

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Kraft Foods Inc.

Nominating and Governance Committee Composition and Meetings

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Kraft Foods Inc. ("Kraft Foods") will be composed of three or more directors who the Board determines are "independent" as that term is defined by 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 members may designate a Chair by majority vote of the Committee members. The Board may remove members of the Committee.

The Committee will meet as often as it deems appropriate to carry out its responsibilities. The Chair of the Committee, in consultation with the other Committee members and Kraft Food's Corporate Secretary, will set meeting agendas. The Committee will report its actions and recommendations to the Board. The Corporate Secretary will maintain minutes of the meetings of the Committee.

In fulfilling its responsibilities, the Committee will have full access to all of Kraft Food's 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, including sole authority to retain and terminate any search firm to assist the Committee in identifying director candidates, to approve such retained firm's fees and other retention terms. Kraft Foods must provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any advisers employed by the Committee, and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Nominating and Governance Committee Responsibilities

The Committee will (i) identify qualified individuals to become Board members consistent with criteria approved by the Board, (ii) make recommendations to the Board concerning the appropriate size, function, needs and composition of the Board and its Committees, and (iii) advise the Board on corporate governance matters, including developing and recommending to the Board the Company's corporate governance principles.

The Committee may delegate any of the Committee's responsibilities to its Chair or another member of the Committee, unless prohibited by law, regulation or New York Stock Exchange listing standard.

In carrying out its duties, the Committee will:

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 in the Board of Directors and newly created directorships;
5. Make recommendations to the Board as to determination of director independence;
6. Recommend to the Board a director retirement age;

7. Make recommendations to the Board concerning frequency and content of Board meetings;
8. Make recommendations to the Board concerning the function, composition and structure of the Board and its committees;
9. 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;
10. Evaluate any Compensation Committee interlocks among Board members and executive officers;
11. Annually review and recommend to the Board changes to Kraft Food's Corporate Governance Principles;
12. Monitor compliance by directors with Kraft Food's stock ownership guidelines;
13. Advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees;
14. Develop, recommend to the Board and oversee an annual self-evaluation process for the Board;
15. Review and evaluate opportunities for Board members to engage in continuing education;
16. Cause to be filed with the New York Stock Exchange any reports that may be required with respect to the Committee;
17. At least annually evaluate the Committee's performance and report to the Board on such evaluation;
18. At least annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval;
19. 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; and
20. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

Amended as of June 26, 2009