

Audit Committee Composition and Meetings

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Kraft Foods Inc. (“Kraft Foods”) will be composed of three or more non-employee directors. Each Committee member will meet the “independence” requirements of the New York Stock Exchange and applicable laws, rules and regulations for audit committee membership. As determined in the business judgment of the Board: (i) each Committee member will be financially literate, (ii) at least one Committee member will be an “audit committee financial expert” as defined by the rules and regulations of the Securities and Exchange Commission (the “SEC”) and (iii) at least one Committee member (who may also serve as the audit committee financial expert) will be a financial expert in accordance with the New York Stock Exchange listing standards.

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’s members. The Board may remove any Committee member.

The Committee will meet as often as it deems appropriate to carry out its responsibilities, but no fewer than six times annually. A quorum will exist if a majority of the Committee members are present at a Committee meeting. The Committee Chair, in consultation with the other Committee members and Kraft Foods’ Chief Financial Officer, will set meeting agendas. Periodically, the Committee will meet in executive session and as a committee, as well as separately with management, the internal auditors and the independent auditors to discuss any matters that the Committee or the persons with whom they meet believe should be discussed. The Committee will report its actions and recommendations to the Board. The Corporate Secretary will maintain minutes of the Committee meetings.

Audit Committee Authority and Responsibilities

The Committee will oversee Kraft Foods’ accounting and financial reporting processes and audits of its financial statements. The Committee will assist the Board in its oversight of (i) the integrity of Kraft Foods’ financial statements and Kraft Foods’ financial reporting processes and systems of internal control over financial reporting, (ii) Kraft Foods’ compliance with legal and regulatory requirements, (iii) the qualifications, independence, and performance of Kraft Foods’ independent auditors, and (iv) the performance of Kraft Foods’ internal auditors and internal audit function. The Committee will perform any other activities consistent with Kraft Foods’ Articles of Incorporation, By-Laws and governing law as the Committee or the Board deems necessary or appropriate.

While the Committee will have the responsibilities and powers set forth in this charter, the Committee will not have the duties to plan or conduct audits or to determine that Kraft Foods’ financial statements and disclosures are complete, accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

In fulfilling its responsibilities, the Committee will have full access to the Company’s books, records, facilities and personnel and to the services of the independent auditors. The Committee will have the authority to conduct investigations and to engage, retain, approve fees and other retention terms, and terminate independent counsel and other advisors, 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 the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Kraft Foods, (ii) compensation to any advisors employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate any of its responsibilities to its Chair or another member of the Committee, unless prohibited by law, regulation or New York Stock Exchange listing standard. In addition, the Committee may, from time to time, delegate its authority to pre-approve such audit or advisory services to one or more Committee members, provided that such designees present such approvals to the full Committee at the next Committee meeting.

In carrying out its duties, the Committee will:

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;

for Kraft Foods, and the independent auditors will report directly to the Committee. In this regard, the Committee will have the sole authority to retain and terminate the independent auditors of Kraft Foods (subject, if applicable, to stockholder ratification) approve all audit engagement fees to be paid to the independent auditors and terms and all permissible non-audit services to be provided by the independent auditors. The Committee will pre-approve future audit and non-audit services provided by Kraft Foods' independent auditors.

2. Review and discuss with the independent auditors their audit procedures, including the audit plan and its scope with respect to Kraft Foods' consolidated financial statements.
3. Review and discuss with the independent auditors and with management the results of the annual audit of Kraft Foods' consolidated financial statements and Kraft Foods' interim financial results, in each case prior to the filing or distribution thereof, including (i) Kraft Foods' disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (ii) any appropriate matters regarding accounting principles, practices and judgments and the independent auditors' opinion as to the quality thereof and any items required to be communicated to the Committee by the independent auditors in accordance with standards established and amended from time to time by the Public Company Accounting Oversight Board.
4. Review and discuss with management, the independent auditors, and the internal auditors the quality and adequacy of Kraft Foods' financial reporting processes, internal controls over financial reporting and disclosure controls and procedures, including whether there are (i) any significant deficiencies in the design or operation of such processes, controls and procedures, (ii) material weaknesses in such processes, controls and procedures, (iii) any corrective action taken with regard to such deficiencies and weaknesses, and (iv) any fraud involving management or other employees with a significant role in such processes, controls and procedures.
5. Review and discuss with the independent auditors any audit problems or difficulties and management's response thereto, including (i) any restrictions on the scope of the independent auditors' activities or access to required information, (ii) any significant disagreements with management, (iii) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (iv) any communications between the audit team and the independent auditors' national office with regard to significant auditing or accounting issues presented by the engagement, and (v) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to Kraft Foods.
6. At least annually, evaluate the independent auditors' qualifications, performance and independence, and present its conclusions and recommendations with respect to the independent auditors to the Board. As part of such evaluation, the Committee will:
 - obtain and review a report from Kraft Foods' independent auditors describing (i) the independent auditors' internal quality-control procedures, (ii) any material issues raised by (a) the most recent internal quality-control review or peer review of the auditing firm, or (b) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues, and (iii) all relationships between the independent auditors and Kraft Foods;
 - review and evaluate the lead audit partner of the independent auditors;
 - in addition to assuring the regular rotation of the lead partner(s) as required by law, consider whether the independent auditing firm should be rotated, so as to assure continuing auditor independence; and
 - obtain the opinion of management and the internal auditors of the independent auditors' performance;
7. Establish clear policies for Kraft Foods' hiring of current or former employees of the independent auditors;
8. Evaluate the performance of Kraft Foods' internal audit function, and review and discuss with the internal auditors and independent auditors the internal audit plan, budget, activities, responsibilities and staffing of the internal audit organization;
9. Review and discuss with management, the internal auditors and the independent auditors, in separate meetings if the Committee deems them appropriate:
 - any analyses or other written communications prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - Kraft Foods' critical accounting policies and practices;
 - the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on Kraft Foods; and
 - major issues regarding accounting principles and financial statement presentations, including any significant changes in Kraft Foods' selection or application of accounting principles, and major issues as to the adequacy of Kraft Foods' internal controls over financial reporting and any special steps adopted in light of material control deficiencies;

10. Generally discuss the type and presentation of (i) information to be included in earnings press releases (in particular any use of “pro forma” or “adjusted” non-GAAP information) and (ii) any financial information and earnings guidance provided to analysts and rating agencies;
11. Review and discuss Kraft Foods’ guidelines and policies with respect to risk assessment and risk management, including Kraft Foods’ major financial risk exposures and the steps that have been taken to monitor and control such exposures;
12. At least annually, verify that Kraft Foods’ internal auditors, independent auditors or other officials have thoroughly checked the accuracy and propriety of the named executive officers’ expense accounts and perquisites, including their use of corporate assets;
13. At least annually, meet with the Kraft Foods’ Chief Compliance Officer to review the application and administration of the Kraft Foods’ Code of Conduct (the “Code”) and the procedures for identifying, pursuing and investigating any alleged violation of the Code and, as necessary, review and make determinations on exceptions to the Code and provide counsel to the Chief Compliance Officer with respect to actual and alleged violations of the Code;
14. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and (ii) the confidential, anonymous submission by Kraft Foods’ employees of concerns regarding questionable accounting or auditing matters, and review any significant complaints regarding accounting, internal accounting controls or audit matters received pursuant to such procedures;
15. Recommend to the Board whether Kraft Foods’ consolidated financial statements should be accepted for inclusion in Kraft Foods’ annual report on Form 10-K;
16. Prepare and approve the Committee’s annual report to stockholders for inclusion in Kraft Foods’ annual proxy statement;
17. Review disclosures made by Kraft Foods’ principal executive officer(s) and principal financial officer(s) regarding compliance with their certification obligations under the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including Kraft Foods’ disclosure controls and procedures and internal controls for financial reporting, and evaluations thereof;
18. Report Committee activities to the Board on a regular basis and review with the Board any significant issues that arise with respect to the quality or integrity of Kraft Foods’ financial statements, Kraft Foods’ compliance with legal and regulatory requirements, the performance and independence of Kraft Foods’ independent auditors, and the performance of the internal audit function;
19. Cause to be filed with the New York Stock Exchange any reports that may be required with respect to the Committee;
20. Annually evaluate the Committee’s performance, including reviewing the committee’s charter, and report to the Board on such evaluation; and
21. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

Amended June 26, 2009