

KRAFT FOODS INC
Form S-4/A
December 23, 2009
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As filed with the Securities and Exchange Commission on December 23, 2009

Registration No. 333-163483

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

KRAFT FOODS INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

2000
(Primary Standard Industrial
Classification Code Number)
Three Lakes Drive

52-2284372
(I.R.S. Employer
Identification Number)

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Northfield, Illinois 60093

(847) 646-2000

(Address, including zip code, and telephone number,

including area code, of registrant's principal executive offices)

Marc S. Firestone

Executive Vice President, Corporate & Legal Affairs and General Counsel

Kraft Foods Inc.

Three Lakes Drive

Northfield, Illinois 60093

(847) 646-2000

(Name, address, including zip code, and telephone number

including area code, of agent for service)

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this Registration Statement.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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The information in this prospectus/offer to exchange is not complete and may be changed. Kraft Foods Inc. may not complete the offer to exchange and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus/offer to exchange is not an offer to sell these securities and Kraft Foods Inc. is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 23, 2009

Offer to Exchange

Each Outstanding Ordinary Share

(Including Ordinary Shares Represented by American Depositary Shares)

of

Cadbury plc

by

Kraft Foods Inc.

Kraft Foods Inc., a Virginia corporation, is offering to acquire all of the issued and outstanding ordinary shares of 10 pence each of Cadbury plc, including Cadbury ordinary shares represented by American Depositary Shares, or Cadbury ADSs. Each Cadbury ADS represents four Cadbury ordinary shares. In this prospectus/offer to exchange, we refer to holders of Cadbury ordinary shares as Cadbury shareholders, and we refer to Cadbury shareholders and holders of Cadbury ADSs together as Cadbury securityholders. References in this prospectus/offer to exchange to Cadbury ADSs include the underlying Cadbury ordinary shares.

Cadbury securityholders who accept the offer are entitled to receive:

300 pence in cash and 0.2589 shares of Kraft Foods Class A common stock, without par value, which we refer to as Kraft Foods common stock, in exchange for each outstanding Cadbury ordinary share validly tendered and not withdrawn; and

1,200 pence in cash and 1.0356 shares of Kraft Foods common stock, in exchange for each outstanding Cadbury ADS validly tendered and not withdrawn.

If you accept the offer, you may request to vary the proportion of shares of Kraft Foods common stock and cash you will receive pursuant to a mix and match facility, including by electing to receive only cash or only shares of Kraft Foods common stock. However, your mix and match election will only be satisfied to the extent that other Cadbury securityholders make off-setting elections in the offer.

If you tender your Cadbury ordinary shares in the offer, you will receive the cash portion of the offer consideration for your Cadbury ordinary shares in pounds sterling, unless you specifically elect to receive U.S. dollars. If you tender your Cadbury ADSs in the offer, you will receive the cash portion of the offer consideration for your Cadbury ADSs in U.S. dollars, unless you specifically elect to receive pounds sterling. Please see the section of this prospectus/offer to exchange entitled "The Offer Payment of Cash and Stock Consideration Currency."

Our obligation to accept for exchange, and to exchange, shares of Kraft Foods common stock for Cadbury ordinary shares, including those represented by Cadbury ADSs, is subject to a number of conditions that are described in paragraph 1 (*Conditions of the Offer*) of Part A of Appendix A to this prospectus/offer to exchange.

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This prospectus/offer to exchange amends and supersedes information included in the prospectus/offer to exchange we filed with the Securities and Exchange Commission on December 4, 2009, which we refer to as the original prospectus/offer to exchange.

THE OFFER AND THE WITHDRAWAL RIGHTS WILL EXPIRE AT 8:00 A.M. NEW YORK CITY TIME (1:00 P.M. LONDON TIME) ON JANUARY 5, 2010, UNLESS THE INITIAL OFFER PERIOD IS EXTENDED. CADBURY ORDINARY SHARES AND CADBURY ADSs TENDERED PURSUANT TO THE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION OF THE INITIAL OFFER PERIOD, AS IT MAY BE EXTENDED.

All holders of Cadbury ordinary shares who are U.S. holders (within the meaning of Rule 14d-1(d) under the Securities Exchange Act of 1934, as amended) or residents of Canada, and all holders of Cadbury ADSs, wherever located, will receive this prospectus/offer to exchange. All holders of Cadbury ordinary shares who are not U.S. holders or residents of Canada will receive separate offer documents. Cadbury securityholders will only receive the relevant offer documents if they are permitted by law to receive them.

Kraft Foods common stock trades on the New York Stock Exchange, or the NYSE, under the symbol KFT. Cadbury ordinary shares trade on the London Stock Exchange, or the LSE, under the symbol CBRY. Cadbury ADSs trade on the NYSE under the symbol CBY.

FOR A DISCUSSION OF RISKS AND OTHER FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH THE OFFER, PLEASE CAREFULLY READ THE SECTION OF THIS PROSPECTUS/OFFER TO EXCHANGE ENTITLED RISK FACTORS BEGINNING ON PAGE 20.

Kraft Foods has not authorized any person to provide any information or to make any representation in connection with the offer other than the information contained or incorporated by reference in this prospectus/offer to exchange, and if any person provides any of this information or makes any representation of this kind, you should not rely upon that information or representation as having been authorized by Kraft Foods.

None of the Securities and Exchange Commission, any state securities commission or any other regulatory authority has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus/offer to exchange. Any representation to the contrary is a criminal offense.

THIS PROSPECTUS/OFFER TO EXCHANGE IS NOT AN OFFER TO SELL SECURITIES AND IT IS NOT A SOLICITATION OF AN OFFER TO BUY SECURITIES, NOR SHALL THERE BE ANY SALE OR PURCHASE OF SECURITIES PURSUANT HERETO, IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE IS NOT PERMITTED OR WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE LAWS OF ANY SUCH JURISDICTION. IF YOU ARE IN ANY DOUBT AS TO YOUR ELIGIBILITY TO PARTICIPATE IN THE OFFER, YOU SHOULD CONTACT YOUR PROFESSIONAL ADVISER IMMEDIATELY.

The date of this prospectus/offer to exchange is December 23, 2009

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THIS PROSPECTUS/OFFER TO EXCHANGE INCORPORATES IMPORTANT BUSINESS AND FINANCIAL INFORMATION ABOUT KRAFT FOODS AND CADBURY FROM DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, OR THE SEC, THAT HAVE NOT BEEN INCLUDED IN OR DELIVERED WITH THIS PROSPECTUS/OFFER TO EXCHANGE. THIS INFORMATION IS AVAILABLE AT THE INTERNET WEB SITE THE SEC MAINTAINS AT WWW.SEC.GOV, AS WELL AS FROM OTHER SOURCES. PLEASE SEE THE SECTION OF THIS PROSPECTUS/OFFER TO EXCHANGE ENTITLED WHERE YOU CAN FIND MORE INFORMATION. YOU ALSO MAY REQUEST COPIES OF THESE DOCUMENTS FROM KRAFT FOODS, WITHOUT CHARGE, UPON WRITTEN OR ORAL REQUEST TO KRAFT FOODS INFORMATION AGENT AT ITS ADDRESS OR TELEPHONE NUMBER SET FORTH ON THE BACK COVER OF THIS PROSPECTUS/OFFER TO EXCHANGE. IN ORDER TO RECEIVE TIMELY DELIVERY OF THE DOCUMENTS, YOU MUST MAKE YOUR REQUEST NO LATER THAN DECEMBER 28, 2009, OR FIVE BUSINESS DAYS PRIOR TO THE EXPIRATION DATE OF THE INITIAL OFFER PERIOD, AS IT MAY BE EXTENDED, WHICHEVER IS LATER.

In making their decision whether or not to accept the offer, Cadbury securityholders who are South African residents will need to take into account the South African Exchange Control Regulations issued in terms of the Currency and Exchanges Act, 1933 (the Excon Regulations), and consider whether or not their acceptance of the offer and their subsequent receipt of consideration for their Cadbury ADSs from Kraft Foods, whether in the form of cash and/or shares of Kraft Foods common stock, will be in compliance with the Excon Regulations.

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NOTE ON CADBURY INFORMATION

We have taken all information (other than certain information concerning Cadbury share options) concerning Cadbury, its business, management and operations presented or incorporated by reference in this prospectus/offer to exchange from publicly available information. This information may be examined and copies may be obtained at the places and in the manner set forth in the section of this prospectus/offer to exchange entitled "Where You Can Find More Information." We are not affiliated with Cadbury, and we have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange. Therefore, non-public information concerning Cadbury's business and financial condition was not available to us for the purpose of preparing this prospectus/offer to exchange. Although we have no knowledge that would indicate that any information or statements relating to Cadbury contained or incorporated by reference in this prospectus/offer to exchange are inaccurate or incomplete, we were not involved in the preparation of the information or the statements and cannot verify them.

We refer to Kraft Foods and its subsidiaries, including Cadbury and its subsidiaries, after completion of the offer, as the combined company. Any financial information regarding Cadbury that may be detrimental to the combined company and that has not been publicly disclosed by Cadbury, or errors in our estimates due to the lack of cooperation from Cadbury, may have an adverse effect on the benefits we expect to achieve through the consummation of the offer.

Pursuant to Rule 409 under the Securities Act of 1933, as amended (the "Securities Act"), and Rule 12b-21 under the Exchange Act, we have requested that Cadbury provide us with information required for complete disclosure regarding Cadbury's businesses, operations, financial condition and management. Our legal advisors received a letter dated December 15, 2009 in which Cadbury rejected our request. We have since made a subsequent request. If we receive the information before the offer expires and we consider it to be material, reliable and appropriate, then we will amend or supplement this prospectus/offer to exchange to provide this information.

An auditor's report was issued on Cadbury's financial statements and included in Cadbury's filings with the SEC. Pursuant to Rule 439 under the Securities Act, we are required to obtain the consent of Cadbury's independent auditors to incorporate by reference their audit reports included in Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008 into this prospectus/offer to exchange. We have requested that consent from Cadbury. Our legal advisors received a letter dated December 15, 2009 in which Cadbury rejected our request. We have since made a subsequent request. If we receive this consent, we will promptly file it as an exhibit to our registration statement of which this prospectus/offer to exchange forms a part. If we do not obtain this consent, we will seek a waiver of the requirement to provide such consent pursuant to Rule 437 of Regulation C. Absent receipt of such consent or waiver, there is a risk that the SEC may not declare our registration statement effective. If we do receive such waiver and the SEC declares our registration statement effective, Cadbury securityholders may not be able to recover against Cadbury's auditors under Section 11 of the Securities Act.

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CURRENCIES

In this prospectus/offer to exchange, unless otherwise specified or the context otherwise requires:

pounds sterling, pounds, sterling, U.K. pounds, £, pence or p each refer to the lawful currency of the United Kingdom;

U.S. dollars, dollars or \$ each refer to the lawful currency of the United States; and

euro or each refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended.

We publish our financial statements in U.S. dollars and Cadbury publishes its financial statements in pounds sterling. Certain Kraft Foods and Cadbury financial information included in this prospectus/offer to exchange was translated using company specific exchange rates. In preparing our financial statements, we translated the results of operations of our foreign subsidiaries into U.S. dollars using average exchange rates during each period indicated. We translated balance sheet accounts into U.S. dollars using exchange rates at the end of each period indicated. According to Cadbury's public filings, in preparing its financial statements, Cadbury translated the balance sheets of its non-U.K. subsidiaries into pounds sterling using exchange rates at the end of each period indicated. Cadbury translated the results of its non-U.K. subsidiary undertakings into pounds sterling at an average rate, calculated using the exchange rates prevailing at the end of each month during the applicable period presented. We are not making any representation to you regarding those translated amounts. Please see the section of this prospectus/offer to exchange entitled "Exchange Rate Information" for additional information regarding the exchange rates between pounds sterling and the U.S. dollar.

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IMPORTANT DATES AND TIMES

You should take note of the dates and times set forth in the table below in connection with the offer. These dates and times may change in accordance with the terms and conditions of the offer, as described in this prospectus/offer to exchange.

Event	Time and/or date
Mailing of the original prospectus/offer to exchange and transmittal materials and publication of the other offer documents; beginning of the initial offer period	December 4, 2009
Latest time and date for Cadbury securityholders to accept the offer (unless extended)	8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010
Kraft Foods special shareholder meeting	February 1, 2010
Payment of consideration to Cadbury securityholders who accept during the initial offer period (the Settlement Date)	Not later than 14 days after end of the initial offer period
If extended, latest date on which the offer may become or be declared wholly unconditional	February 2, 2010
Shares of Kraft Foods common stock to be issued in the offer begin trading on the NYSE	On or about the Settlement Date

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QUESTIONS AND ANSWERS ABOUT THE OFFER

This section includes some of the questions that you, as a U.S. or Canadian Cadbury shareholder or as a holder of Cadbury ADSs, may have regarding the offer, along with answers to those questions. This section and the section of this prospectus/offer to exchange entitled Summary together provide a summary of the material terms of the offer. These sections highlight selected information from this prospectus/offer to exchange, but do not contain all of the information that may be important to you. To better understand the offer, you should read this entire prospectus/offer to exchange, including the appendices, carefully, as well as those additional documents incorporated by reference or referred to in this prospectus/offer to exchange. You may obtain the information incorporated by reference into this prospectus/offer to exchange by following the instructions in the section of this prospectus/offer to exchange entitled Incorporation by Reference.

Page numbers in parentheses refer to other places in this prospectus/offer to exchange that may contain more detailed information regarding the subject matter summarized, and we urge you to read carefully the remainder of this prospectus/offer to exchange and the accompanying Form of Acceptance or ADS Letter of Transmittal, as applicable.

References in this prospectus/offer to exchange to we, us and our refer to Kraft Foods Inc. and, where applicable, its subsidiaries. References in this prospectus/offer to exchange to numbers of days refer to calendar days, unless otherwise indicated.

1. What is Kraft Foods offering to acquire in the offer?

In the offer, we are seeking to acquire all Cadbury ordinary shares, including those represented by Cadbury ADSs.

2. Why is Kraft Foods making the offer? (See page 41)

We are making the offer to acquire control of Cadbury. We believe the financial and strategic rationale for the offer is compelling and will provide short- and long-term benefits to Cadbury securityholders who accept the offer. In particular, we believe:

the acquisition of Cadbury would build on a global powerhouse in snacks, confectionery and quick meals, with an exceptional portfolio of leading brands around the world;

the acquisition of Cadbury would create a combined company that will be a global confectionery leader;

Cadbury's leading brands are highly complementary to our portfolio;

the acquisition of Cadbury will allow us to act as a stronger partner to our customers, create efficiencies for both partners and maintain balance as our customers increase their scale;

the acquisition of Cadbury would increase scale in developing markets for both Kraft Foods and Cadbury;

Cadbury's routes to market are highly complementary to ours and that the acquisition of Cadbury will provide an enhanced platform for the combined company to distribute both Cadbury's and Kraft Foods' products; and

the acquisition of Cadbury will provide the potential for meaningful revenue synergies and a significant opportunity to realize cost savings over time.

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As with any investment decision, the anticipated benefits may not be realized. For a discussion of the risk factors that you should consider carefully, please see the section of this prospectus/offer to exchange entitled Risk Factors.

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3. Has Kraft Foods discussed this offer with the Cadbury board of directors?

On August 28, 2009, Ms. Irene Rosenfeld, our Chairman and Chief Executive Officer, met with Mr. Roger Carr, the Chairman of Cadbury, to express our interest in pursuing a business combination with Cadbury and to convey a proposal to acquire all of the outstanding Cadbury ordinary shares for 300 pence in cash and 0.2589 new shares of Kraft Foods common stock per Cadbury ordinary share. Cadbury subsequently rejected our proposal. Furthermore, in response to the filing of our original prospectus/offer to exchange, on December 14, 2009, Cadbury filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC and published a U.K. defense document, reporting that the Cadbury board of directors unanimously rejected the offer and recommended that Cadbury shareholders take no action in relation to the offer. Although we have publicly expressed our desire to enter into a negotiated business combination with Cadbury, the Cadbury board of directors has not yet accepted our invitation to negotiate toward such a combination.

Please see the section of this prospectus/offer to exchange entitled "Background and Reasons for the Offer" "Background of the Offer."

4. Why is Kraft Foods communicating the offer under this prospectus/offer to exchange and under separate offering documents?

We are communicating the offer under separate offer documentation to satisfy regulatory requirements. All holders of Cadbury ordinary shares who are U.S. holders (within the meaning of Rule 14d-1(d) under the Exchange Act) or residents of Canada and all holders of Cadbury ADSs, wherever located, will receive this prospectus/offer to exchange. All holders of Cadbury ordinary shares who are not U.S. holders or residents of Canada will receive separate offer documents. Cadbury securityholders will only receive the relevant offer documents if they are permitted by law to receive them. The terms of the offer are the same regardless of the offer documentation used.

5. What will I receive in the offer? (See page 46)

Under the basic terms of the offer, if you accept the offer, you will receive for each Cadbury ordinary share:

300 pence in cash; and

0.2589 shares of Kraft Foods common stock.

As each Cadbury ADS represents four Cadbury ordinary shares, under the basic terms of the offer, if you accept the offer, you will receive for each Cadbury ADS:

1,200 pence in cash; and

1.0356 shares of Kraft Foods common stock.

You will not receive any interest on the payments to which you are entitled under the offer.

If you tender your Cadbury ordinary shares in the offer, you will receive the cash portion of the offer consideration for your Cadbury ordinary shares in pounds sterling, unless you specifically elect to receive U.S. dollars. If you tender your Cadbury ADSs in the offer, you will receive the cash portion of the offer consideration for your Cadbury ADSs in U.S. dollars, unless you specifically elect to receive pounds sterling. Please see Question 7 and the section of this prospectus/offer to exchange entitled "The Offer" "Payment of Cash and Stock Consideration" "Currency."

6. May I request to receive more cash or more Kraft Foods common stock than the basic terms of the offer described above? (See page A-21)

Yes. There is a mix and match facility available to Cadbury securityholders. Under this facility, you may elect to vary the proportions in which you receive Kraft Foods common stock and cash consideration, subject to off-setting elections being made by the other Cadbury securityholders.

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As such, it might not be possible to satisfy every election under the facility. To the extent that elections cannot be satisfied in full, they will be reduced on a *pro rata* basis.

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To the extent that valid elections under the mix and match facility can be satisfied, Cadbury securityholders will receive Kraft Foods common stock instead of cash due under the offer or *vice versa* on the basis of a fixed rate of £15.94 in cash for each share of Kraft Foods common stock. The price has been set using the closing share price of the Kraft Foods common stock on the NYSE on December 1, 2009, and an exchange rate of \$1.6627 to £1.00 (as quoted by WM/Reuters on December 1, 2009).

Valid elections under the mix and match facility received during the initial offer period will be off-set against each other in one off-setting pool. At the time we made the offer on December 4, 2009, we reserved the right to extend the mix and match facility during the subsequent offer period. We have since determined that we will in fact make the mix and match facility available during the subsequent offer period. Assuming the subsequent offer period extends beyond 14 days, there will be multiple settlement dates on which we will settle the consideration for Cadbury ordinary shares, including those represented by Cadbury ADSs, tendered in the subsequent offer period. As a result, there will be separate off-setting pools for Cadbury ordinary shares, including those represented by Cadbury ADSs, tendered in the subsequent offer period and settled together on a particular settlement date. Accordingly, all mix and match calculations in respect of Cadbury securityholders who accept the offer during the subsequent offer period will be made by reference to the number of valid acceptances and elections we receive that are to be settled on each settlement date.

The number of shares of Kraft Foods common stock we will issue and the total cash consideration we will pay in the offer will not change as a result of elections under the mix and match facility.

You are not required to make an election. If you accept the offer and you choose not to make a mix and match election, or if you do not make a valid mix and match election, you will receive the basic terms of the offer. The invalidity of an election under the mix and match facility will not affect the validity of an acceptance of the offer.

The mix and match election procedure is described more fully in paragraph 6 (*The Mix and Match Facility*) of Part B of Appendix A to this prospectus/offer to exchange and the accompanying Form of Acceptance and ADS Letter of Transmittal. If you wish to make a mix and match election, you should carefully read and comply with the instructions in the accompanying Form of Acceptance or ADS Letter of Transmittal, as applicable.

Please see the section of this prospectus/offer to exchange entitled **Risk Factors** Risk Factors Relating to the Offer. If you elect to use the mix and match facility, you may not receive the consideration in the proportion of Kraft Foods common stock and cash requested.

7. In what currency will I receive the cash portion of the offer consideration? (See page 54)

If you tender Cadbury ordinary shares in the offer, you will receive the cash portion of the offer consideration for your Cadbury ordinary shares in pounds sterling, unless you specifically elect to receive it in U.S. dollars. If you tender your Cadbury ADSs in the offer, you will receive the cash portion of the offer consideration for your Cadbury ADSs in U.S. dollars, unless you specifically elect to receive it in pounds sterling.

If you specifically elect to receive the cash portion of your consideration in U.S. dollars, the cash amount payable in pounds sterling to which you would otherwise be entitled pursuant to the offer will be paid (net of all relevant fees and expenses) in U.S. dollars, based on the exchange rate obtainable on the spot market in London on the date the cash consideration is made available by Kraft Foods to Computershare Investor Services PLC (the Ordinary Share Exchange Agent) or Computershare Trust Company, N.A. (the ADS Exchange Agent) for delivery in respect of your Cadbury ordinary shares or Cadbury ADSs.

8. How will I receive the share portion of the offer consideration?

The manner in which you will receive any shares of Kraft Foods common stock that you are entitled to receive in the offer will vary depending on a number of factors, including whether you hold Cadbury ordinary shares or Cadbury ADSs, whether you possess physical certificates or hold your Cadbury ordinary shares, including those represented by Cadbury ADSs, in uncertificated or book-entry form and whether you hold them through an intermediary, such as a stockbroker, custodian bank or clearing system. We will not issue actual stock certificates.

If you hold Cadbury ordinary shares or Cadbury ADSs in certificated form, a book-entry account statement reflecting your ownership of shares of Kraft Foods common stock will be mailed to you.

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If you hold your Cadbury ordinary shares in uncertificated form (that is, in CREST, the U.K. paperless settlement system) you will receive CREST Depository Interests, or CDIs, representing entitlements to your shares of Kraft Foods common stock, which will be credited to your CREST account. CDIs are depository interests in non-U.K. securities, in this case, shares of Kraft Foods common stock. The CDIs will be treated as shares of Kraft Foods common stock for the purposes of determining, for example, eligibility for any dividends. We intend to establish in accordance with applicable law and, to the extent possible, arrangements under which holders of CDIs will be able to receive notices of shareholder meetings, annual reports and any other documents we send to our shareholders. In addition, we intend to establish arrangements under which holders of CDIs will be able to give voting directions at meetings of our shareholders in a generally equivalent way to the holders of Kraft Foods common stock. Further details of the CDIs are set forth in the section of this prospectus/offer to exchange entitled "Description of Kraft Foods Capital Stock Information on CREST Depository Interests." Except where context otherwise requires, references in this prospectus/offer to exchange to Kraft Foods common stock include, where applicable, the CDIs.

If you hold your Cadbury ADSs through an intermediary in book-entry form (that is, you hold your Cadbury ADSs in a brokerage or custodian account and through a clearing system), your brokerage account will be credited for the shares of Kraft Foods common stock.

9. How does the offer compare to Cadbury ordinary share prices and Cadbury ADS prices prior to the announcement of the offer?

Based on the closing share price of \$26.50 per share of Kraft Foods common stock on the NYSE on December 1, 2009 and an exchange rate of \$1.6627 per £1.00 (as quoted by WM/Reuters on December 1, 2009) the offer represents a substantial premium to the unaffected share price of Cadbury. The offer represents a premium of:

36% over the closing middle market price of 524 pence for Cadbury ordinary shares on the LSE on July 3, 2009, the last trading day prior to analyst suggestions regarding potential sector consolidation;

37% over the closing share price of \$34.66 for Cadbury ADSs on the NYSE on July 2, 2009, the last trading day prior to analyst suggestions regarding potential sector consolidation;

28% over the average daily closing middle market price for Cadbury ordinary shares on the LSE during the 90-day period ended on September 4, 2009, the last full trading day before our first public announcement of a possible offer for Cadbury, which was 555 pence per Cadbury ordinary share;

29% over the average daily closing share price for Cadbury ADSs on the NYSE during the 90-day period ended on September 4, 2009, which was \$36.71 per Cadbury ADS;

25% over the closing middle market price of 568 pence for Cadbury ordinary shares on the LSE on September 4, 2009; and

27% over the closing share price of \$37.46 for Cadbury ADSs on the NYSE on September 4, 2009.

10. How long will the offer remain open? (See page A-12)

Unless we extend or withdraw the offer, the offer will expire at 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010.

11. What is the minimum acceptance condition ? (See page A-1)

The minimum acceptance condition requires that holders of at least 90% of the outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs, validly accept the offer. We may decide to lower this threshold to any percentage above 50% as long as we comply with the U.K. City Code on Takeovers and Mergers (the U.K. Takeover Code) and U.S. tender offer rules and we notify you in the manner described in Question 12. Furthermore, with the consent of the U.K. Panel on Takeovers and Mergers (the U.K. Takeover Panel), in determining whether the minimum acceptance condition has been satisfied, we may be permitted to exclude certain Cadbury ordinary shares issued after the time agreed with the U.K. Takeover Panel and prior to the expiration of the initial offer period.

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12. Will Kraft Foods notify Cadbury securityholders if it lowers the minimum acceptance condition? (See page A-14)

In accordance with applicable U.S. tender offer rules, we will announce, at least five U.S. business days prior to any reduction in the percentage of Cadbury ordinary shares, including those represented by Cadbury ADSs, required to satisfy the minimum acceptance condition, that we have reserved our right to reduce this percentage. The announcement will be made through a press release on among others, PR Newswire, and by placing an announcement in a newspaper of national circulation in the United States. This announcement will advise Cadbury securityholders that if their willingness to accept the offer would be affected by the reduction of the minimum acceptance condition, they should withdraw their Cadbury ordinary shares, including those represented by Cadbury ADSs, from the offer. During the five-day period following the public announcement that such a reduction may be made, Cadbury securityholders will have withdrawal rights.

13. What does it mean for the offer to become or be declared wholly unconditional ?

The offer will become or be declared wholly unconditional when all of the conditions of the offer described in paragraph 1 (*Conditions of the Offer*) of Part A of Appendix A to this prospectus/offer to exchange have been satisfied or waived by us. The minimum acceptance condition cannot become or be declared satisfied until all of the other conditions have been satisfied, fulfilled or to the extent permitted, waived. We cannot acquire your Cadbury ordinary shares, including those represented by Cadbury ADSs, pursuant to the offer until the offer becomes or is declared wholly unconditional. You will not have withdrawal rights after the offer becomes or is declared wholly unconditional except in certain limited circumstances (for example, if we have failed to make certain announcements required by the U.K. Takeover Code or if we withdraw an announcement that the offer will not be increased or further extended after a particular date). These circumstances are described in paragraph 4 (*Rights of Withdrawal*) of Part B of Appendix A to this prospectus/offer to exchange.

14. What is the last day the offer could become or be declared wholly unconditional? (See page A-12)

If the conditions of the offer have not been satisfied or waived by us by 8:00 a.m. New York City time (1:00 p.m. London time) on February 2, 2010 (or such earlier time or date that we state), the offer will lapse. We may extend the offer beyond this time if:

a competing bid has been made for Cadbury; or

the U.K. Takeover Code permits; or

the U.K. Takeover Panel agrees,
and we comply with the applicable U.S. tender offer rules. If we do not complete the offer, we will not purchase your Cadbury ordinary shares, including those represented by Cadbury ADSs, and we will return any Cadbury ordinary shares or Cadbury ADSs you tender.

15. How will Kraft Foods let me know if it extends the initial offer period or if the offer has become or is declared wholly unconditional? (See page A-15)

If we extend the initial offer period, we will issue a press release on, among others, PR Newswire, by 3:00 a.m. New York City time (8:00 a.m. London time) on the following U.S. business day or U.K. business day (whichever is earlier), or at such later time or date as the U.K. Takeover Panel agrees and in accordance with U.S. tender offer rules. This announcement will include the new expiration date and time of the initial offer period. It will also inform you that you may tender, or withdraw your tendered, Cadbury ordinary shares and Cadbury ADSs, at any time until this expiration time and date, unless the offer becomes or is declared wholly unconditional prior to this time and date.

If the offer becomes or is declared wholly unconditional, we will issue a press release on, among others, PR Newswire, by 3:00 a.m. New York City time (8:00 a.m. London time) on the following U.S. business day or U.K.

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business day (whichever is earlier), or at a later time or date that the U.K. Takeover Panel agrees and in accordance with U.S. tender offer rules. This announcement will also state that the initial offer period has closed and that a subsequent offer period has commenced.

We will also post these announcements on our web site at www.transactioninfo.com/kraftfoods.

16. Will there be a subsequent offer period?

If the offer becomes or is declared wholly unconditional, a subsequent offer period will start immediately. The subsequent offer period will be open for at least 14 days. We may extend the subsequent offer period until a later specified date or until further notice.

17. What is the difference between the initial offer period and the subsequent offer period?

The initial offer period is the period during which the offer remains conditional, which commenced on December 4, 2009 and expires on the earliest of (a) the offer lapsing, (b) the offer becoming or being declared wholly unconditional in accordance with its terms and (c) 8:00 a.m. New York City time (1:00 p.m. London time) on February 2, 2010 or such later time and date as agreed with the U.K. Takeover Panel and in accordance with U.S. tender offer rules. The initial offer period cannot end before 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010. If the offer has not become or been declared wholly unconditional by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time and date as we may extend the initial offer period, and we do not further extend the initial offer period, the offer will lapse.

You will have withdrawal rights throughout the initial offer period. You will not have withdrawal rights in the subsequent offer period except in certain limited circumstances (for example, if we have failed to make certain announcements required by the U.K. Takeover Code or if we withdraw an announcement that the offer will not be increased or further extended after a particular date). These circumstances are described in paragraph 4 (*Rights of Withdrawal*) of Part B of Appendix A to this prospectus/offer to exchange.

18. Will I receive the same consideration if I accept the offer during the subsequent offer period?

Yes. However, because the exchange ratio is fixed, the market value of each share of Kraft Foods common stock you receive in the subsequent offer period may be more or less than the market value at the time the initial offer period ends. Furthermore, as described in Question 6, there will be separate off-setting pools for Cadbury ordinary shares, including those represented by Cadbury ADSs, tendered in the subsequent offer period and settled together on a particular settlement date. Accordingly, all mix and match calculations in respect of Cadbury securityholders who accept the offer during the subsequent offer period will be made by reference to the number of valid acceptances and elections we receive that are to be settled on each settlement date. As a result, Cadbury securityholders who tender their Cadbury ordinary shares or Cadbury ADSs during the subsequent offer period and elect for more cash or more shares of Kraft Foods common stock under the mix and match facility may receive a different proportion of their preferred consideration than those who accept during the initial offer period or those who accept earlier or later during the subsequent offer period.

19. How do I accept the offer? (See page 47)

You may accept the offer as follows:

If you hold your Cadbury ordinary shares in certificated form. To accept the offer, you must complete the Form of Acceptance in accordance with the instructions on it as soon as possible. These documents must be received by the Ordinary Share Exchange Agent at the address listed in the Form of Acceptance or on the back cover of this prospectus/offer to exchange, by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time and date to which the offer may be extended.

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If you hold your Cadbury ordinary shares in uncertificated form. To accept the offer, you must take (or cause the taking of) the action set out below to transfer the Cadbury ordinary shares in respect of which you wish to accept the offer to the appropriate escrow balance(s), specifying the Ordinary Share Exchange Agent as the escrow agent as soon as possible. In any event, the TTE Instruction must settle by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended. The input and settlement of a TTE Instruction will (subject to satisfying the requirements set out in Part B (*Further Terms of the Offer*) and Part D (*Electronic Acceptance for Cadbury ordinary shares in uncertificated form*) of Appendix A to this prospectus/offer to exchange) constitute an acceptance of the offer in respect of the number of Cadbury ordinary shares so transferred to escrow. If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Only your CREST sponsor will be able to send the required TTE Instruction to Euroclear in relation to your Cadbury ordinary shares.

If you hold your Cadbury ADSs in certificated form (that is, you hold a Cadbury American Depositary Receipt (ADR)). To accept the offer, you should complete, sign and send the ADS Letter of Transmittal (or a manually signed facsimile thereof) with any required signature guarantees, together with your Cadbury ADRs and any other documents required by the ADS Letter of Transmittal, to the ADS Exchange Agent at the address listed on the back cover of this prospectus/offer to exchange as soon as possible. The ADS Exchange Agent must receive these documents by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended.

If you hold your Cadbury ADSs in direct registered (DRS) form. To accept the offer, you should convert your direct registration Cadbury ADSs into certificated Cadbury ADSs and follow the acceptance procedures for certificated Cadbury ADSs (or Cadbury ADRs) described above as soon as possible and, in any event, so as to be received by the ADS Exchange Agent at the address listed on the back cover of this prospectus/offer to exchange by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended. Alternatively, you should arrange for your direct registration Cadbury ADSs to be transferred to a brokerage or custodian account and follow the instructions for acceptance provided by your broker or other institution as soon as possible and, in any event, by the deadline set by your broker or other institution. The conversion of direct registration Cadbury ADSs into certificated Cadbury ADSs and the transfer of direct registration Cadbury ADSs to a brokerage or custodian account may be subject to processing delays. Cadbury ADS holders transferring DRS Cadbury ADSs to a brokerage or custodian account may also incur fees charged by JPMorgan Chase Bank, N.A. or its successor, as Depository for the Cadbury ADSs (the ADS Depository) pursuant to the ADS deposit agreement or by their broker or custodian. You are encouraged to inquire with the ADS Depository and your broker or custodian regarding the amount and applicability of any such fees. JPMorgan Chase Bank, N.A. can be reached directly at (800) 990-1135, or, from outside the United States at (651) 453-2128, or, by contacting Global Invest Direct at (800) 428-4237.

If you hold your Cadbury ordinary shares or Cadbury ADSs through one or more intermediaries, such as a stockbroker, custodian bank or clearing system. You should accept the offer by following the instructions that your applicable intermediary has established to accept the offer on your behalf. The custodian bank or stockbroker may set an earlier deadline for receiving instructions from Cadbury securityholders in order to permit the custodian bank or stockbroker to communicate acceptances to the Ordinary Share Exchange Agent or the ADS Exchange Agent in a timely manner. In order for your acceptance to count toward the minimum acceptance condition, you may have to act prior to the announced deadline for acceptance.

Please see the section of this prospectus/offer to exchange entitled **The Offer Procedures for Accepting the Offer** for a detailed description of the procedures for accepting the offer.

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20. When will I receive the offer consideration for my tendered Cadbury ordinary shares or Cadbury ADSs? (See page 54)

The timing of payment of the offer consideration will be consistent with U.K. practice, which differs from U.S. domestic tender offer procedures. If you accept in the initial offer period and the offer becomes or is declared wholly unconditional, you will receive your consideration within 14 days after the end of the initial offer period. If you accept during the subsequent offer period, you will receive your consideration within 14 days after we receive your valid acceptance.

21. Will I receive fractional shares of Kraft Foods common stock?

No. We will not allot or issue fractional shares of Kraft Foods common stock to Cadbury securityholders who accept the offer (including such holders who are deemed to accept the offer). To the extent that you would be entitled to fractional shares, those fractional entitlements will be aggregated and sold in the market and the net proceeds of such sale (following conversion from U.S. dollars to pounds sterling, if applicable) distributed *pro rata* to the Cadbury securityholders entitled to them.

22. Will I have to pay any brokerage commissions or transaction fees?

If you tender your Cadbury ADSs in the offer, and the offer becomes or is declared wholly unconditional, the ADS Exchange Agent, as your representative, will, upon the request of Kraft Foods, instruct the ADS Depository on your behalf to withdraw the Cadbury ordinary shares represented by your tendered Cadbury ADSs and to deliver these Cadbury ordinary shares to the account or accounts designated by the ADS Exchange Agent. At such time, the ADS Depository will assess you a withdrawal fee of \$0.05 per Cadbury ADS. This fee will be deducted from the cash consideration payable to you. If you elect to receive additional shares of Kraft Foods common stock under the mix and match facility and, as a result, the cash consideration otherwise payable to you is not sufficient to cover this fee, your mix and match election will be adjusted to the extent necessary such that the cash consideration payable to you is sufficient to cover the amount of the fee. If the offer lapses or does not become or is not declared wholly unconditional, you will not be assessed any such fee.

If you are the record owner of your Cadbury ordinary shares or Cadbury ADSs, you will not have to pay any brokerage fees or similar expenses (other than the withdrawal fee of \$0.05 per Cadbury ADS described above, if applicable) to accept the offer. If you hold your Cadbury ordinary shares or Cadbury ADSs through an intermediary such as a stockbroker, custodian bank or other nominee, and the intermediary accepts the offer on your behalf, the intermediary may charge you a fee for doing so. You should consult your stockbroker, custodian bank or nominee to determine whether any charges will apply. We will reimburse brokers, dealers, commercial banks and trust companies and other nominees, upon request, for customary clerical and mailing expenses incurred by them in forwarding offering materials to their customers.

23. After I accept the offer, may I change my mind and withdraw my acceptance? (See page A-17)

You may withdraw your acceptance of the offer at any time until 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, unless we extend the initial offer period. If we extend the initial offer period, you may withdraw your acceptance of the offer at any time prior to the new expiration time and date or until the offer becomes or is declared wholly unconditional, whichever is earlier.

In order to withdraw your Cadbury ordinary shares or Cadbury ADSs once you have accepted the offer, you must generally provide a written notice of withdrawal and follow the procedures set forth in paragraph 4 (*Rights of Withdrawal*) of Part B of Appendix A to this prospectus/offer to exchange while you still have the right to withdraw your acceptance.

You will generally not be able to withdraw previously tendered Cadbury ordinary shares, including those represented by Cadbury ADSs, during the subsequent offer period. For more information on the circumstances in

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which you will have withdrawal rights in the subsequent offer period, please see paragraph 4 (*Rights of Withdrawal*) of Part B of Appendix A to this prospectus/offer to exchange.

24. Will I be taxed on the Kraft Foods common stock and cash that I receive? (See page 55)

Yes. Your receipt of Kraft Foods common stock and cash, whether paid in pounds sterling or U.S. dollars, will be a taxable exchange for U.S. federal income tax purposes. For more information on the material U.S. federal income tax consequences of the offer, please see the section of this prospectus/offer to exchange entitled *The Offer* *Certain Material U.S. Federal Income and Estate Tax Consequences*.

WE URGE YOU TO CONTACT YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE OFFER.

25. May I accept the offer with respect to my Cadbury share options?

If you hold exercisable Cadbury share options and you would like to participate in the offer, you must first exercise the options and then tender the underlying Cadbury ordinary shares in accordance with the terms of the offer. The Cadbury ordinary shares received as a result of exercising Cadbury share options will be subject to the offer (provided they are issued prior to the expiration of the offer, or such later date and/or time as we may, with the consent of the U.K. Takeover Panel, determine).

26. What will happen to my Cadbury share options if the offer becomes or is declared wholly unconditional?

We will make appropriate proposals to holders of Cadbury ordinary share options in due course.

27. Will the offer be followed by a compulsory acquisition?

If the offer becomes or is declared wholly unconditional and we acquire 90% or more of the Cadbury ordinary shares, including those represented by Cadbury ADSs, during the initial offer period and the subsequent offer period, we intend to acquire any outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs, through a compulsory acquisition procedure under the United Kingdom Companies Act 2006, as amended (the *U.K. Companies Act*). In a compulsory acquisition, Cadbury securityholders who do not accept the offer will receive the same consideration received by any accepting Cadbury securityholder in the offer, which includes the opportunity to elect, subject to availability, to participate in a mix and match facility. If we do not achieve the 90% threshold, the compulsory acquisition procedure will not be available. However, the Cadbury ordinary shares may still be delisted as described in Question 29 below. Please see the section of this prospectus/offer to exchange entitled *Risk Factors* *Risk Factors Relating to the Offer* *Failure to acquire 100% of the Cadbury ordinary shares*, including Cadbury ADSs, may affect our ability to complete any post-closing restructuring of Cadbury and its subsidiaries. This could reduce or delay the cost savings or revenue benefits to the combined company.

28. Will I have dissenters or appraisal rights in the offer? (See page 60)

No dissenters or appraisal rights are available in connection with the offer. However, in the event that we implement the compulsory acquisition procedures described in Question 27, Cadbury shareholders who have not participated in the offer and whose Cadbury ordinary shares are to be compulsorily acquired will have certain rights under the U.K. Companies Act to object to the U.K. court to Kraft Foods compulsorily acquiring their Cadbury ordinary shares.

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29. If I decide not to accept the offer, how will the offer affect my Cadbury ordinary shares or Cadbury ADSs? (See page 61)

If we complete the offer, but we do not acquire your Cadbury ordinary shares, including those represented by your Cadbury ADSs, under the compulsory acquisition procedures described in Question 27, you will remain a Cadbury shareholder or a holder of Cadbury ADSs (unless we terminate Cadbury's ADS program, in which case you will be a Cadbury shareholder), and will, therefore, become a minority shareholder in a subsidiary of Kraft Foods. If we do not complete the offer, your status as a Cadbury shareholder or holder of Cadbury ADSs will not be affected.

If we acquire 75% of the voting rights of Cadbury, we intend to cause Cadbury to apply for cancellation of the listing of the Cadbury ordinary shares on the Official List maintained by the United Kingdom Financial Services Authority (the U.K. Official List) and the trading of the Cadbury ordinary shares on the LSE's main market for listed securities. If we complete the offer, we intend, subject to the rules of the NYSE, to cause Cadbury to apply for the delisting of the Cadbury ADSs from the NYSE and terminate Cadbury's ADS program. We may also seek to have Cadbury terminate the registration of the Cadbury ordinary shares and the Cadbury ADSs under the Exchange Act. This would substantially reduce the information Cadbury is required to furnish to shareholders and to the SEC and would also make certain provisions of the Exchange Act no longer applicable to Cadbury. Please see the section of this prospectus/offer to exchange entitled "The Offer - Certain Effects of the Offer."

30. Does Kraft Foods have the financial resources to complete the transactions contemplated by the offer? (See page 62)

Yes. We expect to use the borrowings from the bridge facility described in the section of this prospectus/offer to exchange entitled "The Offer - Financing of the Offer; Source and Amount of Funds," to finance the acquisition of Cadbury pursuant to the offer and to refinance certain indebtedness of Cadbury and its subsidiaries to the extent that the cash consideration under the offer is not funded from our own resources and/or alternative funding sources.

31. Is Kraft Foods' financial condition relevant to my decision to accept the offer?

Yes. Because we will issue shares of Kraft Foods common stock to Cadbury securityholders who accept the offer (subject to elections under the mix and match facility), you should consider our financial condition before you decide to accept the offer. You also should consider the possible effect that our acquisition of Cadbury will have on our financial condition. For a discussion of the possible impact of the offer and any compulsory acquisition on our financial condition, please see the sections of this prospectus/offer to exchange entitled "Risk Factors - Risk Factors Relating to the Offer."

32. Does Kraft Foods or any of its respective directors or executive officers own any Cadbury ordinary shares or Cadbury ADSs?

No, neither Kraft Foods nor any of our directors or executive officers beneficially own any Cadbury ordinary shares or Cadbury ADSs.

33. Where can I find more information on Kraft Foods and Cadbury? (See page 97)

You can find more information about Kraft Foods and Cadbury from various sources described in the section of this prospectus/offer to exchange entitled "Where You Can Find More Information."

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34. Who can I talk to if I have questions about the offer?

You can call the information agent for the offer Monday through Friday between 9:00 a.m. and 11:00 p.m. New York City time or between 10:00 a.m. and 4:00 p.m. New York City time on Saturdays at the numbers listed below.

The information agent for the offer is:

199 Water Street, 26th Floor

New York, NY 10038-3560

Banks and Brokers Call (212) 440-9800

Toll-Free in the United States (800) 868-1391

Outside the United States (212) 806-6859

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SUMMARY

The Companies (See page 33)

Kraft Foods

Kraft Foods is the world's second largest food company, with revenues of \$41.9 billion and earnings from continuing operations before income taxes of \$2.6 billion in 2008. Kraft Foods has approximately 100,000 employees worldwide and manufactures and markets packaged food products, including snacks, beverages, cheese, convenient meals and various packaged grocery products. Kraft Foods sells its products to consumers in approximately 150 countries. At December 31, 2008, Kraft Foods had operations in more than 70 countries and made its products at 168 manufacturing and processing facilities worldwide. At September 30, 2009, Kraft Foods had net assets of \$25.2 billion and gross assets of \$66.7 billion. Kraft Foods is a member of the Dow Jones Industrial Average, the Standard & Poor's 500, the Dow Jones Sustainability Index and the Ethibel Sustainability Index.

Kraft Foods is a Virginia corporation with principal executive offices at Three Lakes Drive, Northfield, IL 60093. Its telephone number is (847) 646-2000 and its Internet address is www.kraftfoodscompany.com. Information contained on Kraft Foods' web site does not constitute a part of this prospectus/offer to exchange.

Cadbury

Cadbury is an international confectionery business that generated £5.4 billion in total revenue from its global operations in 2008. At December 31, 2008, Cadbury operated in over 60 countries and had over 45,000 employees. Cadbury's principal product segments are: chocolate, which contributed 46% of Cadbury's revenue in 2008; gum, which contributed 33% of Cadbury's revenue in 2008; and candy, which contributed 21% of Cadbury's revenue in 2008 (in each case, excluding the revenues of Reading Scientific Services Limited).

Cadbury is registered under the laws of England and Wales as a public limited company with its registered office (principal executive office) at Cadbury House, Sanderson Road, Uxbridge, England, UB8 1DH. Its telephone number is +44 1895 615000 and its Internet address is www.cadbury.com. Information contained on Cadbury's web site does not constitute a part of this prospectus/offer to exchange.

Terms of the Offer (See page 46)

The offer is a single offer for all of the issued and outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs, and is being communicated by separate offer documentation to satisfy regulatory requirements. All holders of Cadbury ordinary shares who are U.S. holders (within the meaning of Rule 14d-1(d) under the Exchange Act) or residents of Canada and all holders of Cadbury ADSs, wherever located, will receive this prospectus/offer to exchange and all holders of Cadbury ordinary shares who are not U.S. holders or residents of Canada will receive separate offer documents, in each case if, pursuant to the local laws and regulations applicable to such holders, they are permitted to receive the relevant documents. The terms of the offer are the same regardless of the offer documentation used.

Under the basic terms of the offer, Cadbury securityholders who accept the offer will be entitled to receive:

300 pence in cash and 0.2589 shares of Kraft Foods common stock for each outstanding Cadbury ordinary share validly tendered and not withdrawn; and

1,200 pence in cash and 1.0356 shares of Kraft Foods common stock for each outstanding Cadbury ADS validly tendered and not withdrawn.

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Initial Offer Period; Extension of the Initial Offer Period; Subsequent Offer Period (See page A-12)

The initial offer period is the period during which the offer remains conditional, which commenced on December 4, 2009 and expires on the earliest of (a) the offer lapsing, (b) the offer becoming or being declared wholly unconditional in accordance with its terms and (c) 8:00 a.m. New York City time (1:00 p.m. London time) on February 2, 2010 or such later time and date as agreed with the U.K. Takeover Panel and in accordance with U.S. tender offer rules. The initial offer period cannot end before 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010. We reserve the right at any time or from time to time to extend the offer beyond such time. If the offer has not become or been declared wholly unconditional by January 5, 2010 or such later time and date as we may extend the initial offer period and we do not further extend the initial offer period, the offer will lapse. The offer will become or be declared wholly unconditional when all of the conditions of the offer have been satisfied, fulfilled or waived by us.

If we make a material change in the terms of the offer or if we waive a material condition of the offer, we will disseminate additional offer materials and extend the offer to the extent required by Rules 14d-4(d), 14d-6(c) and 14e-1 under the Exchange Act. The minimum period during which an offer must remain open following material changes in the terms of the offer, other than a change in price, will depend upon the facts and circumstances then existing, including the materiality of the changes. With respect to a change in price, a minimum of ten U.S. business days is generally required to allow for adequate dissemination of information to Cadbury securityholders.

If we extend the initial offer period, we will issue a press release on, among others, PR Newswire, by 3:00 a.m. New York City time (8:00 a.m. London time) on the following U.S. business day or U.K. business day (whichever is earlier), or such later time or date as the U.K. Takeover Panel may agree and in accordance with U.S. tender offer rules. This announcement will include the new expiration date and time of the initial offer period. This announcement will also inform Cadbury securityholders that they may tender, or withdraw their tendered, Cadbury ordinary shares or Cadbury ADSs, at any time until this expiration time and date, unless the offer becomes or is declared wholly unconditional prior to this time and date.

If the offer becomes or is declared wholly unconditional on or after January 5, 2010, a subsequent offer period will start immediately. The subsequent offer period will be open for at least 14 days from the expiration of the initial offer period. We may extend it beyond that time until a further specified date or until further notice.

Conditions of the Offer (See page A-1)

The offer is subject to the fulfillment of the conditions described below and other conditions that are customary for a comparable offer for a U.K. company. The offer will lapse unless these conditions have been and remain satisfied, fulfilled or, if capable of waiver, waived prior to the expiration of the offer. We cannot waive the minimum acceptance condition, the shareholder approval condition or the NYSE listing condition described below. We reserve the right to waive, in whole or in part, any or all of the other conditions of the offer, subject to applicable laws and regulations.

Minimum acceptance condition We shall have received valid acceptances prior to expiration of the offer in respect of not less than 90% (or such lower percentage as we may decide) of the Cadbury ordinary shares to which the offer relates, including those represented by Cadbury ADSs, and of the voting rights attached to those shares; provided, that this condition will not be satisfied unless we have acquired or agreed to acquire more than 50% of the outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs. The minimum acceptance condition cannot become or be declared satisfied until all of the other conditions have been satisfied, fulfilled or to the extent permitted, waived.

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Shareholder approval condition Our shareholders shall have approved any proposals required under certain rules of the NYSE to approve the issuance of the Kraft Foods common stock in connection with the offer.

NYSE listing condition The shares of Kraft Foods common stock to be issued in connection with the offer shall have been approved for listing on the NYSE and the registration statement of which this prospectus/offer to exchange forms a part shall have been declared effective by the SEC and no stop order shall have been issued or proceedings for suspension of the effectiveness of the registration statement shall have been initiated by the SEC.

Antitrust approval conditions We shall have received all applicable competition and antitrust approvals, including those from the European Commission and all applicable waiting periods under applicable competition or antitrust laws, including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the HSR Act), shall have expired or terminated. On December 14, 2009, the required waiting period under the HSR Act expired. In addition, no antitrust regulator or body shall have instituted any action or proceeding that would or might:

make the offer void or illegal;

require, prevent or delay the divesture by any of Kraft Foods, Cadbury or their respective subsidiaries of all or part of its business or impose any limitation on its ability to conduct its business; or

impose any limitation on the ability of any of Kraft Foods, Cadbury or their respective subsidiaries to conduct, integrate or coordinate its business.

The U.K. Takeover Code requires us to obtain the consent of the U.K. Takeover Panel before we can invoke any condition to the offer (other than the minimum acceptance condition and conditions in respect of European Commission merger approval). In practice, even if a condition has not been satisfied by its terms, the U.K. Takeover Panel will only give such consent where the circumstances underlying the failure of the condition are of material significance to us in the context of the offer.

If we amend or waive a condition that constitutes a material change to the offer, in accordance with U.S. tender offer rules, we will disseminate such material change in a manner reasonably calculated to inform you of such change and with sufficient time for you to consider such new information.

If the offer becomes or is declared wholly unconditional, we will announce by 3:00 a.m. New York City time (8:00 a.m. London time), or such later time or date as the U.K. Takeover Panel may agree and in accordance with U.S. tender offer rules, on the U.S. business day or U.K. business day (whichever is earlier) following the day on which the offer became or was declared wholly unconditional. This announcement will be made through a press release on among others, PR Newswire, and will state that the offer is wholly unconditional, that the initial offer period has closed and that a subsequent offer period has immediately commenced. In addition, we will make an announcement in the manner set forth in paragraph 3 (*Announcements*) of Part B of Appendix A to this prospectus/offer to exchange.

Ownership of Kraft Foods After Completion of the Offer (See page 55)

We estimate that, if all Cadbury ordinary shares, including those represented by Cadbury ADSs, are exchanged pursuant to the offer and any compulsory acquisition, former Cadbury securityholders would own, in the aggregate, approximately 19.9% of the outstanding shares of Kraft Foods common stock at the date of the exchange. For a discussion of the assumptions on which this estimate is based, please see the section of this prospectus/offer to exchange entitled *The Offer Ownership of Kraft Foods After Completion of the Offer*.

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Accounting Treatment (See page 66)

In accordance with accounting principles generally accepted in the United States (U.S. GAAP), we will account for the acquisition of Cadbury pursuant to the offer using the acquisition method of accounting for business combinations.

Regulatory Approvals (See page 63)

The offer is conditioned on, among other things, the receipt of regulatory approvals from the European Commission and the expiration or termination of the applicable waiting period under the HSR Act. On December 14, 2009, the required waiting period under the HSR Act expired.

Financing of the Offer (See page 62)

We expect to use the borrowings from the bridge facility described in the section of this prospectus/offer to exchange entitled The Offer Financing of the Offer; Source and Amount of Funds, to finance the acquisition of Cadbury pursuant to the offer and to refinance certain indebtedness of Cadbury and its subsidiaries to the extent that the cash consideration under the offer is not funded from our own resources and/or alternative funding sources.

Listing of Kraft Foods Common Stock to be Issued in Connection with the Offer and any Compulsory Acquisition (See page 66)

We will submit the necessary applications to cause the shares of Kraft Foods common stock to be issued in connection with the offer and any compulsory acquisition to be approved for listing on the NYSE. Approval of this listing is a condition of the offer.

Comparison of Shareholders Rights (See page 70)

Unless you successfully elect to receive all cash under the mix and match facility, you will receive shares of Kraft Foods common stock as part of the offer consideration in exchange for any Cadbury ordinary shares or Cadbury ADSs you tender. As Kraft Foods is incorporated under Virginia law and Cadbury is incorporated under the laws of England and Wales, there are a number of differences between the rights of a holder of Cadbury ordinary shares, including those represented by Cadbury ADSs, and the rights of a shareholder of Kraft Foods common stock. We urge you to review the section of this prospectus/offer to exchange entitled Comparison of Shareholders Rights for a summary of these differences.

Risk Factors (See page 20)

The offer is, and upon the consummation of the offer, the combined company will be, subject to a number of risks. In deciding whether to tender your Cadbury ordinary shares or your Cadbury ADSs, you should carefully read and consider the risk factors contained in the section of this prospectus/offer to exchange entitled Risk Factors.

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FORWARD-LOOKING STATEMENTS

Certain statements contained or incorporated by reference in this prospectus/offer to exchange may constitute forward-looking statements. All statements in this prospectus/offer to exchange, other than those relating to historical information or current condition, are forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, that could cause our actual results to differ materially from those indicated in any such statements. Such factors include, but are not limited to, continued volatility of input costs, pricing actions, increased competition, our ability to differentiate our products from retailer brands, unanticipated expenses in connection with litigation, settlement of legal disputes, regulatory investigations or enforcement actions, our indebtedness and ability to pay our indebtedness, the shift in consumer preference to lower priced products, risks from operating outside the United States, tax law changes, failure to obtain necessary regulatory approvals or required financing or to satisfy any of the other conditions of the offer, adverse effects on the market price of the Kraft Foods common stock and on our operating results because of a failure to complete the proposed acquisition, failure to realize the expected benefits of the proposed acquisition, significant transaction costs and/or unknown liabilities and general economic and business conditions that affect the combined company following the completion of the proposed acquisition. For more information on these and other factors that could affect our forward-looking statements, please also see the section of this prospectus/offer to exchange entitled *Risk Factors* and the risk factors in our filings with the SEC, including our most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K incorporated by reference herein. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this prospectus/offer to exchange except as required by applicable law or regulation.

NOTICE REQUIRED UNDER THE U.K. TAKEOVER CODE

Nothing in this prospectus/offer to exchange is intended to be a profit forecast, as defined by the U.K. Takeover Code. For purposes of the U.K. Takeover Code, no statement in this prospectus/offer to exchange should be interpreted to mean that earnings per share of Kraft Foods common stock for the current or future financial periods will necessarily be greater than those for the relevant preceding financial period.

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RECENT DEVELOPMENTS

On November 3, 2009, we released our third quarter results, in which we reported strong continued momentum in our underlying business. For the three months ended September 30, 2009, net revenues declined 5.7% and organic revenue grew 0.5%. For the nine months ended September 30, 2009, net revenues declined 6.0% and organic revenue grew 1.9%. This growth was driven by higher net pricing and continuing improvements in volume/mix, despite the dampening impact of several strategic decisions made to improve the long-term prospects of our business. Organic net revenues is a non-U.S. GAAP measure; see below for a discussion of limitations on the usefulness of non-U.S. GAAP measures. For the three months ended September 30, 2009, this volume/mix trend underpinned strong gains in margins and earnings per share, with a 470 basis point improvement in operating margins and a 62% rise in earnings per share from continuing operations, including a \$0.09, or 26%, gain from operational sources. For the nine months ended September 30, 2009, operating margin improved 320 basis points and earnings per share from continuing operations increased 36.8%.

We also raised earnings per share and cash flow guidance for the year. We increased our guidance for 2009 diluted earnings per share to at least \$1.97 versus the prior expectation of at least \$1.93. Continued momentum in cash flow performance reflected strong operational performance, and we increased our discretionary cash flow outlook for the year by \$400 million to at least \$3 billion. Discretionary cash flow is a non-U.S. GAAP measure; please see below for a discussion of limitations on the usefulness of non-U.S. GAAP measures. We expect to achieve this while continuing to increase investment behind our brands, with advertising and consumer marketing spending expected to grow to approximately 7% of sales from 6.7% of sales in 2008.

We believe that this performance provides further evidence of our long-term sustainable business model and the attractiveness to Cadbury securityholders of holding Kraft Foods common stock. Should the combination with Cadbury be completed, we would expect to revise our long-term growth targets to 5+% for revenue and 9-11% for earnings per share, from our previously announced 4+% and 7-9% respectively.

Since September 30, 2009, the end of the last financial period for which we have published interim financial information, based on the most recent available information, our overall trading and financial performance has continued in line with recent performance.

We use the non-U.S. GAAP financial measure organic net revenues and corresponding growth ratios. The difference between organic net revenues and net revenues, which is the most comparable U.S. GAAP financial measure, is that organic net revenues excludes the impact of acquisitions, divestitures and currency. Organic net revenues is used by our management to budget, make operating and strategic decisions and evaluate our performance. We have disclosed this measure so that you have the same financial data that management uses with the intention of assisting you in making comparisons to our historical operating results and analyzing our underlying performance. Our management believes that organic net revenues better reflect the underlying growth from the ongoing activities of our business and provide improved comparability of results because they exclude the impact of fluctuations in foreign currency exchange rates, which are not under our control, and also exclude the one-time impacts of acquisitions and divestitures on net revenues. The limitation of this measure is that it excludes items that have an impact on net revenues. The best way that this limitation can be addressed is by using organic net revenues in combination with our U.S. GAAP reported net revenues. Our management believes that the presentation of this non-U.S. GAAP financial measure, when considered together with our U.S. GAAP financial measures and the reconciliations to the corresponding U.S. GAAP financial measures, provides you with a more complete understanding of the factors and trends affecting Kraft Foods than could be obtained absent these disclosures. Because organic net revenues calculations may vary among other companies, the organic net revenues figures presented in this prospectus/offer to exchange may not be comparable with similarly titled measures of other companies. Organic net revenues are not meant to be considered in isolation or as a substitute for U.S. GAAP financial measures. You should carefully evaluate the following table reconciling U.S. GAAP reported net revenues to organic net revenues.

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The table below reconciles organic net revenues to reported net revenues for the periods stated.

	Three months ended September 30,			Nine Months Ended September 30,		
	2009 (in millions)	2008	% change	2009 (in millions)	2008	% change
Organic net revenues (non-U.S. GAAP)	\$10,380	\$10,333	0.5%	\$31,567	\$30,984	1.9%
Impact of divestitures	1	68	(0.6)%	29	267	(0.7)%
Unfavorable foreign currency	(578)		(5.6)%	(2,235)		(7.2)%
Reported net revenues (U.S. GAAP)	\$ 9,803	\$ 10,401	(5.7)%	\$ 29,361	\$ 31,251	(6.0)%

We also use the non-U.S. GAAP financial measure discretionary cash flow. The difference between discretionary cash flow and net cash provided by operating activities, which is the most comparable U.S. GAAP financial measure, is that discretionary cash flow excludes the impact of capital expenditures and voluntary pension contributions. The limitation of this measure is that it excludes items that have an impact on our cash flow. The best way that this limitation can be addressed is by using discretionary cash flow in combination with our U.S. GAAP reported net cash provided by operating activities.

Discretionary cash flow is an internal, supplemental measure of our performance. Our management uses discretionary cash flow as the primary cash flow metric in the budgeting and forecasting processes, as it represents the controllable cash flows from operations. We believe discretionary cash flow shows the financial health of, and how efficiently we are running, the company. We further believe that this non-U.S. GAAP measure provides information useful to both management and investors in gaining an overall understanding of our current financial performance, and that it provides investors with financial information that most closely aligns to our internal measurement processes.

This non-U.S. GAAP measure should not be considered in isolation or as an alternative to cash flows generated by operating, investing or financing activities as a measure of our liquidity. Because discretionary cash flow is not a measurement determined in accordance with U.S. GAAP, and is thus susceptible to varying calculations, discretionary cash flow may not be comparable to other similarly titled measures of other companies.

Our discretionary cash flow outlook is forward-looking and there can be no assurance that we will achieve such results. The table below reconciles historical discretionary cash flow to reported net cash provided by operating activities for the periods stated.

	Nine Months Ended September 30,	
	2009	2008
	(in millions)	
Net Cash Provided by Operating Activities (U.S. GAAP)	\$ 3,269	\$ 2,529
Capital Expenditures	(749)	(901)
Voluntary Pension Contribution	200	
Discretionary Cash Flow (non-U.S. GAAP)	\$ 2,720	\$ 1,628

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Our share price

Since the announcement of its possible offer for Cadbury on September 7, 2009, Kraft Foods believes its share price performance has been adversely affected by a number of factors of a short-term nature, including: (i) concern that it will not maintain financial discipline regarding an acquisition of Cadbury; (ii) concern that the issuance of Kraft Foods common stock to certain Cadbury shareholders may result in flowback of such shares; and (iii) short selling activity. Kraft Foods believes that, following completion of its acquisition of Cadbury, these short-term pressures on its share price should dissipate.

By way of illustration, Kraft Foods notes the following:

Kraft Foods has historically traded on a current year price earnings multiple broadly in line with that of the S&P 500 Index. Based on Kraft Foods' own guidance for its 2009 diluted earnings per share of at least \$1.97, Kraft Foods' current year price earnings multiple is 13.5 times as at December 1, 2009 (the latest practicable date prior to the printing of the original prospectus/offer to exchange). The current year price earnings multiple of the S&P 500 Index is 19.1 times as at the same date;

between September 4, 2009 (the last U.K. business day preceding the announcement of its possible offer for Cadbury) and December 1, 2009 (the latest practicable date prior to the printing of the original prospectus/offer to exchange), the share price for Kraft Foods common stock has declined by 5.7% from \$28.10 to \$26.50. Over the same period, the S&P 500 Index has increased by 9.1% from 1,016 to 1,109;

analysts' consensus price target for Kraft Foods common stock is \$32.20 per share and 93% of Kraft Foods' current analyst recommendations are either a buy or a hold (as reported by Bloomberg) on December 1, 2009; and

Kraft Foods common stock currently has a dividend yield of 4.4%.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF KRAFT FOODS**

The following table sets forth the selected historical consolidated financial and operating data of Kraft Foods for the nine-month periods ended September 30, 2009 and 2008 and for each of the years in the five-year period ended December 31, 2008. The following data have been derived from the annual audited consolidated financial statements, including the consolidated balance sheets at December 31, 2008 and 2007 and the related consolidated statements of income and of cash flows for each of the three years in the period ended December 31, 2008 and notes thereto; and the unaudited Selected Financial Data Summary contained in Kraft Foods' Current Report on Form 8-K filed with the SEC on November 3, 2009. The data for the nine months ended September 30, 2009 and 2008 have been derived from unaudited consolidated financial statements of Kraft Foods contained in Kraft Foods' Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, and which, in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the unaudited interim periods. All historical financial information presented with respect to Kraft Foods is prepared in accordance with U.S. GAAP, which differs from International Financial Reporting Standards (IFRS) in a number of significant respects. For a general discussion of the significant differences between IFRS and U.S. GAAP, please see the section of this prospectus/offer to exchange entitled "Summary of Significant Differences Between IFRS and U.S. GAAP." Historical results are not indicative of the results to be expected in the future and results of interim periods are not necessarily indicative of results for the entire year.

This summary information is derived from and should be read in conjunction with the financial statements and related notes incorporated by reference into this prospectus/offer to exchange, as described in the section of this prospectus/offer to exchange entitled "Incorporation by Reference."

	Nine months ended September 30,		Year ended December 31,				
	2009	2008	2008	2007	2006	2005	2004
(in millions, except for per share and employee data)							
Summary of Operations:							
Net revenues	\$ 29,361	\$ 31,251	\$ 41,932	\$ 35,858	\$ 33,018	\$ 32,779	\$ 30,859
Cost of sales	18,890	20,777	28,088	23,656	21,190	21,115	19,474
Operating income	4,218	3,513	3,843	4,176	4,158	4,373	4,327
Operating margin	14.4%	11.2%	9.2%	11.6%	12.6%	13.3%	14.0%
Interest and other expense, net	915	934	1,240	604	510	635	666
Earnings from continuing operations before income taxes	3,303	2,579	2,603	3,572	3,648	3,738	3,661
Provision for income taxes	986	834	755	1,080	816	1,066	1,165
Earnings / (loss) from discontinued operations, net of income taxes		968	1,045	232	233	(33)	219
Net earnings	2,317	2,713	2,893	2,724	3,065	2,639	2,715
Noncontrolling interest	6	7	9	3	5	3	3
Net earnings attributable to Kraft Foods	2,311	2,706	2,884	2,721	3,060	2,636	2,712
Basic EPS attributable to Kraft Foods:							
Continuing operations	1.56	1.15	1.22	1.56	1.70	1.57	1.45
Discontinued operations		0.63	0.70	0.15	0.14	(0.02)	0.13
Net earnings attributable to Kraft Foods	1.56	1.78	1.92	1.71	1.84	1.55	1.58
Diluted EPS attributable to Kraft Foods:							
Continuing operations	1.56	1.14	1.21	1.56	1.70	1.57	1.45
Discontinued operations		0.63	0.69	0.14	0.14	(0.02)	0.13
Net earnings attributable to Kraft Foods	1.56	1.77	1.90	1.70	1.84	1.55	1.58
Dividends declared per share	0.87	0.83	1.12	1.04	0.96	0.87	0.77
Dividends declared as a % of Basic EPS	55.8%	46.6%	58.3%	60.8%	52.2%	56.1%	48.7%

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Dividends declared as a % of Diluted EPS	55.8%	46.9%	58.9%	61.2%	52.2%	56.1%	48.7%
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Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF KRAFT FOODS (con t)**

	Nine months ended September 30,		Year ended December 31,				2004
	2009	2008	2008	2007	2006	2005	
	(in millions, except for per share and employee data)						
Weighted-average shares Basic	1,477	1,516	1,505	1,591	1,659	1,699	1,720
Weighted-average shares Diluted	1,485	1,527	1,515	1,600	1,661	1,699	1,720
Net cash provided by operating activities	3,269	2,529	4,141	3,571	3,720	3,464	4,008
Capital expenditures	749	901	1,367	1,241	1,169	1,171	1,006
Depreciation	644	734	963	873	884	869	868
Property, plant and equipment, net	10,409	10,638	9,917	10,778	9,693	9,817	9,985
Inventories, net	4,073	4,792	3,881	4,238	3,436	3,272	3,365
Total assets	66,669	67,029	63,173	68,132	55,548	57,597	59,905
Long-term debt	18,108	18,874	18,589	12,902	7,081	8,475	9,723
Total debt	20,725	20,593	20,251	21,009	10,821	11,200	12,518
Total long-term liabilities	29,402	30,176	29,773	23,574	16,520	19,285	20,903
Total Kraft Foods Shareholders Equity	25,125	26,554	22,295	27,407	28,536	29,574	29,888
Total Equity	25,211	26,554	22,356	27,445	28,562	29,600	29,924
Book value per common share outstanding	17.02	18.08	15.18	17.87	17.44	17.71	17.53
Market price per common share high / low	29.84/20.81	34.97/28.04	34.97/24.75	37.20/29.95	36.67/27.44	35.65/27.88	36.06/29.45
Closing price of common share at period end	26.27	32.75	26.85	32.63	35.70	28.17	35.61
Price / earnings ratio at period end Basic	17	18	14	19	19	18	23
Price / earnings ratio at period end Diluted	17	19	14	19	19	18	23
Number of common shares outstanding at period end	1,476	1,469	1,469	1,534	1,636	1,670	1,705
Number of employees	N/A	N/A	98,000	103,000	90,000	94,000	98,000

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF CADBURY

The following table sets forth the selected historical consolidated financial and operating data of Cadbury for the six-month periods ended June 30, 2009 and 2008 and for each of the years in the five-year period ended December 31, 2008.

We are not affiliated with Cadbury, and we have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange. Therefore, non-public information concerning Cadbury's business and financial condition was not available to us for the purpose of including selected historical consolidated financial data of Cadbury for the nine-month period ended September 30, 2009. We have requested current financial information from Cadbury, including financial information for the nine-month period ended September 30, 2009. Our legal advisors received a letter dated December 15, 2009 in which Cadbury rejected our request. We have since made a subsequent request. If we receive such information prior to the effectiveness of our registration statement of which this prospectus/offer to exchange forms a part, we would be required to include selected historical consolidated financial data of Cadbury for the nine-month period ended September 30, 2009 in this prospectus/offer to exchange prior to the effectiveness of our registration statement.

The information with respect to the six months ended June 30, 2009 and 2008 has been derived from the unaudited consolidated financial statements of Cadbury contained in Cadbury's Report on Form 6-K furnished to the SEC on July 29, 2009. The following data, insofar as it relates to each of the years 2004 through 2008, have been derived from annual consolidated financial statements, including the consolidated balance sheets at December 31, 2008 and 2007 and the related consolidated statements of income and of cash flows for each of the three years in the period ended December 31, 2008 and notes thereto contained in Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008. All historical financial information presented with respect to Cadbury is prepared in accordance with IFRS. Cadbury's consolidated financial statements were prepared in pounds sterling and in accordance with IFRS, which differs from U.S. GAAP in a number of significant respects. For a general discussion of the significant differences between IFRS and U.S. GAAP, please see the section of this prospectus/offer to exchange entitled "Summary of Significant Differences Between IFRS and U.S. GAAP." Historical results are not indicative of the results to be expected in the future and results of interim periods are not necessarily indicative of results for the entire year.

This summary information is derived from and should be read in conjunction with the financial statements and related notes incorporated by reference into this prospectus/offer to exchange, as described in the section of this prospectus/offer to exchange entitled "Incorporation by Reference."

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	Six months ended June 30,		Year ended December 31,				2004
	2009	2008	2008	2007	2006	2005	
(in millions of pounds sterling, except for per share data)							
Continuing Operations							
Revenue	2,767	2,440	5,384	4,699	4,483	4,295	3,990
Trading costs	(2,462)	(2,226)	(4,803)	(4,258)	(4,071)	(3,799)	(3,576)
Restructuring costs	(105)	(70)	(194)	(165)	(107)	(62)	(110)
Non-trading items	1	(6)	1	2	23	5	17
Profit from Operations	201	138	388	278	328	439	321
Share of result in associates	3	4	10	8	(15)	13	11
Profit before financing and taxation	204	142	398	286	313	452	332
Investment revenue	18	28	52	56	50	45	51
Finance costs	(110)	(36)	(50)	(88)	(119)	(174)	(196)
Profit before taxation	112	134	400	254	244	323	187
Taxation	(33)	26	(30)	(105)	(68)	24	11
Profit for the period from continuing operations	79	160	370	149	176	347	198
Discontinued operations(1)							
(Loss)/profit for the period from discontinued operations	234	(47)	(4)	258	989	429	349
Profit for the period	313	113	366	407	1,165	776	547
Attributable to:							
Equity holders of the parent	313	113	364	405	1,169	765	525
Minority interests			2	2	(4)	11	22
	313	113	366	407	1,165	776	547
Earnings per share							
From continuing and discontinued operations							
Basic	23.1p	6.0p	22.6p	19.4p	56.4p	37.3p	25.9p
Diluted	23.1p	6.0p	22.6p	19.2p	55.9p	36.9p	25.7p
From continuing operations							
Basic	5.8p	8.5p	22.8p	7.0p	8.7p	16.4p	8.7p
Diluted	5.8p	8.5p	22.8p	7.0p	8.6p	16.2p	8.6p
Earnings per ADR(2)							
From continuing and discontinued operations							
Basic	92.4p	24.0p	90.4p	77.6p	225.6p	149.2p	103.6p
Diluted	92.4p	24.0p	90.4p	76.8p	223.6p	147.6p	102.8p
From continuing operations							
Basic	23.2p	34.0p	91.2p	28.0p	34.8p	65.6p	34.8p
Diluted	23.2p	34.0p	91.2p	28.0p	34.4p	64.8p	34.4p

(1) Cadbury's beverage businesses in Europe and South Africa were sold in 2006. In 2008, Cadbury completed the demerger of its Americas Beverages business and announced it had entered into a conditional agreement to sell the Australia Beverages business. On March 12, 2009, Cadbury entered into a definitive sale and purchase agreement for the sale of Australia Beverages. All of these businesses have been

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classified as discontinued operations and the 2004 to 2007 financial information has been re-presented accordingly.

- (2) Each Cadbury ADR (i.e., Cadbury ADS) represents four ordinary shares.

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The following table shows, for the periods indicated, information concerning the exchange rate between U.S. dollars and pounds sterling. The information in the following table is expressed in U.S. dollars per pound sterling and is based on the noon buying rate in New York City for cable transfers in pounds sterling as certified for customs purposes by the Federal Reserve Bank of New York. The average rates for the monthly periods presented in these tables were calculated by taking the simple average of the daily noon buying rates. The average rates for the interim periods and annual periods presented in these tables were calculated by taking the simple average of the noon buying rates on the last day of each month during the relevant period.

On December 21, 2009, the latest practicable date for which such information was available prior to the date of this prospectus/offer to exchange, the noon buying rate was \$1.608 per £1.00. These translations should not be construed as a representation that the U.S. dollar amounts actually represent, or could be converted into, pounds sterling at the rates indicated.

	Period- end Rate	Average Rate	High	Low
Recent Monthly Data				
November 2009	\$ 1.648	\$ 1.660	\$ 1.680	\$ 1.638
October 2009	1.648	1.621	1.661	1.588
September 2009	1.600	1.632	1.670	1.591
August 2009	1.631	1.653	1.698	1.621
July 2009	1.671	1.638	1.671	1.603
June 2009	1.645	1.637	1.655	1.598
May 2009	1.616	1.542	1.616	1.488
April 2009	1.480	1.471	1.499	1.440
March 2009	1.430	1.417	1.473	1.376
February 2009	1.428	1.442	1.494	1.422
January 2009	1.441	1.446	1.525	1.366
December 2008	1.462	1.485	1.546	1.440
November 2008	1.535	1.533	1.616	1.479
Interim Period Data				
Nine months ended September 30, 2009	\$ 1.600	\$ 1.544	\$ 1.698	\$ 1.366
Six months ended June 30, 2009	1.645	1.494	1.655	1.366
Nine months ended September 30, 2008	1.780	1.947	2.031	1.750
Six months ended June 30, 2008	1.991	1.975	2.031	1.941
Annual Data (Year ended December 31,)				
2008	\$ 1.462	\$ 1.854	\$ 2.031	\$ 1.440
2007	1.984	2.002	2.110	1.924
2006	1.959	1.843	1.979	1.726
2005	1.719	1.815	1.929	1.714
2004	1.916	1.836	1.948	1.754

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SELECTED UNAUDITED PRO FORMA COMBINED FINANCIAL DATA

The following selected unaudited pro forma financial data for the year ended December 31, 2008 and for the six-month period ended June 30, 2009, the date of the latest publicly available financial information of Cadbury, show the effect of the acquisition of Cadbury by Kraft Foods on Kraft Foods' results of operations as if it had occurred on January 1, 2008. The following unaudited pro forma balance sheet data at June 30, 2009 show the effect of the acquisition of Cadbury by Kraft Foods on Kraft Foods' financial position as if it had occurred on that date.

We are not affiliated with Cadbury, and we have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange. Therefore, non-public information concerning Cadbury's business and financial condition was not available to us for the purpose of presenting pro forma combined financial data for the nine-month period ended September 30, 2009. We have requested current financial information from Cadbury, including financial information for the nine-month period ended September 30, 2009. Our legal advisors received a letter dated December 15, 2009 in which Cadbury rejected our request. We have since made a subsequent request. If we receive such information prior to the effectiveness of our registration statement of which this prospectus/offer to exchange forms a part, we would be required to compile pro forma combined financial data for the nine-month period ended September 30, 2009 and include it in this prospectus/offer to exchange prior to the effective date of our registration statement.

The unaudited pro forma financial data included herein are based on the historical financial statements of Kraft Foods and Cadbury, and on publicly available information and certain assumptions that we believe are reasonable, which are described in the notes to the Unaudited U.S. GAAP Pro Forma Financial Information included in this prospectus/offer to exchange. Significantly, we have not performed any due diligence or detailed valuation analysis necessary to determine the fair market values of the Cadbury assets to be acquired and liabilities to be assumed. Accordingly, the pro forma financial statements do not include an allocation of the purchase price, unless specified otherwise.

The information in the following table has been derived from the unaudited consolidated financial statements of Kraft Foods contained in Kraft Foods' Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, the audited consolidated financial statements of Kraft Foods contained in Kraft Foods' Current Report on Form 8-K filed with the SEC on November 3, 2009, the unaudited consolidated financial statements of Cadbury contained in Cadbury's Report on Form 6-K furnished to the SEC on July 29, 2009 and the audited consolidated financial statements of Cadbury contained in Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008.

We have translated the Cadbury figures in this section from pounds sterling into U.S. dollars using average exchange rates applicable during the periods presented for the unaudited pro forma consolidated statements of earnings and the period end exchange rate for the unaudited pro forma consolidated balance sheet, as described in the section of this prospectus/offer to exchange entitled Unaudited U.S. GAAP Pro Forma Financial Information.

Cadbury's consolidated financial statements are prepared in accordance with IFRS, which differs in a number of significant respects from U.S. GAAP. For a general discussion of the significant differences between IFRS and U.S. GAAP, please see the section of this prospectus/offer to exchange entitled Summary of Significant Differences Between IFRS and U.S. GAAP.

The following should be read in connection with the section of this prospectus/offer to exchange entitled Unaudited U.S. GAAP Pro Forma Financial Information, and other information included in or incorporated by reference into this prospectus/offer to exchange.

Table of Contents**SELECTED UNAUDITED PRO FORMA COMBINED FINANCIAL DATA (con t)**

The following pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations and financial position that would have been achieved had the consummation of the offer taken place on the date indicated or of the future operations of the combined company. The following table should be relied on only for the limited purpose of presenting what the results of operations and financial position of the combined businesses of Kraft Foods and Cadbury might have looked like had the offer been consummated at an earlier date. For a discussion of the assumptions and adjustments made in the preparation of the pro forma financial information presented in this prospectus/offer to exchange, please see the section of this prospectus/offer to exchange entitled Unaudited U.S. GAAP Pro Forma Financial Information.

	For the six months ended June 30, 2009	For the year ended December 31, 2008
	Pro Forma Combined (in millions, except percentages and per share data)	
Statement of Operations		
Net revenues	\$ 23,656	\$ 52,031
Cost of sales	14,819	33,478
Operating income	3,027	4,467
Operating margin	12.8%	8.6%
Interest and other expense, net	806	1,443
Earnings from continuing operations before income taxes	2,221	3,024
Provision for income taxes	722	717
Earnings from continuing operations attributable to shareholders	1,495	2,294
Basic earnings per share from continuing operations	0.81	1.23
Diluted earnings per share from continuing operations	0.81	1.22
Weighted-average shares Basic	1,842	1,871
Weighted-average shares Diluted	1,850	1,881

	As of June 30, 2009 Pro forma combined (in millions, except per share data)
Balance Sheet Data	
Property, plant and equipment, net	\$ 13,057
Inventories, net	5,407
Total assets	89,875
Long-term debt	27,521
Total debt	30,334
Total long-term liabilities	41,354
Total Shareholders Equity	33,675
Total Equity	33,771
Book value per share outstanding	18.29
Number of shares outstanding at period end	1,841

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HISTORICAL AND PRO FORMA PER SHARE DATA

The table set forth below depicts the basic and diluted earnings per share, cash dividends declared per share and book value per share for (a) Kraft Foods and Cadbury on a historical basis, (b) the combination of Kraft Foods and Cadbury on a pro forma combined basis and (c) Cadbury in comparison with the equivalent pro forma net income and book value per share attributable to 0.2589 of a share of Kraft Foods common stock that will be received for each Cadbury ordinary share, including each share represented by a Cadbury ADS, exchanged in the offer, based on the average exchange rate for the period. The pro forma data of the combined company were derived by combining the historical consolidated financial information of Kraft Foods and using the acquisition method of accounting for business combinations as described in the section of this prospectus/offer to exchange entitled "The Offer Accounting Treatment." For a discussion of the assumptions and adjustments made in the preparation of the pro forma financial information presented in this prospectus/offer to exchange, please see the section of this prospectus/offer to exchange entitled "Unaudited U.S. GAAP Pro Forma Financial Information."

We are not affiliated with Cadbury, and we have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange. Therefore, non-public information concerning Cadbury's business and financial condition was not available to us for the purpose of presenting historical and pro forma per share data for the nine-month period ended September 30, 2009. We have requested current financial information from Cadbury, including financial information for the nine-month period ended September 30, 2009. Our legal advisors received a letter dated December 15, 2009 in which Cadbury rejected our request. We have since made a subsequent request. If we receive such information prior to the effectiveness of our registration statement of which this prospectus/offer to exchange forms a part, we would be required to compile historical and pro forma per share data for the nine-month period ended September 30, 2009 and include it in this prospectus/offer to exchange prior to the effectiveness of our registration statement.

Cadbury's consolidated financial statements are prepared in accordance with IFRS, which differs in a number of significant respects from U.S. GAAP. For a general discussion of the significant differences between IFRS and U.S. GAAP, please see the section of this prospectus/offer to exchange entitled "Summary of Significant Differences Between IFRS and U.S. GAAP."

You should read the information presented in the table below together with the historical financial statements of Kraft Foods and Cadbury and the related notes and the Unaudited U.S. GAAP Pro Forma Financial Information appearing elsewhere in this prospectus/offer to exchange or incorporated herein by reference. The pro forma data are unaudited and for illustrative purposes only. The companies may have performed differently had they always been combined. You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will achieve after the consummation of the offer.

Table of Contents**HISTORICAL AND PRO FORMA PER SHARE DATA (con t)**

	For the six months ended June 30, 2009	Year ended December 31, 2008
Kraft Foods historical data		
Earnings per share from continuing operations		
Basic	\$ 1.01	\$ 1.22
Diluted	1.00	1.21
Cash dividends declared per share	0.58	1.12
Book value per share	16.47	
Cadbury historical data		
Earnings per share from continuing operations		
Basic	5.8p	22.8p
Diluted	5.8p	22.8p
Cash dividends declared per share	5.7p	16.4p
Book value per share	227.0p	
Unaudited pro forma combined		
Earnings per share		
Basic	\$ 0.81	\$ 1.23
Diluted	0.81	1.22
Cash dividends declared per share(1)	0.58	1.12
Book value per share	18.29	
Equivalent basis unaudited pro forma combined		
Earnings per share		
Basic	14.2p	16.9p
Diluted	14.1p	16.8p
Cash dividends declared per share(1)	10.1p	15.5p
Book value per share	288.1p	

(1) Same as historical since no change in dividend policy is expected as a result of the offer.

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Kraft Foods common stock is traded on the NYSE under the symbol KFT. Cadbury ordinary shares are traded on the LSE under the symbol CBRY, and Cadbury ADSs are traded on the NYSE under the symbol CBY.

The following table sets forth, for the periods indicated, the per share high and low sales prices of Kraft Foods common stock and Cadbury ADSs on the NYSE, and Cadbury ordinary shares on the LSE, as well as the dividends declared thereon. The share prices in the table have been obtained from FactSet. Cadbury ordinary share and Cadbury ADS dividend numbers have been obtained from publicly available information published by Cadbury.

	Kraft Foods common stock (\$)			Cadbury ordinary shares (p)			Cadbury ADSs (\$)			
	High	Low	Dividend	High	Low	Dividend	High	Low	Dividend	
2007, quarter ended										
March 31	35.91	30.20	0.25	656.50	529.00	9.90	51.41	40.74	0.772	
June 30	36.74	30.33	0.25	723.50	652.00	5.00	57.30	51.37	N/A	
September 30	36.33	31.15	0.27	680.00	534.50	N/A	54.30	42.78	0.406	
December 31	35.20	32.30	0.27	641.00	570.00	N/A	53.24	46.90	N/A	
2008, quarter ended										
March 31	32.70	28.81	0.27	625.00	539.50	10.50	49.56	43.43	N/A	
June 30(1)	32.82	28.39	0.27	N/A	N/A	N/A	N/A	N/A	N/A	
April 1 May 1	N/A	N/A	N/A	586.50	556.50	N/A	46.61	43.86	0.844	
May 2 June 30	N/A	N/A	N/A	704.50	609.50	N/A	56.01	48.55	N/A	
September 30	34.97	28.40	0.29	661.50	565.50	5.30	50.94	40.32	0.4195	
December 31	33.54	24.87	0.29	605.50	453.25	N/A	40.09	29.65	N/A	
2009										
January 1 March 31	29.57	21.00	0.29	619.00	497.25	11.10	37.18	28.06	0.6394	
April 1 June 30	27.04	22.05	0.29	554.50	486.50	N/A	35.99	28.78	N/A	
July 1 September 30	28.81	25.70	0.29	805.00	520.00	5.70	52.53	33.91	0.376	
October 1 December 22	27.64	25.95	0.29	814.00	758.00	N/A	54.00	49.72	N/A	

- (1) On May 2, 2008, Cadbury plc was inserted as a new holding company above Cadbury Schweppes plc, trading on the LSE with a secondary listing on the NYSE via an American Depositary Receipt program and began trading as a stand-alone confectionery company. On May 7, 2008, Cadbury completed the demerger of its Americas Beverages business as Dr. Pepper Snapple Group. The market prices for Cadbury in the table above include the value of the Americas Beverages business through such date. On May 1, 2008, the last trading day prior to Cadbury trading as a stand-alone confectionery company, the closing price per Cadbury Schweppes ordinary share was 574.50p and the closing price per Cadbury Schweppes ADS was \$45.46. On May 2, 2008, the first day that Cadbury traded as a stand-alone company, the closing price per Cadbury ordinary share was 640.00p and the closing price per Cadbury ADS was \$51.60.

The following table shows, as of September 4, 2009, the last full trading day before we publicly announced a possible offer for a combination with Cadbury, November 6, 2009, the last full trading day before we publicly announced a firm intention to make an offer to acquire Cadbury, and December 22, 2009, the closing price per share of our common stock and Cadbury ADS on the NYSE and the closing price per Cadbury ordinary share on the LSE. This table also presents the implied equivalent value per security tendered into the offer. The implied equivalent value of a Cadbury ordinary share was calculated by multiplying the closing price per share of our common stock on the NYSE by 0.2589, the exchange ratio for each Cadbury ordinary share tendered in the

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offer, and then adding to that amount the cash portion of the exchange consideration of 300 pence payable for each Cadbury ordinary share tendered in the offer. The implied equivalent value of a Cadbury ADS was calculated by multiplying the closing prices per share of Kraft Foods common stock by 1.0356, the implied exchange ratio for each Cadbury ADS tendered in the offer, and then adding to that amount an amount in U.S. dollars equal to the cash portion of the exchange consideration of 1,200 pence payable for each Cadbury ADS tendered in the offer. Unless you elect to receive all cash or all shares of Kraft Foods common stock under the mix and match facility, you will receive the offer consideration in a mixture of cash and shares of Kraft Foods common stock on the terms described in this prospectus/offer to exchange.

In calculating the implied equivalent values below, amounts in U.S. dollars have been translated into pounds sterling, in the case of Cadbury ordinary shares, and amounts in pounds sterling have been translated into U.S. dollars, in the case of Cadbury ADSs, in each case at the applicable exchange rate on each date as follows:

at a rate of £1.00 = \$1.6346, as quoted by WM/Reuters on September 4, 2009;

at a rate of £1.00 = \$1.6609, as quoted by WM/Reuters on November 6, 2009; and

at a rate of £1.00 = \$1.5936, as quoted by WM/Reuters on December 22, 2009.

	Kraft Foods Common Stock (\$)	Cadbury Security		Implied Equivalent Value per Cadbury Security Ordinary Share (p)(2)	
		Ordinary Shares (p)	ADSs (\$)(1)		ADS (\$)(2)
September 4, 2009	28.10	568.00	37.46	745.07	48.72
November 6, 2009	26.78	758.00	50.50	717.44	47.66
December 22, 2009	27.29	794.50	51.10	743.37	47.38

(1) Each Cadbury ADS represents four Cadbury ordinary shares.

(2) Unless you elect to receive all cash or all shares under the mix and match facility, you will receive the offer consideration in a mixture of cash and shares of Kraft Foods common stock on the terms described in this prospectus/offer to exchange.

The market prices of Kraft Foods common stock, Cadbury ordinary shares and Cadbury ADSs are likely to fluctuate prior to the expiration date of the offer and cannot be predicted. We urge you to obtain current market information regarding Kraft Foods common stock, Cadbury ordinary shares and Cadbury ADSs.

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RISK FACTORS

By accepting the offer, Cadbury securityholders will be choosing to invest in Kraft Foods common stock. In considering whether to accept the offer, you should consider carefully the following risk factors, and the other risks and information contained in this prospectus/offer to exchange and in documents incorporated herein by reference. Please see the section of this prospectus/offer to exchange entitled "Where You Can Find More Information" for information on where you can find additional risk factors and other information incorporated by reference in this prospectus/offer to exchange.

Risk Factors Relating to Our Business and the Business of the Combined Company

We operate in a highly competitive industry, which may affect our profitability.

The food industry is highly competitive. We compete based on price, product innovation, product quality, brand recognition and loyalty, effectiveness of marketing, promotional activity and the ability to identify and satisfy consumer preferences.

From time to time, we may need to reduce our prices in response to competitive and customer pressures and to maintain our market share. Competition and customer pressures may also restrict our ability to increase prices in response to commodity and other input cost increases. Our results of operations will suffer if profit margins decrease, as a result of a reduction in prices, increased input costs or other factors, and if we are unable to increase sales volumes to offset those profit margin decreases.

Retailers are increasingly offering retailer brands that compete with some of our products. It is important that our products provide higher value and/or quality to our consumers than less expensive alternatives. If the difference in value or quality between our products and those of retailer brands narrows, or if such difference in quality is perceived to have narrowed, then consumers may not buy our products. Furthermore, during periods of economic uncertainty, such as have been experienced in the recent past and may be experienced in the future, consumers tend to purchase more retailer brands or other economy brands, which could reduce sales volumes of our products or shift our product mix to our lower margin offerings. If we are not able to maintain or improve our brand image or value proposition, it could have a material effect on our market share and our profitability.

We may also need to increase spending on marketing, advertising and new product innovation to protect existing market share or increase market share. The success of our investments is subject to risks, including uncertainties about trade and consumer acceptance. As a result, our increased expenditures may not maintain or enhance market share and could result in lower profitability.

The consolidation of retail customers, the loss of a significant customer or a material reduction in sales to a significant customer could affect our operating margins, our profitability, our sales and our results of operations.

Retail customers, such as supermarkets, warehouse clubs and food distributors in the United States, the European Union and our other major markets, continue to consolidate. These consolidations have produced large, sophisticated customers with increased buying power. These larger retailers, capable of operating with reduced inventories, can resist price increases and demand lower pricing, increased promotional programs and specifically tailored products. They also may use shelf space currently used for our products for their own retailer brands. The consolidation of retail customers also increases the risk that a severe adverse impact on their business operations could have a corresponding material adverse effect on us. Also, our retail customers may be affected by recent economic conditions. For example, they may not have access to funds or financing and that could cause them to delay, decrease or cancel purchases of our products, or to not pay us or to delay paying us for previous purchases.

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During 2008, our five largest customers accounted for approximately 27% of our net revenues, with our largest customer, Wal-Mart Stores, Inc., accounting for approximately 16% of our net revenues. There can be no assurance that all significant customers will continue to purchase our products in the same quantities that they have in the past. The loss of any one of our significant customers or a material reduction in sales to a significant customer could have a material adverse effect on our sales and results of operations.

Increased price volatility for commodities we purchase may affect our profitability.

We are a major purchaser of commodities, including dairy, coffee, cocoa, wheat, corn products, soybean and vegetable oils, nuts, meat products, and sugar and other sweeteners. We also use significant quantities of plastic, glass and cardboard to package our products, and natural gas for our factories and warehouses. Price volatility for commodities we purchase has increased due to conditions outside of our control, including recent economic conditions, currency fluctuations, availability of supply, weather, consumer demand and changes in governmental agricultural programs. Although we monitor our exposure to commodity prices as an integral part of our overall risk management program, continued volatility in the prices of commodities we purchase could increase the costs of our products and services, and our profitability could suffer.

Our product sales depend on our ability to predict, identify and interpret changes in consumer preferences and demand, and on our ability to develop and offer new products rapidly enough to meet those changes.

Consumer preferences for food products change continually. Our success depends on our ability to predict, identify and interpret the tastes and dietary habits of consumers and to offer products that appeal to those preferences.

If we do not succeed in offering products that appeal to consumers, our sales and market share will decrease, and our profitability could suffer. We must be able to distinguish among short-term fads, mid-term trends and long-term changes in consumer preferences. If we are unable accurately to predict which shifts in consumer preferences will be long-term, or if we fail to introduce new and improved products to satisfy those preferences, our sales could decline. In addition, because of our varied consumer base, we must offer a sufficient array of products to satisfy the broad spectrum of consumer preferences. If we fail to expand our product offerings successfully across product categories or if we do not rapidly develop products in faster growing and more profitable categories, demand for our products will decrease and our profitability could suffer.

Prolonged negative perceptions concerning the health implications of certain food products could influence consumer preferences and acceptance of some of our products and marketing programs. For example, recently, consumers have been increasingly focused on health and wellness, including weight management and sodium consumption. Although we strive to respond to consumer preferences and social expectations, we may not be successful in these efforts. Continued negative perceptions and failure to satisfy consumer preferences could decrease demand for our products and adversely affect our profitability.

Legal claims or other regulatory enforcement actions could affect our sales, reputation and profitability.

As a large food company that operates in a highly regulated, highly competitive environment with growing retailer power and a constantly evolving legal and regulatory framework around the world, we are subject to heightened risk of legal claims or other regulatory enforcement actions. Legal claims or regulatory enforcement actions arising out of our failure or alleged failure to comply with applicable laws and regulations could adversely affect our sales, reputation and profitability.

Further, selling products for human consumption involves inherent risks. We could be required to recall products due to product contamination, spoilage or other adulteration, product misbranding or product tampering.

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We may also suffer losses if our products or operations violate applicable laws or regulations, or if our products cause injury, illness or death. In addition, our marketing could be the target of claims of false or deceptive advertising or other criticism. A significant product liability or other legal judgment or a related regulatory enforcement action against us, or a widespread product recall, may adversely affect our profitability. Moreover, even if a product liability or consumer fraud claim is unsuccessful, has no merit or is not pursued, the negative publicity surrounding assertions against our products or processes could adversely affect our sales, reputation and profitability.

Increased regulation could increase our costs and affect our profitability.

Food production and marketing are highly regulated by a variety of federal, state, local and foreign agencies. New regulations and changes to existing regulations are issued regularly. Increased governmental regulation of the food industry, such as proposed requirements designed to enhance food safety or to regulate imported ingredients, could increase our costs and adversely affect our profitability.

As a multinational corporation, our operations are subject to additional risks.

We generated approximately half of our 2008 sales, 43% of our 2007 sales and 40% of our 2006 sales outside the United States. If the offer is successful, the percentage of the combined company's sales generated outside of the United States will increase. With operations in over 70 countries, our operations are subject to risks inherent in multinational operations, including:

fluctuations in currency values,

unpredictability of foreign currency exchange controls,

discriminatory fiscal policies,

compliance with a variety of local regulations and laws,

changes in tax laws and the interpretation of such laws,

difficulties enforcing intellectual property and contractual rights in certain jurisdictions, and

greater risk of uncollectible accounts and longer collection cycles.

In addition, certain jurisdictions could impose tariffs, quotas, trade barriers, and other similar restrictions on our sales. Moreover, our business operations could be interrupted and negatively affected by economic changes, geopolitical regional conflicts, terrorist activity, political unrest, civil strife, acts of war, and other economic or political uncertainties. All of these risks could result in increased costs or decreased revenues, either of which could adversely affect our profitability.

If we are unable to expand our operations in certain emerging markets, our growth rate could be negatively affected.

In 2007, we unveiled our strategies to grow our operations with increased focus on emerging markets, especially Brazil, Russia, China and other regions of Southeast Asia. The success of our operations depends in part on our ability to grow our business in these and other emerging markets. In some cases, emerging markets have greater political and economic volatility and greater vulnerability to infrastructure and labor disruptions. In addition, emerging markets are becoming more competitive as other companies grow globally and local, low cost manufacturers expand their production capacities. If we are unable to increase our business in emerging markets, our market share and profitability could be adversely affected.

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We may not be able to consummate proposed acquisitions or divestitures successfully or integrate acquired businesses successfully.

From time to time, we may evaluate additional acquisition candidates in the future that would strategically fit our business objectives. If we are unable to complete acquisitions, or integrate successfully and develop these businesses to realize revenue growth and cost savings, our financial results could be adversely affected. In addition, from time to time, we divest businesses that do not meet our strategic objectives, or do not meet our growth or profitability targets. Our profitability may be affected by either gains or losses on the sales of, or lost operating income from those businesses. Also, we may not be able to complete desired or proposed divestitures on terms favorable to us. Moreover, we may incur asset impairment charges related to acquisitions or divestitures, which may reduce our profitability. Finally, our acquisition or divestiture activities may present financial, managerial and operational risks, including diversion of management attention from existing core businesses, difficulties integrating or separating personnel and financial and other systems, adverse effects on existing business relationships with suppliers and customers, inaccurate estimates of fair value made in the accounting for acquisitions and amortization of acquired intangible assets which would reduce future reported earnings, potential loss of customers or key employees of acquired businesses, and indemnities and potential disputes with the buyers or sellers. Any of these activities could affect our product sales, financial condition and results of operations.

For information on other risks that relate to the offer, please see the section of this prospectus/offer to exchange entitled Risk Factors Relating to the Offer.

Business process improvement initiatives to harmonize our systems and processes may fail to operate as designed and intended.

We regularly implement business process improvement initiatives to harmonize our systems and processes and to optimize our performance. Our current business process initiatives include, but are not limited to, our reorganization of our European operations, the delivery of a SAP enterprise resource planning application, and the outsourcing of certain administrative functions. If our business process improvement initiatives fail, our ability to improve existing operations, achieve anticipated cost savings and support future growth could be delayed.

Changes in our credit ratings and the effects of volatile economic conditions on the credit market could adversely affect our borrowing costs and liquidity.

Our credit ratings depend generally on the amount of our debt and our ability to service our debt. A downgrade in our credit ratings, including as a result of incurring additional debt, would, and disruptions in the commercial paper market or the effects of other volatile economic conditions on the credit market could, reduce the amount of commercial paper that we could issue, and could raise our borrowing costs for both short-term and long-term debt offerings.

Volatility in the equity markets or interest rates could substantially increase our pension costs and have a negative impact on our operating results and profitability.

At the end of 2008, the projected benefit obligation of our defined benefit pension plans was \$9.3 billion and assets were \$7.0 billion. The difference between plan obligations and assets, or the funded status of the plans, significantly affects the net periodic benefit costs of our pension plans and the ongoing funding requirements of those plans. Among other factors, changes in interest rates, mortality rates, early retirement rates, investment returns and the market value of plan assets can (a) affect the level of plan funding, (b) cause volatility in the net periodic pension cost and (c) increase our future funding requirements. In addition, if we divest certain businesses, we may be required to increase future contributions to the benefit plans and the related net periodic pension cost could increase.

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We expect to make approximately \$410 million in contributions to our pension plans in 2009, which is approximately \$190 million more than we made in 2008. We also expect that our net pension cost will increase by approximately \$175 million to approximately \$415 million in 2009. Volatile economic conditions increase the risk that we may be required to make additional cash contributions to the pension plans and recognize further increases in our net pension cost beyond 2009.

Cadbury operates occupational defined benefit pension schemes and the combined company may be required to fund an increase in the cost of future benefits and/or meet funding shortfalls in respect of these schemes.

According to its publicly available information, Cadbury has various pension schemes throughout the world and these cover a significant proportion of its current employees. The principal schemes are of the funded defined benefit type, with benefits accruing based on salary and length of service. The net retirement benefit obligation, recognized in the balance sheet at June 30, 2009 was £482 million versus £258 million at December 31, 2008. The actuarial loss on post retirement benefit obligations for the six months ended June 30, 2009 was £254 million (£190 million net of tax) and £388 million (£291 million net of tax) for the 12 months ended December 31, 2008. Regular assessments are carried out by independent actuaries and the long-term contribution rates decided on the basis of their guidance after discussions with trustees and the plan sponsor. According to Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008, which has been filed by Cadbury with the SEC and which is also incorporated by reference into this prospectus/offer to exchange, Cadbury expects to contribute approximately £56 million to its defined benefit schemes in 2009, with additional scheduled recovery contributions of approximately £4 million in 2009 to further fund its defined benefit obligation in the United Kingdom. For more information on the funding status of these plans, please refer to Cadbury's unaudited financial statements for the six months ended June 30, 2009 included in Cadbury's Report on Form 6-K filed with the SEC on July 29, 2009 and note 25 in Cadbury's audited consolidated financial statements for the year ended December 31, 2008 included in Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008, both of which are incorporated by reference into this prospectus/offer to exchange.

Because we have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange, we do not have enough information to assess the extent to which Cadbury's defined benefit pension schemes are adequately funded in relation to benefits accrued to date, or whether costs for benefits accruing in the future are likely to increase materially from previous experience. Increases in the value of the liabilities of the defined benefit pension schemes and/or a reduction in the value of the assets supporting funded schemes can lead to a need to record increased deficits in the balance sheet. An increase in the value of the net liabilities of such schemes may negatively affect the combined company's balance sheet and distributable reserves, which could have a material adverse effect on the combined company's business, operating or financial results or financial position. Further demands for materially increased contributions from Cadbury employers to meet past service deficits or future service costs would impact the cash flows of the combined company.

There may also be pension arrangements or pension-like programs in relation to Cadbury's non-U.K. employees that are not reflected in Cadbury's financial statements, such as mandatory termination indemnities in favor of Cadbury employees or U.S. industry based multi-employer pension programs in which Cadbury employees participate. Because we do not have access to Cadbury's non-public business or financial information, we do not have the information to assess whether any such programs or arrangements exist, and, if so, whether the combined company could have significant obligations under these programs or arrangements.

In relation to Cadbury's U.K. pension arrangements, the Cadbury Pension Fund is a funded defined benefit pension scheme, which according to Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008, which has been filed by Cadbury with the SEC and which is also incorporated by reference into this prospectus/offer to exchange, represents about 65% of Cadbury and its subsidiaries' post retirement liabilities. Its assets are held by trustees separate from the assets of Cadbury. U.K. pension law requires employers to pay periodic contributions and lump sums to these types of pension schemes.

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While the Cadbury Pension Fund is ongoing (as opposed to if the Cadbury Pension Fund is wound up, which is described below) contributions are paid by employers over time to meet the cost of future service benefits and any past service deficits. Because we do not have access to the trust deed and rules of the Cadbury Pension Fund, we do not know whether the contributions to be paid are set by agreement between the employer and trustees or by the trustees alone. U.K. law requires a degree of prudence in the calculation process used to set the level of contributions and depending on the situation, at the next valuation date, there could be a material increase in the cash demands placed on Cadbury and its subsidiaries who are employers for the purposes of the Cadbury Pension Fund, which may have a material adverse effect on the combined company's business, operating or financial results or financial position.

If the Cadbury Pension Fund trustees have the power to wind up the Cadbury Pension Fund and elect to exercise this power, Cadbury and its subsidiaries who are employers for the purposes of the Cadbury Pension Fund would be required to pay an amount equal to the shortfall or deficit at that time between the Cadbury Pension Fund's assets and its liabilities assessed on the so called buy out basis. This is the cost of purchasing annuities to cover all the Cadbury Pension Fund benefits with a buy out provider. We estimate that such an amount may be significant and could be in excess of £1.0 billion. Buy out deficits are volatile and depend on, among other things, market conditions and the appetite of buy-out providers from time to time. In the event the Cadbury Pension Fund trustees were to wind up the fund, the amount of the deficit may be greater or less than this amount and the requirement to meet this deficit in very short order may have a material adverse effect on the combined company's business, operating or financial results or financial position.

Cadbury's pension liabilities are calculated using the accounting valuation basis for the purposes of determining the provision to be included in the balance sheet in its financial statements. According to Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008, the Cadbury Pension Fund was broadly in balance on an accounting basis at December 31, 2008. The level of the deficit calculated using the accounting valuation basis is volatile and depends on, among other things, market conditions from time to time. We estimate that, as at August 31, 2009, the accounting deficit would have been approximately £400 million. Following completion of the offer, depending on the circumstances at the time the next balance sheet is prepared for the combined company, Cadbury's pension liabilities may have a material adverse effect on the combined company's business, operating or financial results or financial position.

Upon completion of the offer, the U.K. Pensions Regulator will have power in certain circumstances to require us and our subsidiaries (including those subsidiaries outside the U.K.) to make substantial payments into or otherwise provide financial support to the Cadbury Pension Fund, for amounts up to the buy-out deficit from time to time. Thus, upon completion of the offer, liability to support the Cadbury Pension Fund will not necessarily be limited to Cadbury and its subsidiaries.

Cadbury's Vision into Action initiative to deliver improvements in business performance may fail and the implementation of the plan may disrupt the combined company's business.

On June 19, 2007, Cadbury announced a new strategy for its confectionery business called Vision into Action, which includes a plan to improve its margin performance to achieve a mid-teens operating margin by 2011. According to publicly available information published by Cadbury, this plan includes reductions in the number of factories and employees, material changes to Cadbury's supply chain configuration and to the structure and operation of Cadbury's business.

To the extent that we continue to implement the Vision into Action plan following completion of the offer, these reductions and changes increase the risk of disruption to the combined company's business, which may occur, for example, through a failure to successfully implement the Vision into Action plan, unforeseen events or workforce actions.

Cadbury has publicly indicated that it expects to incur a restructuring charge of £550 million (of which around £50 million is non-cash) and invest £200 million of capital expenditure behind the Vision into Action

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plan. If we continue to implement this plan following completion of the offer, there can be no guarantee that this plan, or any of Cadbury's other plans or investments, will deliver the anticipated improvements in business performance, which could adversely affect the business of the combined company. In addition, the implementation of the plan may not give rise to a sustained improvement in Cadbury's revenues or profitability or reach the level of projected improvement.

Risk Factors Relating to Kraft Foods Common Stock

There will be material differences between your current rights as a holder of Cadbury ordinary shares, including those represented by Cadbury ADSs, and the rights you can expect as a shareholder of Kraft Foods.

Under the terms of the offer (subject to the mix and match facility), Cadbury securityholders will receive a combination of Kraft Foods common stock and cash consideration if the offer becomes or is declared unconditional, and will consequently become holders of Kraft Foods common stock. Kraft Foods is governed by the laws of the United States, the Commonwealth of Virginia, its articles of incorporation, and its by-laws. There will be material differences between the current rights of Cadbury securityholders and the rights they can expect to have as holders of Kraft Foods common stock. For example, holders of Kraft Foods common stock do not have the benefit of statutory pre-emption rights under the Virginia Stock Corporation Act. In addition, under Virginia law, the Kraft Foods board of directors may elect to adopt certain provisions that have the effect of discouraging a third party from acquiring control of Kraft Foods, which could limit the price that some investors might be willing to pay in the future for Kraft Foods common stock. Provisions of the Virginia Stock Corporation Act and Kraft Foods' articles of incorporation may also have the effect of discouraging or preventing certain types of transactions involving an actual or a threatened change in control of Kraft Foods, including unsolicited takeover attempts, even though such a transaction may offer Kraft Foods shareholders the opportunity to sell their Kraft Foods common stock at a price above the prevailing market price. For a detailed discussion of the material differences between the current rights of Cadbury shareholders, and the rights you can expect as a holder of Kraft Foods common stock, please see our discussion in the section of this prospectus/offer to exchange entitled "Comparison of Shareholders' Rights."

Cadbury securityholders will own a smaller percentage of the combined company than they currently own of Cadbury.

After completion of the offer, Cadbury securityholders will own a smaller percentage of the combined company than they currently own of Cadbury. Assuming exercise of all share options and vesting of all share awards held under the Cadbury share schemes over Cadbury ordinary shares and full acceptance of the offer, former Cadbury securityholders and existing Kraft Foods shareholders will own approximately 19.9% and 80.1%, respectively, of the outstanding shares of the combined company immediately after completion of the offer. Please see the section of this prospectus/offer to exchange entitled "The Offer: Ownership of Kraft Foods After Completion of the Offer" for a discussion of the assumptions on which these ownership percentages are based.

Risks of executing the offer could cause the market price of Kraft Foods common stock to decline.

The market price of Kraft Foods common stock may decline as a result of the offer, among other reasons, if:

the integration of Cadbury's business is delayed or unsuccessful;

we do not achieve the expected benefits of our acquisition of Cadbury as rapidly or to the extent anticipated by us, financial analysts or investors or at all;

the effect of our acquisition of Cadbury on our financial results is not consistent with the expectations of financial analysts or investors;

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former Cadbury securityholders sell a significant number of shares of Kraft Foods common stock after completion of the offer; or

we fail to acquire 100% of the Cadbury ordinary shares, including those represented by Cadbury ADSs, in the offer or through the compulsory acquisition process.

Assuming exercise of all share options and vesting of all share awards held under the Cadbury share schemes over Cadbury ordinary shares and full acceptance of the offer, the number of shares of Kraft Foods common stock that will be issued to Cadbury securityholders pursuant to the offer will be not more than 366 million, representing approximately 19.9% of the issued and outstanding shares of Kraft Foods common stock, as increased as a result of the offer, calculated at December 22, 2009. If a significant proportion of Cadbury securityholders who receive Kraft Foods common stock in the offer seek to sell those shares within a short period after completion of the offer, this could create selling pressure in the market for Kraft Foods common stock or a perception that such selling pressure may develop, either of which may adversely affect the market for, and the market price of, Kraft Foods common stock.

The market price of Kraft Foods common stock may be affected by factors different from those affecting the price of Cadbury ordinary shares and Cadbury ADSs.

If the offer is successfully completed, Cadbury securityholders will become holders of Kraft Foods common stock. Our business differs from that of Cadbury, and our results of operations, as well as the price of Kraft Foods common stock, may be affected by factors different from those affecting Cadbury's results of operations and the price of Cadbury ordinary shares and Cadbury ADSs.

The level of any dividend paid in respect of the Kraft Foods common stock is subject to a number of factors.

The level of any dividend paid in respect of Kraft Foods common stock is within the discretion of our board of directors and is subject to a number of factors, including the business and financial conditions, earnings and cash flow of, and other factors affecting us and our subsidiaries (and following completion of the offer, the combined company), as well as the availability of funds from which dividends can be legally paid. The level of any dividend in respect of the Kraft Foods common stock is also subject to the extent to which we receive funds, directly or indirectly, from our operating subsidiaries and divisions in a manner which creates funds from which dividends can be legally paid. Any reduction in dividends paid on Kraft Foods common stock from those historically paid, or the failure to pay dividends in any financial year, could adversely affect the market price of Kraft Foods common stock.

Risk Factors Relating to the Offer

If you elect to use the mix and match facility, you may not receive the consideration in the proportion of Kraft Foods common stock and cash requested.

There is a mix and match facility available to Cadbury securityholders. Under the mix and match facility, accepting Cadbury securityholders may elect to vary the proportions in which they receive shares of Kraft Foods common stock and cash consideration, subject to off-setting elections made by other Cadbury securityholders. Satisfaction of elections under the mix and match facility will be effected on the basis of £15.94 in cash (the closing price of a share of Kraft Foods common stock derived from the NYSE on December 1, 2009, converted to pounds sterling at an exchange rate of \$1.6627 per £1.00, as quoted by WM/Reuters on December 1, 2009) for each share of Kraft Foods common stock (and *vice versa*). To the extent that elections cannot be satisfied in full, they will be reduced on a *pro rata* basis.

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As a result, if you make an election under the mix and match facility, you may not have your election satisfied in full or at all, and you will not know the exact number of shares of Kraft Foods common stock or the amount of cash you will receive until settlement of the consideration under the offer.

Furthermore, during the subsequent offer period, there will be separate off-setting pools for Cadbury ordinary shares, including those represented by Cadbury ADSs, tendered in the subsequent offer period and settled together on a particular settlement date. As a result, Cadbury securityholders who tender their Cadbury ordinary shares or Cadbury ADSs during the subsequent offer period and elect for more cash or more shares of Kraft Foods common stock under the mix and match facility may receive a different proportion of their preferred consideration than those who accept during the initial offer period or those who accept earlier or later during the subsequent offer period.

We describe our procedures for election and proration in paragraph 6 (*The Mix and Match Facility*) of Part B of Appendix A to this prospectus/offer to exchange.

The offer may adversely affect the liquidity and value of non-tendered Cadbury ordinary shares and Cadbury ADSs.

If the offer is successfully completed, the number of Cadbury securityholders and the number of non-tendered Cadbury ordinary shares and Cadbury ADSs held by individual holders may be greatly reduced. As a result, the successful completion of the offer could adversely affect the liquidity and may adversely affect the market value of the remaining non-tendered Cadbury ordinary shares and Cadbury ADSs held by the public. If the offer becomes or is declared wholly unconditional and we acquire 75% of the voting rights of Cadbury, we intend to cause Cadbury to apply for the cancellation of the listing of the Cadbury ordinary shares on the U.K. Official List and the cancellation of trading of the Cadbury ordinary shares on the LSE's main market for listed securities. If we complete the offer, we intend, subject to the rules of the NYSE, to cause Cadbury to apply for the delisting of the Cadbury ADSs from the NYSE and terminate Cadbury's ADS program. As a result of any delisting and cancellation of trading, Cadbury ordinary shares and Cadbury ADSs not acquired pursuant to the offer may become less liquid and may have a reduced value.

Failure to acquire 100% of the Cadbury ordinary shares, including Cadbury ADSs, may affect our ability to complete any post-closing restructuring of Cadbury and its subsidiaries. This could reduce or delay the cost savings or revenue benefits to the combined company.

To effect a compulsory acquisition of the remaining Cadbury ordinary shares, including those represented by Cadbury ADSs, we will need to first obtain at least 90% of the Cadbury ordinary shares to which the offer relates, including those represented by Cadbury ADSs. Unlike domestic U.S. corporations, English corporations cannot merge with another corporation with the approval of a majority shareholder vote. The offer is conditional upon valid acceptances being received (and not, where permitted, withdrawn) in respect of not less than 90% of Cadbury ordinary shares, including those represented by Cadbury ADSs, but this percentage may be reduced by Kraft Foods to any percentage above 50%. Were this condition to be reduced, we could complete the offer without being able to acquire compulsorily the remaining Cadbury ordinary shares, including those represented by Cadbury ADSs, we do not own. We would then be entitled to exercise control of Cadbury and affect the composition of the Cadbury board of directors. However, depending on the level of acceptances received, we may not control sufficient voting rights to delist Cadbury from the U.K. Official List and from trading on the LSE; it may take longer and be more difficult to effect any post-closing restructuring; and the full amount of the cost synergies and revenue benefits identified for the combined company may not be obtained or may only be obtained over a longer period of time. In addition, if we own less than 100% of Cadbury after completion of the offer, we may not be able to carry out joint cash pooling or other intra-company transactions with Cadbury and its subsidiaries on favorable terms or at all. This may adversely affect our ability to achieve the expected amount of cost synergies and revenue benefits after the offer is completed.

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If we fail to acquire 100% of the Cadbury ordinary shares, including those represented by Cadbury ADSs, but we are able to effect any post-closing restructuring, the consideration that Cadbury securityholders who do not tender in the offer may receive in any post-closing restructuring may be substantially lower and/or different in form than the consideration they would have received had they tendered in the offer (and they may also be subject to different tax consequences).

If we fail to acquire in the offer and in a compulsory acquisition 100% of the Cadbury ordinary shares, including those represented by Cadbury ADSs, but are able to complete any post-closing restructuring we may decide to undertake, the consideration that Cadbury securityholders who do not tender their Cadbury ordinary shares, including those represented by Cadbury ADSs, in the offer may receive in any post-closing restructuring may be lower and/or different in form than the consideration that they would have received had they tendered their Cadbury ordinary shares, including those represented by Cadbury ADSs, in the offer. Such differences could result from the fact that:

if any post-closing restructuring is the subject of litigation, we may be required to change the consideration offered to Cadbury securityholders in response to any court order;

the tax consequences to Cadbury securityholders of receiving payment in any post-closing restructuring may be different from what they would have been if they had tendered their Cadbury ordinary shares, including those represented by Cadbury ADSs, in the offer; and

any Kraft Foods common stock received as part of the consideration may have a different value at the time of completion of any post-closing restructuring than at the time of the completion of the offer.

Moreover, if any post-closing restructuring is the subject of litigation, a court could delay or prohibit the restructuring from occurring on its proposed terms, or at all. Accordingly, Cadbury securityholders who do not tender their Cadbury ordinary shares or Cadbury ADSs in the offer may not receive consideration for such shares promptly after the closing of the offer, or at all.

We must obtain governmental and regulatory consents to complete the offer, which, if delayed, not granted or granted with onerous conditions, may jeopardize or delay the offer, result in additional expenditures of money and resources and/or reduce the anticipated benefits of the acquisition.

The offer is conditional on, among other things, the receipt of regulatory approvals from regulators with jurisdiction over the operations of Kraft Foods and Cadbury. On December 14, 2009, the required waiting period under the HSR Act expired. The governmental agencies from which Kraft Foods seeks these approvals have discretion in administering the governing regulations. As a condition to their approval of the transactions contemplated by the offer, agencies may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of the combined company's business. These requirements, limitations, costs, divestitures or restrictions could jeopardize or delay the consummation of the offer or may reduce the anticipated benefits of the acquisition of Cadbury to the combined company. Furthermore, we may not be able to obtain the required consents and approvals and, if so, the required conditions of the offer may not be satisfied. Even if all of the required consents and approvals are obtained and the conditions to the consummation of the offer are satisfied, we will not necessarily be able to control the terms, conditions and timing of the approvals. If we agree to any material requirements, limitations, costs, divestitures or restrictions in order to obtain any approvals required to consummate the offer, these requirements, limitations, additional costs or restrictions could adversely affect the two companies' ability to integrate their operations or reduce the anticipated benefits of the proposed acquisition of Cadbury to the combined company. This could result in a delay in completion of, or a decision not to complete, the offer or have a material adverse effect on the business and results of operations of the combined company. Please see paragraph 1 (*Conditions of the Offer*) of Part A of Appendix A to this prospectus/offer to exchange for a discussion of the conditions of the offer and the section of this prospectus/offer to exchange entitled "The Offer Regulatory Approvals" for a description of the material regulatory approvals necessary in connection with the offer.

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Even if a material adverse change to Cadbury's business or prospects were to occur, in certain circumstances we may not be able to invoke the offer conditions and terminate the offer, which could reduce the value of the Kraft Foods common stock we issue in the offer.

Completion of the offer is subject to a number of conditions, including that there is no material adverse change affecting Cadbury before the offer becomes, or is declared, wholly unconditional. Under the U.K. Takeover Code, and except for the minimum acceptance condition and the conditions relating to the European Commission antitrust approval (as described in the section of this prospectus/offer to exchange entitled "The Offer Regulatory Approvals"), we may invoke a condition to the offer to cause the offer not to proceed only if the U.K. Takeover Panel is satisfied that the circumstances giving rise to that condition not being satisfied are of material significance to us in the context of the offer.

If a material adverse change affecting Cadbury were to occur and the U.K. Takeover Panel does not allow us to invoke a condition to cause the offer not to proceed, the market price of the Kraft Foods common stock may decline or our business or our financial condition may be materially adversely affected. As a result, the value of the Kraft Foods common stock received by Cadbury securityholders may be reduced.

We have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange.

We have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange. Accordingly, we have prepared the information in, or incorporated by reference into, this prospectus/offer to exchange based only on publicly available information regarding Cadbury and such information has not been subject to comment or verification by Cadbury, Kraft Foods or their respective directors.

We have no knowledge that any information or statements relating to Cadbury contained in, or incorporated by reference into, this prospectus/offer to exchange are inaccurate or incomplete. However, we were not involved in the preparation of such information and statements and, therefore, cannot verify the accuracy, completeness or truth of such information or any failure by Cadbury to disclose events that may have occurred, but that are unknown to us, that may affect the significance or accuracy of any such information.

In addition, we have made certain assumptions relating to the forecast level of cost savings, synergies and associated costs of the offer based only on publicly available information regarding Cadbury. Our assumptions relating to the forecast level of cost savings, synergies and associated costs of the offer may be inaccurate.

Further, the completion of the offer may give rise to the right of contractual counterparties to terminate material supply and other contracts with Cadbury or result in other consequences as a result of matters unknown to us. As such, there may be other matters relating to Cadbury that are unknown by us and that may have an adverse effect on the combined company's financial condition and results of operations and/or result in substantial additional costs or liabilities.

Whether or not the offer is completed, the announcement and prospect of the successful completion of the offer could cause disruptions in the businesses of Kraft Foods and/or Cadbury, which could have material adverse effects on their businesses and financial results, as well as on the business prospects and financial results of the combined company.

Whether or not the offer is completed, the announcement and prospect of the successful completion of the offer could cause disruptions in the businesses of Kraft Foods and/or Cadbury. Specifically if the offer succeeds, some current and prospective employees may experience uncertainty about their future roles within the combined company, which may adversely affect Kraft Foods' and Cadbury's abilities to retain or recruit key managers and

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other employees. If Kraft Foods and Cadbury fail to manage these risks effectively, the business and financial results of Kraft Foods, Cadbury and the combined company could be adversely affected.

If there are significant, unforeseen difficulties integrating the business operations of Kraft Foods and Cadbury, they could adversely affect the business of the combined company.

We intend, to the extent possible, to integrate our operations with those of Cadbury. Our goal in integrating these operations is to increase revenues through enhanced growth opportunities and achieve cost savings by taking advantage of the significant anticipated synergies of consolidation. However, we may encounter difficulties integrating our operations with Cadbury's operations, resulting in a delay or the failure to achieve the anticipated synergies, including the expected increases in earnings and cost savings. If such difficulties are significant, this could adversely affect the business of the combined company.

We may incur higher than expected integration, transaction and offer-related costs.

We expect to incur a number of non-recurring costs associated with combining the operations of the two companies, including implementation cash costs estimated to be approximately \$1.2 billion in the first three years following completion of the offer. In addition, we will incur legal, accounting and transaction fees and other costs related to the offer. Some of these costs are payable regardless of whether the offer is completed and such costs may be higher than anticipated.

Although we believe that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, will offset these implementation and offer costs over time, this net benefit may not be achieved within the expected timetable. In addition, some of these costs could be higher than we anticipate, which could reduce the net benefits of the transaction and impact our results of operations.

Risk Factors Relating to Market and Currency Fluctuation

Market fluctuations may reduce the overall value of the consideration in the offer.

Unless you make a successful mix and match election, each Cadbury ordinary share, including each Cadbury ordinary share represented by a Cadbury ADS, you tender in the offer will be exchanged for 300 pence in cash and 0.2589 shares of Kraft Foods common stock. As one Cadbury ADS represents four Cadbury ordinary shares, for each Cadbury ADS you tender in the offer you will receive 1,200 pence in cash and 1.0356 shares of Kraft Foods common stock. Any fluctuation in the market price of Kraft Foods common stock or the pound sterling/U.S. dollar exchange rate between now and the consummation of the offer will increase or decrease the cash value of the Kraft Foods common stock that you will receive.

Kraft Foods common stock and any dividends to be paid in respect of it will be denominated in U.S. dollars. An investment in Kraft Foods common stock by an investor whose principal currency is not U.S. dollars exposes the investor to foreign exchange rate risk. Any depreciation of the U.S. dollar in relation to such other currency will reduce the value of the investment in Kraft Foods common stock, and any dividends to be paid in respect of it, in terms of such other currency, and any appreciation of the U.S. dollar will increase the value in terms of such other currency.

Cadbury securityholders who tender their Cadbury ordinary shares and Cadbury ADSs in the offer will be subject to exchange rate risk.

The cash portion of the consideration that you will receive for your Cadbury ordinary shares is payable in pounds sterling, unless you elect to receive it in U.S. dollars. The cash portion of the consideration that you will receive for your Cadbury ADSs is payable in U.S. dollars, unless you elect to receive it in pounds sterling. As a

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result, the value of this consideration in any currency relevant to a Cadbury securityholder will vary depending on the exchange rate between that currency and pounds sterling or U.S. dollars, as applicable, which is likely to fluctuate between the date of this prospectus/offer to exchange and the date on which cash consideration is paid to Cadbury securityholders. Fluctuations in the exchange rate between other currencies and U.S. dollars, as applicable, will also affect the pound sterling equivalent of the price of the Kraft Foods common stock.

Furthermore, if you receive the cash portion of your consideration in U.S. dollars, the cash amount payable in pounds sterling to which you would otherwise be entitled pursuant to the terms of the offer will be paid (net of all relevant fees and expenses) in U.S. dollars, based on the exchange rate obtainable on the spot market in London on the date the cash consideration is made available by Kraft Foods to the Ordinary Share Exchange Agent or ADS Exchange Agent for delivery in respect of your Cadbury ordinary shares or Cadbury ADSs. In this case, the actual amount of U.S. dollars you receive will depend on this, so you will be subject to the risk that exchange rate fluctuations could change the amount of U.S. dollars you receive.

Shareholders in the combined company will be more exposed to currency exchange rate fluctuations as, following completion of the offer, there will be an increased proportion of assets, liabilities and earnings denominated in foreign currencies.

As a result of the successful completion of the offer, the financial results of the combined company will be more exposed to currency exchange rate fluctuations and an increased proportion of assets, liabilities and earnings will be denominated in non-U.S. dollar currencies.

The combined company will present its financial statements in U.S. dollars and will have a significant proportion of net assets and income in non-U.S. dollar currencies, primarily pounds sterling and the euro as well as a range of emerging market currencies. The combined company's financial results and capital ratios will therefore be sensitive to movements in foreign exchange rates. A depreciation of non-U.S. dollar currencies relative to the U.S. dollar could have an adverse impact on the combined company's financial results.

Risk Factors Relating to Cadbury's Business

Additionally, we encourage you to read and consider other risk factors specific to Cadbury's businesses (that may also affect the combined company after consummation of the offer) described in the section entitled "Risk Factors" in Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008, which Cadbury has filed with the SEC and which we have also incorporated by reference into this prospectus/offer to exchange. Please see the section of this prospectus/offer to exchange entitled "Incorporation by Reference."

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THE COMPANIES

Kraft Foods

We are the world's second largest food company, with revenues of \$41.9 billion and earnings from continuing operations before income taxes of \$2.6 billion in 2008. We have approximately 100,000 employees worldwide and we manufacture and market packaged food products, including snacks, beverages, cheese, convenient meals and various packaged grocery products. We sell our products to consumers in approximately 150 countries. At December 31, 2008, we had operations in more than 70 countries and made our products at 168 manufacturing and processing facilities worldwide. At September 30, 2009, we had net assets of \$25.2 billion and gross assets of \$66.7 billion. We are a member of the Dow Jones Industrial Average, Standard & Poor's 500, the Dow Jones Sustainability Index and the Ethibel Sustainability Index.

We have a proven track record of successfully completing and integrating strategic combinations to build and grow iconic brands and multi-national businesses. These acquisitions include *LU* Biscuit in 2007 and Nabisco in 2000.

Our portfolio includes nine brands with annual revenues exceeding \$1.0 billion each, including *Kraft* cheeses, dinners and dressings; *Oscar Mayer* meats; *Philadelphia* cream cheese; *Maxwell House* and *Jacobs* coffee; *Nabisco* cookies and crackers; *Oreo* cookies; *Milka* chocolates; and *LU* biscuits. Our portfolio also includes more than 50 brands which each generate annual revenues of more than \$100 million, including *Côte d'Or*, *Toblerone*, *Marabou* and *Alpen Gold* chocolates; *Royal* biscuits; and *Kenco*, *Carte Noire* and *Grand Mère* coffees.

Our strategy is centered on marketing and developing leading consumer brands and pursuing growth opportunities consistent with consumer trends in order to deliver shareholder value. Our increasing investment in snacks and quick meals and our portfolio of iconic brands aligns with growing consumer interest in convenience products and premium brands. Our focus on snacks and confectionery products fits well within our strategy of growth in instant consumption channels.

Four priorities have shaped our long-term strategy:

focusing on growth categories to transform into a leading snack, confectionery and quick meals company. This is being achieved through exiting lower growth and/or lower margin businesses and reinvigorating high cash flow businesses to fund growth;

expanding our footprint in rapidly growing developing markets to benefit from trading up by consumers and achieving the scale to establish cost-efficient infrastructure in key geographies;

increasing our presence in instant consumption channels as they continue to gain share versus grocery channels in the U.S. and European Union; and

enhancing margins by improving our portfolio mix and reducing costs while investing in quality.

We believe our key competitive strengths include:

our global scale;

our portfolio of leading brands;

a leading sales and distribution system;

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a proven track record of acquiring and integrating large-scale new businesses; and

an experienced management team.

We are a Virginia corporation with principal executive offices at Three Lakes Drive, Northfield, IL 60093. Our telephone number is (847) 646-2000 and our Internet address is www.kraftfoodcompany.com.

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Cadbury

Cadbury is an international confectionery business that generated £5.4 billion in total revenue from its global operations in 2008. At December 31, 2008, Cadbury operated in over 60 countries and had over 45,000 employees. Cadbury's principal product segments are: chocolate, which contributed 46% of Cadbury's revenue in 2008; gum, which contributed 33% of Cadbury's revenue in 2008; and candy, which contributed 21% of Cadbury's revenue in 2008 (in each case, excluding the revenues of Reading Scientific Services Limited).

Cadbury's major brands by segment include:

Chocolate *Cadbury Dairy Milk, Cadbury Creme Egg, Flake and Green & Black's*;

Gum *Trident, Hollywood, Stimorol, Dentyne, Clorets and Bubbalo*; and

Candy *Halls, Maynards, The Natural Confectionery Co. and Cadbury Eclairs*.

Cadbury is registered under the laws of England and Wales as a public limited company with its registered office (principal executive office) at Cadbury House, Sanderson Road, Uxbridge, England, UB8 1DH. Its telephone number is +44 1895 615000 and its Internet address is www.cadbury.com.

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BACKGROUND AND REASONS FOR THE OFFER

Background of the Offer

We continually review our strategic alternatives. In the summer of 2009, we gave serious consideration to whether or not a business combination with Cadbury could be accomplished on favorable terms.

On August 20, 2009, our board of directors met with members of senior management and certain of our financial advisors. Our board of directors authorized Ms. Irene Rosenfeld, our Chairman and Chief Executive Officer, to approach Cadbury to ascertain its interest in a business combination.

On August 28, 2009, Ms. Rosenfeld met with Mr. Roger Carr, the Chairman of Cadbury, in London to express our interest in pursuing a business combination with Cadbury. Ms. Rosenfeld informed Mr. Carr that our board of directors had authorized her to make a proposal to acquire all of the outstanding Cadbury ordinary shares for 300 pence in cash and 0.2589 new shares of Kraft Foods common stock per Cadbury ordinary share. That same day, Ms. Rosenfeld sent Mr. Carr the following letter confirming their conversation and the proposal put forth by Ms. Rosenfeld at the meeting (footnotes omitted):

28 August 2009

Mr. R. Carr

Cadbury plc

Cadbury House

Sanderson Road

Uxbridge

UB8 1DH

Dear Roger,

I very much enjoyed meeting you this morning. As I explained, we believe that the combination of our companies would provide a compelling value proposition for both our shareholders. As analysts and industry observers have long speculated, our two great companies are highly complementary and a combination makes a great deal of strategic and financial sense. We believe that now is the time to pursue a transaction as a result of the significant opportunities available to both of us. We look forward to engaging in constructive, friendly discussions and working toward a positive outcome on a recommended basis.

We have great respect and admiration for Cadbury plc (Cadbury), its employees, its leadership and its proud heritage. We have also taken note of your recent performance and the successful ongoing implementation of your Vision Into Action programme. However, we believe that Cadbury's prospects, ability to fully realise operational efficiencies and capacity to invest are necessarily constrained given its limited scale and scope relative to larger global competitors. We see few catalysts for sustained future value creation for Cadbury as a standalone entity. In contrast, we have concluded that we can strengthen both our companies by bringing them together, enhancing our worldwide scale and scope, and capitalising on significant opportunities to build a global leader in the food and snacking industry for the benefit of all of our respective stakeholders. In so doing, we are eager to build upon the success of your iconic brands and strong British heritage through increased investment and innovation.

Accordingly, I am writing to set out the details of a possible offer to combine Cadbury and Kraft Foods Inc. (Kraft Foods) (a Possible Offer), as approved by the Board of Directors of Kraft Foods. Subject to the pre-conditions set out below, Kraft Foods is prepared to offer 300 pence in cash and 0.2589 new Kraft Foods shares per Cadbury share, which values each Cadbury share at 755 pence

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(based on yesterday's closing price of \$28.42 for a Kraft Foods share and an exchange rate of 1.617 \$/£). This price represents an attractive premium to any measure of the standalone value of Cadbury and fully reflects your recent performance and prospects. Specifically, this price represents a premium of:

44% over Cadbury's share price of 524 pence on 3 July 2009, prior to recent analyst suggestions regarding potential sector consolidation;

37% over Cadbury's 90-day average share price of 553 pence in the period up to 27 August 2009, the last business day preceding this letter; and

31% over Cadbury's share price of 578 pence at close yesterday.

We would also point out that this price is beyond any price at which Cadbury's shares have traded since the demerger.

The Possible Offer would provide your shareholders with both value certainty and the opportunity to enjoy the significant value upside in the combined entity's attractive growth prospects and considerable synergies. Kraft Foods would also offer a mix and match facility under which Cadbury shareholders could elect, subject to availability, to vary the proportions in which they would receive cash and new Kraft Foods shares.

I believe that the strategic and financial rationale for this transaction is compelling. The transaction would create:

a company with approximately \$50 billion in revenues, with leading shares in snacking and an exceptional portfolio of confectionery and biscuit brands around the world;

a geographically diversified combined business, with leading positions and significant scale in key developing markets including India, Mexico, Brazil, China and Russia;

a strong presence in instant consumption channels in both developed and developing markets, expanding the reach and margin potential of the combined business; and

the potential for meaningful revenue synergies over time from investments in distribution, marketing and product development, as well as a significant opportunity to realise pre-tax cost savings of at least \$625 million annually through increased operational efficiencies.

Kraft Foods has a proven track record of successfully completing and integrating strategic combinations to build iconic brands and multi-national businesses, including the acquisitions of LU in 2007 and Nabisco in 2000.

A combination with Cadbury is consistent with Kraft Foods' stated strategic objective to build a high-performing global company by reframing our categories, capitalising on our established sales capabilities and driving down costs without compromising our commitment to high quality. Over the past three years, we have successfully positioned Kraft Foods for sustainable, profitable growth. A combination with Cadbury would mark a logical next step in our transformation as we shape the company into a more global, higher-growth and higher-margin entity.

Together, we would draw on the collective strengths of our two organisations and create a stronger, more competitive global company for the benefit of all stakeholders. We believe that the growth prospects and global scope of the enlarged entity should lead to increased opportunities for talented employees and managers of both companies. In addition, we confirm that the existing contractual employment rights, including pension rights, of all employees of Cadbury would be fully safeguarded.

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The consideration required for the Possible Offer would be provided from a combination of Kraft Foods' existing funds, new debt and the issuance of equity. Financing would be on the basis that Kraft Foods would maintain an investment-grade credit rating. The significant cash flow of the enlarged entity following a combination would allow for rapid debt paydown and the continued funding of growth initiatives.

We, together with our legal advisers, have undertaken an analysis in relation to anti-trust matters. The complementary nature of our two businesses means that any antitrust concerns will be few, and limited in scope: we are confident that any issues can be appropriately addressed within the envisaged implementation timeframe. In this regard, we would suggest that our respective legal advisers meet at your earliest convenience, in order for our advisers to explain their analysis, and for next steps to be identified.

We believe it is in all parties' interests to progress this transaction as swiftly as possible. Our senior management and advisers have already completed extensive analysis and due diligence based on publicly available information. Accordingly, our due diligence requirements are limited, confirmatory in nature and capable of being addressed within a compressed timeframe. Lazard is acting as our lead financial adviser. We have also retained Centerview Partners, Citigroup and Deutsche Bank as financial advisers. Our legal advisers are Clifford Chance; Cravath, Swaine & Moore; Gibson, Dunn & Crutcher; and Arnold & Porter.

It is Kraft Foods' preference to implement any offer by means of a scheme of arrangement but we reserve the right to change this to a general offer. Any offer, if made, would be subject to the terms and conditions usually attaching to a scheme of arrangement, or offer, involving a UK public company.

The making of any offer would be subject to the following pre-conditions:

satisfactory completion of a limited due diligence review by Kraft Foods, including access to Cadbury's internal plan and projections;

Kraft Foods obtaining satisfactory financing; and

a unanimous recommendation by the directors of Cadbury to vote in favour of the scheme, or if relevant, to accept the offer.

For the avoidance of doubt, this letter should not be construed in any regard as constituting an offer or evincing an intention to make an offer or inviting an offer or imposing an obligation to make an offer for Cadbury and any of its securities or otherwise giving rise to legal relations (save for the obligation to keep its terms confidential) and, in particular, does not constitute a firm intention to make an offer for the purposes of Rule 2.5 of The City Code on Takeovers and Mergers. This proposal is made on a strictly private and confidential basis. This letter shall be governed by and construed in accordance with English law.

We trust that our proposal makes clear our level of seriousness and enthusiasm for pursuing this opportunity. We are willing to commit substantial time and financial resources to do so. This matter has the highest priority for Kraft Foods and we are keen to have our advisers and executive team engage with yours so that we can progress this proposal in an expeditious manner.

Per our conversation, I look forward to hearing from you shortly.

Yours sincerely,

Irene B. Rosenfeld

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On August 31, 2009, Ms. Rosenfeld received the following letter from Mr. Carr stating that the Cadbury board of directors was not interested in the proposed business combination with Kraft Foods:

August 31, 2009

Ms. Irene B. Rosenfeld

Chairman & Chief Executive Officer Kraft Foods

Three Lakes Drive

Northfield, Illinois

60093

Dear Irene,

I have discussed your letter of 28 August with the Board of Directors of Cadbury plc.

The Board believes strongly in both the strategy and prospects of Cadbury as an independent company. The Cadbury business is unique in both category and geographical scope and we are confident in our standalone growth prospects.

As you will no doubt have seen, we are delivering against our Vision into Action plan as clearly demonstrated by our performance and we have the strength in our brands, together with the necessary scale in our categories and the management capacity to deliver substantial value to our shareholders.

Your proposal is unsolicited, unattractive and fundamentally undervalues Cadbury. Accordingly the Board, with the unqualified support of its advisers (Goldman Sachs, Morgan Stanley and UBS), unanimously rejects your proposal and confirms its commitment to its independent strategy.

Yours sincerely,

Roger Carr

Chairman, Cadbury plc

On September 7, 2009, concurrently with our public announcement of our proposal to acquire Cadbury, Ms. Rosenfeld sent Mr. Carr the following letter:

7 September 2009

Mr. R. Carr

Cadbury plc

Cadbury House

Sanderson Road

Uxbridge

UB8 1DH

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Dear Roger,

Thank you for your letter in response to our discussion on 28 August and the letter I sent to you as a follow-up outlining our possible offer (a Possible Offer) for Cadbury plc (Cadbury). I have given careful consideration to your response.

Although I am disappointed that you rejected unequivocally our proposal, I remain committed to working toward a recommended offer and to maintaining a constructive dialogue. We are therefore disclosing publicly our Possible Offer as a means to encourage and further that process.

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I continue to believe strongly in the strategic rationale for combining our two companies and that our Possible Offer represents an attractive premium and a compelling value proposition for your shareholders.

As I outlined during our meeting, I believe we can strengthen both of our companies by bringing them together, enhancing their worldwide scale and scope, and capitalising on significant opportunities, building on the position of Kraft Foods Inc. (Kraft Foods) as a global powerhouse in snacks, confectionery and quick meals for the benefit of all of our respective stakeholders.

We understand the great sense of pride that you and your team have for Cadbury and its brands. We also have a long history of respecting and building iconic brands like Oreo, LU, Milka, Toblerone, Kenco, Philadelphia and DairyLea to name just a few. Kraft Foods is committed to building upon Cadbury's success and strong British heritage through increased investment and innovation.

Our extensive combined global business network would create opportunities for talented Cadbury employees and managers across all areas of the combined enterprise. We would augment Kraft Foods' and Cadbury's world-class capabilities by employing a best of both focus, from sales and marketing to distribution and manufacturing. For example, we believe we would be in a position to continue to operate the Somerdale facility, which is currently planned to be closed, and invest in Bournville, thereby preserving UK manufacturing jobs.

I also want to reiterate that our Possible Offer represents a compelling value proposition for your shareholders. Given the proposed consideration mix of cash and shares, they would enjoy both value certainty and significant potential upside in the combined entity's attractive growth prospects and meaningful synergies. As we discussed, and as I noted in my previous letter to you, we commend you on your successful ongoing implementation of Vision Into Action (VIA). I believe Cadbury's share price already reflects its prospects as a standalone entity and the benefits of VIA. Our Possible Offer therefore not only takes into account these factors, but also provides a significant premium and, I believe, significantly more value for your shareholders than Cadbury could create independently.

Together, we can draw on the collective strengths of our two organisations to create a stronger, more competitive global company for the benefit of all our stakeholders. I would ask you to reconsider your rejection of our Possible Offer and would welcome a constructive dialogue.

Yours sincerely,

Irene B. Rosenfeld

For the avoidance of doubt, this letter should not be construed in any regard as constituting an offer or evincing an intention to make an offer or inviting an offer or imposing an obligation to make an offer for Cadbury and any of its securities or otherwise giving rise to legal relations and, in particular, does not constitute a firm intention to make an offer for the purposes of Rule 2.5 of The City Code on Takeovers and Mergers. This letter shall be governed by and construed in accordance with English law.

On September 7, 2009, we issued a press release setting forth the terms of our proposal and the text of our August 28, 2009 and September 7, 2009 letters.

On the same day, September 7, 2009, the Cadbury board of directors summarily rejected our proposal in the following statement issued via press release:

In response to the announcement by Kraft Foods Inc. (Kraft Foods), Cadbury plc (Cadbury or the Group) confirms that it recently received an unsolicited proposal from Kraft Foods regarding a possible share and cash offer for the Group which is conditional on, inter alia, financing and due diligence. The Board of Cadbury reviewed the proposal with its advisers and rejected it.

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The Board is confident in Cadbury's standalone strategy and growth prospects as a result of its strong brands, unique category and geographic scope and the continued successful delivery of its Vision into Action plan. The Board believes that the proposal fundamentally undervalues the Group and its prospects.

On September 12, 2009, Ms. Rosenfeld received the following letter from Mr. Carr reiterating Cadbury's opposition to our proposal and Cadbury's commitment to remaining an independent company.

Dear Irene,

In my letter of 31st August, I informed you that the Board had rejected your unsolicited proposal on the grounds that it is unattractive and fundamentally undervalues Cadbury. Under your proposal, Cadbury would be absorbed into Kraft Foods' low growth, conglomerate business model, an unappealing prospect which contrasts sharply with our strategy to be a pure play confectionery company. I also re-affirmed the Board's confidence in our future prospects as an independent company. There is nothing in your letter dated 7th September, or your various announcements on and since that date, to change our view.

I would like to take the opportunity to expand on some points I made in my letter.

Over the past few years, Cadbury has completed a major corporate transformation through the acquisition of Adams and the demerger and sale of our beverage businesses. The disposal of Beverages provides the clear business focus we believe essential to achieve outstanding performance.

We have created a pure play confectionery business with strong brands occupying leading market positions in both developed markets and high growth emerging economies – a business of considerable inherent value, impossible to replicate and with a unique position in the global confectionery market. We have a clear set of targets, a track record of delivery accepted by the market and value enhancing plans to further exploit our proven growth platforms.

We have demonstrated through our performance to date that we have the scale, capabilities and resource to deliver on our commitments to shareholders. Since the Adams acquisition, our confectionery business has delivered top line growth of over 6%, we have increased our global market share by over 100 bps and generated comparable margin growth of over 200 bps, all while materially increasing spend on marketing and science and technology to drive innovation.

We have been able to demonstrate both organic and inorganic growth. The acquisition of Adams, together with more recent acquisitions, including Intergum and Sansei, provided scale and new growth opportunities in attractive product areas of gum and candy together with exposure to emerging markets that complemented our powerful British Commonwealth heritage.

Our integration of Adams achieved combined cost and revenue synergies of 14% by the end of 2006. We achieved this performance by reinvigorating sales growth, re-stimulating the acquired brands through increased marketing investment and widening the product range through greater commitment to product innovation.

We understand the attraction of our business and fully appreciate the value and benefits it would offer to those looking for superior growth and exposure to our attractive product segments and markets. Equally, the quality of our management, the momentum of our business, the power of our brands, the strength of our market positions and the spread of our global footprint continue to underpin our belief in the business and its prospects as an independent entity.

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Finally, I would emphasise that the delivery of value to our shareholders remains at the top of our agenda. Your proposal is for Cadbury shareholders to exchange shares in a pure-play confectionery business for cash and shares in Kraft Foods, a company with a considerably less focused business mix and historically lower growth. In addition, the proposal is of uncertain value for Cadbury shareholders as underlined by the movement in the Cadbury share price since your announcement. Your proposal fundamentally fails to reflect the current value of Cadbury as a standalone business, its growth prospects and the potential synergies of a combined entity.

We are committed to the delivery of optimum value to our shareholders and our Board remains convinced that this is achieved through continuing to deliver our standalone pure play confectionery strategy.

Yours sincerely,

Roger Carr

Chairman, Cadbury plc

During October 2009, our board of directors met on several occasions with management and certain of our financial advisors to discuss the due diligence investigation conducted to date with respect to Cadbury by certain of our legal and other advisors, to discuss the terms of the offer and to approve the bridge facility described in the section of this prospectus/offer to exchange entitled "The Offer Financing of the Offer; Source and Amount of Funds."

On November 6, 2009, our board of directors met with management and certain of our financial advisors. At this meeting, our board of directors approved the offer, including issuing shares of Kraft Foods common stock in connection with the offer.

On November 9, 2009, we announced a firm intention to make an offer to acquire all of the outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs.

On that same day, November 9, 2009, the Cadbury board of directors issued a statement recommending that Cadbury shareholders reject our offer.

Between November 9, 2009 and December 4, 2009, our board of directors met several times with management to discuss the terms of the offer and to approve the offer documentation.

On December 4, 2009, we commenced the offer by filing the registration statement of which this prospectus/offer to exchange forms a part with the SEC, issuing a press release and summary advertisement regarding the commencement of the offer and mailing the other offer documentation. On December 7, 2009, we published a further summary advertisement and a formal notice regarding the offer.

On December 14, 2009, Cadbury filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC and published a U.K. defense document, reporting that the Cadbury board of directors unanimously rejected the offer and recommended that Cadbury shareholders take no action in relation to the offer.

On December 15, 2009, we issued a response to Cadbury's defense document.

Reasons for the Offer

A Disciplined Approach

We intend to continue to maintain a disciplined approach with respect to an acquisition of Cadbury in line with four key criteria:

accretion to earnings in the second year following completion on a cash basis (which excludes the one-time expenses related to the transaction and the impact of non-cash items such as the amortization of intangibles after the acquisition);

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provide a return on investment in excess of our cost of capital within an acceptable timeframe;

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retention of our investment-grade credit rating; and

maintenance of our dividend.

Compelling Strategic and Financial Rationale

We believe the financial and strategic rationale for the offer and the acquisition of Cadbury is compelling and will provide short- and long-term benefits to Cadbury securityholders who accept the offer. In particular:

Global Powerhouse We believe the acquisition of Cadbury would build on a global powerhouse in snacks, confectionery and quick meals, with an exceptional portfolio of leading brands around the world.

Increased Scope We believe the acquisition of Cadbury would create a combined company that is a global confectionery leader. The combined company is expected to have a portfolio that includes more than 40 confectionery brands each with annual sales in excess of \$100 million. Globally, the combined company would be number one in the chocolate and sugar confectionery segments and a strong number two in the high growth gum segment.

Complementary Brands We believe that Cadbury's leading brands such as *Cadbury*, *Trident* and *Halls* are highly complementary to our portfolio and would benefit from our global scope, scale and array of proprietary technologies and processes.

Increased Scale We believe that confectionery markets are consolidating and scale is becoming increasingly important, in part due to retailers' increasing bargaining power, control of the supply chain and growing portfolio of their own retailer brands, which have benefited from the global economic climate. We believe that the combination of Kraft Foods and Cadbury would provide the necessary scale to compete even more effectively in the confectionery sector. Furthermore, as our customers grow and consolidate, we believe that there are benefits to growing along with them, which will allow us to act as a stronger partner, create efficiencies for both partners and maintain balance as our customers increase their scale.

Strengthened Geographic Footprint Cadbury's geographic footprint is complementary to ours. Importantly, the acquisition of Cadbury would increase scale in developing markets for both companies. Our operations in developing markets currently deliver revenues twice those of Cadbury. Our businesses in Brazil, China and Russia are, in the aggregate, about three times larger than Cadbury's businesses in those countries. Conversely, we believe that Cadbury would provide us with a meaningful entry into India and South Africa and would be transformational in Mexico. We also believe that the combined company would have improved positions in several developed markets, such as France and Spain.

Complementary Routes to Market We believe that Kraft Foods' and Cadbury's routes to market are highly complementary. We believe that we are particularly strong in the grocery channel in North America and Western Europe. We believe that Cadbury is well positioned in instant consumption channels, which have become increasingly important in both developed and developing markets. It is anticipated that the acquisition of Cadbury will provide an enhanced platform for the combined company to distribute both Cadbury's and Kraft Foods' products through both channels and create an attractive opportunity for higher growth and margins.

Meaningful Cost Savings and Other Synergies As discussed in the section of this prospectus/offer to exchange entitled "Meaningful Cost Savings and Other Synergies," we believe the acquisition of Cadbury will provide the potential for meaningful cost savings and other synergies.

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We believe that Cadbury and Kraft Foods represent a uniquely complementary fit and expect that the combination will enhance the combined company's growth profile. We also believe that the combination will augment the world-class capabilities of both Kraft Foods and Cadbury by employing a best of both approach, from sales and marketing to distribution and management. In particular, we believe that the global business network of the combined company will create opportunities for talented Cadbury employees and managers. Accordingly, we believe that we are the most logical acquirer of Cadbury. Furthermore, no other potential offeror has publicly declared a formal intention to make an offer for Cadbury.

Meaningful Cost Savings and Other Synergies

Although no assurance can be given that any particular level of cost savings will be achieved, we believe a combination with Cadbury will provide the potential for meaningful revenue synergies over time from investments in distribution, marketing and product development. In addition, we believe there is a significant opportunity to realize pre-tax cost savings of at least \$625 million annually.

Such annual cost savings are expected to be achieved over and above the current performance improvement programs at each of Kraft Foods and Cadbury (including Cadbury's Vision into Action program). We believe that, as both companies have been actively rationalizing their cost bases over the last few years, the most easily achieved cost saving initiatives have already been implemented and Vision into Action represents a significant cost cutting program in its own right. Further, we will take on the risks associated with delivering the remaining margin improvement associated with Vision into Action.

We believe the expected cost savings are in line with other relevant transactions and are greater, as a percentage of revenues, than the 6.5% estimated by Cadbury at the time it announced its acquisition of Adams in December 2002.

Cadbury has since stated that it achieved synergies representing 14% of revenues from its acquisition of Adams. This level of synergies was achieved approximately four years after the transaction was announced and includes revenue synergies equating to 6% to 7% of revenues. Given the complementary nature of Kraft Foods and Cadbury, we believe that there is potential for meaningful revenue synergies from a combination of the two businesses.

Such synergies will, however, take time to be realized and will require significant investments in distribution, marketing and product development. Cadbury securityholders who accept the offer will be able to share in all synergies resulting from the combination of Kraft Foods and Cadbury through the Kraft Foods common stock component of the offer. We expect that we will achieve the run-rate on these cost savings by the end of the third year following completion of the offer. We expect to incur total one-off implementation cash costs of approximately \$1.2 billion in the first three years following completion. The expected sources of the expected annual pre-tax cost savings of at least \$625 million are:

potential operational cost savings of \$300 million per annum resulting from efficiencies and economies of scale in the areas of procurement, manufacturing, customer service, logistics and research and development;

potential general and administrative cost savings of \$200 million resulting from efficiencies in the areas of central, regional and country level administrative expenses; and

potential marketing and selling cost savings of \$125 million resulting from efficiencies and economies of scale in the areas of marketing, media and selling expenses.

When evaluating the cost savings we have assumed the following:

that Kraft Foods will acquire 100% of the shares in Cadbury following completion of the offer, without undue delay;

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that there will be no material unanticipated impact on the combined company arising from any decisions made by competition authorities;

that there will be no material change to the market dynamics affecting Kraft Foods and/or Cadbury following completion of the offer; and

that there will be no material change to exchange rates following completion of the offer.

In establishing the estimate of cost savings, we have assumed that Cadbury's operations, processes and procedures are comparable to those of our own related operations, except where publicly available information clearly indicates otherwise. Kraft Foods' management, aided by its previous integration experience and through an understanding of Cadbury's cost structure based on their own market intelligence and experience, has determined the source and scale of realizable cost savings. The cost savings and the one-off implementation cash costs of achieving the cost savings are incremental to Kraft Foods' and, to the best of our knowledge, Cadbury's existing plans. In addition to information from Kraft Foods management, the sources of information that we have used to arrive at the estimate of cost savings include:

the Annual Report and Accounts of Cadbury for the year ended December 31, 2008;

Cadbury's presentations to analysts;

Cadbury's web site;

analysts' research;

other public information;

Kraft Foods' knowledge of the industry and of Cadbury; and

Kraft Foods' experience of cost savings from previous transactions, in particular, its acquisitions of *LU* Biscuit and Nabisco. We have not had discussions with Cadbury's management nor had access to Cadbury's books and records to confirm the reasonableness of the assumptions we set out above to support our estimate of cost savings. Therefore, there remains an inherent risk in this forward-looking estimate.

Attractive Multiples

We believe that the offer represents attractive earnings per share and EBITDA multiples. The offer equates to:

a multiple of 28.7 times Cadbury's diluted underlying (i.e., adjusted) earnings per share; and

an enterprise value multiple of 14.2 times Cadbury's underlying (i.e., adjusted) EBITDA, in each case, as disclosed by Cadbury, for the year ended December 31, 2008 and based on the closing price of \$26.50 per share of Kraft Foods common stock on December 1, 2009 and an exchange rate of \$1.6627 per £1.00 (as quoted by WM/Reuters on December 1, 2009).

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In addition, given Cadbury's mix of businesses, there are no previous transactions that are perfectly comparable with our proposed acquisition of Cadbury. However, as highlighted by Cadbury at the time, Cadbury paid 12.8 times historical EBITDA for the Adams Confectionary business of Pfizer Inc. in 2002. At the time of the Adams acquisition, the price to historical earnings ratios of the Dow Jones Industrial Average and the FTSE 100 were 22.4 times and 18.4 times respectively. As at November 9, 2009, they both stood at 17.4 times and as at December 1, 2009 they stood at 18.0 times and 17.6 times respectively, reflecting the significantly altered economic and stock market climates.

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We have presented the offer by referring to a multiple of Cadbury's underlying EBITDA under IFRS. We believe that EBITDA facilitates operating performance comparisons from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and book depreciation of tangible assets (affecting relative depreciation expense). We have presented the offer by referring to an enterprise multiple of Cadbury's underlying EBITDA because we believe securities analysts, investors and other interested parties frequently use it to evaluate similar issuers. EBITDA is a non-U.S. GAAP measure for IFRS purposes. EBITDA has limitations as an analytical tool, including:

it does not reflect Cadbury's cash expenditures, or future requirements for, capital expenditures or contractual commitments;

it does not reflect changes in, or cash requirements for, Cadbury's working capital needs;

it does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on Cadbury's debt;

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA measures do not reflect any cash requirements for such replacements;

it is not adjusted for all non-cash income or expense items that are reflected in Cadbury's statements of cash flows; and

other companies in the food industry may calculate this measure differently therefore limiting its usefulness as a comparative measure.

Because of these limitations, you should not consider EBITDA as a measure of discretionary cash available to Cadbury, and you should not consider it in isolation from, or as a substitute for, analysis of Cadbury's results of operations, including its cash flows, as reported under IFRS. In addition, the criteria and accounting principles upon which EBITDA is based can vary from company to company. We have calculated Cadbury's underlying EBITDA from Cadbury's underlying operating profit of £638 million as given in Cadbury's audited consolidated financial statements for the financial year ended December 31, 2008, adjusted for depreciation of property, plant and equipment (£161 million) and amortization of intangibles (£31 million). Underlying EBITDA and diluted underlying earnings per share are calculated based on Cadbury's definitions for those terms and include adjustments for restructuring costs, certain discrete items outside Cadbury's core trading activities (non-trading items), amortization and impairment of acquisition intangibles, and derivative accounting and any associated tax effect. Cadbury defines underlying to mean adjusted for restructuring costs, non-trading items, amortization and impairment of acquisition intangibles, and derivative accounting and any associated tax effect. The offer is presented as an enterprise multiple of Cadbury's EBITDA as a supplemental measure that is not required by, or presented in accordance with, U.S. GAAP or IFRS. EBITDA is not a measure of Cadbury's financial performance or liquidity under IFRS and should not be considered as an alternative to gross profit, operating profit or any other performance measure derived in accordance with IFRS or as an alternative to cash flow from operating activities as a measure of Cadbury's liquidity.

We caution you that there can be no assurance about future results, including results considered or expected as described in this section, such as assumptions regarding potential synergies. The information presented in this section is forward looking in nature and, therefore, you should read it in light of the factors discussed in the section of this prospectus/offer to exchange entitled "Forward-Looking Statements."

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THE OFFER

Terms of the Offer

Upon the terms and subject to the conditions set forth in this prospectus/offer to exchange, we are offering to acquire all of the issued and outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs. Under the basic terms of the offer, Cadbury securityholders who accept the offer will be entitled to receive:

300 pence in cash and 0.2589 shares of Kraft Foods common stock for each outstanding Cadbury ordinary share validly tendered and not withdrawn; and

1,200 pence in cash and 1.0356 shares of Kraft Foods common stock for each outstanding Cadbury ADS validly tendered and not withdrawn.

If you tender Cadbury ordinary shares in the offer, you will receive the cash portion of the offer consideration for your Cadbury ordinary shares in pounds sterling, unless you specifically elect to receive it in U.S. dollars. If you tender your Cadbury ADSs in the offer, you will receive the cash portion of the offer consideration for your Cadbury ADSs in U.S. dollars, unless you specifically elect to receive it in pounds sterling.

We will not allot or issue fractions of shares of Kraft Foods common stock. To the extent that Cadbury securityholders are entitled to fractional shares, those fractional entitlements will be aggregated and sold in the market and the net proceeds of such sale (following conversion from U.S. dollars to pounds sterling, if applicable) distributed *pro rata* to the Cadbury securityholders entitled thereto.

The shares of Kraft Foods common stock that will be issued in the offer and in any compulsory acquisition will be listed on the NYSE.

The offer is a single offer for all of the issued and outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs, and is being communicated by separate offer documentation to satisfy regulatory requirements. All holders of Cadbury ordinary shares who are U.S. holders (within the meaning of Rule 14d-1(d) under the Exchange Act) or residents of Canada and all holders of Cadbury ADSs, wherever located, will receive this prospectus/offer to exchange. All holders of Cadbury ordinary shares who are not U.S. holders or residents of Canada will receive separate offer documents. Cadbury securityholders will only receive the relevant offer documents if they are permitted by law to receive them. The terms of the offer are the same regardless of the offer documentation used.

We reserve the right to elect, with the agreement of Cadbury and the consent of the U.K. Takeover Panel, where necessary, to implement the acquisition of Cadbury by way of a court-approved scheme of arrangement in accordance with Part 26 of the U.K. Companies Act. In such event, the acquisition will be implemented on substantially the same terms, subject to appropriate amendments, as those which apply to the offer. A scheme of arrangement is a U.K. statutory, court-sanctioned procedure that may be used as an alternative to the offer if proposed by Cadbury to its shareholders with the agreement of Kraft Foods. In order to be implemented, a scheme of arrangement must be approved by the holders of Cadbury ordinary shares, including those represented by Cadbury ADSs, at a special meeting convened at the direction of the High Court of Justice in England and Wales. At the meeting, the scheme of arrangement must be approved by a majority in number of holders of Cadbury ordinary shares, including those represented by Cadbury ADSs, representing at least 75% in value of the Cadbury ordinary shares, including those represented by Cadbury ADSs, of those voting, whether in person or by proxy. After such approval, the court's sanction of the scheme of arrangement will be sought and, if given, a copy of the court's order must be filed with the U.K. Registrar of Companies, at which time the scheme of arrangement becomes effective. Once the court has sanctioned a scheme of arrangement, all holders of Cadbury ordinary shares, including those represented by Cadbury ADSs, are bound by it, whether or not they have voted in favor of it.

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The offer is also subject to the conditions and other terms of Appendix A to this prospectus/offer to exchange. You should read Appendix A carefully as it contains important information about the offer.

We have obtained from the SEC certain exemptive and no-action relief from applicable statutes and rules to allow the offer to proceed in the manner described in this prospectus/offer to exchange. In particular we have obtained no-action relief from:

the provisions of Rule 14e-5 under the Exchange Act to permit purchases of Cadbury ordinary shares outside of the offer; and exemptive relief from:

Rule 14d-7(a)(1) and Section 14(d)(5) of the Exchange Act to permit withdrawal rights to terminate at the end of the initial offer period and before the expiration of a voluntary extension thereof;

Rules 14d-11(c) and (e) and 14e-1(c) under the Exchange Act to permit the payment for or return of tendered securities in the manner described in this prospectus/offer to exchange; and

Rules 14d-10(a)(2) and (c) and 14d-11(b) and (f) under the Exchange Act to permit the conduct of the mix and match facility in the manner described in this prospectus/offer to exchange.

Procedures for Accepting the Offer

The procedure for tendering Cadbury ordinary shares, including those represented by Cadbury ADSs, into the offer varies depending on a number of factors, including whether you hold Cadbury ordinary shares or Cadbury ADSs, whether you possess physical certificates or hold your Cadbury ordinary shares, including those represented by Cadbury ADSs, in uncertificated or book-entry form and whether you hold them through an intermediary, such as a stockbroker, custodian bank or clearing system.

If you hold your Cadbury ordinary shares in certificated form (that is, not in CREST)

To accept the offer, you must complete the Form of Acceptance in accordance with the instructions set out below and on the Form of Acceptance. The Form of Acceptance should be returned as soon as possible and must be received by the Ordinary Share Exchange Agent at the address listed in the Form of Acceptance by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time and date to which the initial offer period may be extended. Further details on the procedures for acceptance, including representations and warranties you are making by accepting the offer, if you hold your Cadbury ordinary shares in certificated form, are set out in the Form of Acceptance and Part C (*Form of Acceptance for Cadbury ordinary shares in certificated form*) of Appendix A to this prospectus/offer to exchange. If you have any questions as to how to complete the Form of Acceptance, please call the information agent between 9:00 a.m. and 11:00 p.m. New York City time Monday to Friday or between 10:00 a.m. and 4:00 p.m. New York City time on Saturdays at the numbers listed on the back cover of this prospectus/offer to exchange. Additional Forms of Acceptance are available from the information agent upon request.

To accept the offer on its basic terms

You must complete Box 1 of the Form of Acceptance by inserting the total number of Cadbury ordinary shares held by you in respect of which you wish to accept the offer whether or not you wish to make an election under the mix and match facility. In addition:

an individual must sign Box 4A on the Form of Acceptance in the presence of a witness, who should also sign in accordance with the instructions printed on it; and

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a company must execute Box 4B on the Form of Acceptance in accordance with the instructions printed on it. If you do not insert a number in Box 1 of the Form of Acceptance, or if you insert in Box 1 a number that is greater than the number of Cadbury ordinary shares that you hold and you have signed Box 4A or 4B, you will be deemed to have accepted the basic terms of the offer in respect of your entire holding of Cadbury ordinary shares held in certificated form.

To make an election under the mix and match facility

To make an election under the mix and match facility you must first accept the offer in accordance with the instructions set out in the section of this prospectus/offer to exchange entitled "To accept the offer on its basic terms." Having done so, you must then complete EITHER Box 2A OR Box 2B of the Form of Acceptance. Under the mix and match facility, you may, subject to availability, elect to receive either additional shares of Kraft Foods common stock only or additional cash only in respect of some or all of your Cadbury ordinary shares. **YOU MUST NOT THEREFORE COMPLETE BOTH BOX 2A AND BOX 2B.** If you do so, you will be deemed not to have made a valid election under the mix and match facility and you will be deemed to have accepted the basic terms of the offer in respect of the number of Cadbury ordinary shares inserted or deemed to be inserted in Box 1.

If you wish to receive *additional shares* of Kraft Foods common stock in place of cash to which you would be entitled under the basic terms of the offer, you must put either "All" or the relevant number of Cadbury ordinary shares (which must be a whole number) in respect of which you wish to receive additional Kraft Foods common stock in Box 2A. If you wish to receive *additional cash* in place of the shares of Kraft Foods common stock to which you would otherwise be entitled under the basic terms of the offer, you must put either "All" or the relevant number of Cadbury ordinary shares (which must be a whole number) in respect of which you wish to receive additional cash in Box 2B.

If you make a mix and match election in respect of some, but not all of your Cadbury ordinary shares, you will be deemed to have accepted the basic terms of the offer in respect of the balance of your Cadbury ordinary shares.

The invalidity of an election under the mix and match facility will not affect the validity of an acceptance of the offer.

To make an election for U.S. dollars

To make an election to receive all of your cash consideration in U.S. dollars instead of pounds sterling, you must first accept the offer, in accordance with the instructions set out in the section of this prospectus/offer to exchange entitled "To accept the offer on its basic terms." Having done so, you must then put "YES" in Box 3. You may not elect to receive payment of your cash consideration in a mixture of U.S. dollars and pounds sterling. If you put "YES" in Box 3 you will receive the whole of your cash consideration (including any additional cash to which you may become entitled under the mix and match facility) in U.S. dollars. Please note that any fluctuation in the U.S. dollar/pound sterling exchange rate will be at your own risk.

The invalidity of a U.S. dollar election will not affect the validity of an acceptance of the offer.

Cadbury ordinary share certificates not readily available or lost

A completed, signed and, where required, witnessed Form of Acceptance should be accompanied by the relevant share certificates or other documents of title. If, for any reason, any of your share certificates or any other documents of title are not readily available or are lost, you should nevertheless complete, sign and return

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the Form of Acceptance as stated above so as to be received by the Ordinary Exchange Agent by mail or by hand (during normal business hours) at the address listed on the back cover of this prospectus/offer to exchange not later than 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended. You should send with the Form of Acceptance any share certificates and any other documents of title that you may have available, accompanied by a letter stating that the remaining documents will follow as soon as possible or that you have lost one or more of your share certificates or other documents of title. You should then arrange for the relevant share certificates or other documents of title to be forwarded to the Ordinary Share Exchange Agent as soon as possible.

If you have lost any of your share certificates or other documents of title, you should write as soon as possible to Cadbury's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, England, requesting a letter of indemnity for the lost share certificates or other documents of title that, when completed in accordance with the instructions given, should be returned by mail or by hand (during normal business hours) to the Ordinary Share Exchange Agent at the address listed on the back cover of this prospectus/offer to exchange.

If you hold your Cadbury ordinary shares in uncertificated form (that is, in CREST)

To accept the offer, you must take (or cause the taking of) the action set out below to transfer the Cadbury ordinary shares in respect of which you wish to accept the offer to the appropriate escrow balance(s), specifying the Ordinary Share Exchange Agent as the escrow agent as soon as possible. In any event, the TTE Instruction must settle by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended. The input and settlement of a TTE Instruction will (subject to satisfying the requirements set out in Part B (*Further Terms of the Offer*) and Part D (*Electronic Acceptance for Cadbury ordinary shares in uncertificated form*) of Appendix A to this prospectus/offer to exchange) constitute an acceptance of the offer in respect of the number of Cadbury ordinary shares so transferred to escrow. If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Only your CREST sponsor will be able to send the required TTE Instruction to Euroclear in relation to your Cadbury ordinary shares. Further details of the procedures for acceptance if you hold your Cadbury ordinary shares in uncertificated form, including representations and warranties you are making by accepting the offer, are set out in Part D (*Electronic Acceptance for Cadbury ordinary shares in uncertificated form*) of Appendix A to this prospectus/offer to exchange.

To accept the offer on its basic terms

To accept the offer on its basic terms in respect of some or all of your Cadbury ordinary shares, you must send (or, if you are a CREST sponsored member, cause your CREST sponsor to send) to Euroclear a Basic Offer TTE Instruction (as defined below) in relation to such shares. A Basic Offer TTE Instruction to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain the following details:

the ISIN number for the Cadbury ordinary shares. This is GB00B2PF6M70;

the number of Cadbury ordinary shares in respect of which you wish to accept the offer (i.e., the number of Cadbury ordinary shares to be transferred to escrow);

your member account ID;

your participant ID;

the participant ID of the Ordinary Share Exchange Agent in its capacity as escrow agent (as described in the CREST Manual issued by Euroclear) (the Escrow Agent). This is 3RA34;

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the member account ID of the Escrow Agent for the offer on its basic terms. This is CADGBP01 (or CADUS01 if you are making a specific election in U.S. dollars);

the intended settlement date. This should be as soon as possible and, in any event, not later than 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended;

the corporate action number of the offer. This is allocated by Euroclear and will be available on screen from Euroclear;

input with a standard delivery instruction priority of 80; and

a contact name and telephone number in the shared note field.

A Basic Offer TTE Instruction is a Transfer to Escrow instruction (as described in the CREST manual issued by Euroclear) in relation to Cadbury ordinary shares in uncertificated form meeting the requirements set out in this section of the prospectus/offer to exchange entitled To accept the offer on its basic terms.

To make an election under the mix and match facility

To accept the offer and make an election under the mix and match facility, you should send (or if you are a CREST sponsored member, cause your CREST sponsor to send) a Mix and Match TTE Instruction (but not a Basic Offer TTE Instruction) to Euroclear in relation to such shares, in accordance with EITHER of the following two paragraphs. Mix and Match TTE Instruction means a Transfer to Escrow instruction (as described in the CREST manual issued by Euroclear) in relation to Cadbury ordinary shares in uncertificated form meeting the requirements set out in this section of the prospectus/offer to exchange entitled To make an election under the mix and match facility.

If you wish to receive *additional shares* of Kraft Foods common stock, you should adopt the same procedures as apply in respect of a Basic Offer TTE Instruction, but with the following variations:

in the field relating to the number of Cadbury ordinary shares to be transferred to escrow, you should insert the number of shares in respect of which you wish to make an election under the mix and match facility for Kraft Foods common stock only; and

the member account ID of the Escrow Agent for such election is CADGBP02 (or CADUSD02 if you are making a specific election to receive any cash consideration (as a result of your election for shares of Kraft Foods common stock only not being satisfied in full) in U.S. dollars).

If you wish to receive *additional cash* in place of the shares of Kraft Foods common stock to which you would otherwise be entitled under the basic terms of the offer, you should adopt the same procedures as apply in respect of a Basic Offer TTE Instruction, but with the following variations:

in the field relating to the number of Cadbury ordinary shares to be transferred to escrow, you should insert the number of shares in respect of which you wish to make an election under the mix and match facility for cash only; and

the member account ID of the Escrow Agent for such election is CADGBP03 (or CADUSD03 if you are making a specific election to receive any cash consideration in U.S. dollars).

If you make a mix and match election in respect of some, but not all, of your Cadbury ordinary shares, you will receive the basic terms of the offer in respect of the balance of your Cadbury ordinary shares.

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You cannot indicate that you would like to receive additional Kraft Foods common stock and additional cash. If you do so, you will be deemed not to have made a valid election under the mix and match facility.

Validity of acceptances

Holders of Cadbury ordinary shares in uncertificated form who wish to accept the offer should note that a TTE instruction will only be a valid acceptance of that offer as at the relevant closing date if it has settled on or before 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010.

Deposits of Cadbury ordinary shares into, and withdrawals of Cadbury ordinary shares from, CREST

Normal CREST procedures (including timings) apply in relation to any Cadbury ordinary shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the offer (whether any such conversion arises as a result of a transfer of Cadbury ordinary shares or otherwise). Cadbury shareholders who are proposing to so convert any such shares should ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Cadbury ordinary shares as a result of the conversion to take all necessary steps in connection with an acceptance of the offer (in particular, as regards delivery of share certificates and any other documents of title or transfers to an escrow balance as described above) prior to 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010.

If you hold your Cadbury ADSs in certificated form (that is, you hold a Cadbury ADR)

To accept the offer, you should complete, sign and send the ADS Letter of Transmittal (or a manually signed facsimile thereof), with any required signature guarantees, together with your Cadbury ADRs and any other documents required by the ADS Letter of Transmittal, to the ADS Exchange Agent at the address listed on the back cover of this prospectus/offer to exchange as soon as possible. The ADS Exchange Agent must receive these documents by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended. Further details on the procedures for acceptance, including representations and warranties you are making by accepting the offer are set out in the ADS Letter of Transmittal and Part E (*Acceptance for Cadbury ordinary shares represented by Cadbury ADSs*) of Appendix A to this prospectus/offer to exchange.

In general, signatures on letters of transmittal must be guaranteed by a financial institution (including most banks, savings and loan associations and brokerage houses) that is a participant in the Securities Transfer Association Medallion Program, the New York Stock Exchange Medallion Program or the Stock Exchange Medallion Program (an Eligible Institution). However, no signature guarantee is required on the ADS Letter of Transmittal if (a) the ADS Letter of Transmittal is signed by the registered holder(s) of the Cadbury ADSs evidenced by Cadbury ADRs in respect of which the offer is being accepted and such holder(s) has not completed either the box entitled Special Payment Instructions or the box entitled Special Delivery Instructions on the ADS Letter of Transmittal or (b) the offer is being accepted in respect of such Cadbury ADSs for the account of an Eligible Institution.

If the Cadbury ADSs are registered in the name of a person other than the person who signs the ADS Letter of Transmittal, then the tendered Cadbury ADRs must be endorsed or accompanied by appropriate stock powers, signed exactly as the name of the registered holder or holders appear(s) on Cadbury ADRs evidencing such Cadbury ADSs, with the signatures on such Cadbury ADRs or stock powers to be guaranteed as described above.

If you wish to tender fewer than all of the Cadbury ADSs evidenced by Cadbury ADRs delivered to the ADS Exchange Agent, you must indicate this in the ADS Letter of Transmittal by completing the box entitled Number of ADSs Tendered. In such case, except as otherwise provided in the ADS Letter of Transmittal, a

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new Cadbury ADR for the untendered Cadbury ADSs will be sent to you, unless otherwise provided in the appropriate box entitled "Special Delivery Instructions" on the ADS Letter of Transmittal, as promptly as practicable following the date on which the offer becomes or is declared wholly unconditional. All Cadbury ADSs delivered to the ADS Exchange Agent will be deemed to have been tendered unless otherwise indicated.

If any Cadbury ADR evidencing Cadbury ADSs has been lost, destroyed or stolen you should contact the ADS Depository to obtain the proper paperwork required in order to replace your ADS certificate(s). JPMorgan Chase Bank, N.A. can be reached directly at (800) 990-1135, or, from outside the United States, at (651) 453-2128, or, by contacting Global Invest Direct at (800) 428-4237.

If you hold your Cadbury ADSs through an intermediary in book-entry form (that is, you hold your Cadbury ADSs in a brokerage or custodian account and through a clearing system)

If you hold your Cadbury ADSs through a broker, dealer, commercial bank, trust company or similar institution, you should follow the instructions sent to you by that institution. To accept the offer, your intermediary should deliver your Cadbury ADSs by book-entry transfer made to the account maintained by the ADS Exchange Agent at the Depository Trust Company, which we refer to as DTC or the Book-Entry Transfer Facility, and deliver an Agent's Message. These steps should be completed by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended.

The ADS Exchange Agent has established an account at the Book-Entry Transfer Facility with respect to Cadbury ADSs for the purposes of the offer. Any financial institution that is a participant in the Book-Entry Transfer Facility's systems may make book-entry delivery of Cadbury ADSs by causing the Book-Entry Transfer Facility to transfer such Cadbury ADSs into the ADS Exchange Agent's account at the Book-Entry Transfer Facility's Automated Tender Offer Program (ATOP) in accordance with applicable ATOP procedures for the transfer. An Agent's Message delivered in lieu of the ADS Letter of Transmittal is a message transmitted by the Book-Entry Transfer Facility to, and received by, the ADS Exchange Agent as part of a confirmation of a book-entry transfer. The message states that the Book-Entry Transfer Facility has received an express acknowledgement from the Book-Entry Transfer Facility participant tendering the Cadbury ADSs that such participant has received and agrees to be bound by the terms of the ADS Letter of Transmittal and the offer. Further details on the procedures for acceptance, including representations and warranties you are making by accepting the offer, are set out in the ADS Letter of Transmittal and Part E (*Acceptance for Cadbury ordinary shares represented by Cadbury ADSs*) of Appendix A to this prospectus/offer to exchange.

If you hold your Cadbury ADSs through direct registration on the books and records of the ADS Depository (that is, you hold your Cadbury ADSs in uncertificated form in an ADS holder account at the ADS Depository)

To accept the offer, you should convert your direct registration Cadbury ADSs into certificated Cadbury ADSs and follow the acceptance procedures for certificated Cadbury ADSs described above, or arrange for your direct registration Cadbury ADSs to be transferred to a brokerage or custodian account and follow the acceptance procedures for book-entry transfer described above, in each case, as soon as possible and, in any event, so as to be received by the ADS Exchange Agent (in the case of certificated Cadbury ADSs, at the address listed on the back cover of this prospectus/offer to exchange) by 8:00 a.m. New York City time (1:00 p.m. London time) on January 5, 2010, or such later time or date to which the offer may be extended. The conversion of direct registration Cadbury ADSs into certificated Cadbury ADSs and the transfer of direct registration Cadbury ADSs to a brokerage or custodian account may be subject to processing delays.

Cadbury ADS holders transferring DRS Cadbury ADSs to a brokerage or custodian account may also incur fees charged by the ADS Depository pursuant to the ADS deposit agreement or by their broker or custodian. You

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are encouraged to inquire with the ADS Depository and your broker or custodian regarding the amount and applicability of any such fees. JPMorgan Chase Bank, N.A. can be reached directly at (800) 990-1135, or, from outside the United States at (651) 453-2128, or, by contacting Global Invest Direct at (800) 428-4237.

Effects of tendering Cadbury ADSs

The method of delivery of Cadbury ADSs evidenced by Cadbury ADRs and all other required documents is at the option and risk of the tendering holder of Cadbury ADSs. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.

No alternative, conditional or contingent acceptance will be accepted and no fractional Cadbury ADSs will be purchased. All accepting holders of Cadbury ADSs, by execution of the ADS Letter of Transmittal (or a manually signed facsimile thereof) (or, in the case of a book-entry transfer, an Agent's Message), waive any right to receive any notice of the acceptance of their Cadbury ADSs for payment.

The offer in respect of Cadbury ADSs evidenced by Cadbury ADRs shall be deemed (without any further action by the ADS Depository or the ADS Exchange Agent) accepted upon delivery of the ADS Letter of Transmittal (or a manually signed facsimile thereof), Cadbury ADRs evidencing tendered Cadbury ADSs and any other required documents to the ADS Exchange Agent, or, in the case of a book-entry holder, book-entry transfer of Cadbury ADSs to the account maintained by the ADS Exchange Agent at the Book-Entry Transfer Facility and delivery of an Agent's Message. The acceptance of the offer by a tendering holder of Cadbury ADSs pursuant to the procedures described above, subject to the withdrawal rights described below, will constitute a binding agreement between the tendering holder of Cadbury ADSs and Kraft Foods upon the terms and subject to the conditions of the offer. Accordingly, references in this prospectus/offer to exchange and in the ADS Letter of Transmittal to a tender of Cadbury ADSs shall be construed to mean acceptance of the offer in respect of the shares underlying such Cadbury ADSs upon the terms and subject to the conditions of the offer. If acceptance has been made in respect of the Cadbury ADSs, then a separate acceptance in respect of the Cadbury ordinary shares represented by such Cadbury ADSs may not be made.

Conversion of Cadbury ADSs

If you tender your Cadbury ADSs in the offer, and the offer becomes or is declared wholly unconditional, the ADS Exchange Agent, as your representative, will, upon the request of Kraft Foods, instruct the ADS Depository on your behalf to withdraw the Cadbury ordinary shares represented by your tendered Cadbury ADSs and to deliver these Cadbury ordinary shares to the account or accounts designated by the ADS Exchange Agent. At such time, the ADS Depository will assess you a withdrawal fee of \$0.05 per Cadbury ADS. This fee will be deducted from the cash consideration payable to you. If you elect to receive additional shares of Kraft Foods common stock under the mix and match facility and, as a result, the cash consideration otherwise payable to you is not sufficient to cover this fee, your mix and match election will be adjusted to the extent necessary such that the cash consideration payable to you is sufficient to cover the amount of the fee. If the offer lapses or does not become or is not declared wholly unconditional, you will not be assessed any such fee.

Additional information

If you hold your Cadbury ordinary shares or Cadbury ADSs through one or more intermediaries, such as a stockbroker, custodian bank or clearing system, you should accept the offer by following the instructions that your applicable intermediary has established to accept the offer on your behalf. The custodian bank or stockbroker may set an earlier deadline for receiving instructions from Cadbury securityholders in order to permit the custodian bank or stockbroker to communicate acceptances to the Ordinary Share Exchange Agent or the ADS Exchange Agent in a timely manner. In order for your acceptance to count toward the minimum acceptance condition, you may have to act prior to the announced deadline for acceptance.

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If you are in any doubt as to the procedure for acceptance or if you require additional Forms of Acceptance or ADS Letters of Transmittal, please call the information agent toll-free in the United States at (800) 868-1391, or, if calling from outside the United States, at (212) 806-6859. Please note that, for legal reasons, the information agent will be unable to give advice on the merits of the offer or to provide legal, financial or taxation advice on the contents of this prospectus/offer to exchange.

Payment of Cash and Stock Consideration

Currency

If you tender your Cadbury ordinary shares in the offer, you will receive the cash portion of the offer consideration for your Cadbury ordinary shares in pounds sterling, unless you specifically elect to receive it in U.S. dollars. If you tender your Cadbury ADSs in the offer, you will receive the cash portion of the offer consideration for your Cadbury ADSs in U.S. dollars, unless you specifically elect to receive it in pounds sterling. Holders of Cadbury ADSs who want to receive the cash consideration into their brokerage account must not elect to receive pounds sterling.

If you receive the cash portion of your consideration in U.S. dollars, the cash amount payable in pounds sterling to which you would otherwise be entitled pursuant to the offer will be paid (net of all relevant fees and expenses) in U.S. dollars based on the exchange rate obtainable on the spot market in London on the date the cash consideration is made available by Kraft Foods to the Ordinary Share Exchange Agent or the ADS Exchange Agent for delivery in respect of your Cadbury ordinary shares or Cadbury ADSs. The actual amount of U.S. dollars received will depend on this exchange rate.

Timing of Consideration

The settlement with respect to the offer will be consistent with U.K. practice, which differs from U.S. domestic tender offer procedures in certain material respects, particularly with regard to the date of payment.

Subject to the offer becoming or being declared wholly unconditional, the settlement of the consideration to which any Cadbury securityholder is entitled will be effected by the issuance of checks, book-entry account statements, crediting of CREST accounts and/or transfer through DTC:

in the case of complete acceptances received by the date on which the offer becomes or is declared wholly unconditional, within 14 calendar days of such date; and

in the case of complete acceptances received after such date but while the offer remains open for acceptance, within 14 calendar days of receipt.

Cadbury Ordinary Shares and Cadbury ADSs in Certificated Form

A book-entry account statement reflecting ownership of shares of Kraft Foods common stock and a check representing the cash consideration, as applicable, will be mailed by first class mail (or such other method as may be approved by the U.K. Takeover Panel) to Cadbury securityholders who accept the offer with respect to Cadbury ordinary shares in certificated form and Cadbury ADSs.

Cadbury Ordinary Shares in Uncertificated Form (that is, in CREST)

Cash consideration to which the accepting Cadbury shareholder is entitled will be paid by means of a CREST payment in favor of an accepting Cadbury shareholder's payment bank, in accordance with CREST payment arrangements to each Cadbury shareholder who accepts the offer with respect to Cadbury ordinary shares held in CREST. In addition, we will instruct our transfer agent to credit each such Cadbury shareholder's shares of Kraft Foods common stock through DTC to the securities deposit account of CREST International

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Nominee, as nominee for CREST Depository Limited. CREST Depository Limited will then issue such Cadbury shareholder's CDIs through CREST to the Ordinary Share Exchange Agent to deliver to the securities deposit account in CREST in which such Cadbury shareholder previously held his or her Cadbury ordinary shares. We reserve the right to settle all or any part of the consideration in the manner described in the section of this prospectus/offer to exchange entitled "Cadbury Ordinary Shares and Cadbury ADSs in Certificated Form" above, if, for any reason, we wish to do so.

If a Cadbury shareholder elects to receive his or her cash consideration in U.S. dollars and CREST rejects the U.S. dollar payment because the shareholder does not have a U.S. dollar bank account linked to his or her participant ID or holding of Cadbury ordinary shares or for any other reason, that shareholder will receive the cash payment by check.

Cadbury ADSs Tendered by Means of Book-Entry Transfer

If a Cadbury ADS holder tenders his or her Cadbury ADSs in the offer to the ADS Exchange Agent by means of DTC book-entry confirmation, the ADS Exchange Agent will deliver the applicable whole number of shares of Kraft Foods common stock and cash consideration to the Book-Entry Transfer Facility for delivery to the accounts of the applicable Book-Entry Transfer Facility participant who accepted the offer and tendered the Cadbury ADSs on the tendering Cadbury ADS holder's behalf.

Ownership of Kraft Foods After Completion of the Offer

We estimate that upon consummation of the offer and any compulsory acquisition, former Cadbury securityholders and existing Kraft Foods shareholders will own approximately 19.9% and 80.1%, respectively, of the shares of Kraft Foods common stock outstanding immediately after the offer is completed. Our estimate assumes that:

all of the outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs, the total number of which is 1,372,998,990 as of December 21, 2009 (as publicly reported by Cadbury), are exchanged for shares of Kraft Foods common stock pursuant to the terms of the offer set forth in this prospectus/offer to exchange and that no Kraft Foods shareholders hold Cadbury ordinary shares (including those represented by Cadbury ADSs); and

all 40,636,259 Cadbury ordinary shares that could be issued to satisfy the exercise and vesting of options and awards under Cadbury share schemes (assuming exercise and vesting of such options and awards in full) as at the close of business on December 9, 2009 (as disclosed in the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Cadbury on December 14, 2009), are exercised for Cadbury ordinary shares and are exchanged for shares of Kraft Foods common stock pursuant to the terms of the offer described in this prospectus/offer to exchange.

Certain Material U.S. Federal Income and Estate Tax Consequences

The following is a summary of certain material U.S. federal income and estate tax consequences of the offer. This summary is for general information purposes only and applies only to holders that hold their Cadbury ordinary shares or Cadbury ADSs as capital assets as defined for U.S. federal income tax purposes. This summary does not address all aspects of U.S. federal income taxation that may be relevant to a particular person in light of its individual circumstances, or the U.S. federal income tax consequences applicable to a person that is subject to special rules, such as:

a broker or dealer in securities or currencies;

a bank or other financial institution;

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an insurance company;

a tax-exempt organization;

a person that holds or will hold their Cadbury ordinary shares, Cadbury ADSs or Kraft Foods common stock or pounds sterling received, as part of a straddle, hedge, integrated or conversion transaction;

a controlled foreign corporation;

a passive foreign investment company;

a corporation that accumulates earnings to avoid U.S. federal income tax;

a U.S. holder (as defined below) whose functional currency is not the U.S. dollar;

a real estate investment trust or regulated investment company;

a United States expatriate;

a person that owns or has owned (or that is deemed to have owned) 10% or more (by voting power or value) of the stock of Cadbury;
or

a person who acquired Cadbury ordinary shares or Cadbury ADSs upon the exercise of an employee share option, employee share purchase right or otherwise in connection with the provision of services.

This discussion is based on the U.S. Internal Revenue Code of 1986, as amended (the Code), its legislative history, existing and proposed Treasury regulations under the Code, published rulings and court decisions, all as currently in effect. These authorities are subject to change, possibly on a retroactive basis. Except as specifically set forth herein, this summary does not describe any U.S. state, local or foreign income or other tax consequences of the offer.

For purposes of the section of this prospectus/offer to exchange entitled Certain Material U.S. Federal Income and Estate Tax Consequences, a U.S. holder is a beneficial owner of Cadbury ordinary shares or Cadbury ADSs (other than an entity, including a partnership or arrangement classified as a partnership for U.S. federal income tax purposes) that is, for U.S. federal income tax purposes:

an individual citizen or resident of the United States;

a corporation created or organized in or under the laws of the United States or any state thereof or the District of Columbia;

an estate the income of which is subject to U.S. federal income tax regardless of its source; or

a trust, if (a) a court within the United States can exercise primary supervision over its administration and one or more U.S. persons are authorized to control all of the substantial decisions of that trust, or (b) the trust was in existence on August 20, 1996, and validly elected to continue to be treated as a United States person (as defined under the Code).

For purposes of this discussion, a non-U.S. holder is a beneficial owner of Cadbury ADSs that is not a U.S. holder or an entity, including a partnership, or arrangement classified as a partnership for U.S. federal income tax purposes.

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If an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes holds Cadbury ordinary shares or Cadbury ADSs, the U.S. federal income tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. A partner in such an entity or arrangement holding Cadbury ordinary shares or Cadbury ADSs should consult its tax advisor with regard to the U.S. federal income tax treatment of the offer.

CADBURY SECURITYHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE PARTICULAR U.S. FEDERAL INCOME AND ESTATE TAX CONSEQUENCES TO THEM OF THE OFFER AND OF THE OWNERSHIP AND DISPOSITION OF KRAFT FOODS COMMON STOCK, AND THE TAX CONSEQUENCES UNDER THE LAWS OF ANY OTHER TAXING JURISDICTION.

Consequences to U.S. Holders

Consequences of Participation in the Offer

A U.S. holder will generally recognize gain or loss upon the receipt of Kraft Foods common stock and cash, whether paid in pounds sterling or U.S. dollars, in exchange for such U.S. holder's Cadbury ordinary shares or Cadbury ADSs pursuant to the offer in an amount equal to the difference between: (a) the sum of (i) the fair market value of such Kraft Foods common stock received; and (ii) the amount of U.S. dollars, if any, received, or, in the case of cash received in pounds sterling, the U.S. dollar value of such determined based on the spot rate on the date payment is received; and (b) the U.S. holder's adjusted tax basis in the Cadbury ordinary shares or Cadbury ADSs exchanged.

Gain or loss must be calculated separately for each block of Cadbury ordinary shares or Cadbury ADSs (i.e., shares acquired at the same cost in a single transaction) exchanged pursuant to the offer. Such gain or loss will generally be capital gain or loss. Any such gain or loss will generally be long-term capital gain or loss if the U.S. holder's holding period for such Cadbury ordinary shares or Cadbury ADSs exceeds one year at the time of the exchange. Long-term capital gains of non-corporate U.S. holders are currently subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations. Gain or loss, if any, recognized by a U.S. holder will generally be treated as U.S.-source income or loss for U.S. foreign tax credit purposes. U.S. holders should consult their own tax advisors regarding the potential applicability of special sourcing rules to them.

The discussion set forth in the preceding paragraph assumes that Cadbury does not constitute, and has not in the past constituted, a passive foreign investment company for U.S. federal income tax purposes. If this assumption is incorrect, the U.S. federal income tax consequences to a U.S. holder of participation in the offer will differ from those set forth above.

A U.S. holder's tax basis in any pounds sterling received will equal the U.S. dollar value of those pounds sterling using the same spot rate used to determine the amount of gain or loss recognized. A U.S. holder's initial tax basis in the Kraft Foods common stock will be the fair market value of such Kraft Foods common stock on the date of receipt. The holding period for the Kraft Foods common stock will begin on the day following the day the offer closes.

Conversion of Pounds Sterling into U.S. Dollars

A U.S. holder that subsequently converts pounds sterling received pursuant to the offer into U.S. dollars will generally recognize exchange gain or loss equal to the difference between the U.S. holder's basis in the pounds sterling (as described above) and the U.S. dollars received in exchange therefor. Exchange gain or loss will generally be treated as U.S.-source ordinary income or loss.

Ownership of Kraft Foods Common Stock

Distributions made by us on the Kraft Foods common stock will be treated as dividends for U.S. federal income tax purposes to the extent paid out of our current or accumulated earnings and profits, as determined for

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U.S. federal tax purposes. The gross amount of any distributions treated as dividends for U.S. federal income tax purposes will be included in a U.S. holder's income as ordinary dividend income. With respect to dividends received by non-corporate U.S. holders, for taxable years beginning before January 1, 2011, such dividends are generally subject to tax at a maximum U.S. federal income tax rate of 15%, provided certain holding period requirements are satisfied. Dividends received by a corporation may be eligible for the dividends-received deduction, subject to applicable limitations.

To the extent that a distribution made by us exceeds our current or accumulated earnings and profits, the distribution will be treated first as a return of basis, and, thereafter, as gain from the sale or exchange of Kraft Foods common stock. For more information please see the section of this prospectus/offer to exchange entitled "Sale, Exchange or Other Taxable Dispositions of Kraft Foods Common Stock."

Sale, Exchange or Other Taxable Dispositions of Kraft Foods Common Stock

Upon the sale, exchange or other taxable disposition of Kraft Foods common stock, a U.S. holder will generally recognize capital gain or loss equal to the difference between (a) the amount of cash and the fair market value of any property received upon such sale, exchange or disposition and (b) such U.S. holder's adjusted tax basis in its Kraft Foods common stock. Such capital gain or loss will be long-term capital gain or loss if the U.S. holder's holding period in the Kraft Foods common stock exceeds one year at the time of the disposition. Long-term capital gains recognized by certain non-corporate U.S. holders are currently subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations.

Information Reporting and Backup Withholding

In general, in the case of a non-corporate U.S. holder, Kraft Foods and other payors must report to the Internal Revenue Service (the "IRS") amounts paid pursuant to the offer, dividends paid on the Kraft Foods common stock and proceeds received from a disposition of Kraft Foods common stock. Backup withholding may also apply to any payments if the recipient of the payment fails to supply an accurate taxpayer identification number or otherwise fails to comply with applicable U.S. information reporting or certification requirements. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or credit against a U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

Consequences to Non-U.S. Holders

Consequences of Participation in the Offer

A non-U.S. holder will not generally be subject to U.S. federal income tax on the exchange of his or her Cadbury ADSs pursuant to the offer unless:

the gain is effectively connected with a trade or business of the non-U.S. holder in the United States and, if certain tax treaties apply, is attributable to a permanent establishment in the United States maintained by such non-U.S. holder (in which case, the gain will generally be subject to U.S. federal income tax on a net income basis in the manner applicable to a United States person (as defined under the Code), and, if such non-U.S. holder is a foreign corporation, a branch profits tax equal to 30% (or lower applicable treaty rate) on its effectively connected earnings and profits, as determined under the Code may also apply); or

in the case of an individual non-U.S. holder, the individual is present in the United States for 183 or more days in the taxable year of the disposition and certain other conditions are met (in which case, the gain will be subject to a flat 30% tax, which may be offset by U.S. source capital losses, even though the individual is not considered a resident of the United States).

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A non-U.S. holder that is subject to U.S. federal income tax on the exchange of its Cadbury ADSs under the rules set forth above and receives cash in the form of U.S. dollars should consult his or her own tax advisor regarding the U.S. federal income tax consequences of the receipt of U.S. dollars.

Ownership of Kraft Foods Common Stock

Dividends paid by us will generally be subject to U.S. federal withholding tax at a rate of 30%, or such lower rate provided by an applicable income tax treaty, of the gross amount of the dividend.

Dividends that are effectively connected with the conduct of a trade or business by a non-U.S. holder in the United States and, if an income tax treaty applies, attributable to a permanent establishment in the United States, are subject to tax on a net income basis at applicable U.S. federal graduated income tax rates. In such case, we will not have to withhold U.S. federal withholding tax on dividends paid to a non-U.S. holder if such non-U.S. holder complies with applicable certification and disclosure requirements. In addition, a non-U.S. holder that is a foreign corporation may be subject to a branch profits tax at a rate of 30%, or such lower rate provided by an applicable income tax treaty.

A non-U.S. holder that wishes to claim the benefit of an applicable treaty rate and avoid backup withholding, as discussed below, for dividends will be required (a) to complete IRS Form W-8BEN (or other applicable form) and certify under penalties of perjury that such shareholder is not a U.S. person as defined under the Code and is eligible for treaty benefits or (b) if the Kraft Foods common stock is held through certain foreign intermediaries, to satisfy the relevant certification requirements of applicable Treasury regulations. Special certification and other requirements apply to non-U.S. holders that are pass-through entities rather than corporations or individuals. A non-U.S. holder eligible for a reduced rate of U.S. withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS.

Sale, Exchange or Other Taxable Disposition of Kraft Foods Common Stock

A non-U.S. holder will recognize gain or loss on the sale, exchange or other taxable disposition of Kraft Foods common stock equal to the difference between (a) the amount of cash plus the fair market value of other property received in exchange for Kraft Foods common stock and (b) the non-U.S. holder's tax basis in the Kraft Foods common stock. A non-U.S. holder that obtained its Kraft Foods common stock in the offer will have a tax basis in the Kraft Foods common stock equal to the fair market value of the Kraft Foods common stock on the date of receipt. A non-U.S. holder will not generally be subject to U.S. federal income tax on gain recognized on the sale, exchange or other taxable disposition of Kraft Foods common stock unless any one or more of the following is true:

the gain is effectively connected with a trade or business of the non-U.S. holder in the United States and, if certain tax treaties apply, is attributable to a permanent establishment in the United States maintained by such non-U.S. holder (in which case, the gain will generally be subject to U.S. federal income tax on a net income basis in the manner applicable to a United States person, and, if such non-U.S. holder is a foreign corporation, the branch profits tax described above may also apply);

in the case of an individual non-U.S. holder, the individual is present in the United States for 183 or more days in the taxable year of the disposition and certain other conditions are met (in which case, the gain will be subject to a flat 30% tax, which may be offset by U.S. source capital losses, even though the individual is not considered a resident of the United States); or

we are or have been a United States real property holding corporation for U.S. federal income tax purposes and certain other requirements are met. We believe that we are not currently, and do not anticipate becoming in the future, a United States real property holding corporation.

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U.S. Federal Estate Tax

Kraft Foods common stock held by an individual non-U.S. holder at the time of his or her death will generally be included in such non-U.S. holder's gross estate for U.S. federal estate tax purposes, unless an applicable estate tax or other treaty provides otherwise.

Information Reporting and Backup Withholding

We must report to the IRS and to each non-U.S. holder the amounts paid to non-U.S. holders pursuant to the offer. In addition, we must report annually to the IRS and to each non-U.S. holder, the amount of dividends paid to such non-U.S. holder on the Kraft Foods common stock and the tax withheld with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such amounts may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty. A non-U.S. holder will be subject to backup withholding for amounts paid to such non-U.S. holder unless such holder certifies under penalties of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code), or such non-U.S. holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale of Kraft Foods common stock within the United States or conducted through certain U.S.-related financial intermediaries, unless the beneficial owner certifies under penalties of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that the beneficial owner is a United States person as defined under the Code), or such owner otherwise establishes an exemption.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

Appraisal/Dissenters' Rights

No dissenters' or appraisal rights are available in connection with the offer. However, in the event that we implement the compulsory acquisition procedures referred to above, Cadbury securityholders who have not participated in the offer and whose Cadbury ordinary shares, including those represented by Cadbury ADSs, are to be compulsorily acquired, will have certain rights under the U.K. Companies Act to object to the U.K. court to Kraft Foods compulsorily acquiring their Cadbury ordinary shares, including those represented by Cadbury ADSs.

Plans for Cadbury

The purpose of the offer is to acquire control of, and ultimately the entire interest in, Cadbury. If, and to the extent that we acquire control of Cadbury, it would become our majority owned or wholly owned subsidiary. We will then be entitled to replace the Cadbury board of directors. Following completion of the offer, joint teams will be established to conduct integration process reviews to assess how best to leverage the combined company's strategic position and resources. These teams will look at all aspects of the combined company's business, including manufacturing, logistics, research and development, selling, marketing and administrative functions. We expect that this review will result in the streamlining of operations and some consolidations in certain areas of the business of the combined company. Within the U.K., we believe we would be in a position to continue to operate the Somerdale facility, which is currently planned to be closed, and invest in Bournville, thereby preserving U.K. manufacturing jobs. In addition, we have given assurances to the directors of Cadbury that, on the offer becoming or being declared wholly unconditional, the existing contractual employment rights, including pension rights, of all employees of Cadbury and its subsidiaries will be fully safeguarded.

We expressly reserve the right to make any changes that we deem necessary, appropriate or convenient to optimize Cadbury's potential in conjunction with our businesses in light of our review or in light of future

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developments. Such changes may include, among other things, changes in Cadbury's business by virtue of the combination, corporate structure, assets, properties, marketing strategies, capitalization, the composition of the Cadbury board of directors, management, personnel or dividend policy and changes to Cadbury's articles of association.

Except as indicated in this prospectus/offer to exchange, neither we nor any of our subsidiaries have any current plans or proposals that relate to or would result in (a) any extraordinary transaction, such as a merger, reorganization or liquidation of Cadbury or any of its subsidiaries, (b) any purchase, sale or transfer of a material amount of assets of Cadbury or any of its subsidiaries, (c) any material change in the present dividend rate or policy, or indebtedness or capitalization of Cadbury or any of its subsidiaries, (d) any change in the current board of directors or management of Cadbury or any change to any material term of the employment contract of any executive officer of Cadbury, (e) any other material change in Cadbury's corporate structure or business, (f) any class of equity security of Cadbury being delisted from a national stock exchange or ceasing to be authorized to be quoted in an automated quotation system operated by a national securities association or (g) any class of equity securities of Cadbury becoming eligible for termination of registration under Section 12(g)(4) of the Exchange Act.

Certain Effects of the Offer

Stock Exchange Listings

If we acquire 75% of the voting rights of Cadbury, we intend to cause Cadbury to apply for cancellation of the listing of the Cadbury ordinary shares on the U.K. Official List and the trading of the Cadbury ordinary shares on the LSE's main market for listed securities. If the offer becomes or is declared wholly unconditional, we intend, subject to the rules of the NYSE, to cause Cadbury to apply for the delisting of the Cadbury ADSs from the NYSE and to terminate Cadbury's ADS program and related deposit agreement. We also intend, following the offer becoming or being declared wholly unconditional and after the delisting of the Cadbury ordinary shares and Cadbury ADSs, to cause Cadbury to be re-registered as a private company under the relevant provisions of the U.K. Companies Act.

A notice period of not less than 20 U.K. business days prior to the cancellation of listing on the U.K. Official List and cancellation of trading on the LSE's main market for listed securities will commence upon our attaining 75% or more of the voting rights described above or on the first date of issue of the compulsory acquisition notices under the U.K. Companies Act. No fewer than ten days before filing the necessary form with the SEC to delist the Cadbury ADSs from the NYSE, we must request that Cadbury notify the NYSE, and contemporaneously publish notice, that it intends to withdraw the Cadbury ADSs from listing. Once the necessary form is filed with the SEC, it becomes effective in ten days. Delisting is likely to reduce significantly the liquidity and marketability of any Cadbury ordinary shares, including those represented by Cadbury ADSs, in respect of which the offer has not been accepted.

Registration Under the Exchange Act

The Cadbury ADSs and the Cadbury ordinary shares (not for trading but in support of the Cadbury ADSs) are currently registered under the Exchange Act. Registration of such Cadbury ordinary shares and Cadbury ADSs may be terminated upon application of Cadbury to the SEC if, among other conditions, Cadbury ADSs are not listed on a national securities exchange and are not held by 300 or more beneficial owners in the United States or trading in them falls below certain average daily trading volume benchmarks. If, as a result of the purchase of Cadbury ordinary shares represented by Cadbury ADSs, pursuant to the offer and prior to completing the compulsory acquisition, Cadbury is not required to maintain registration of Cadbury ordinary shares and Cadbury ADSs under the Exchange Act, we may seek to have Cadbury terminate the registration of the Cadbury ordinary shares, including those represented by Cadbury ADSs, under the Exchange Act. Termination of registration of Cadbury ADSs and Cadbury ordinary shares under the Exchange Act would substantially reduce

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the information required to be furnished by Cadbury to holders of Cadbury ADSs and to the SEC and would make certain provisions of the Exchange Act, such as the requirements of Rule 13e-3 thereunder with respect to going private transactions, no longer applicable to Cadbury. Furthermore, affiliates of Cadbury and persons holding restricted securities of Cadbury may be deprived of the ability to dispose of such securities pursuant to Rule 144 promulgated under the Securities Act.

Market Effect

Our acquisition of Cadbury ordinary shares, including those represented by Cadbury ADSs, pursuant to the offer will reduce the number of Cadbury ordinary shares and Cadbury ADSs that might otherwise trade publicly, which could adversely affect the liquidity and market value of the remaining Cadbury ordinary shares and Cadbury ADSs held by the public. The extent of the public market for Cadbury ordinary shares and Cadbury ADSs, and the availability of quotations reported in the over-the-counter market depends upon the number of holders of Cadbury ordinary shares and Cadbury ADSs, the aggregate market value of the Cadbury ordinary shares and Cadbury ADSs remaining at such time, the interest of maintaining a market in the shares on the part of any securities firms and other factors.

Margin Regulations

Cadbury ordinary shares and Cadbury ADSs are currently margin securities, as such term is defined under the rules of the Board of Governors of the Federal Reserve System (the Federal Reserve Board), which has the effect, among other things, of allowing brokers to extend credit using such securities as collateral. Depending upon factors similar to those described above regarding listing and market quotations, following the offer, it is possible that Cadbury ordinary shares and Cadbury ADSs might no longer constitute margin securities for purposes of the margin regulations of the Federal Reserve Board, in which event such Cadbury ordinary shares or Cadbury ADSs could no longer be used as collateral for loans made by brokers. In addition, if registration of Cadbury ordinary shares or Cadbury ADSs under the Exchange Act were terminated, Cadbury ordinary shares or Cadbury ADSs, as applicable, would no longer constitute margin securities.

Financing of the Offer; Source and Amount of Funds

Assuming all of the outstanding Cadbury ordinary shares, including those represented by Cadbury ADSs, and assuming the exercise of all share options and vesting of all share awards over Cadbury ordinary shares held under the Cadbury share schemes, are tendered into the offer, we would be obligated to pay an aggregate amount of approximately £4.2 billion in cash to the holders of those Cadbury ordinary shares and Cadbury ADSs. This amount will be lower if less than 100% of the currently outstanding Cadbury ordinary shares or Cadbury ADSs are tendered into the offer. The amount may also vary depending on the number of Cadbury ordinary shares, including those represented by Cadbury ADSs, outstanding at the time of the closing of the offer.

To the extent that the cash consideration under the offer is not funded from our own resources and/or proceeds from alternative funding sources, we expect to use borrowings under the bridge facility described below to refinance certain indebtedness of Cadbury and its subsidiaries and to finance the offer. Borrowings under the Loan Agreement (as defined below) are available for general corporate purposes of Kraft Foods and its subsidiaries.

On November 9, 2009, we entered into an agreement (the Loan Agreement) for a senior unsecured term loan facility with, among others, the lenders listed below, Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and HSBC Securities (USA) Inc., as joint bookrunners and Citibank, N.A. and Deutsche Bank AG Cayman Islands Branch, as co-administrative agents. The Loan Agreement provides for borrowings by us and certain of our subsidiaries that may be designated by us in an aggregate principal amount of up to £5.5 billion. Under the Loan Agreement, we guarantee the obligations of any subsidiary borrower. Borrowings under the bridge facility will bear interest at a variable annual rate based on (a) LIBOR for borrowings in pounds sterling, (b) LIBOR or base rate, at our election, for borrowings in U.S. dollars and (c) EURIBOR for borrowings in

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euros, plus in each case an applicable margin based on the credit rating at that time for our long-term senior unsecured indebtedness. The Loan Agreement has a maturity date of 364 days following the initial borrowing thereunder.

The Loan Agreement requires the maintenance of a minimum total shareholders' equity (excluding accumulated other comprehensive income or losses) of not less than \$23 billion, which minimum level would be increased, in the event of completion of the offer, by 75% of any increase in such total shareholders' equity as a direct result of certain issuances by Kraft Foods of equity securities to finance the acquisition of Cadbury or to refinance certain indebtedness. In addition, in the event that our long-term senior unsecured indebtedness is rated below investment grade (or not rated) by either Moody's or S&P, the Loan Agreement requires us to maintain a leverage ratio (measured by the ratio of the total indebtedness (net of cash and cash equivalents) of Kraft Foods and its subsidiaries to the adjusted EBITDA of Kraft Foods and its subsidiaries) of not more than 4.25 to 1.00. The Loan Agreement also contains customary representations, covenants and events of default and requires the prepayment of advances and/or the permanent reduction of commitments under the bridge facility with the net cash proceeds received from certain disposals, debt issuances and equity capital markets transactions.

We may use a portion of Cadbury's cash flow to repay indebtedness incurred in connection with the offer, including payments of interest, but we do not intend that security would be granted over Cadbury assets in connection with that indebtedness.

Subject to market conditions, we expect to refinance or reduce advances under the bridge facility from proceeds of alternative financing sources.

The initial lenders under the bridge facility are: Citibank, N.A.; Deutsche Bank AG Cayman Islands Branch; Deutsche Bank AG, London Branch; HSBC Bank USA, National Association; Barclays Bank PLC; Banco Bilbao Vizcaya Argentaria, S.A., New York Branch; BNP Paribas; Credit Suisse AG, Cayman Islands Branch; The Royal Bank of Scotland plc; and Société Générale.

Purchases Outside the Offer

In accordance with normal U.K. practice and subject to Rule 14e-5(b) of the Exchange Act, Kraft Foods or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Cadbury ordinary shares outside the United States, other than pursuant to the offer, before or during the period in which the offer remains open for acceptance. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the LSE web site, www.londonstockexchange.com. This information will be disclosed in the United States through amendments to our Tender Offer Statement on Schedule TO on file with the SEC to the extent that such information is made public in the United Kingdom pursuant to the U.K. Takeover Code. Free copies of the Tender Offer Statement are available on the SEC's web site at www.sec.gov.

Also, in accordance with Rule 14e-5(b) of the Exchange Act, Citigroup Global Markets UK Equity Limited and Deutsche Bank AG, London Branch continue to act as exempt principal traders in Cadbury ordinary shares on the LSE. These purchases may occur either in the open market or as privately negotiated transactions. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the LSE web site, www.londonstockexchange.com. This information will also be made available to Cadbury securityholders if they call the information agent, toll-free in the United States at (800) 868-1391, or, if calling from outside the United States, at (212) 806-6859.

Regulatory Approvals

Antitrust in the United States

Under the HSR Act and the related rules and regulations that have been issued by the Federal Trade Commission (the "FTC"), certain acquisition transactions may not be consummated until certain information and

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documentary material (Premerger Notification and Report Forms) have been furnished to the FTC and the Antitrust Division of the Department of Justice (the Antitrust Division) and certain waiting period requirements have been satisfied. These requirements of the HSR Act apply to our proposed acquisition of Cadbury ordinary shares, including those represented by Cadbury ADSs.

Under the HSR Act, our purchase of Cadbury ordinary shares, including those represented by Cadbury ADSs, pursuant to the offer, was subject to a 30-day waiting period following our filing of a Premerger Notification and Report Form concerning the proposed acquisition of Cadbury with the FTC and the Antitrust Division. We filed a Premerger Notification and Report Form on November 9, 2009 with the FTC and the Antitrust Division in connection with the proposed purchase of Cadbury ordinary shares, including those represented by Cadbury ADSs, pursuant to the offer. On December 14, 2009, the required waiting period under the HSR Act expired.

At any time before or after our purchase of Cadbury ordinary shares, including those represented by Cadbury ADSs, the Antitrust Division or the FTC could take such action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin our purchase of Cadbury ordinary shares or seeking the divestiture of Cadbury ordinary shares acquired by us or the divestiture of substantial assets of Cadbury or its subsidiaries.

In addition, the proposed acquisition of Cadbury may be reviewed by the attorneys general in the various states in which we and Cadbury operate. These authorities may claim that there is authority, under the applicable state and federal antitrust laws and regulations, to investigate and/or disapprove of the acquisition of Cadbury under the circumstances and based upon the review set forth in applicable state laws and regulations. We cannot assure you that one or more state attorneys general will not attempt to file an antitrust action to challenge the Cadbury acquisition. Private parties also may seek to take legal action under the antitrust laws in some circumstances.

European Commission Merger Regulation

Both Kraft Foods and, based on publicly available information, Cadbury, sell products to customers based in the European Union. The EC Merger Regulation (Council Regulation (EC) 139/2004) requires notification of and approval by the European Commission of mergers or acquisitions involving parties with worldwide and European Union sales exceeding given thresholds. We have filed a notification of the offer with the European Commission. The European Commission will issue its decision in light of the limited remedies proposed by us to address certain competition concerns identified by the European Commission on January 6, 2010.

Other Foreign Competition Law Filings

Both Kraft Foods and, based on publicly available information, Cadbury, sell products in a number of other jurisdictions throughout the world, where antitrust filings or approvals are required or advisable in connection with the completion of the proposed acquisition of Cadbury.

Kraft Foods expects the offer to receive all necessary regulatory clearances under applicable U.S. and EU antitrust laws and in all other countries where approval is required. The clearance process is underway with the relevant antitrust authorities and Kraft Foods remains confident that any issues will be limited in scope and can be appropriately addressed.

However, we cannot assure you that all of the regulatory approvals described above will be obtained and, if obtained, we cannot assure you as to the timing of any approvals, our ability to obtain the approvals on satisfactory terms or the absence of any litigation challenging such approvals. We also cannot assure you that the Department of Justice, the FTC or any state attorney general, the European Commission or any other

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governmental entity or any private party will not attempt to challenge the completion of the offer on antitrust grounds, and, if such a challenge is made, we cannot assure you as to its result.

Certain Relationships with Cadbury and Interests of Kraft Foods in the Offer

Except as set forth in this prospectus/offer to exchange, neither Kraft Foods nor, to the best of our knowledge, any of our directors, executive officers or other affiliates has any contract, arrangement, understanding or relationship with any other person with respect to any securities of Cadbury, including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any securities, joint ventures, loan or option arrangements, puts or calls, guaranties of loans, guaranties against loss or the giving or withholding of proxies. Except as otherwise described in this prospectus/offer to exchange, there have been no contacts, negotiations or transactions since two years before the printing of this prospectus/offer to exchange, between Kraft Foods, any of Kraft Foods' subsidiaries or, to the best of our knowledge, any of the persons listed on Schedule I to this prospectus/offer to exchange, on the one hand, and Cadbury or its affiliates, on the other hand, concerning a merger, consolidation or acquisition, an exchange offer or other acquisition of securities, an election of directors, or a sale or other transfer of a material amount of assets. We have not effected any transaction in securities of Cadbury in the past 60 days. Except as set forth in this prospectus/offer to exchange, none of our directors or executive officers nor any of their respective associates or majority owned subsidiaries, beneficially owns or has the right to acquire any securities of Cadbury or has effected any transaction in securities of Cadbury during the past 60 days.

The name, citizenship, business address, business telephone number, principal occupation or employment, and five-year employment history for each of our directors and executive officers and certain other information is set forth in Schedule I of this prospectus/offer to exchange. Except as described in this prospectus/offer to exchange and in Schedule I hereto, neither Kraft Foods, nor, to our best knowledge, any of the persons listed on Schedule I to this prospectus/offer to exchange, has during the last five years (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws. Except as set forth in this prospectus/offer to exchange, none of the persons listed on Schedule I, nor any of their respective associates or majority owned subsidiaries, beneficially owns or has the right to acquire any securities of Cadbury or has effected any transaction in securities of Cadbury during the past 60 days.

We do not believe that the offer and any compulsory acquisition will result in a change of control under any of our stock option plans or any change in control agreement between us and any of our employees. As a result, no options or other equity grants held by such persons will vest as a result of the offer and any compulsory acquisition.

Fees and Expenses

We have retained Georgeson Inc. as information agent in connection with the offer. The information agent may contact Cadbury securityholders by mail, telephone, telex, telegraph and personal interview and may request brokers, dealers, commercial banks, trust companies and other nominees to forward material relating to the offer to beneficial owners of Cadbury ordinary shares and Cadbury ADSs. We will pay the information agent reasonable and customary compensation for these services in addition to reimbursing the information agent for its reasonable out-of-pocket expenses. We agree to indemnify the information agent against certain liabilities and expenses in connection with the offer.

In addition, we have retained Computershare Investor Services PLC as the Ordinary Share Exchange Agent and Computershare Trust Company, N.A. as the ADS Exchange Agent in connection with the offer. We will pay the Ordinary Share Exchange Agent and the ADS Exchange Agent customary compensation for their services in connection with the offer, will reimburse them for their reasonable out-of-pocket expenses and will indemnify them against certain liabilities and expenses.

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Except as set forth above, we will not pay any commissions or fees to any broker, dealer or other person for soliciting tenders of shares pursuant to the offer. We will reimburse brokers, dealers, commercial banks and trust companies and other nominees, upon request, for customary clerical and mailing expenses incurred by them in forwarding offering materials to their customers.

Accounting Treatment

We will account for the acquisition of Cadbury pursuant to the offer in accordance with U.S. GAAP, as treated within the acquisition method of accounting for business combinations. Under this method of accounting, we will record the exchange of Cadbury ordinary shares, including those represented by Cadbury ADSs, for Kraft Foods common stock based on the fair value of the consideration given, which is the market value of Kraft Foods common stock issued in connection with the offer (based on the closing share price on the date the minimum acceptance condition is satisfied) and the cash consideration paid in the offer, as the purchase price of Cadbury. We will allocate the purchase price to the net tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair values at the date the minimum acceptance condition is satisfied. Any excess of the purchase price over those fair values will be recorded as goodwill.

Definite lived intangible assets will be amortized over their estimated useful lives. Intangible assets with indefinite useful lives and goodwill will not be amortized but will be tested for impairment at least annually. All intangible assets and goodwill are also tested for impairment when certain indicators are present. If in the future, we determined that intangible assets or goodwill are impaired, an impairment charge would be recorded at that time.

The purchase price allocation reflected in the pro forma information included in this prospectus/offer to exchange is based on preliminary assumptions. The amount of the estimated purchase price allocated to goodwill and intangibles is approximately \$18.5 billion. The final purchase price allocation, which will be based in part on detailed valuation studies which have not yet been completed, may result in an increase or decrease in finite-lived intangible assets which could result in a material increase or decrease in the estimated amortization of intangible assets included in the pro forma information included in this prospectus/offer to exchange. We expect to complete the final purchase price allocation no later than 12 months following the date the minimum acceptance condition is satisfied or we otherwise acquire Cadbury.

Listing of Kraft Foods Common Stock to be Issued in Connection with the Offer and any Compulsory Acquisition

Kraft Foods will submit the necessary applications to cause the shares of Kraft Foods common stock to be issued in the offer and any compulsory acquisition to be approved for listing on the NYSE. Approval of this listing is a condition to the offer.

General

Appendix A to this prospectus/offer to exchange contains the conditions and other terms of the offer and Appendix B to this prospectus/offer to exchange contains additional information that we are required to disclose under the U.K. Takeover Code. The terms, provisions, instructions and authorities contained in or deemed to be incorporated in any Form of Acceptance or ADS Letter of Transmittal, including any electronic acceptance, as well as those set forth in this prospectus/offer to exchange and those set forth in Appendix A and Appendix B constitute a part of the offer. You should carefully review these terms and provisions. References in this prospectus/offer to exchange to outstanding Cadbury ordinary shares refer to all issued and to be issued share capital of Cadbury. References in this prospectus/offer to exchange to the offer refer to any subsequent revision, variation, extension or renewal of the offer, including any election or alternative available in connection with it.

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DESCRIPTION OF KRAFT FOODS CAPITAL STOCK

Kraft Foods authorized capital stock consists of 3,000,000,000 shares of Class A common stock, without par value, 2,000,000,000 shares of Class B common stock, without par value, and 500,000,000 shares of preferred stock, without par value. As of December 14, 2009, there were 1,477,239,577 shares of Kraft Foods Class A common stock outstanding, and held of record by 81,153 shareholders, and no shares of Kraft Foods Class B common stock or preferred stock outstanding and we do not intend to issue any such shares. As of December 2, 2009, there were 61,599,569 shares of Kraft Foods Class A common stock reserved for stock options and other stock awards.

The Kraft Foods articles of incorporation, as amended, specify different rights for holders of Kraft Foods Class A common stock and Class B common stock with regard to dividends, liquidation, and corporate reorganization. However, all outstanding shares of Kraft Foods Class B common stock were converted to Kraft Class A common stock immediately prior to the Kraft Foods spin-off from Altria Group, Inc. Therefore, all information presented in this prospectus/offer to exchange concerning the rights, preferences, qualifications, limitations or restrictions of Kraft Foods common stock relates to Kraft Foods Class A common stock only.

The following description of the terms of the Kraft Foods common stock and preferred stock is not complete and is qualified in its entirety by reference to Kraft Foods articles of incorporation, as amended, and its amended and restated by-laws. To find out where copies of these documents can be obtained, please see the section of this prospectus/offer to exchange entitled Where You Can Find More Information.

Common Stock

The outstanding shares of Kraft Foods common stock are validly issued, fully paid and nonassessable. The holders of the Kraft Foods common stock have no preemptive rights and no rights to convert their Kraft Foods common stock into any other securities, and the Kraft Foods common stock is not subject to any redemption or sinking fund provisions.

Subject to the preferences applicable to any shares of Kraft Foods preferred stock outstanding at any time, holders of Kraft Foods common stock are entitled to receive dividends when and as declared by the Kraft Foods board of directors from funds legally available therefore and are entitled, in the event of a liquidation, to share ratably in all assets remaining paid after payment of liquidation.

The principal stock exchange on which the Kraft Foods common stock is listed is the NYSE under the symbol KFT. The transfer agent and registrar for the Kraft Foods common stock is Wells Fargo Bank, N.A.

Preferred Stock

Kraft Foods board of directors has the authority, without action by the shareholders, to issue up to 500,000,000 shares of Kraft Foods preferred stock in one or more series or classes and to fix the following terms of the preferred stock:

the designation of each series;

the number of shares of each series, as well as the powers, preferences and rights, as well as the qualifications, limitations or restrictions thereof;

dividend rights and the dividend rate, if any;

the rights and term of conversion or exchange, if any;

the voting rights, if any;

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the rights and terms of redemption, if any, and the redemption price; and

the rights of the series in the event of any involuntary or voluntary liquidation, dissolution or winding-up of the affairs of Kraft Foods.

Articles of Incorporation and By-Law Provisions

Various provisions contained in the Kraft Foods articles of incorporation, as amended, and amended and restated by-laws could delay or discourage some transactions involving an actual or potential change in control of Kraft Foods or its management and may limit the ability of Kraft Foods shareholders to remove current management or approve transactions that Kraft Foods shareholders may deem to be in their best interests. These provisions:

authorize Kraft Foods board of directors to establish one or more series or classes of undesignated preferred stock, the terms of which can be determined by the board of directors at the time of issuance;

do not authorize cumulative voting;

provide that only the board of directors and the chairman of the board of directors may call a special meeting of the shareholders, except that the board of directors must call a special meeting upon the request from at least 20% of the combined voting power of the outstanding shares of all classes of Kraft Foods capital stock;

provide an advanced written notice procedure with respect to shareholder proposals and shareholder nomination of candidates for election as directors; and

allow Kraft Foods directors, and not its shareholders, to fill any vacancies on its board of directors, including vacancies resulting from amending the by-laws to increase the number of directors by 30% or less.

Information on CREST Depository Interests

General

If you hold your Cadbury ordinary shares in uncertificated form (that is, in CREST) you will receive CREST Depository Interests, or CDIs, representing entitlements to your shares of Kraft Foods common stock, which will be credited to your CREST account. CDIs are depository interests in non-U.K. securities, in this case, shares of Kraft Foods common stock. CDIs are transferred exclusively through CREST.

The CDI arrangements do not affect the economic rights attached to the underlying shares of Kraft Foods common stock. However, while holders of CDIs will beneficially own the underlying shares of Kraft Foods common stock, they will not be the record holders of those shares. Shares of Kraft Foods common stock to which Cadbury shareholders who hold their Cadbury ordinary shares through CREST will be entitled in the offer will be delivered, held and settled in CREST by means of the CREST International Settlement Links Service, and in particular CREST's established link with DTC. This link operates via the services of CREST International Nominees, which is a DTC participant.

The terms on which CDIs are issued and held in CREST are set out in the CREST manual issued by Euroclear (and, in particular, the deed poll set out in the CREST International Manual) and the CREST Terms and Conditions issued by Euroclear. A custody fee, as determined by CREST from time to time, is charged at the user level for the use of CDIs.

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Rights of Holders of CDIs

The record holder of the shares of Kraft Foods common stock represented by CDIs will be Cede & Co, a nominee entity of DTC. The custodian of these shares of Kraft Foods common stock will be CREST International Nominees, who will hold these shares of Kraft Foods common stock through the DTC system as nominee for CREST Depository Limited. CREST Depository Limited will hold these shares of Kraft Foods common stock in trust (as bare trustee under English law) for the Cadbury shareholders who receive CDIs. Accordingly, the holders of CDIs will only be able to enforce and exercise the rights relating to the underlying shares of Kraft Foods common stock in accordance with the arrangements described below.

In order to allow the holders of CDIs to exercise rights relating to the underlying shares of Kraft Foods common stock, we will enter into arrangements pursuant to which holders of CDIs will be able to:

receive notices of Kraft Foods shareholder meetings;

give directions as to voting at Kraft Foods shareholder meetings;

have made available to them and be sent, at their request, copies of our annual report and any other documents we send to our shareholders; and

otherwise be treated in the same manner as if they were the record holders of the shares of Kraft Foods common stock underlying their CDIs,

in each case, in accordance with applicable law and, to the extent possible, in accordance with the CREST arrangements.

Voting

Holders of CDIs will be entitled to attend our shareholder meetings in person as a result of their beneficial interest in Kraft Foods common stock. In addition, under an agreement for the provision of the CDI register, Euroclear will make available to us (and/or our voting agent) a copy of the register of the names and addresses of CDI holders to enable us (and/or our voting agent) to:

send out notices of our shareholder meetings and proxy forms to CDI holders; and

produce a definitive list of CDI holders as at the record date for the meeting.

In addition, Cede & Co and Euroclear have omnibus proxy arrangements pursuant to which Crest International Nominees Limited (the custodian of the shares of Kraft Foods common stock underlying the CDIs) will be able to grant each CDI holder the right to vote in respect of such holder's underlying shares of Kraft Foods common stock. As a result, the custodian and the depository will simply pass on any voting rights they have, by virtue of holding the underlying shares of Kraft Foods common stock, to the CDI holders.

Dividends

Dividends paid on Kraft Foods common stock will be paid to a holder of CDIs in the currency in which that holder has elected to receive payments through CREST.

Transfer and Cancellation of CDIs

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Holders of CDIs will be able to cancel their CDIs by settling a cross border delivery transaction in respect of the underlying shares of Kraft Foods common stock through CREST to a DTC participant, in accordance with the rules and practices of CREST and DTC. Transaction fees will be payable by a holder of CDIs who executes a transaction through CREST.

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COMPARISON OF SHAREHOLDERS RIGHTS

Cadbury securityholders who validly tender their Cadbury ordinary shares or Cadbury ADSs in the offer and do not withdraw such securities (subject to the mix and match facility) will receive shares of Kraft Foods common stock following consummation of the offer. Cadbury is organized under the laws of England and Wales and Kraft Foods is organized under the laws of the Commonwealth of Virginia. Accordingly, differences in the rights of holders of Cadbury capital stock and Kraft Foods capital stock arise both from differences between the articles of incorporation, as amended, and the amended and restated by-laws of Kraft Foods and the memorandum and articles of association of Cadbury and also from differences between Virginia law and English law. As holders of Kraft Foods common stock, your rights with respect thereto will be governed by Virginia law, including the Virginia Stock Corporation Act, as well as Kraft Foods' constituent documents. This section summarizes the material differences between the rights of holders of Cadbury ordinary shares, including those represented by Cadbury ADSs, and the rights of Kraft Foods shareholders.

The following summary is not a complete statement of the rights of shareholders of either of the two companies or a complete description of the specific provisions referred to below. This summary is qualified in its entirety by reference to the Virginia Stock Corporation Act, the U.K. Companies Act, and Cadbury's and Kraft Foods' constituent documents, which you are urged to read carefully. There are a number of differences between Virginia law and English law, many (but not all) of which are summarized below. Copies of the companies' constituent documents have been filed with the SEC. To find out where you can get copies of these documents, please see the section of this prospectus/offer to exchange entitled "Where You Can Find More Information."

	Kraft Foods	Cadbury
<i>Authorized Capital</i>	The authorized capital stock of Kraft Foods is set forth under the Description of Kraft Foods Capital Stock above.	The authorized share capital of Cadbury is £250,000,000, divided into 2,500,000,000 ordinary shares of 10 pence each.
	The board of directors of Kraft Foods can decide how to deal with any authorized shares that are not outstanding.	The directors can decide how to deal with any shares that have not been issued, taking into account legislative provisions, the company's articles, shareholder resolutions and rights attached to existing shares.
		English law restricts directors from exercising the power to allot shares or grant rights to subscribe for or to convert any securities to shares in the company unless they are authorized by the articles of association of the company or by an ordinary resolution of shareholders. At the last annual general meeting of Cadbury on May 14, 2009, Cadbury shareholders voted to allow Cadbury such authority, subject to specified parameters of time and volume. Such authority is set to expire at the earlier of the next annual general meeting of Cadbury and May 14, 2010.
<i>Common Stock</i>	Each holder of Kraft Foods common stock is entitled to cast one vote per share.	Cadbury's articles of association provide that resolutions voted on at any general meeting will be decided by a show of hands

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Kraft Foods

Cadbury

Preferred Stock

The Kraft Foods articles of incorporation, as amended, authorize the Kraft Foods board of directors, without further shareholder action or approval, to issue shares of preferred stock in one or more classes or series, and to fix the rights, preferences and privileges of the shares of each unissued class or series and any of its qualifications, limitations or restrictions. No shares of Kraft Foods preferred stock have been issued.

Dividend Policy

Dividends are declared and approved at the discretion of the Kraft Foods board of directors. Virginia corporations have considerable flexibility to make distributions to shareholders. In summary, under Virginia law, the board of directors of Kraft Foods may authorize and pay dividends so long as Kraft Foods meets two tests: (a) Kraft Foods would be able to pay its debts as they become due in the normal course of business; or (b) Kraft Foods' total assets would not be less than the sum of its total liabilities plus the amount needed, if the corporation were to be dissolved at the time of the dividend, to satisfy any preferential rights superior to those receiving the dividend.

In the third quarter of 2008, the Kraft Foods board of directors approved a 7.4% increase

unless a poll is demanded by: (a) the chairman of the meeting; (b) at least five persons are present and entitled to vote; and (c) Cadbury shareholders (or their proxies) are present, entitled to vote and representing at least 10% of the votes of all shareholders with the right to vote at the meeting or holding shares on which the total paid up amount on their shares is at least 10% of the total sum paid up on all shares giving the right to vote at the meeting.

Subject to any special rights or restrictions, on a poll, each Cadbury shareholder is entitled to cast one vote per share, whether in person or by proxy.

Cadbury's articles of association authorize Cadbury by ordinary resolution of the shareholders or by the directors (not acting in conflict with any shareholder resolution) to issue shares with any rights or restrictions attached to them so long as this is not restricted by any rights attached to existing shares.

Pursuant to the Cadbury articles of association, dividends not exceeding an amount recommended by the directors are declared by ordinary resolution of Cadbury shareholders. In addition, if the directors consider that the financial position of the company justifies such payments, they can pay interim dividends on shares of any amounts and on any dates and for any period which they decide.

English law requires the payment of distributions to be made out of profits available for the purpose and additionally restricts a public company from making a distribution if the distribution would reduce the amount of the net assets of the company below the aggregate amount of its called up share capital and certain undistributable reserves.

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	Kraft Foods	Cadbury
	<p>in the current quarterly dividend rate to \$0.29 per share payable on Kraft Foods common stock. As a result, the present annualized dividend rate is \$1.16 per share of Kraft Foods common stock. The annual cash dividends per share for 2008 through 2004 were, respectively, \$1.12 per share, \$1.04, \$0.96, \$0.87 and \$0.77.</p>	
<i>Preemptive rights</i>	None.	English law provides for statutory pre-emption rights that will apply on an allotment of equity securities. Such rights may be disappplied by special resolution of the shareholders. At the annual general meeting on May 14, 2009, Cadbury shareholders voted to disapply the statutory rights in respect of equity securities up to a specified amount. Such authority is set to expire at the next annual general meeting of Cadbury.
<i>Number of Directors</i>	The Kraft Foods articles of incorporation, as amended, provide that the number of directors on the board shall be fixed in the by-laws, or if not so fixed, the number shall be two. The Kraft Foods amended and restated by-laws provide for ten directors (12 directors, effective as of January 1, 2010).	Cadbury s articles of association provide that Cadbury must have a minimum of two directors and a maximum of 20 directors (excluding alternate directors), subject to change by ordinary resolution of the shareholders.
<i>Terms of Directors</i>	Each Kraft Foods director serves for the term for which he or she shall have been elected and until a successor shall have been duly elected. Each Kraft Foods director has been elected to a one-year term.	Cadbury s articles of association provide for retirement by rotation, such that a Cadbury director must retire at every annual general meeting of Cadbury if he or she has: (a) been appointed by the directors since the previous annual general meeting; (b) held office at the time of the two previous annual general meetings and not retired at either of them; or (c) held office, other than in an executive position, for a continuous period of nine years or more at the date of the annual general meeting. A Cadbury director so resigning may offer himself or herself for immediate reappointment by the shareholders.
<i>Removal of Directors</i>	Kraft Foods articles of incorporation, as amended, are silent with respect to removal of directors. Therefore, removal of directors is governed by Virginia law, which provides that shareholders may remove one or more directors with or without cause if the number of votes cast to remove the director	Cadbury s articles of association provide that a Cadbury director may be removed by special resolutions of the shareholders. This is in addition to provisions of English law, under which Cadbury may remove a director by ordinary resolutions of the shareholders at a meeting for which special notice has

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	Kraft Foods	Cadbury
	constitutes a majority of the votes entitled to be cast at an election of directors, subject to the following: (a) if a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove the director; and (b) a director may be removed by the shareholders only at a meeting called for the purpose of removing the director. The meeting notice shall state that the purpose, or one of the purposes of the meeting, is removal of the director. None of the directors of Kraft Foods have been elected by a voting group of shareholders.	been given (a period of notice to Cadbury of 28 days before the meeting).
<i>Director Vacancies</i>	Kraft Foods amended and restated by-laws provide that any vacancy may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum.	Cadbury's articles of association provide that a director retiring by rotation at an annual general meeting can be reappointed or another eligible person can be appointed to fill a vacancy by ordinary resolutions of the shareholders.
		The directors, or Cadbury by ordinary resolution of the shareholders, can appoint any willing person to be a director, either as an extra director or to fill a vacancy.
<i>Nomination of Directors</i>	Kraft Foods amended and restated by-laws provide that a shareholder wishing to nominate a director or properly bring other business before an annual meeting must deliver written notice of nomination or business, in specified form, to the secretary of Kraft Foods. This notice must be received: (a) no less than 120 days, and no more than 150 days, prior to the first anniversary of the prior year's annual meeting, or (b) if the date of the applicable annual meeting has been changed by more than 30 days from the date of the prior year's annual meeting, not less than 60 days before the date of the annual meeting, or (c) with respect to any special meeting of shareholders called for the election of directors, no later than the close of business on the seventh day following the date on which notice of such meeting is first given to shareholders.	Cadbury's articles of association provide that a Cadbury shareholder wishing to nominate a director must: (a) be a Cadbury shareholder entitled to vote at a general meeting; (b) not be the nominee; and (c) deliver to the office of Cadbury not less than seven nor more than 42 days before the date of the meeting a letter of his or her intention to nominate and written consent from the nominee to his or her appointment.
<i>Election of Directors</i>	Under the Kraft Foods amended and restated by-laws, each Kraft Foods director is elected	See above section entitled Director Vacancies.

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	Kraft Foods	Cadbury
	<p>by a majority of the votes cast with respect to that director-nominee's election at a meeting for electing directors at which a quorum is present. However, a plurality of the votes cast in such election shall be needed if there are more nominees than number of directors to be elected, one or more of whom has been properly proposed by shareholders.</p>	
<i>Shareholder Action by Written Consent</i>	<p>Under Virginia law, any action required or permitted to be taken by the shareholders can be effected by unanimous written consent.</p>	<p>Under English law, resolutions of a public limited company must be passed at a meeting of its members.</p>
<i>Special Meetings</i>	<p>Kraft Foods' amended and restated by-laws provide that, unless otherwise provided by law, special meetings of the shareholders may be called by the chairman of the board of directors or by order of the board of directors, whenever deemed necessary, except that the board of directors must, subject to certain exceptions in the by-laws, call a special meeting of the shareholders upon the request from at least 20% of the combined voting power of the outstanding shares of all classes of Kraft Foods' capital stock entitled to vote on the matters to be voted on at the meeting.</p>	<p>Under English law, shareholders representing 10% or more of the paid-up capital of the company can require the directors to call a general meeting. In the event that directors do not call a meeting within 21 days (such meeting to be held within 28 days after the notice convening the meeting), the shareholders who requested the meeting, or any shareholders representing more than 50% of the company's voting rights, may call a meeting at the company's expense.</p>
<i>Indemnification</i>	<p>The Kraft Foods articles of incorporation include indemnification provisions under which Kraft Foods is required to indemnify, to the fullest extent permitted by Virginia law, any person who was or is a party to any proceeding by reason of the fact that such person is or was a director, officer or employee of Kraft Foods or a person who is or was serving at the request of Kraft Foods as a director, trustee, partner, officer or employee of another corporation, affiliated corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. Kraft Foods is empowered to enter into a contract to indemnify any eligible person against liability in respect of any proceeding arising from any act or omission, whether occurring before or after the execution of such contract.</p>	<p>Cadbury's articles of association provide that, to the extent permitted by English law, the company can indemnify any Cadbury director or any director of any associated company against any liability and can purchase and maintain insurance for him or her against any liability.</p> <p>English law will restrict the applicability of this provision, such that Cadbury will not be permitted to indemnify for liability incurred by the director, the company or an associated company: (a) to pay a fine in criminal proceedings or to a regulatory authority for non-compliance with any regulation; (b) incurred in defending criminal proceedings in which he or she is convicted; (c) incurred in defending civil proceedings brought by the company or an associated company in which judgment is given against him or her; or (d) in</p>

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Kraft Foods

Virginia law prohibits indemnification for willful misconduct or a knowing violation of criminal law.

Kraft Foods will indemnify any eligible person who prevails in the defense of any proceeding. Any other indemnification shall be made by Kraft Foods only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the eligible person has met any standard of conduct that is a prerequisite to his or her entitlement to indemnification.

Kraft Foods may pay for or reimburse the reasonable expenses incurred by any person entitled to indemnification who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination if any such person furnishes Kraft Foods (a) a written statement, executed personally, of his or her good faith belief that he or she has met any standard of conduct that is a prerequisite to his or her entitlement to indemnification and (b) a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet such standard of conduct.

Limitation of Liability

Under the Kraft Foods articles of incorporation, to the fullest extent permitted under Virginia law, no director or officer of Kraft Foods or other eligible person made a party to any proceeding shall be liable to Kraft Foods or its shareholders for monetary damages arising out of any transaction, occurrence or course of conduct. Under Virginia law, the liability of an officer or director may not be limited if the officer or director engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law, including, without limitation, any claim of unlawful insider trading or manipulation of the market for any security.

Amendment to the Articles of Incorporation

Virginia law provides that Kraft Foods may amend its articles of incorporation upon a resolution of the board of directors

Cadbury

connection with an application to the court for certain specified reliefs in which the court refuses to grant such relief (i.e., that he or she acted honestly and reasonably despite a claim for his or her negligence).

Under English law, with the exception of certain permitted indemnities (see above section entitled Indemnification) and maintenance of insurance, any provision purporting to exempt a director of a company from any liability that would otherwise attach to him or her in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.

Under English law, a company may amend its articles of association by special resolution of the shareholders, subject to any

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	Kraft Foods	Cadbury
	proposing the amendment and its submission to the shareholders for their approval. The Kraft Foods articles of incorporation require approval by a majority of all votes entitled to be cast by each voting group entitled to vote on the amendment.	conditional provisions in the articles as set out on formation or by unanimous agreement of the shareholders.
	Virginia law provides that when an exchange, reclassification or change of shares is effected by amendment of the articles of incorporation, and a material difference in right results, or the par value of the shares is changed or the corporate name is changed, the action of the shareholders authorizing the amendment may prescribe a time after which the holders of the old shares shall no longer be entitled to receive distributions or to vote or to exercise any other rights as shareholders until certificates representing the old shares are surrendered in exchange for certificates representing the new shares; but upon such surrender all distributions not paid because of this provision shall be paid without interest.	Cadbury's articles of association provide that the rights attached to any class of shares can be changed if approved in writing by shareholders holding at least 75% of the issued shares of that class by amount or by special resolution by the shareholders at a separate meeting of the holders of that class.
<i>Amendment to the By-laws</i>	Kraft Foods amended and restated by-laws provide that the by-laws may be altered, amended, or repealed by the board of directors, but by-laws made by the board of directors may be repealed or changed by the shareholders, or new by-laws adopted by the shareholders, and the shareholders may prescribe that any by-laws made by them shall not be altered, amended or repealed by the directors.	See above section entitled Amendment to the Articles of Incorporation.
<i>Appraisal Rights</i>	Under Virginia law, a shareholder of a Virginia corporation generally has the right to obtain payment of fair value of that shareholder's shares in the event of a merger, share exchange or sale of assets requiring shareholder approval or any interested transaction, subject to certain requirements. Appraisal rights are also available to shareholders if the articles of incorporation are amended to reduce the number of shares of a class or series of shares to a fraction of a share if the corporation has the obligation or right to repurchase the fractional share created. Additionally, appraisal rights are available	Not applicable.

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to shareholders with respect to any other amendment to the articles of incorporation, merger, share exchange or sale of assets if provided in the articles of incorporation, the by-laws or by resolution of the board of directors.

Virginia law does not confer appraisal rights on a shareholder of any shares: (a) that constitute a covered security under Section 18(b)(1)(A) or (B) of the federal Securities Act of 1933, as amended, (b) that are traded in an organized market with at least 2,000 shareholders and a market value of at least \$20 million, exclusive of the value of such shares held by the corporation's subsidiaries, senior executives, directors and beneficial owners owning at least 10% of such shares, or (c) that are issued by an open-end management investment company registered with the SEC under the Investment Company Act of 1940 and that may be redeemed at the holder's option at net asset value. However, appraisal rights are available if a shareholder is required to accept something other than cash or shares of any corporation or other proprietary interest of any other entity that satisfies (a), (b) or (c) above.

An amendment to the articles of incorporation that limits or eliminates appraisal rights for shares of preferred stock outstanding immediately prior to the effective date of such amendment will not apply to any corporate action effective within one year from that date if such action would have otherwise afforded appraisal rights.

Control Share Acquisition

Kraft Foods has opted out of the Virginia anti-takeover law regulating control share acquisitions.

Not applicable.

Affiliate Transactions

Under Virginia law, material acquisition transactions between Kraft Foods and any holder of more than 10% of any class of its outstanding voting shares are required to be approved by a majority of the disinterested directors and by the holders of at least two-thirds of the remaining voting shares.

Under the listing rules of the U.K. Listing Authority, subject to certain exceptions, a listed company must disclose and obtain shareholder approval for transactions between the company or its subsidiary and a related party.

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Kraft Foods

Affiliated transactions subject to this approval requirement include mergers, share exchanges, material dispositions of corporate assets not in the ordinary course of business, the sale of shares of the corporation or any of its subsidiaries to a 10% holder having an aggregate fair market value of greater than 5% of the aggregate fair market value of the corporation's outstanding shares, any dissolution of Kraft Foods proposed by or on behalf of a 10% holder or any reclassification, including reverse stock splits, recapitalization or merger of Kraft Foods with its subsidiaries, that increases the percentage of voting shares beneficially owned by a 10% holder by more than 5%.

Cadbury

A related party includes: (a) a person who is, or was within the 12 months before the transaction, a shareholder capable of exercising 10% or more of the votes at general meetings, or a director or shadow director of the company or its subsidiary; (b) a person exercising significant influence over the company; or (c) an associate of a related party.

Suspension of Rights for Non-Disclosure

No similar provisions.

English law permits a company to send out notices to those it knows or has reasonable cause to believe have an interest in its shares asking for details of the extent of interests in its shares. Cadbury shareholders holding at least 10% of the paid up voting share capital of Cadbury may require the company to send out a notice requesting information.

Cadbury's articles of association provide that if a Cadbury shareholder does not comply with the notice within 14 days of receipt, Cadbury may serve a restriction notice on such shareholder stating that the shareholder no longer has any right to attend or vote at a shareholder meeting or to exercise any other right in relation to shareholders meetings. If the shareholder holds 0.25% or more (in amount or number) of the existing shares of any class, the Cadbury directors can also withhold dividend payments on those Cadbury shares and can refuse to register a transfer of those shares.

Additionally, English law permits Cadbury to apply to the courts to restrict the rights of those who do not comply with the requirements to disclose their interests in the time limit specified in the notice. The effect of such an order will be that: (a) any transfer of shares is void; (b) no voting rights are exercisable on those shares; and (c) no payment may be made on the shares (in respect of capital or otherwise).

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	Kraft Foods	Cadbury
<i>Lien and Call</i>	No similar provisions.	Under the Cadbury articles of association, the company has a lien on all partly paid shares, which has priority over other claims to the shares. The Cadbury directors may make calls on Cadbury shareholders to pay any money outstanding on their shares (including outstanding amounts of nominal value). In the event that a call is not complied with within at least 14 clear days of the call (or any longer period in the notice of call), the Cadbury shareholder may forfeit the shares and the Cadbury directors may sell them as they see fit.

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UNAUDITED U.S. GAAP PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma financial information for the year ended December 31, 2008, and for the six-month period ended June 30, 2009, the date of the latest publicly available financial information of Cadbury, gives effect to the acquisition of Cadbury by Kraft Foods as if it had occurred on January 1, 2008. The following unaudited pro forma balance sheet information at June 30, 2009 gives effect to the acquisition of Cadbury by Kraft Foods as if it had occurred on June 30, 2009.

We are not affiliated with Cadbury, and we have not had the cooperation of Cadbury's management or due diligence access to Cadbury or its business or management for the purposes of preparing this prospectus/offer to exchange. Therefore, non-public information concerning Cadbury's business and financial condition was not available to us for the purpose of presenting pro forma combined financial data for the nine-month period ended September 30, 2009. We have requested current financial information from Cadbury, including financial information for the nine-month period ended September 30, 2009. Our legal advisors received a letter dated December 15, 2009 in which Cadbury rejected our request. We have since made a subsequent request. If we receive such information prior to the effectiveness of our registration statement of which this prospectus/offer to exchange forms a part, we would be required to compile pro forma combined financial data for the nine-month period ended September 30, 2009 and include it in this prospectus/offer to exchange prior to the effectiveness of our registration statement.

The unaudited pro forma financial information included herein is based on the historical financial statements of Kraft Foods and Cadbury and on publicly available information and certain assumptions which Kraft Foods believes to be reasonable, which are described in the notes to the statements below. Kraft Foods has not performed any due diligence or detailed valuation analysis necessary to determine the fair market values of the Cadbury assets to be acquired and liabilities to be assumed, and accordingly, except as described in note 4(a) below, the pro forma financial statements do not include an allocation of the purchase price to reflect the fair value of those assets and liabilities.

The unaudited pro forma financial information:

has been prepared for illustrative purposes only, and because of its nature, addresses a hypothetical situation and, therefore, does not represent the combined actual financial position or results of Kraft Foods and Cadbury;

does not purport to represent what the consolidated results of operations actually would have been if the acquisition of Cadbury had occurred on January 1, 2008 or what those results will be for any future periods or what the consolidated balance sheet would have been if the acquisition had occurred on June 30, 2009. The pro forma adjustments are based on information current as at December 1, 2009 (being the latest practicable date prior to our making the offer); and

has not been adjusted to reflect any matters not directly attributable to implementing the acquisition of Cadbury. No adjustment, therefore, has been made for actions which may be taken once the offer is complete, such as any integration plans of Cadbury.

The unaudited pro forma financial information has been compiled from the following sources:

U.S. GAAP financial information on Kraft Foods has been extracted without material adjustment from Kraft Foods' audited consolidated statements of earnings for the year ended December 31, 2008 contained in Kraft Foods' Current Report on Form 8-K filed with the SEC on November 3, 2009 and incorporated by reference into this prospectus/offer to exchange, and unaudited consolidated statements of earnings for the six months ended June 30, 2009 and the unaudited consolidated balance sheet as at June 30, 2009 contained in Kraft Foods' Quarterly Report on Form 10-Q, for the quarter ended June 30, 2009 and incorporated by reference into this prospectus/offer to exchange. Financial information from the reconciliations summarizing the material differences between U.S. GAAP and

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IFRS has not been adjusted to reflect any matters not directly attributable to implementing the acquisition of Cadbury. No adjustment, therefore, has been made for actions which may be taken once the offer is complete, such as any integration plans of Cadbury.

IFRS financial information on Cadbury has been extracted without material adjustment, except for currency translation as noted below, from the Cadbury audited consolidated income statement for the year ended December 31, 2008, contained in Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008 and incorporated by reference into this prospectus/offer to exchange, and from the Cadbury unaudited consolidated statement of income for the six months ended June 30, 2009, and unaudited consolidated balance sheet as at June 30, 2009, contained in Cadbury's Report on Form 6-K furnished to the SEC on July 29, 2009 and incorporated by reference into this prospectus/offer to exchange.

Unaudited adjustments have been made to align the Cadbury IFRS financial information with Kraft Foods' U.S. GAAP accounting policies. Because Kraft Foods did not have any access to non-public or detailed financial statements of Cadbury, these adjustments have been estimated based on publicly available information. The basis for these adjustments is explained in the notes to the information accompanying the tables.

Kraft Foods translated its historical financial information based on the requirements of SFAS 52, using historical exchange rates, as described in the section of this prospectus/offer to exchange entitled "Currencies." Cadbury translated its historical financial information based on the requirements of IFRS. Based on its review of Cadbury's historical financial statements and understanding of the differences between U.S. GAAP and IFRS, Kraft Foods is not aware of any further adjustment that it would need to make to Cadbury's historical financial statements relating to foreign currency translation. The pro forma adjustments in this table have been translated from £ to \$ using Kraft Foods' historic exchange rates. The average exchange rates applicable during the periods presented for the unaudited pro forma consolidated statements of earnings and the period end exchange rate for the unaudited pro forma consolidated balance sheet are:

		\$/£1
December 31, 2008	Average Spot Rate	1.8758
June 30, 2009	Average Spot Rate	1.4812
June 30, 2009	Period End Rate	1.6439

The following pro forma financial statements should be read in conjunction with:

the accompanying notes to the Unaudited U.S. GAAP Pro Forma Financial Information;

the consolidated financial statements of Kraft Foods for the year ended December 31, 2008 and for the six months ended June 30, 2009 and the notes relating thereto, incorporated herein by reference;

the consolidated financial statements of Cadbury for the year ended December 31, 2008 and for the six months ended June 30, 2009 and the notes relating thereto, incorporated herein by reference; and

the section of this prospectus/offer to exchange entitled "Summary of Significant Differences Between IFRS and U.S. GAAP."

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For the six months ended June 30, 2009

(in millions of U.S. dollars, except common share amounts and as indicated)

	Kraft Foods	Cadbury IFRS (in £)	Cadbury IFRS (in \$)	Pro Forma Adjustments Cadbury U.S. GAAP Adjustments	Other	Note	Pro Forma Kraft Foods
Net revenues	\$ 19,558	£ 2,767	\$ 4,098	\$	\$		\$ 23,656
Cost of sales	12,628			2,191		3(d), 3(j)	14,819
Gross profit	6,930	2,767	4,098	(2,191)			8,837
Marketing, administration and research costs	4,131	2,461	3,645	(2,155)		3(c), 3(g), 3(j)	5,621
Asset impairment and exit costs	(26)	105	156				130
Losses / (gains) on divestitures, net	17						17
Amortization of intangibles	9			24	9	3(b), 3(j), 4(d)	42
Operating income	2,799	201	297	(60)	(9)		3,027
Interest and other expense, net	592	89	132	(9)	91	3(d),3(j), 4(c)	806
Earnings from continuing operations before income taxes	2,207	112	165	(51)	(100)		2,221
Provision for income taxes	716	33	49	(13)	(30)	3(i), 4(e)	722
Earnings from continuing operations	1,491	79	116	(38)	(70)		\$ 1,499
Noncontrolling interest	4						4
Earnings from continuing operations attributable to shareholders	\$ 1,487	£ 79	\$ 116	\$ (38)	\$ (70)		\$ 1,495
Per share data attributable to shareholders:							
Basic earnings per share from continuing operations	\$ 1.01						\$ 0.81
Diluted earnings per share from continuing operations	\$ 1.00						\$ 0.81

See notes to pro forma financial statements.

Table of Contents**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF EARNINGS**

For the year ended December 31, 2008

(in millions of U.S. dollars, except common share amounts and as indicated)

	Kraft Foods	Cadbury IFRS (in £)	Cadbury IFRS (in \$)	Pro Forma Adjustments			Pro Forma Kraft Foods
				Cadbury U.S. GAAP Adjustments	Other	Note	
Net revenues	\$ 41,932	£ 5,384	\$ 10,099	\$	\$		\$ 52,031
Cost of sales	28,088			5,390		3(d), 3(j)	33,478
Gross profit	13,844	5,384	10,099	(5,390)			18,553
Marketing, administration and research costs	8,862	4,802	9,008	(5,365)		3(c), 3(g), 3(j)	12,505
Asset impairment and exit costs	1,024	194	364				1,388
Losses / (gains) on divestitures, net	92						92
Amortization of intangibles	23			60	18	3(b), 3(j), 4(d)	101
Operating income	3,843	388	727	(85)	(18)		4,467
Interest and other expense, net	1,240	(12)	(23)	45	181	3(d), 3(j), 4(c)	1,443
Earnings from continuing operations before income taxes	2,603	400	750	(130)	(199)		3,024
Provision for income taxes	755	30	56	(34)	(60)	3(i), 4(e)	717
Earnings from continuing operations	1,848	370	694	(96)	(139)		2,307
Noncontrolling interest	9	2	4				13
Earnings from continuing operations attributable to shareholders	\$ 1,839	£ 368	\$ 690	\$ (96)	\$ (139)		\$ 2,294
Per share data attributable to shareholders:							
Basic earnings per share from continuing operations	\$ 1.22						\$ 1.23
Diluted earnings per share from continuing operations	\$ 1.21						\$ 1.22

See notes to pro forma financial statements.

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As at June 30, 2009

(in millions of U.S. dollars, except as indicated)

	Kraft Foods	Pro Forma Adjustments				Note	Pro Forma Kraft Foods
		Cadbury IFRS (in £)	Cadbury IFRS (in \$)	Cadbury U.S. GAAP Adjustments	Other		
ASSETS							
Cash and cash equivalents	\$ 1,731	£ 266	\$ 437	\$	\$ (435)	4(a)i.	\$ 1,733
Short-term investments		98	161				161
Receivables	4,646	923	1,517	(395)		3(j)	5,768
Inventories, net	4,011	849	1,396				5,407
Deferred income taxes	682			260		3(j)	942
Other current assets	618	166	273	395		3(j)	1,286
Total current assets	11,688	2,302	3,784	260	(435)		15,297
Property, plant and equipment, net	10,224	1,762	2,897	(64)		3(d), 3(e)	13,057
Goodwill	28,225	2,081	3,421	2,701	7,363	3(a), 4(a)ii.	41,710
Intangible assets, net	13,257	1,457	2,395	(865)	3,470	3(b), 4(a)ii.	18,257
Other assets	1,260	297	488	(194)		3(i), 3(j)	1,554
TOTAL ASSETS	\$ 64,654	£ 7,899	\$ 12,985	\$ 1,838	\$ 10,398		\$ 89,875
LIABILITIES							
Short-term borrowings	\$ 856	£ 729	\$ 1,198	\$ (822)		3(j)	\$ 1,232
Current portion of long-term debt	759			822		3(j)	1,581
Accounts payable	3,225	1,345	2,211	(1,376)		3(j)	4,060
Accrued marketing	1,869						1,869
Accrued employment costs	847						847
Other current liabilities	2,747	435	715	1,379	320	3(f), 3(j), 4(b)	5,161
Total current liabilities	10,303	2,509	4,124	3	320		14,750
Long-term debt	18,610	1,396	2,295		6,616	4(a)i.	27,521
Deferred income taxes	4,266	155	255	(441)	1,042	3(i), 4(a)ii.	5,122
Accrued pension costs	2,209	482	792	210		3(c)	3,211
Accrued postretirement health care costs	2,682						2,682
Other liabilities	2,204	270	444	170		3(g), 3(h)	2,818
TOTAL LIABILITIES	40,274	4,812	7,910	(58)	7,978		56,104
Contingencies							
EQUITY							
Common stock, no par value							
Additional paid-in capital	23,517	197	324		9,375	4(a)i.	33,216
Retained earnings	14,016	2,470	4,060	2,106	(6,486)	4(a)i., 4(b)	13,696
Accumulated other comprehensive losses	(4,723)	413	679	(210)	(469)	3(c), 4(a)i.	(4,723)
Treasury stock, at cost	(8,514)						(8,514)
Total Shareholders Equity	24,296	3,080	5,063	1,896	2,420		33,675
Noncontrolling interest	84	7	12				96

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TOTAL EQUITY	24,380	3,087	5,075	1,896	2,420	33,771
TOTAL LIABILITIES AND EQUITY	\$ 64,654	£ 7,899	\$ 12,985	\$ 1,838	\$ 10,398	\$ 89,875

See notes to pro forma financial statements.

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NOTES

1. BASIS OF PRESENTATION

The unaudited pro forma financial information has been compiled from underlying financial statements prepared in accordance with U.S. GAAP and reflects the acquisition of Cadbury by Kraft Foods.

The unaudited pro forma financial information should be read in conjunction with the underlying financial information from which it was extracted without material adjustment: (a) the audited consolidated financial statements of Kraft Foods as at and for the year ended December 31, 2008, and as at and for the six months ended June 30, 2009, each prepared in accordance with U.S. GAAP; (b) the audited consolidated financial statements of Cadbury as at and for the year ended December 31, 2008, and the unaudited interim financial information of Cadbury as at and for the six months ended June 30, 2009, each prepared in accordance with IFRS; and (c) the unaudited reconciliation of Cadbury's IFRS financial statements to U.S. GAAP.

The underlying financial information of Kraft Foods has been derived from the unaudited consolidated financial statements of Kraft Foods contained in Kraft Foods' Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 and the audited consolidated financial statements of Kraft Foods contained in Kraft Foods' Current Report on Form 8-K filed with the SEC on November 3, 2009. The underlying financial information for Cadbury has been derived from the unaudited consolidated financial statements of Cadbury contained in Cadbury's Report on Form 6-K furnished to the SEC on July 29, 2009 and the audited consolidated financial statements of Cadbury contained in Cadbury's Annual Report on Form 20-F for the year ended December 31, 2008.

The acquisition of Cadbury has been treated as an acquisition, with Kraft Foods as the acquirer and Cadbury as the acquiree, assuming that the offer had been completed on January 1, 2008, for the unaudited pro forma consolidated statements of earnings and on June 30, 2009, for the unaudited pro forma consolidated balance sheet.

This unaudited pro forma financial information is not intended to reflect the financial position and results which would have actually resulted had the acquisition of Cadbury been effected on the dates indicated. Further, the pro forma results of operations are not necessarily indicative of the results of operations that may be obtained in the future. No account has been taken of the trading activity or other transactions of Kraft Foods or Cadbury for the period since June 30, 2009.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited pro forma financial information has been compiled in a manner consistent with the accounting policies adopted by Kraft Foods. These accounting policies differ in a number of significant respects from those of Cadbury. The adjustments made to align Cadbury's IFRS financial information with Kraft Foods' U.S. GAAP accounting policies are described in note 3.

The Cadbury balances have been translated from £ to \$ using average exchange rates applicable during the periods presented for the unaudited pro forma consolidated statements of earnings and the period end exchange rate for the unaudited pro forma consolidated balance sheet.

3. PRO FORMA U.S. GAAP ADJUSTMENTS

The following adjustments have been made to align the Cadbury IFRS financial information with Kraft Foods' U.S. GAAP accounting policies. Because Kraft Foods did not have any access to non-public or detailed financials of Cadbury, these adjustments have been estimated based on publicly available information.

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(a) Goodwill

Upon adoption of IFRS, entities were permitted to retain their historical GAAP accounting treatment for business combinations. Under U.K. GAAP, Cadbury wrote off goodwill acquired prior to 1998 against shareholder's equity at the time of acquisition. Goodwill resulting from business combinations between 1998 and 2003 was capitalized, with subsequent measurement based on the attributes of the acquired business. Since the adoption of IFRS, both U.S. GAAP and IFRS require that goodwill not be amortized, and that it be tested on an annual basis for potential impairment.

For the purposes of U.S. GAAP, \$2,701 million was added to goodwill to reflect the estimated net impact of accounting differences.

(b) Intangible Assets

Prior to the adoption of IFRS, under U.K. GAAP, Cadbury was not required to recognize customer relationships as a separate identifiable intangible asset, which is recognized under U.S. GAAP. Cadbury exercised the IFRS 1 exemption not to restate business combinations upon adoption. As these intangibles are deemed to have a definite life, an amortization charge is recorded under U.S. GAAP that is not present under IFRS.

Also, under IFRS, when an entity increases its interest in an associate such that the associate is then consolidated, any fair value uplift related to the percentage ownership which it previously held is recorded in the financial statements as an increase in the related assets. Any offset to this fair value increase is recorded in shareholders' equity. For transactions completed before 2009, only the percentage of assets and liabilities acquired in each step of an acquisition are fair valued under U.S. GAAP; no revaluation of assets and liabilities previously acquired is made.

A net reduction of \$865 million was made to intangible assets as of June 30, 2009, to reflect customer relationship and remove the fair value uplift. We recorded additional amortization expense of \$21 million for the six months ended June 30, 2009, and \$52 million for the year ended December 31, 2008, related to the customer relationship intangible assets.

(c) Retirement Benefits

Upon the adoption of IFRS, Cadbury elected to recognize all cumulative actuarial gains and losses at the date of transition. Under IFRS, all future actuarial gains and losses are also recognized in full outside the income statement in retained earnings and presented in a statement of recognized income and expense. U.S. GAAP does not permit recognition of all actuarial gains and losses in a separate statement other than the primary income statement.

At June 30, 2009, \$210 million of additional noncurrent liability was recorded to restore net actuarial losses that were not recognized under IFRS. For the periods ended June 30, 2009 and December 31, 2008, \$30 million and \$60 million of additional expense was recorded, respectively.

(d) Interest Capitalization

Under IFRS, the capitalization of interest in relation to the construction of qualifying assets is optional and Cadbury does not capitalize such interest. Under U.S. GAAP, interest is required to be capitalized on capital construction projects and depreciated over the life of the asset.

At June 30, 2009, \$66 million of additional property was recorded to reflect this difference. Interest expense was reduced \$9 million for the six months ended June 30, 2009 and \$6 million for the year ended December 31, 2008, as the interest was capitalized. The net deferred tax impact of these adjustments is included in all the net deferred tax adjustments explained in note 3(i) below.

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Also, depreciation expense of \$3 million for the six months ended June 30, 2009, and \$7 million for the year ended December 31, 2008, was recorded.

(e) Property, Plant and Equipment

Under IFRS, when an increase in the interest in an entity results in the entity being consolidated, any fair value uplift related to the percentage ownership previously held is recorded in the financial statements as an increase in the related assets. Any off-set to this fair value increase is recorded in shareholders' equity. For transactions completed before 2009, under U.S. GAAP, only the percentage of assets and liabilities acquired in each step of an acquisition are fair valued.

Also, Cadbury revalued certain properties under U.K. GAAP which was not permitted under U.S. GAAP. This remains a difference between the basis under IFRS and U.S. GAAP.

At June 30, 2009, a decrease of \$130 million was recorded to property, plant and equipment for the net impact of these differences.

(f) Derivatives

Under IFRS, certain derivative instruments were not required to be recognized on Cadbury's balance sheet at fair value until January 3, 2005. Under U.S. GAAP, consistent with IFRS, all derivatives are recorded in the financial statements at fair value. As U.S. GAAP has required derivatives to be held on the balance sheet at fair value since January 1, 2001, there is a difference in the accounting for derivatives under IFRS and U.S. GAAP resulting in an additional liability of \$3 million.

(g) Employee Share Arrangements

Under IFRS, all of Cadbury's employee share awards are equity settled and no liability is recognized for these awards. Expense is based upon the grant date fair value of the share awards. Under U.S. GAAP, certain plans containing inflation indexed earnings growth performance conditions would be accounted for under the liability method. This method requires a liability be recorded until the awards have vested. The fair value of each award classified as a liability must be remeasured at each reporting date until vesting.

An additional liability of \$145 million was recorded in the balance sheet as of June 30, 2009, related to the plans accounted for under the liability method. In the statement of operations, additional compensation expense of \$6 million and \$17 million was recorded for the periods ended June 30, 2009 and December 31, 2008, respectively.

(h) Deferred Gain on Sale and Leaseback of Land and Building

Under IFRS, profit or loss arising on the sale and operating leaseback of property, plant and equipment may generally be recognized in the period in which the sale takes place. Under U.S. GAAP, a sale and leaseback of property, plant and equipment must first qualify for such accounting and then the profit or loss appraised is recognized depending upon the amount of use that the seller will retain of the property. Otherwise, the gain must be deferred and recognized over the lease period.

In 2006, Cadbury sold a property and leased it back resulting in the deferral of a gain of \$25 million which is recognized over the lease term. Because we do not have sufficient information to determine the annual amount of the gain to be recognized, we adjusted the balance sheet for the deferral of the gain, however no adjustment has been made to the statement of operations.

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An interpretation of U.S. GAAP issued in 2006 clarifies that in order to recognize a tax benefit a position must be more likely than not to be sustained upon an audit. As this interpretation does not exist under IFRS, additional liabilities related to uncertain tax positions may exist under U.S. GAAP, however Kraft Foods does not have access to the information to estimate the amount of these liabilities and therefore no adjustment has been made for this difference.

For U.S. GAAP, deferred tax assets for share awards are recorded based on the recorded compensation expense. Under IFRS, deferred tax assets are adjusted to recognize the movement in the intrinsic value of the share awards at the year end. The amount recognized in the income statement is capped at the tax-effected share award charge, with any excess being recognized directly through reserves.

A historic difference related to the deferred tax on intangible assets remains after the transition to IFRS. Under U.K. GAAP, residual payments on certain acquisitions were classified as brand intangibles. Under U.S. GAAP, these were treated as goodwill. Under IFRS, the U.K. GAAP classification was maintained resulting in the recognition of deferred tax liabilities on these brand intangibles. Under U.S. GAAP, no deferred tax liability was recognized as these non-tax deductible amounts were classified as goodwill.

Also, deferred taxes have been provided on the pro forma U.S. GAAP adjustments.

Additional noncurrent assets of \$66 million and reduction of noncurrent liabilities of \$441 million were recorded as of June 30, 2009, for the net impact of the differences described above. In the statement of operations, income tax expense was reduced by \$13 million for the six months ended June 30, 2009 and \$34 million for the year ended December 31, 2008.

Also, under IFRS, Cadbury disclosed the gross deferred tax assets and liabilities as non-current. Under U.S. GAAP, deferred taxes are classified between current and non-current portion, depending on the items they relate to, disclosed separately and presented on a net basis, by tax jurisdiction. Note 3(j) further describes reclassification to reflect this difference.

(j) Reclassifications

Certain balances were reclassified from the financial statements of Cadbury so their presentation would be consistent with Kraft Foods.

The following reclassifications were made to the balance sheet as at June 30, 2009 (in millions):

Receivables	\$ (395)
Other assets	395
Deferred income tax assets - current	260
Other noncurrent assets (deferred income tax assets)	(260)
Accounts payable	(1,376)
Other current liabilities	1,376
Short-term borrowings	(822)
Current portion of long-term debt	822

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The following reclassifications were made to the statements of operations for the periods ended June 30, 2009 and December 31, 2008 (in millions):

	June 30, 2009	December 31, 2008
Cost of sales	\$ 2,188	\$ 5,383
Interest and other expense, net of the removal of interest income on postretirement employee benefits		51
Amortization of intangibles	3	8
Marketing, administration and research costs	(2,191)	(5,442)

4. OTHER PRO FORMA ADJUSTMENTS**(a) Estimated Purchase Consideration**

Estimated purchase consideration and related excess purchase consideration over book value of net assets acquired are as follows (in millions):

		Notes
Cadbury shares outstanding as of December 1, 2009	1,373	i.
Estimated Cadbury shares issued pursuant to conversion of stock options, long term incentive plans, and change in control provisions	41	
Total Cadbury shares and share equivalents prior to transaction	1,414	
Exchange ratio	0.2589	
Total Kraft Foods shares to be issued	366	
Kraft Foods closing share price on December 1, 2009	26.50	
Total value of Kraft Foods shares to be issued	9,699	i.
Total cash consideration paid at 300 pence per Cadbury share	7,051	
Total purchase price	16,750	
Less: book value of net assets acquired	(6,959)	ii.
Less: fair value adjustment for identifiable intangible assets, net of tax	(2,428)	ii.
Residual goodwill	\$ 7,363	ii.

- i. To complete the acquisition, Cadbury will be acquired by Kraft Foods, pursuant to the offer in which each holder of one Cadbury ordinary share will be entitled to 300 pence in cash and 0.2589 shares of Kraft Foods common stock.

The ordinary share portion of the estimated purchase consideration was calculated using a price of \$26.50 for each share of Kraft Foods common stock based on the closing share price of Kraft Foods common shares on the NYSE on December 1, 2009, the latest practicable date prior to our making the offer. The number of shares of Kraft Foods common stock assumed to be issued is 366.0 million.

For purposes of preparing these pro forma financial statements, Kraft Foods has assumed that funding will come from the bridge loan facility described in the section of this prospectus/offer to exchange entitled "The Offer Financing of the Offer; Source and Amount of Funds" less cash acquired upon acquisition of Cadbury. The source of cash for an acquisition of Cadbury may or may not be in whole or in part from the bridge

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loan facility. The cash portion of the estimated purchase consideration, payable in U.K. pounds, was translated based on an exchange rate of £1 : \$1.6627 on December 1, 2009, the latest practicable date prior to our making the offer.

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ii. Fair value adjustments:

The unaudited condensed consolidated pro forma financial statements have been prepared using Cadbury's publicly available financial statements and disclosures, without the benefit of inspection of Cadbury's books and records. Therefore, except as noted below, the carrying value of assets and liabilities in Cadbury's financial statements are considered to be a proxy for fair value of those assets and liabilities. In addition, certain pro forma adjustments, such as recording fair value of assets and liabilities and adjustments for consistency of accounting policy, except for the adjustments to reflect Cadbury under U.S. GAAP, are not reflected in these unaudited pro forma consolidated financial statements.

For purposes of the pro forma analysis, the intangible assets of Cadbury have been increased \$3,470 million to a total value of \$5,000 million to reflect our preliminary estimate of the fair value of intangible assets, including trade names and customer lists. A deferred tax liability of \$1,042 million was recorded in connection with this increase. No other adjustment was made to the assets and liabilities of Cadbury to reflect their fair value. Goodwill was increased \$7,363 million to reflect the total excess of the purchase consideration over the fair value of the assets acquired of \$13,485 million. Following completion of the offer, Kraft Foods anticipates that the acquisition cost allocation may differ materially from the preliminary assessment outlined above. Any changes to the initial estimates of the fair value of the assets and liabilities will be allocated to residual goodwill.

At this time there is insufficient information as to the specific nature, age, condition and location of Cadbury's property, plant and equipment to make a reasonable estimation of fair value or the corresponding adjustment to depreciation and amortization. For each \$100 million fair value adjustment to property, plant and equipment, assuming a weighted-average useful life of 10 years, depreciation expense would change by approximately \$10 million. Once Kraft Foods has complete information as to the specifics of Cadbury's intangible assets, the estimated values assigned to the intangible assets and/or the associated estimated weighted-average useful life of the intangible assets will likely be different than that reflected in these unaudited pro forma condensed combined financial statements and the differences could be material.

(b) Transaction Costs

We have estimated that total offer related costs will be \$390 million. These costs have been accrued as a current liability, net of a \$70 million tax benefit. Because we are required to expense these costs as they are incurred, we have charged them to retained earnings as of June 30, 2009. No adjustment has been made to either income statement for these costs as they are non-recurring.

(c) Interest Expense

An adjustment to record pro forma interest expense of \$91 million was made for the six months ended June 30, 2009, and \$181 million for the year ended December 31, 2008. The interest charges relate to the \$6,616 million drawn on the bridge loan as if such amount was borrowed at January 1, 2008 and outstanding at June 30, 2009. The interest rate on this loan is one-month LIBOR (0.25% at December 1, 2009) plus 250 basis points. A change in this rate of one-eighth of a percent would cause an \$8 million change in annual interest expense. These interest charges will have a continuing impact on the consolidated results until borrowings under this facility are repaid.

(d) Amortization Expense

An adjustment to record estimated amortization of \$9 million was made for the six months ended June 30, 2009, and \$18 million for the year ended December 31, 2008. This adjustment was based on the assumption that

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\$360 million of the recorded intangible assets would be definite lived. The estimated useful life of these intangible assets is 20 years.

(e) Tax Provision Benefit

The estimated tax provision benefits of the above adjustments are \$30 million for the six months ended June 30, 2009, and \$60 million for the year ended December 31, 2008. The tax rate is based on the estimated blended tax rate based on the tax jurisdictions in which Cadbury operates.

(f) Elimination of Cadbury Shareholders Equity

An adjustment to eliminate Cadbury's Additional Paid in Capital of \$324 million, Retained Earnings of \$6,166 million and Accumulated Other Comprehensive Income of \$469 million was recorded in the pro forma consolidated balance sheet at June 30, 2009.

(g) Earnings per Common Share

Pro forma earnings per common share for the year ended December 31, 2008 and the six months ended June 30, 2009, have been calculated based on the estimated weighted average number of common shares outstanding on a pro forma basis, as described below. The pro forma weighted average number of common shares outstanding for the year ended December 31, 2008 and the six months ended June 30, 2009, have been calculated as if the acquisition shares had been issued and outstanding on January 1, 2008.

The following table sets forth the computation of basic and diluted earnings per share for the six month period ended June 30, 2009 and the year ended December 31, 2008:

	For the Six Months Ended June 30, 2009		For the Year Ended December 31, 2008	
	Historical Kraft Foods	Pro Forma Combined	Historical Kraft Foods	Pro Forma Combined
Net earnings attributable to Kraft Foods from continuing operations	\$ 1,487	\$ 1,495	\$ 1,839	\$ 2,294
Weighted-average shares for basic EPS	1,476	1,842	1,505	1,871
Plus incremental shares from assumed conversions of stock options and long-term incentive plan shares	8	8	10	10
Weighted-average shares for diluted EPS	1,484	1,850	1,515	1,881
Basic earnings per share attributable to Kraft Foods from continuing operations	\$ 1.01	\$ 0.81	\$ 1.22	\$ 1.23
Diluted earnings per share attributable to Kraft Foods from continuing operations	\$ 1.00	\$ 0.81	\$ 1.21	\$ 1.22

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SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN IFRS AND U.S. GAAP

The financial information of Cadbury included in this prospectus/offer to exchange has been prepared and presented in accordance with IFRS. Certain differences exist between IFRS and U.S. GAAP which might be material to the financial information included in this prospectus/offer to exchange.

The principal relevant differences between U.S. GAAP and IFRS that we believe would be material in the preparation of Cadbury's financial statements are described below. Because we did not have any access to non-public business or detailed financial information of Cadbury, we cannot be sure that the differences described below are complete or would in fact be the accounting principles creating the most significant differences between financial information of Cadbury prepared under IFRS and U.S. GAAP. The following summary does not include all differences that exist between IFRS and U.S. GAAP and is not intended to provide a comprehensive listing of all such differences specifically related to us, Cadbury or the industry in which we and Cadbury operate.

The differences described below reflect only those differences in accounting policies in force at the time of the preparation of the historical financial information of Cadbury. There has been no attempt to identify future differences between IFRS and U.S. GAAP as the result of prescribed changes in accounting standards, transactions or events that may occur in the future. The organizations that promulgate IFRS and U.S. GAAP have significant projects ongoing that could have a significant impact on future comparisons such as this one between IFRS and U.S. GAAP. Future developments or changes in either IFRS or U.S. GAAP may give rise to additional differences between IFRS and U.S. GAAP which could have a significant impact on us or the combined company.

Consolidated Financial Statements

Both IFRS and U.S. GAAP generally require the preparation of consolidated financial statements by a parent entity that includes all subsidiaries. For purposes of consolidation, the definition of a subsidiary is an important distinction between the two frameworks. IFRS focuses solely on the parent's ability to govern the financial and operating policies of a subsidiary to obtain benefits in determining whether that subsidiary should be consolidated. Under U.S. GAAP, the need for consolidation is evaluated under both a traditional voting control model and a variable interest model. Consolidated variable interests (VIE) are those for which a parent does not have a controlling voting interest, but does absorb the majority of the VIE's expected losses or returns.

Business Combinations and Goodwill

Upon adoption of IFRS, entities were permitted to retain their historical GAAP accounting treatment for business combinations. Under U.K. GAAP, Cadbury wrote off goodwill acquired prior to 1998 against shareholder's equity at the time of acquisition. Goodwill resulting from business combinations between 1998 and 2003 was capitalized, with subsequent measurement based on the attributes of the acquired business. Any historical differences between previous GAAP used and U.S. GAAP would continue to exist if this election is applied. Since the adoption of IFRS, both U.S. GAAP and IFRS require that goodwill not be amortized, and that it be tested on an annual basis for potential impairment.

Also, under IFRS, where the change of interest in an entity results in an entity previously accounted for as an associated undertaking to being a subsidiary, any fair value uplift related to the percentage ownership previously held is recorded in the financial statements as an increase to the related assets and by the creation of a revaluation reserve, which is amortized into retained earnings over the period that the related depreciation is charged to the income statement. Until 2009, under U.S. GAAP, only the percentage of assets and liabilities acquired in each step of an acquisition are fair valued; no revaluation of assets and liabilities previously acquired is made.

Intangible Assets

IFRS permits capitalization of certain internal development costs whereas U.S. GAAP requires all research and development costs to be expensed as incurred. Measurement of acquired intangibles is similar under IFRS and U.S. GAAP, except that IFRS permits reversalnt
style="font-family:inherit;font-size:10pt;">

2005 MDCP

196,178

2,532

83,117

2,037,666

1986 MDCP

—

—

17,145

243,547

William O. Nicholson

2005 MDCP

7,358

98

6,287

146,662

1986 MDCP

—

—

69,667

1,050,448

W. David Robertson

2005 MDCP

11,365

—

6,227

143,544

1986 MDCP

—

—

—

—

Amounts in this column include salary and paid-time-off deferrals that are reflected in the “Salary” column, and cash (1)incentive award deferrals that are reflected in the “Non-Equity Incentive Plan Compensation” column of the Summary Compensation Table.

(2) Amounts in this column include a company matching contribution of 3% of annual base salary deferred under the plans. These amounts are included in the Summary Compensation Table under “All Other Compensation.”

(3) Amounts in this column are included in the Summary Compensation Table under “Change in Pension Value and Non-Qualified Deferred Compensation Earnings” to the extent that the earnings are above-market.

(4) Amounts in this column are reflected in the Summary Compensation Table under “Change in Pension Value and Non-Qualified Deferred Compensation Earnings” only to the extent described in footnotes (1) to (3) above.

Each calendar year participants may defer up to 80% of their base salary and 100% of their cash incentive compensation. Participants may also contribute cash payments in lieu of up to 160 hours of canceled paid time off (the excess, as of year-end, of their unused paid time off over 200 hours). The company provides a 3% matching contribution for base salary deferred. The 2005 MDCP and 1986 MDCP also provide for company contributions to compensate participants for lower Pension Plan payments they may receive as a result of participating in the plans. See the section above entitled “Pension Benefits — MDCP Restoration of Pension Benefits.”

Amounts deferred under the 2005 MDCP accrue interest that is .5% higher than the annual yield on Moody’s Average Corporate Bond Yield Index. The 1986 MDCP provides interest that is 3.0% higher than the same Moody’s index. Under the 2005 MDCP, participants begin receiving payments six months after their separation from service. A participant’s account balance during the six-month delay continues to accrue interest. Under both plans, benefits are

paid in one of the

50

following forms, as elected by the participant in a payment election form filed each year: (i) a lump-sum payment; (ii) monthly installments in equal payments of principal and interest over a period of up to 180 months; or (iii) monthly installment payments over a period of up to 180 months, consisting of interest only payments for up to 120 months and principal and interest payments of the remaining account balance over the remaining period. If the participant is under 55 years of age upon termination of employment, the restoration of pension benefits payment is made in a lump sum with the first monthly payment.

Termination and Change in Control Benefits

The tables below show the estimated value of payments and other benefits to which the named executive officers would be entitled under the company's plans and programs upon termination of employment in specified circumstances and following a change in control of the company. The amounts shown assume that the effective date of the termination or change in control is December 31, 2017. Benefits that are generally available to salaried employees or disclosed above under "Pension Benefits" and "Non-Qualified Deferred Compensation" are not shown below.

James J. Piro

Benefit Plan	Retirement	Involuntary Not for Cause Termination	Change in Control	Termination Following Change in Control	Death or Disability
Deferred Compensation Plans(1)	—	—	\$131,448	—	—
Severance Pay Plan(2)	—	\$822,622	—	\$1,628,044	—
Performance RSUs(3)(4)	\$3,835,192	—	—	3,711,807	\$3,835,192
Annual Cash Incentive Award(5)	901,106	—	—	—	901,106
Outplacement Assistance Plan(6)	—	8,000	—	—	—
Total	4,736,298	830,622	131,448	5,339,851	4,736,298

James F Lobdell

Benefit Plan	Retirement	Involuntary Not for Cause Termination	Change in Control	Termination Following Change in Control	Death or Disability
Deferred Compensation Plans(1)	—	—	\$64,409	—	—
Severance Pay Plan(2)	—	\$432,604	—	\$668,671	—
Performance RSUs(3)(4)	\$1,153,220	—	—	1,114,522	\$1,153,220
Annual Cash Incentive Award(5)	264,111	—	—	—	264,111
Outplacement Assistance Plan(6)	—	8,000	—	—	—
Total	1,417,331	440,604	64,409	1,783,193	1,417,331

Maria M. Pope

Benefit Plan	Retirement	Involuntary Not for Cause Termination	Change in Control	Termination Following Change in Control	Death or Disability
Deferred Compensation Plans(1)	—	—	—	—	—
Severance Pay Plan(2)	—	\$650,000	—	\$922,056	—
Performance RSUs(3)(4)	\$1,241,599	—	—	1,200,395	\$1,241,599
Annual Cash Incentive Award(5)	333,540	—	—	—	333,540
Outplacement Assistance Plan(6)	—	8,000	—	—	—
Total	1,575,139	658,000	—	2,122,451	1,575,139

J. Jeffrey Dudley

Benefit Plan	Retirement	Involuntary Not for Cause Termination	Change in Control	Termination Following Change in Control	Death or Disability
Deferred Compensation Plans(1)	—	—	\$9,742	—	—
Severance Pay Plan(2)	—	—	—	—	—
Performance RSUs(3)(4)	\$819,255	—	—	\$792,089	\$819,255
Annual Cash Incentive Award(5)	113,943	—	—	—	113,943
Outplacement Assistance Plan(6)	—	\$8,000	—	—	—
Total	933,198	8,000	9,742	792,089	933,198

William O. Nicholson

Benefit Plan	Retirement	Involuntary Not for Cause Termination	Change in Control	Termination Following Change in Control	Death or Disability
Deferred Compensation Plans(1)	—	—	\$42,018	—	—
Severance Pay Plan(2)	—	\$329,608	—	\$493,120	—
Performance RSUs(3)(4)	\$580,689	—	—	562,503	\$580,689
Annual Cash Incentive Award(5)	174,173	—	—	—	174,173
Outplacement Assistance Plan(6)	—	8,000	—	—	—
Total	754,862	337,608	42,018	1,055,623	754,862

W. David Robertson

Benefit Plan	Retirement	Involuntary Not for Cause Termination	Change in Control	Termination Following Change in Control	Death or Disability
Deferred Compensation Plans(1)	—	—	—	—	—
Severance Pay Plan(2)	—	\$312,723	—	\$435,906	—
Performance RSUs(3)(4)	\$538,072	—	—	521,116	\$538,072
Annual Cash Incentive Award(5)	137,817	—	—	—	137,817
Outplacement Assistance Plan(6)	—	8,000	—	—	—
Total	675,889	320,723	—	957,022	675,889

In the event of a Change of Control, as defined in the 1986 MDCP, participants are eligible to take an accelerated distribution of their account balances at a reduced forfeiture rate. See the section below entitled “Management Deferred Compensation Plan - Effect of Change in Control” for additional information. The amount shown in the (1)Change in Control column is the amount by which the forfeiture would be reduced, assuming that a Change in Control occurred on December 31, 2017 and the officer elected to take an early distribution of his or her 1986 MDCP account balance as of that date. Ms. Pope and Mr. Robertson do not have an account balance under the 1986 MDCP.

The amounts shown in the Involuntary Not for Cause Termination column assume 12 months of pay at 2017 salary levels for all named executive officers. The amounts shown in the Termination Following Change in Control (2) column consist of 52 weeks of base salary plus the value of the target cash incentive award for the fiscal year in which the termination occurs and are based on 2017 base salaries and the cash incentive award payouts for 2017, which ranged from 106.52% to 122.60% of target.

(3) Amounts in this row under the headings “Retirement” and “Death or Disability” constitute the value of performance RSUs granted under the Stock Incentive Plan that would vest, assuming performance at 102.1% of target performance for the 2017 grants, 105.0% of target performance for the 2016 grants, and 102.2% of target performance for the 2015. The payout percentages for the 2017 and 2016 grants are based on forecasted results.

The payout percentage for the 2015 grants is based on actual results. The values reflect the closing price of the company's common stock as of December 31, 2017 (\$45.58).

The amount in this row under the heading "Termination Following Change in Control" shows the value of the performance RSUs granted under the Stock Incentive Plan in 2015, 2016 and 2017. These grants included (4) provisions for accelerated vesting in the event of a termination following a Change in Control, as more fully described in the narrative below. The value shown reflects the closing price of the company's common stock as of December 31, 2017 (\$45.58).

Under the company's Annual Cash Incentive Plan, if a participant's employment terminates due to the participant's (5) death, disability or retirement prior to payment being made under an award, the company would pay an award to the participant or the participant's estate at the same time that awards are payable generally to other participants, pro-rated to reflect the number of full and partial months during the

award year during which the participant was employed by the company. The amount of the payout would be based on actual performance results for the year.

Amounts in this row are the estimated value of outplacement assistance consulting services received, assuming that (6) the executive is granted six months of outplacement assistance, at a value of \$5,000 for the first three months and \$3,000 for an additional three months.

MANAGEMENT DEFERRED COMPENSATION PLAN - EFFECT OF CHANGE IN CONTROL

The 1986 MDCP allows participants to elect an accelerated distribution of all or a portion of their accounts, which results in a forfeiture of a portion of the distributed amounts. Following a Change of Control, as defined in the plan, only 6% of the distribution is forfeited, rather than the 10% forfeiture normally provided for under the plan. "Change of Control" is defined in the 1986 MDCP as an occurrence in which: (1) a person or entity becomes the beneficial owner of securities representing 30% or more of the voting power of the company's outstanding voting securities, or (2) during any period of two consecutive years, individuals who at the beginning of the period constituted the board, and any new director whose election by the board or nomination for election by the company's stockholders was approved by at least two-thirds of the directors in office who either were directors as of the beginning of the period or whose election or nomination was previously so approved, cease to constitute at least a majority of the board.

CASH SEVERANCE BENEFITS

Under the Severance Pay Plan for Executive Employees, executives of the company are eligible for severance pay if they are terminated without cause, or voluntarily terminate employment for good reason and within 90 days of the occurrence that constitutes good reason. If the termination occurs within two years of a change in control, the benefit is equal to 52 weeks of base pay plus the value of the executive's target annual cash incentive award. If the termination is not within two years of a change of control, the severance benefit is equal to 52 weeks of base pay.

For purposes of the plan, the terms "change in control," "cause," and "good reason" have the following meanings:

•"Change in control" means any of the following events:

A person or entity becomes the beneficial owner of company securities representing more than 30% of the combined voting power of the company's then outstanding voting securities;

During any period of two consecutive years, individuals who at the beginning of the period constitute the members of the Board of Directors and any new director whose election to the Board of Directors or nomination for election to the Board of Directors by the company's shareholders was approved by a vote of at least two-thirds of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority of the Board of Directors;

The company merges with or consolidates into any other corporation or entity, other than a merger or consolidation which would result in the holders of the voting securities of the company outstanding immediately prior thereto holding immediately thereafter securities representing more than 50% of the combined voting power of the voting securities of the company or such surviving entity outstanding immediately after such merger or consolidation; or
The shareholders of the company approve a plan of complete liquidation of the company or an agreement for the sale or disposition by the company of all or substantially all of the company's assets.

•"Good reason" means the occurrence of any of the following conditions:

A material adverse change in the nature of the executive's duties or responsibilities (provided that merely ceasing to be an officer of a public company does not itself constitute a material adverse change);

A material reduction in the executive's base compensation or incentive compensation opportunities; or

A mandatory relocation of the executive's principal place of work in excess of 50 miles.

•"Cause," in the case of a termination that occurs within two years of a change of control, is defined as conduct involving any of the following:

The substantial and continuing failure of the executive to perform substantially all of his or her duties to the company (other than a failure resulting from incapacity due to physical or mental illness), after 30 days' notice from the company;

The violation of a company policy, which could reasonably be expected to result in termination;

Dishonesty, gross negligence or breach of fiduciary duty;

The commission of an act of fraud or embezzlement, as found by a court of competent jurisdiction;

The conviction of a felony; or

A material breach of the terms of an agreement with the company, provided that the company provides the executive with adequate notice of the breach and the executive fails to cure the breach with 30 days after receipt of notice.

“Cause,” in the case of a termination that does not occur within two years of a change in control, is defined as a violation of company standards of performance, conduct or attendance (as construed by the company in its sole discretion).

ANNUAL CASH INCENTIVE PLAN

Under the terms of the Annual Cash Incentive Plan, if a participant's employment terminates due to the participant's death, disability or retirement, the company will pay an award to the participant or the participant's estate when awards are payable generally to other participants under the plan. The amount of the award will be prorated to reflect the number of full and partial months during the year in which the participant was employed. For the purposes of this provision, "retirement" means a participant's termination of employment after meeting the requirements for retirement under the company's pension plan (currently age 55 with five years of service).

Stock Incentive Plan

Compensation Committee Discretion in Event of Change in Control

Under the terms of the Stock Incentive Plan, in the event of a Change in Control (defined below) or a significant change in the business condition or strategy of the company, the Compensation Committee may accelerate distribution of stock awards, provide payment to the participant of cash or other property equal to the fair market value of the award, adjust the terms of the award, cause the award to be assumed, or make such other adjustments to awards as the committee considers equitable to the participant and also in the best interest of the company and its shareholders.

Change in Control Provisions in Performance RSU Awards

Our performance RSU awards for executives provide for accelerated vesting in the event of the executive's termination following a change in control. Under the terms of the grant agreements, a number of such performance RSUs will vest automatically if, within two years following a change in control: (i) the grantee's employment is terminated by the company without cause, or (ii) the grantee voluntarily terminates employment for good reason within 90 days after the event constituting good reason. For purposes of the RSU awards, the terms "change in control," "cause," and "good reason" have the same definitions as those described above under the heading "Cash Severance Benefits."

To determine the number of performance RSUs that would vest in the event of a termination following a change in control, the Compensation Committee is required to use a performance percentage calculated in accordance with the terms of the awards, subject to the committee's right to adjust awards downward, and to the following principles: For the return on equity performance goal, Accounting ROE would be assumed to be actual accounting ROE for any fiscal years that ended prior to the termination of employment, and target ROE for any other fiscal years included in the performance period.

For the relative total shareholder return goal, target performance results would be assumed for the 3-year performance period.

For the asset base performance goal, regulated asset base for 3-year performance period would be assumed to be at target. (Note that this performance goal is not used in our 2017 performance RSUs.)

The number of dividend equivalent rights would be determined in accordance with the terms of the awards, calculated as if the date of termination were the end of the performance period. See the Compensation Discussion and Analysis section entitled "Long-Term Equity Incentive Awards" for more information about the terms of the 2017 performance RSU awards.

Vesting of Performance RSUs

The restricted stock unit award agreements with the named executive officers provide for early vesting of the performance RSUs in the event an officer's employment is terminated due to the officer's death, disability or retirement. The number of units that vest is determined by multiplying the performance percentage by the number of performance RSUs originally granted and by the percentage of the performance period that the officer was actively employed. The remaining performance RSUs are forfeited.

OUTPLACEMENT ASSISTANCE PLAN

The company maintains the Portland General Electric Company Outplacement Assistance Plan to cover the cost of outplacement assistance for certain employees who lose their jobs as a result of corporate, departmental or work group reorganization, including the elimination of a position, or similar business circumstances. Eligible management employees, including officers, are offered the services of an outside outplacement consultant for three to six months, with the exact length of the services determined by the Compensation Committee.

CEO PAY RATIO

In accordance with rules promulgated by the Securities and Exchange Commission (“SEC”) pursuant to provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are disclosing the ratio of the annual total compensation of our chief executive officer to the annual total compensation of the individual we have identified as our median employee for this purpose.

We identified the median employee by examining 2017 taxable earnings, as reported on W-2 forms (“W-2 taxable earnings”), for all individuals who were employed by the Company on December 31, 2017, other than our chief executive officer. We included

all employees, whether employed on a full-time, part-time or seasonal basis, and we did not annualize the compensation of any full-time employee who was employed for less than the full 2017 calendar year. We believe that the use of W-2 taxable earnings is an appropriate measure by which to determine the median employee. After identifying the median employee based on 2017 W-2 taxable earnings, we calculated annual total compensation for such employee using the same methodology that we use for our named executive officers as set forth in the “Totals” column in the 2017 Summary Compensation Table. As measured using that methodology, our chief executive officer’s annual total compensation for 2017 was \$3,785,253 and our median employee’s annual total compensation for 2017 was \$99,534. As a result, our 2017 chief executive officer to median employee pay ratio was approximately 37:1.

ADDITIONAL INFORMATION

Questions and Answers about the Annual Meeting

Why did I receive a notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

Pursuant to rules adopted by the Securities and Exchange Commission, we have elected to provide access to our proxy materials on the Internet instead of mailing printed copies of those materials to each shareholder. By doing so, we hope to save costs and reduce the environmental impact of our annual meeting. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”) to our shareholders of record and beneficial owners. All shareholders will have the ability to access the proxy materials on a website referred to in the Notice of Internet Availability or request to receive a printed set of the proxy materials at no charge. Instructions on how to access the proxy materials on the Internet or to request a printed copy may be found in the Notice of Internet Availability. In addition, shareholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis by following the instructions on the website referred to in the Notice of Internet Availability.

Why am I receiving these materials?

The Board of Directors has made these materials available to you on the Internet, or, upon your request, will deliver printed versions of these materials to you by mail, in connection with the board’s solicitation of proxies for use at our 2018 Annual Meeting of Shareholders. You are invited to attend the annual meeting and are requested to vote on the proposals described in this proxy statement.

What is included in these materials?

These materials include:

Our proxy statement for the annual meeting; and

Our 2017 Annual Report to Shareholders, which includes our audited financial statements.

If you request printed versions of these materials by mail, these materials will also include the proxy card for the 2018 annual meeting.

How can I get electronic access to the proxy materials?

The Notice of Internet Availability provides you with instructions regarding how to:

View our proxy materials for the annual meeting on the Internet; and

Instruct us to send our future proxy materials to you electronically by email.

Who is entitled to vote at the annual meeting?

Holders of PGE common stock as of the close of business on the record date, March 1, 2018, may vote at the annual meeting, either in person or by proxy. As of the close of business on March 1, 2018, there were 89,207,820 shares of PGE common stock outstanding and entitled to vote. The common stock is the only authorized voting security of the company, and each share of common stock is entitled to one vote on each matter properly brought before the annual meeting.

What matters will be voted on at the annual meeting?

There are four matters scheduled for a vote at the annual meeting:

1. The election of directors;

2. The ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2018;

3. An advisory, non-binding vote to approve the compensation of the company's named executive officers; and

4. Approval of the Portland General Electric Company Stock Incentive Plan, as amended and restated.

What are the board’s voting recommendations?

The board recommends that you vote your shares in the following manner:

“FOR” the election of each of the company’s nominees for director;

“FOR” the ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2018;

“FOR” the approval of the compensation of the company’s named executive officers; and
“FOR” the approval of the Portland General Electric Company Stock Incentive Plan, as amended and restated.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, or AST, you are considered the “shareholder of record” with respect to those shares.

If your shares are held in a stock brokerage account or by a bank or other nominee, those shares are held in “street name” and you are considered the “beneficial owner” of the shares. As the beneficial owner of those shares, you have the right to direct your broker, bank or other nominee how to vote your shares, and you will receive separate instructions from your broker, bank or other nominee describing how to vote your shares. You also are invited to attend the annual meeting. However, because a beneficial owner is not the shareholder of record, you may not vote these shares in person at the meeting unless you obtain a “legal proxy” from the broker, bank or other nominee that holds your shares, giving you the right to vote the shares at the meeting.

How can I vote my shares before the annual meeting?

If you hold shares in your own name as a shareholder of record, you may vote before the annual meeting online by following the instructions contained in the Notice of Internet Availability. If you request printed copies of the proxy materials by mail, you may also vote by completing, signing and dating the enclosed proxy card and returning it in the enclosed postage-paid envelope.

If you are a beneficial owner of shares held in street name, your broker, bank or other nominee will provide you with materials and instructions for voting your shares.

Even if you plan to attend the annual meeting, we recommend that you vote before the meeting as described above so that your vote will be counted if you later decide not to attend the meeting. Submitting a proxy or voting by telephone or through the Internet will not affect your right to attend the annual meeting and vote in person.

How will my shares be voted if I give my proxy but do not specify how my shares should be voted?

If your shares are held in your own name as a shareholder of record and you return your signed proxy card but do not indicate your voting preferences, your shares will be voted as follows:

“FOR” the election of each of the company's nominees for director;

“FOR” the ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for fiscal year 2018;

“FOR” the approval of the compensation of the company's named executive officers; and

“FOR” the approval of the Portland General Electric Company Stock Incentive Plan, as amended and restated.

If I am the beneficial owner of shares held in street name by my broker, will my broker automatically vote my shares for me?

New York Stock Exchange rules applicable to broker-dealers grant your broker discretionary authority to vote your shares without receiving your instructions on certain routine matters. Your broker has discretionary authority under the New York Stock Exchange rules to vote your shares on the ratification of the appointment of the independent registered public accounting firm. However, unless you provide voting instructions to your broker, your broker does not have authority to vote your shares with respect to the election of directors, the approval of the compensation of the company’s named executive officers and the approval of the Stock Incentive Plan, as amended and restated. As a result, we strongly encourage you to submit your proxy and exercise your right to vote as a shareholder.

Could other matters be decided at the annual meeting?

As of the date of this proxy statement, we are unaware of any matters, other than those set forth in the Notice of Annual Meeting of Shareholders, that may properly be presented at the annual meeting. If any other matters are properly presented for consideration at the meeting, including, among other things, consideration of a motion to adjourn the meeting to another time or place, the persons named as proxies on the enclosed proxy card, or their duly constituted substitutes, will be deemed authorized to vote those shares for which proxies have been given or otherwise act on such matters in accordance with their judgment.

Can I vote in person at the annual meeting?

Yes. If you hold shares in your own name as a shareholder of record, you may come to the annual meeting and cast your vote at the meeting by properly completing and submitting a ballot. If you are the beneficial owner of shares held

in street name, you must first obtain a legal proxy from your broker, bank or other nominee giving you the right to vote those shares and submit that proxy along with a properly completed ballot at the meeting.

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What do I need to bring to be admitted to the annual meeting?

All shareholders must present a form of personal photo identification in order to be admitted to the meeting. In addition, if your shares are held in the name of your broker, bank or other nominee and you wish to attend the annual meeting, you must bring an account statement or letter from the broker, bank or other nominee indicating that you were the owner of the shares on March 1, 2018.

How can I change or revoke my vote?

If you hold shares in your own name as a shareholder of record, you may change your vote or revoke your proxy at any time before voting begins by:

Notifying our Corporate Secretary in writing that you are revoking your proxy;

Delivering another duly signed proxy that is dated after the proxy you wish to revoke; or

Attending the annual meeting and voting in person by properly completing and submitting a ballot. (Attendance at the meeting, in and of itself, will not cause your previously granted proxy to be revoked unless you vote at the meeting.)

Any written notice of revocation, or later dated proxy, should be delivered to:

Portland General Electric Company

Attention: Corporate Secretary

121 SW Salmon Street, 1WTC1301

Portland, Oregon 97204

Alternatively, you may hand-deliver a written revocation notice, or a later dated proxy, to the Corporate Secretary at the annual meeting before the voting begins.

If you are the beneficial owner of shares held in street name and wish to change your vote with respect to those shares, please check with your broker, bank or other nominee and follow the procedures your broker, bank or other nominee provides you.

What are the voting requirements to elect directors and approve the other proposals described in the proxy statement?

The vote required to approve each of the matters scheduled for a vote at the annual meeting is set forth below:

Proposal	Vote Required
Election of directors	Votes in Favor Exceed Votes Against
Ratification of appointment of Deloitte & Touche LLP	Votes in Favor Exceed Votes Against
Advisory vote on approval of the compensation of the company's named executive officers	Votes in Favor Exceed Votes Against
Approval of the Portland General Electric Company Stock Incentive Plan	Votes in Favor Exceed Votes Against

With respect to the advisory vote to approve the compensation of the company's named executive officers, if there is any significant vote against this item, the Compensation and Human Resources Committee will consider the concerns of our shareholders and evaluate whether any actions are necessary to address those concerns.

What is the "quorum" for the annual meeting and what happens if a quorum is not present?

The presence at the annual meeting, in person or by proxy, of a majority of the shares issued and outstanding and entitled to vote as of March 1, 2018 is required to constitute a "quorum." The existence of a quorum is necessary in order to take action on the matters scheduled for a vote at the annual meeting. If you vote online or by telephone, or submit a properly executed proxy card, your shares will be included for purposes of determining the existence of a quorum. Proxies marked "abstain" and "broker non-votes" (each of which are explained below) also will be counted in determining the presence of a quorum. If the shares present in person or represented by proxy at the annual meeting are not sufficient to constitute a quorum, the chairman of the meeting, or the shareholders by a vote of the holders of a majority of shares present in person or represented by proxy, may, without further notice to any shareholder (unless a new record date is set), adjourn the meeting to a different time and place to permit further solicitations of proxies sufficient to constitute a quorum.

What is an "abstention" and how would it affect the vote?

An "abstention" occurs when a shareholder sends in a proxy with explicit instructions to decline to vote regarding a particular matter. Abstentions are counted as present for purposes of determining a quorum. However, an abstention with respect to a matter submitted to a vote of shareholders will not be counted for or against the matter.

Consequently, an abstention with respect to any of the proposals at the annual meeting will not affect the outcome of

the vote.

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What is a “broker non-vote” and how would it affect the vote?

A broker non-vote occurs when a broker or other nominee who holds shares for another person does not vote on a particular proposal because that holder does not have discretionary voting power for the proposal and has not received voting instructions from the beneficial owner of the shares. Brokers will have discretionary voting power to vote shares for which no voting instructions have been provided by the beneficial owner with respect to the ratification of the appointment of the independent registered public accounting firm, but not with respect to the other proposals. Accordingly, there might be broker non-votes with respect to the election of directors, the advisory vote to approve the compensation of the company’s named executive officers and the approval of the Stock Incentive Plan, as amended and restated. A broker non-vote will have the same effect as an abstention and, therefore, will not affect the outcome of the vote with respect to any of the proposals at the annual meeting.

Who will conduct the proxy solicitation and how much will it cost?

The company is soliciting your proxy for the annual meeting and will pay all the costs of the proxy solicitation process. We have engaged Broadridge Financial Solutions, Inc. to assist in the distribution of proxy materials, and we will pay their reasonable out-of-pocket expenses for those services. Our directors, officers and employees may communicate with shareholders by telephone, facsimile, email or personal contact to solicit proxies. These individuals will not be specifically compensated for doing so. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding solicitation materials to the beneficial owners of PGE common stock.

Who will count the votes?

Broadridge Financial Solutions, Inc. will tabulate the votes cast by mail, Internet, or telephone. Nora E. Arkonovich, our Assistant Secretary, will tabulate any votes cast at the annual meeting and will act as inspector of election to certify the results.

If you have any questions about voting your shares or attending the annual meeting, please call our Investor Relations Department at (503) 464-8586.

Shareholder Proposals for the 2019 Annual Meeting

We plan to hold our 2019 annual meeting of shareholders on April 24, 2019. If you wish to submit a proposal to be considered for inclusion in our proxy materials for the 2019 annual meeting of shareholders, the proposal must be in proper form as required by Rule 14a-8 under the Securities Exchange Act of 1934, and our Corporate Secretary must receive the proposal by November 14, 2018. In addition, under our bylaws, in order for a proposal outside of Rule 14a-8 to be considered “timely” within the meaning of Rule 14a-4(c) of the Securities Exchange Act of 1934, such proposal must be received at our principal executive offices by December 26, 2018. After November 14, 2018, and up to December 26, 2018, a shareholder may submit a proposal to be presented at the 2019 annual meeting, but it will not be included in our proxy statement or form of proxy relating to the meeting.

Shareholder proposals should be addressed to Portland General Electric Company, Attention: Corporate Secretary, 121 SW Salmon Street, 1WTC1301, Portland, Oregon 97204. We recommend that shareholders submitting proposals use certified mail, return receipt requested, in order to provide proof of timely receipt. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements, including the rules established by the Securities and Exchange Commission.

Communications with the Board of Directors

Shareholders and other interested parties may submit written communications to members of the Board of Directors (including the Chairman), board committees, or the non-management directors as a group. Communications may include the reporting of concerns related to governance, corporate conduct, business ethics, financial practices, legal issues and accounting or audit matters. Communications should be in writing and addressed to the Board of Directors, or any individual director or group or committee of directors by either name or title, and should be sent in care of:

Portland General Electric Company
Attention: Corporate Secretary
121 SW Salmon Street, 1WTC1301
Portland, Oregon 97204

All appropriate communications received from shareholders and other interested parties will be forwarded to the Board of Directors, or the specified director, board committee or group of directors, as appropriate.

APPENDIX A

PORTLAND GENERAL ELECTRIC COMPANY

STOCK INCENTIVE PLAN

Originally Effective March 31, 2006

(As Amended and Restated Effective February 13, 2018)

1. Purpose. The Portland General Electric Company Stock Incentive Plan, as amended and restated (the “Plan”), is intended to provide incentives which will attract, retain and motivate highly competent persons as officers, directors and key employees of Portland General Electric Company (the “Company”) and its subsidiaries and Affiliates, by providing them with appropriate incentives and rewards in the form of rights to earn shares of the common stock of the Company (“Common Stock”) and cash equivalents.
2. Definitions. A listing of the defined terms utilized in the Plan is set forth in Appendix A.
3. Effective Date of Plan. The Plan was originally effective as of March 31, 2006, and was most recently amended and restated effective February 13, 2018.
4. Administration.
 - (a) Committee. The Plan will be administered by a committee (the “Committee”) appointed by the Board of Directors of the Company (the “Board of Directors”) from among its members (which may be the Compensation and Human Resources Committee) and shall be comprised, solely of not less than two (2) members who shall be (i) “non-employee directors” within the meaning of Rule 16b-3(b)(3) (or any successor rule) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (ii) in respect of any “Grandfathered Awards” (as defined in Section 13), “outside directors” within the meaning of Treasury Regulation Section 1.162-27(e)(3) under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and (iii) to the extent the Board of Directors may direct in respect of Awards granted to the Chief Executive Officer and determining amounts payable under such Awards, non-employee directors who satisfy the standards of the New York Stock Exchange (the “NYSE”) and other applicable standards for an independent director.
 - (b) Authority. The Committee is authorized, subject to the provisions of the Plan, to establish such rules and regulations as it deems necessary for the proper administration of the Plan and, in its sole discretion, to make such determinations, valuations and interpretations and to take such action in connection with the Plan and any Awards (as hereinafter defined) granted hereunder as it deems necessary or advisable. All determinations and interpretations made by the Committee shall be binding and conclusive on all participants and their legal representatives.
 - (c) Indemnification. No member of the Committee and no employee of the Company shall be liable for any act or failure to act hereunder, or for any act or failure to act hereunder by any other member or employee or by any agent to whom duties in connection with the administration of this Plan have been delegated, except in circumstances involving his or her bad faith or willful misconduct. The Company

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shall indemnify members of the Committee and any agent of the Committee who is an employee of the Company, or of a subsidiary or an Affiliate against any and all liabilities or expenses to which they may be subjected by reason of any act or failure to act with respect to their duties on behalf of the Plan, except in circumstances involving such person's bad faith or willful misconduct. For purposes of this Plan, "Affiliate(s)" means any entity that controls, is controlled by or is under common control with the Company.

(d) Delegation and Advisers. The Committee may delegate to one or more of its members, or to one or more employees or agents, such duties and authorities as it may deem advisable including the authority to make grants as permitted by applicable law, the rules of the Securities and Exchange Commission and any requirements of the NYSE, and the Committee, or any person to whom it has delegated duties or authorities as aforesaid, may employ one or more persons to render advice with respect to any responsibility the Committee or such person may have under the Plan. The Committee may employ such legal or other counsel, consultants and agents as it may deem desirable for the administration of the Plan and may rely upon any opinion or computation received from any such counsel, consultant or agent. Expenses incurred by the Committee in the engagement of such counsel, consultant or agent shall be paid by the Company, or the subsidiary or Affiliate whose employees have benefited from the Plan, as determined by the Committee.

5. Type of Awards. Awards under the Plan may be granted in any one or a combination of (a) Stock Options, (b) Stock Appreciation Rights, (c) Restricted Stock Awards, and (d) Stock Units (each as described below, and collectively, the "Awards"). Grandfathered Awards may, as determined by the Committee in its discretion, constitute Performance-Based Awards, as described in Section 13 hereof.

6. Participants. Participants will consist of (i) such officers and key employees of the Company and its subsidiaries and Affiliates as the Committee in its sole discretion determines to be significantly responsible for the success and future growth and profitability of the Company and whom the Committee may designate from time to time to receive Awards under the Plan and (ii) each director of the Company who is not otherwise an employee of the Company or any of its subsidiaries and whom the Committee may designate from time to time to receive Awards under the Plan. Designation of a participant in any year shall not require the Committee to designate such person to receive an Award in any other year or, once designated, to receive the same type or amount of Award as granted to the participant in any other year. The Committee shall consider such factors as it deems pertinent in selecting participants and in determining the type and amount of their respective Awards.

7. Grant Agreements.

(a) Awards granted under the Plan shall be evidenced by an agreement ("Grant Agreement") that shall provide such terms and conditions, as determined by the Committee in its sole discretion, provided, however, that in the event of any conflict between the provisions of the Plan and any such Grant Agreement, the provisions of the Plan shall prevail.

(b) The Grant Agreement will determine the effect on an Award of the disability, death, retirement, involuntary termination, termination for cause or other termination of employment or service of a participant and the extent to which, and the period during which, the participant's legal representative, guardian or beneficiary may receive payment of an Award or exercise rights thereunder. If the relevant Grant Agreement does not provide otherwise, however, the following default rules shall apply:

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(i) vested Stock Option and Stock Appreciation Rights held by a participant shall be exercisable for a period of 90 days following the date the participant ceases to be an employee or director of the Company, its subsidiaries and Affiliates;

(ii) unvested Stock Option, Stock Appreciation Rights, Restricted Stock Awards and Stock Units held by a participant shall be forfeited on the date the participant ceases to be an employee or director of the Company, its subsidiaries and Affiliates.

(c) Subject to Section 13(e), the Committee, in its sole discretion, may modify a Grant Agreement, provided any such modification will not materially adversely affect the economic interests of the participant unless the Committee shall have obtained the written consent of the participant. Subject to Section 15, the Committee shall not have the authority to reprice or cancel and regrant any Award at a lower exercise, base or purchase price or cancel any Award with an exercise, base or purchase price of less than "Fair Market Value" (as defined in Section 8(g)) in exchange for cash, property or other Awards without first obtaining the approval of the Company's shareholders.

(d) Notwithstanding any provision of the Plan or a Grant Agreement to the contrary, no dividends will be payable with respect to a share of Common Stock underlying an Award unless and until the Award vests in respect of such share of Common Stock.

(e) Grant Agreements under the Plan need not be identical.

8. Stock Options.

(a) Generally. At any time, the Committee may grant, in its discretion, awards of stock options that will enable the holder to purchase a number of shares of Common Stock from the Company, at set terms (a "Stock Option"). Stock Options may be incentive stock options ("Incentive Stock Options"), within the meaning of Section 422 of the Code, or Stock Options which do not constitute Incentive Stock Options ("Nonqualified Stock Options"). The Committee will have the authority to grant to any participant one or more Incentive Stock Options and/or Nonqualified Stock Options. Each Stock Option shall be subject to such terms and conditions, including vesting, consistent with the Plan as the Committee may provide in the Grant Agreement, subject to the following limitations:

(b) Exercise Price. Each Stock Option granted hereunder shall have such per-share exercise price as the Committee may determine in the Grant Agreement, but such exercise price may not be less than "Fair Market Value" on the date the Stock Option is granted, except as provided in Section 11(c).

(c) Payment of Exercise Price. The option exercise price may be paid in cash or, in the discretion of the Committee and in accordance with any requirements established by the Committee, by the delivery of shares of Common Stock of the Company then owned by the participant. In the discretion of the Committee and in accordance with any requirements established by the Committee, payment may also be made by (i) delivering a properly executed exercise notice to the Company together with a copy of irrevocable instructions to a broker to deliver promptly to the Company the amount of sale or loan proceeds to pay the exercise price or (ii) by means of consideration received under any cashless exercise procedure approved by the Committee (including the withholding of shares of Common Stock otherwise issuable upon exercise).

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- (d) Exercise Period. Stock Options granted under the Plan shall be exercisable at such time or times and subject to such terms and conditions, including vesting, as shall be determined by the Committee in the Grant Agreement.
- (e) Limitations on Incentive Stock Options. Incentive Stock Options may be granted only to participants who are employees of the Company or of a “Parent Corporation” or “Subsidiary Corporation” (as defined in Sections 424(e) and (f) of the Code, respectively) at the date of grant. The aggregate Fair Market Value (determined as of the time the Stock Option is granted in accordance with Section 8(g)) of the Common Stock with respect to which Incentive Stock Options are exercisable for the first time by a participant during any calendar year (under all option plans of the Company and of any Parent Corporation or Subsidiary Corporation) shall not exceed one hundred thousand dollars (\$100,000). For purposes of the preceding sentence, Incentive Stock Options will be taken into account in the order in which they are granted. The per-share exercise price of an Incentive Stock Option shall not be less than one hundred percent (100%) of the Fair Market Value of the Common Stock on the date of grant, and no Incentive Stock Option may be exercised later than ten (10) years after the date it is granted.
- (f) Additional Limitations on Incentive Stock Options for Ten Percent Shareholders. Incentive Stock Options may not be granted to any participant who, at the time of grant, owns stock possessing (after the application of the attribution rules of Section 424(d) of the Code) more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or any Parent Corporation or Subsidiary Corporation, unless the exercise price of the option is fixed at not less than one hundred ten percent (110%) of the Fair Market Value of the Common Stock on the date of grant and the exercise of such option is prohibited by its terms after the expiration of five (5) years from the date of grant of such option.
- (g) Fair Market Value. For purposes of this Plan and any Awards granted hereunder, “Fair Market Value” shall be the closing price of the Common Stock on the relevant date (or on the last preceding trading date if Common Stock was not traded on such date) if the Common Stock is readily tradable on a national securities exchange or other market system, and if the Common Stock is not readily tradable, Fair Market Value shall mean the amount determined in good faith by the Committee as the fair market value of the Common Stock.
9. Stock Appreciation Rights.
- (a) Generally. At any time, the Committee may, in its discretion, grant stock appreciation rights with respect to Common Stock (“Stock Appreciation Rights”), including a concurrent grant of Stock Appreciation Rights in tandem with any Stock Option grant. A Stock Appreciation Right means a right to receive a payment in cash or in Common Stock of an amount equal to the excess of (i) the Fair Market Value of a share of Common Stock on the date the right is exercised over (ii) the Fair Market Value of a share of Common Stock on the date the right is granted, all as determined by the Committee. Each Stock Appreciation Right shall be subject to such terms and conditions, including vesting, as the Committee shall impose in the Grant Agreement.
- (b) Exercise Period. Stock Appreciation Rights granted under the Plan shall be exercisable at such time or times and subject to such terms and conditions, including vesting, as shall be determined by the Committee in the Grant Agreement.

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10. Restricted Stock Awards.

(a) Generally. At any time, the Committee may, in its discretion, grant Awards of Common Stock, subject to restrictions determined by the Committee (a "Restricted Stock Award"). Such Awards may include mandatory payment of any bonus in stock consisting of Common Stock issued or transferred to participants with or without other payments therefor and may be made in consideration of services rendered to the Company or its subsidiaries or Affiliates. A Restricted Stock Award shall be construed as an offer by the Company to the participant to purchase the number of shares of Common Stock subject to the Restricted Stock Award at the purchase price, if any, established therefore.

(b) Payment of the Purchase Price. If the Restricted Stock Award requires payment therefor, the purchase price of any shares of Common Stock subject to a Restricted Stock Award may be paid in any manner authorized by the Committee, which may include any manner authorized under the Plan for the payment of the exercise price of a Stock Option.

(c) Restrictions. Restricted Stock Awards shall be subject to such terms and conditions, including without limitation time based vesting and/or performance based vesting, restrictions on the sale or other disposition of such shares, and/or the right of the Company to reacquire such shares for no consideration upon termination of the participant's employment within specified periods, as the Committee determines appropriate. The Committee may require the participant to deliver a duly signed stock power, endorsed in blank, relating to the Common Stock covered by such an Award. The Committee may also require that the stock certificates evidencing such shares be held in custody or bear restrictive legends until the restrictions thereon shall have lapsed.

(d) Rights as a Shareholder. The Restricted Stock Award shall specify whether the participant shall have, with respect to the shares of Common Stock subject to a Restricted Stock Award, all of the rights of a holder of shares of Common Stock of the Company, including the right to accrue dividends and to vote the shares.

11. Common Stock Available Under the Plan.

(a) Basic Limitations. The aggregate number of shares of Common Stock that may be subject to Awards over the entire term of the Plan since its original effective date (subject to the remainder of this Section 11 and to Section 15) shall be 4,687,500, subject to any adjustments made in accordance with Section 15 hereof. The maximum number of shares of Common Stock that may be:

- (i) the subject of an Award with respect to any individual participant under the Plan during the term of the Plan shall not exceed 2,000,000 (subject to adjustments made in accordance with Section 15 hereof);
- (ii) covered by Awards issued under the Plan during a year shall be limited during the first calendar year of the Plan to 1,250,000 and during any year thereafter to 1% of the Company's outstanding Common Stock at the beginning such year; and
- (iii) issued pursuant to Incentive Stock Options awarded under the Plan shall be 1,000,000.

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Shares of Common Stock issued under the Plan may, in whole or in part, be authorized but unissued shares or shares held in treasury that shall have been or may be reacquired by the Company in the open market, in private transactions or otherwise.

(b) Additional Shares. Any shares of Common Stock subject to a Stock Option or Stock Appreciation Right which for any reason is cancelled or terminated without having been exercised and any shares of Common Stock subject to Restricted Stock Awards or Stock Units which are forfeited shall again be available for Awards under the Plan. The preceding sentence shall apply only for purposes of determining the aggregate number of shares of Common Stock subject to Awards but shall not apply for purposes of determining the maximum number of shares of Common Stock with respect to which Awards may be granted to any individual participant under the Plan. Notwithstanding any provision of the Plan or a Grant Agreement to the contrary, shares of Common Stock that are exchanged by a Participant or withheld by the Company as full or partial payment in connection with any Stock Option or Stock Appreciation Right under the Plan, as well as any shares of Common Stock exchanged by a Participant or withheld by the Company or any Subsidiary Corporation to satisfy the tax withholding obligations related to any Award, shall not be available for subsequent Awards under the Plan, and notwithstanding that a Stock Appreciation Right may be settled by the delivery of a net number of shares of Common Stock, the full number of shares of Common Stock underlying such Stock Appreciation Right shall not be available for subsequent Awards under the Plan.

(c) Acquisitions. In connection with the acquisition of any business by the Company or any of its subsidiaries or Affiliates, any outstanding grants or awards of options, restricted stock or other equity-based compensation pertaining to such business may be assumed or replaced by Awards under the Plan upon such terms and conditions as the Committee determines, including granting of Stock Options or Stock Appreciation Rights with an exercise price below Fair Market Value at the date of the replacement grant.

12. Stock Units.

(a) Generally. The Committee may, in its discretion, grant “Stock Units” (as defined in Section 12(c)) to participants hereunder. Stock Units may be subject to such terms and conditions, including time based vesting and/or performance based vesting, as the Committee determines appropriate. A Stock Unit granted by the Committee shall provide payment in shares of Common Stock at such time as the Grant Agreement shall specify. Shares of Common Stock issued pursuant to this Section 12 may be issued with or without other payments therefor as may be required by applicable law or such other consideration as may be determined by the Committee. The Committee shall determine whether a participant granted a Stock Unit shall be entitled to a Dividend Equivalent Right (as defined in Section 12(c)).

(b) Settlement of Stock Units. Shares of Common Stock representing the Stock Units shall be distributed to the participant upon settlement of the Award pursuant to the Grant Agreement.

(c) Definitions. A “Stock Unit” means a notional account representing one (1) share of Common Stock. A “Dividend Equivalent Right” means the right to receive the amount of any dividend paid on the share of Common Stock underlying a Stock Unit, which shall be payable in cash or in the form of additional Stock Units, in the discretion of the Committee.

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13. Performance-Based Awards.

(a) Generally. In the sole discretion of the Committee, any “Grandfathered Awards” granted under the Plan may be administered in a manner such that the Award qualifies for the performance-based compensation exemption of Section 162(m) of the Code (each, a “Performance-Based Award”). Notwithstanding any other provision of the Plan and except as determined by the Committee, any Grandfathered Award which is intended to qualify as a Performance-Based Award shall be subject to any additional limitations imposed under Section 162(m) of the Code that are requirements for qualification as a Grandfathered Award, and the Plan and Grant Agreement shall be deemed amended to the extent necessary to confirm to such requirements. A “Grandfathered Award” means an Award which is provided pursuant to a written binding contract in effect on November 2, 2017, and which was not modified in any material respect on or after November 2, 2017, within the meaning of Section 13601(e)(2) of P.L. 115.97, as may be amended from time to time (including any rules and regulations promulgated thereunder).

(b) Modification of Performance-Based Awards. Subject to Section 15(b), with respect to any Performance-Based Awards, the Committee shall not revise any performance goal thereunder or increase the amount of compensation payable thereunder upon the attainment of such performance goal (in accordance with the requirements of Section 162(m) of the Code and the regulations thereunder). Notwithstanding the preceding sentence, (i) the Committee may reduce or eliminate the number of shares of Common Stock or cash granted or the number of shares of Common Stock vested upon the attainment of such performance goal, and (ii) the Committee shall disregard or offset the effect of “Extraordinary Items” in determining the attainment of performance goals. For this purpose, “Extraordinary Items” means extraordinary, unusual and/or non-recurring items, including but not limited to, (i) regulatory disallowances or other adjustments, (ii) restructuring or restructuring-related charges, (iii) gains or losses on the disposition of a business or major asset, (iv) changes in regulatory, tax or accounting regulations or laws, (v) resolution and/or settlement of litigation and other legal proceedings or (vi) the effect of a merger or acquisition.

14. Foreign Laws. The Committee may grant Awards to individual participants who are subject to the tax laws of nations other than the United States, which Awards may have terms and conditions as determined by the Committee as necessary to comply with applicable foreign laws. The Committee may take any action which it deems advisable to obtain approval of such Awards by the appropriate foreign governmental entity; provided, however, that no such Awards may be granted pursuant to this Section 14 and no action may be taken which would result in a violation of the Exchange Act, the Code or any other applicable law.

15. Adjustment Provisions.

(a) Adjustment Generally. If there shall be any change in the Common Stock of the Company, through merger, consolidation, reorganization, recapitalization, stock dividend, stock split, reverse stock split, split up, spin-off, combination of shares, exchange of shares, dividends or other changes in capital structure, an adjustment shall be made as provided below in (b) to each outstanding Award.

(b) Modification of Awards. In the event of any change or distribution described in subsection (a) above, the Committee shall appropriately adjust the number of shares of Common Stock

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which may be issued pursuant to the Plan, the other limits on Common Stock issuable under the Plan under Section 11, and the number of shares covered by, and the exercise price of, each outstanding Award.

(c) Notwithstanding the above, no adjustment to a Stock Option or Stock Appreciation Right shall be made under this Section 15 in a manner that will be treated under Section 409A of the Code as the grant of a new Stock Option or Stock Appreciation Right.

16. Nontransferability, Title and Other Restrictions. Except as otherwise specifically provided by the Committee in a Grant Agreement or modification of a Grant Agreement that provides for transfer, each Award granted under the Plan to a participant shall not be transferable otherwise than by will or the laws of descent and distribution, and shall be exercisable, during the participant's lifetime, only by the participant. In the event of the death of a participant, each Award granted to him or her shall be exercisable during such period after his or her death as the Committee shall in its discretion set forth in the Grant Agreement at the date of grant and then only by the executor or administrator of the estate of the deceased participant or the person or persons to whom the deceased participant's rights under the Stock Option or Stock Appreciation Right shall pass by will or the laws of descent and distribution.

17. Acceleration of Awards.

(a) In order to preserve a participant's rights under an Award in the event of a Change in Control of the Company or in the event of a fundamental change in the business condition or strategy of the Company, the Committee, in its sole discretion, may, at the time an Award is made or at any time thereafter, take one or more of the following actions:

(i) provide for the acceleration of any time period relating to the exercise or payment of the Award, (ii) provide for payment to the participant of cash or other property with a fair market value equal to the amount that would have been received upon the exercise or payment of the Award had the Award been exercised or paid upon such event,

(iii) adjust the terms of the Award in a manner determined by the Committee to reflect such event, (iv) cause the Award to be assumed, or new rights substituted therefor, by another entity, or (v) make such other adjustments in the Award as the Committee may consider equitable to the participant and in the best interests of the Company. Further, any Award shall be subject to such conditions as necessary to comply with federal and state securities laws, the performance based exception of Section 162(m) of the Code, or understandings or conditions as to the participant's employment in addition to those specifically provided for under the Plan.

(b) A "Change in Control" shall mean any of the following events:

(i) Any person (as such term is used in Section 14(d) of the Exchange Act) becomes the "beneficial owner" (as determined pursuant to Rule 14d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing more than thirty percent (30%) of the combined voting power of the Company's then outstanding voting securities; or

(ii) During any period of two (2) consecutive years (not including any period prior to the execution of this Plan), individuals who at the beginning of such period constitute the members of the Board of Directors and any new director whose election to the Board of Directors or nomination for election to the Board of Directors by the Company's stockholders was approved

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by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority of the Board of Directors; or

(iii) The Company shall merge with or consolidate into any other corporation or entity, other than a merger or consolidation which would result in the holders of the voting securities of the Company outstanding immediately prior thereto holding immediately thereafter securities representing more than fifty percent (50%) of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation; or

(iv) The stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets.

Notwithstanding the foregoing, a Change in Control shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the holders of Common Stock immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions.

(c) If all or a portion of an Award constitutes deferred compensation under Section 409A of the Code and such Award (or portion thereof) is to be settled, distributed or paid on an accelerated basis due to a Change in Control event that is not a "change in control event" described in Treasury Regulation Section 1.409A-3(i)(5) or successor guidance, if such settlement, distribution or payment would result in additional tax under Section 409A of the Code, such Award (or the portion thereof) shall vest at the time of the Change in Control (provided such accelerated vesting will not result in additional tax under Section 409A of the Code), but settlement, distribution or payment, as the case may be, shall not be accelerated.

18. **Withholding.** All payments or distributions of Awards made pursuant to the Plan shall be net of any amounts required to be withheld pursuant to applicable federal, state and local tax withholding requirements. If the Company proposes or is required to distribute Common Stock pursuant to the Plan, it may require the recipient to remit to it or to the corporation or entity that employs such recipient an amount sufficient to satisfy such tax withholding requirements prior to the delivery of any certificates for such Common Stock. In lieu thereof, the Company or the employing corporation or entity shall have the right to withhold the amount of such taxes from any other sums due or to become due from such corporation to the recipient as the Committee shall prescribe. The Committee may, in its discretion and subject to such rules as it may adopt (including any as may be required to satisfy applicable tax and/or non-tax regulatory requirements), permit an optionee or award or right holder to pay all or a portion of the federal, state and local withholding taxes arising in connection with any Award consisting of shares of Common Stock by electing to have the Company withhold shares of Common Stock having a Fair Market Value equal to the applicable amount of tax to be withheld.

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19. Employment. A participant's right, if any, to continue to serve the Company or any of its subsidiaries or Affiliates as a director, officer, employee, or otherwise, shall not be enlarged or otherwise affected by his or her designation as a participant under the Plan.

20. Unfunded Plan. Participants shall have no right, title, or interest whatsoever in or to any investments which the Company may make to aid it in meeting its obligations under the Plan. Nothing contained in the Plan, and no action taken pursuant to its provisions, shall create or be construed to create a trust of any kind, or a fiduciary relationship between the Company and any participant, beneficiary, legal representative or any other person. To the extent that any person acquires a right to receive payments from the Company under the Plan, such right shall be no greater than the right of an unsecured general creditor of the Company. All payments to be made hereunder shall be paid from the general funds of the Company and no special or separate fund shall be established and no segregation of assets shall be made to assure payment of such amounts except as expressly set forth in the Plan. The Plan is not intended to be subject to the Employee Retirement Income Security Act of 1974, as amended.

21. No Fractional Shares. No fractional shares of Common Stock shall be issued or delivered pursuant to the Plan or any Award. The Committee shall determine whether cash, or Awards, or other property shall be issued or paid in lieu of fractional shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

22. Duration, Amendment and Termination. The Plan shall terminate on March 31, 2024, but all outstanding Awards as of the date of termination shall remain in effect and the terms of the Plan shall apply until each such Award terminates as provided in the applicable Grant Agreement. The Committee may amend the Plan from time to time or suspend or terminate the Plan at any time. No amendment of the Plan may be made without approval of the stockholders of the Company if such approval is required under the Code, the rules of a stock exchange, or any other applicable laws or regulations.

23. Award Deferrals. Participants may elect to defer receipt of shares of Common Stock or amounts payable under an Award in accordance with procedures established by the Committee.

24. Section 409A of the Code. The Plan as well as payments and benefits under the Plan are intended to be exempt from or, to the extent subject thereto, to comply with, Section 409A of the Code, and, accordingly, to the maximum extent permitted, the Plan shall be interpreted in accordance therewith. Notwithstanding anything contained herein to the contrary, to the extent required in order to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, a Participant shall not be considered to have terminated employment or service with the Company for purposes of the Plan and no payment shall be due to the Participant under the Plan or any Award until the Participant would be considered to have incurred a "separation from service" from the Company and its Affiliates within the meaning of Section 409A of the Code. Any payments described in the Plan that are due within the "short term deferral period" as defined in Section 409A of the Code shall not be treated as deferred compensation unless applicable law requires otherwise. Notwithstanding anything to the contrary in the Plan, to the extent that any Awards (or any other amounts payable under any plan, program or arrangement of the Company or any of its Affiliates) are payable upon a separation from service and such payment would result in the imposition of any individual tax and penalty interest charges imposed under Section 409A of the Code, the settlement and payment of such awards (or other amounts) shall instead be made on the first business day after the date that is six (6) months following such separation from service (or death, if

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earlier). Each amount to be paid or benefit to be provided under this Plan shall be construed as a separate identified payment for purposes of Section 409A of the Code. The Company makes no representation that any or all of the payments or benefits described in this Plan will be exempt from or comply with Section 409A of the Code and makes no undertaking to preclude Section 409A of the Code from applying to any such payment. Each Participant shall be solely responsible for the payment of any taxes and penalties incurred under Section 409A of the Code.

25. Compliance with Securities Laws. Notwithstanding any other provision of the Plan, the Company shall have no liability to deliver any shares of Common Stock under the Plan or make any other distribution of benefits under the Plan unless such delivery or distribution would comply with all applicable laws (including, without limitation, the requirements of the Securities Act of 1933), and the applicable requirements of any securities exchange or similar entity.

26. Certain Additional Considerations.

(a) In the event that the Company establishes, for itself or using the services of a third party, an automated system for the documentation, granting or exercise of Awards, such as a system using an internet website or interactive voice response, then the paperless documentation, granting or exercise of Awards by a participant may be permitted through the use of such an automated system.

(b) If any provision of the Plan is held to be invalid or unenforceable, the other provisions of the Plan shall not be affected but shall be applied as if the invalid or unenforceable provision had not been included in the Plan.

(c) Notwithstanding any other provisions in this Plan, any Award which is subject to recovery under any law, government regulation, stock exchange listing requirement or Grant Agreement or Company policy, will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation or stock exchange listing requirement (or any Grant Agreement or policy adopted by the Company pursuant to any such law, government regulation, stock exchange listing requirement or otherwise).

27. Governing Law. This Plan, Awards granted hereunder and actions taken in connection herewith shall be governed and construed in accordance with the laws of the state of Oregon.

Executed as of the 13th day of February, 2018.

PORTLAND GENERAL ELECTRIC COMPANY

By: /s/ Anne F. Mersereau

Name: Anne F. Mersereau

Title: Vice President, Human Resources, Diversity
and Inclusion

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Appendix A

Index of Defined Terms

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PORTLAND
GENERAL
ELECTRIC
COMPANY
ATTN:
CHRISTOPHER A.
LIDDLE
121 SW SALMON
STREET 1WTC0509
PORTLAND, OR
97204

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO
VOTE,
MARK
BLOCKS
BELOW
IN
~~KEEP~~ THIS PORTION FOR YOUR RECORDS
OR
BLACK
INK
AS
FOLLOWS:
M31772-P05687
DETACH AND RETURN THIS PORTION
ONLY
THIS PROXY CARD IS VALID ONLY WHEN
SIGNED AND DATED.

PORTLAND GENERAL ELECTRIC
COMPANY
Vote on Directors

The Board of Directors recommends a
vote "FOR" each director nominee:
1 Election of Directors

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Nominees:	For	Against	Abstain	Vote On Proposals	For	Against	Abstain
1a. John W. Ballantine	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
1b. Rodney L. Brown, Jr.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	The Board of Directors recommends a vote "FOR" the following proposals:			
1c. Jack E. Davis	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
1d. David A. Dietzler	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	² To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2018.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
1e. Kirby A. Dyess	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
1f. Mark B. Ganz	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
1g. Kathryn J. Jackson	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	³ To approve, by a non-binding vote, the compensation of the Company's named executive officers.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
1h. Neil J. Nelson	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
1i. M. Lee Pelton	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
1j. Maria M. Pope	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	⁴	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
1k. Charles W. Shivery	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				

For address changes and/or comments, please check this box and write them on the back where indicated.

To approve the Portland General Electric Company Stock Incentive Plan, as amended and restated.

Please indicate if you plan to attend this meeting. Yes No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]

Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice & Proxy Statement and Annual Report are available at www.proxyvote.com or
investors.portlandgeneral.com.

PORTLAND GENERAL
ELECTRIC COMPANY
Annual Meeting of
Shareholders
April 25, 2018, 10:00 a.m.
local time
This proxy is solicited on
behalf of the Board of
Directors

The Portland General
Electric Company 2018
Annual Meeting of
Shareholders will be held on
Wednesday, April 25, 2018,
at 10:00 a.m. local time, at
the Conference Center
Auditorium located at Two
World Trade Center, 25 SW
Salmon Street, Portland, OR
97204.

The undersigned, having
received the Notice and
accompanying Proxy
Statement for said meeting,
hereby constitutes and
appoints Jack E. Davis,
Maria M. Pope, James F.
Lobdell, and Lisa A. Kaner,
or any of them, his/her true
and lawful agents and
proxies, with power of
substitution and
resubstitution in each, to
represent and vote all the
shares of Common Stock of
Portland General Electric
Company held of record by
the undersigned on March 1,
2018 at the Annual Meeting

of Shareholders scheduled to be held on April 25, 2018, or at any adjournment or postponement thereof, on all matters coming before said meeting. The above proxies are hereby instructed to vote as shown on the reverse side of this card.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted "FOR" each director nominee, "FOR" ratification of the appointment of Deloitte & Touche LLP as Portland General Electric Company's independent registered public accounting firm for fiscal year 2018, "FOR" approval of the compensation of named executive officers, "FOR" approval of the Portland General Electric Company Stock Incentive Plan, as amended and restated, and in the discretion of the proxies with respect to such other business as may properly come before the meeting and at any adjournment or postponement thereof.

Your Vote is Important

To vote through the Internet or by telephone, see instructions on reverse side of this card. To vote by mail, sign and date this card on the reverse side and mail promptly in the postage-paid envelope.

Address Changes/Comments:

(If you noted any address changes/comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side