

KRAFT FOODS INC.
HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Human Resources and Compensation Committee Composition and Meetings

The Human Resources and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Kraft Foods Inc. (the “Company”) 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 compensation committee membership. Additionally, each Committee member will be a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and 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 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. A quorum will exist if a majority of the Committee members are present at a Committee meeting. The Committee Chair, in consultation with the Company’s Executive Vice President, Human Resources, will set meeting agendas. The Committee will report its actions and recommendations to the Board. The Corporate Secretary will maintain minutes of the Committee meetings.

Human Resources and Compensation Committee Authority and Responsibilities

The Committee will discharge the Board’s responsibilities relating to compensation for executives and independent directors. The Committee will perform any other activities consistent with the Company’s Articles of Incorporation, By-Laws and governing law as the Committee or the Board deems necessary or appropriate.

In fulfilling its responsibilities, the Committee will have full access to the Company’s books, records, facilities and personnel. The Committee will have the authority to conduct investigations and sole authority to engage, retain, approve fees and other retention terms, and terminate compensation consultants, independent counsel and other advisors, as it determines necessary to carry out its duties. The Company will provide appropriate funding, as determined by the Committee, for payment of (i) compensation to any advisors employed by the Committee and (ii) 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, another member of the Committee or a subcommittee of members of the Committee, unless prohibited by law, regulation or New York Stock Exchange listing standard.

In carrying out its duties, the Committee will:

1. Establish the Company's executive compensation philosophy;
2. Determine the group of companies used to benchmark executive and director compensation;
3. Assess the appropriateness and competitiveness of the Company's 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 its evaluation, determine both the elements and amounts of the CEO's compensation, as well as 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 the Company's equity and long-term incentive plans to eligible participants;
7. Determine policies governing option and other stock grants;
8. Make recommendations to the Board with respect to incentive plans requiring shareholder approval; approve eligibility for and design of executive compensation programs implemented under shareholder-approved plans;
9. Monitor compliance by executives and directors with the Company's stock ownership guidelines;
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 key human resource policies and practices of the Company related to organizational engagement and effectiveness, talent sourcing strategies and employee development programs;
12. Monitor the Company's policies, objectives, and programs related to diversity, and review periodically the Company's diversity performance in light of appropriate measures;
13. Advise the Board and assess the appropriateness of the compensation of independent directors for service on the Board and its committees;
14. Review and discuss with management the Company's Compensation Discussion and Analysis; prepare and approve the Committee's annual report to shareholders for inclusion in the Company's annual proxy statement;
15. Cause to be filed with the New York Stock Exchange any reports that may be required with respect to the Committee;
16. Annually evaluate the Committee's performance, including reviewing the Committee's charter, and report to the Board on such evaluation; and
17. 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 January 27, 2009