



February 2, 2010

Offer by Kraft Foods Inc. for Cadbury Plc - Offer Update - Offer Wholly Unconditional

NORTHFIELD, Ill., Feb 02, 2010 /PRNewswire via COMTEX/ -- Kraft Foods announces that all of the Conditions to its recommended Final Offer have been satisfied or waived and, accordingly, the Offer is wholly unconditional.

The Final Offer will remain open until further notice and at least 14 days' notice will be given if Kraft Foods decides to close the Final Offer. Cadbury Securityholders who have not yet accepted the Offer are encouraged to do so without delay.

Commenting on the Offer, Irene Rosenfeld, Chairman and CEO of Kraft Foods said,

"The combination of Kraft Foods and Cadbury creates a global powerhouse in snacks, confectionery and quick meals. Together we have impressive global reach and an unrivalled portfolio of iconic brands, with tremendous growth potential. I warmly welcome Cadbury employees into the Kraft Foods family and look forward to meeting many of them in the days and weeks ahead. This combined company has a phenomenal future, and I firmly believe it will deliver outstanding returns to our shareholders."

Level of acceptances

As at 1.00 p.m. (London time) on 2 February 2010, Kraft Foods had received valid acceptances of the Offer in respect of a total of 987,684,041 Cadbury Shares (including those represented by Cadbury ADSs), representing approximately 71.73 per cent. of the existing issued share capital of Cadbury.

Delisting and re-registration

Following receipt of sufficient acceptances (i.e. 75 per cent.), Kraft Foods intends to procure that Cadbury will apply for the cancellation of the listing of Cadbury Shares on the Official List and the trading on the London Stock Exchange for listed securities. Kraft Foods also intends to procure that, as soon as practicable, Cadbury will apply for the delisting of Cadbury ADSs from the NYSE and that Cadbury terminates its ADS program and the Deposit Agreement.

A notice period of not less than 20 Business Days prior to delisting from the London Stock Exchange will commence as soon as Kraft Foods has received sufficient acceptances to procure the delisting of the Cadbury Shares. Delisting is likely to reduce significantly the liquidity and marketability of any Cadbury Shares (including those represented by Cadbury ADSs) in respect of which the Offer has not been accepted.

It is also proposed that, after Cadbury Shares are delisted, Cadbury will be re-registered as a private company.

Compulsory acquisition

Kraft Foods intends, assuming it becomes so entitled (by receiving 90 per cent. acceptances), to acquire compulsorily any outstanding Cadbury Shares (including any Cadbury Shares represented by Cadbury ADSs) pursuant to the provisions of the 2006 Act.

Settlement

The consideration to which any Cadbury Securityholder is entitled under the Offer will be settled (i) in the case of complete acceptances received on or before 1 p.m. (London time) on the date of this announcement, on or before 16 February 2010; and (ii) in the case of complete acceptances received after the date of this announcement but while the Offer remains open for acceptance, within 14 days of such receipt, in each case in the manner described in the Final Offer Documents.

Acceptance of the Offer

Cadbury Securityholders who have not yet accepted, and wish to accept, the Offer should take action to accept the Offer as soon as possible. Details of the procedure for doing so are set out in the Final Offer Documents (including, in the case of certificated Cadbury Shares and Cadbury ADSs, the Final Acceptance Forms) sent to Cadbury Securityholders on 20 January 2010. The Final Offer Documents are also available on Kraft Foods' website (www.transactioninfo.com/kraftfoods).

Other than as expressly set out in this announcement, capitalised terms used in this announcement shall have the meaning given to them in the Final Offer Document published by Kraft Foods on 19 January 2010.

Further information

This announcement will be available on Kraft Foods' website (www.transactioninfo.com/kraftfoods) by no later than 12 noon (London time) / 7.00 a.m. (New York City time) on 3 February 2010.

This announcement does not constitute, and must not be construed as, an offer to sell or an invitation to purchase or subscribe for any securities or the solicitation of an offer to purchase or subscribe for any securities, pursuant to the Offer or otherwise. The Offer is being made by the Original Offer Documents, the Final Offer Documents and accompanying documentation (the "**Offer Documentation**"). Cadbury Securityholders who accept the Offer may rely only on the Offer Documentation for all the terms and conditions of the Offer.

This announcement is not a prospectus for the purposes of the EU Prospectus Directive. Cadbury Securityholders in the EU should not tender their shares except on the basis of information in the prospectus published pursuant to the EU Prospectus Directive on Kraft Foods' website (as supplemented from time to time). 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 Excon Regulations, and consider whether or not their acceptance of the Offer and their subsequent receipt of consideration for their Cadbury Shares from Kraft Foods, whether in the form of cash and/or New Kraft Foods Shares, will be in compliance with the Excon Regulations.

The release, publication or distribution of this announcement and any other Offer-related documentation in jurisdictions other than the UK, the US, Canada, France, Ireland or Spain, and the availability of the Offer to Cadbury Securityholders who are not resident in such jurisdictions may be affected by the laws or regulations of relevant jurisdictions. Therefore any persons who are subject to the laws and regulations of any jurisdiction other than the UK, the US, Canada, France, Ireland or Spain, and Cadbury Securityholders who are not resident in such jurisdictions should inform themselves of and observe any applicable requirements.

Forward-looking statements

This announcement contains forward-looking statements regarding the Final Offer. Such statements include, but are not limited to, statements about the benefits of the combination and other such statements that are not historical facts, which are or may be based on Kraft Foods' plans, estimates and projections. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Kraft Foods' control, that could cause Kraft Foods' actual results to differ materially from those indicated in any such forward-looking statements. Such factors include, but are not limited to, the risk factors, as they may be amended from time to time, set forth in Kraft Foods' filings with the US Securities and Exchange Commission ("SEC"), including the registration statement on Form S-4, as amended from time to time, filed by Kraft Foods in connection with the Final Offer, Kraft Foods' most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K. Kraft Foods disclaims and does not undertake any obligation to update or revise any forward-looking statement in this announcement, except as required by applicable law or regulation.

Additional US-related information

This announcement is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Cadbury or Kraft Foods. Kraft Foods has filed a registration statement and tender offer documents, including subsequent amendments, and Cadbury has filed a solicitation/recommendation statement on Schedule 14D-9, including subsequent amendments, with the SEC in connection with the recommended Final Offer. **Cadbury Shareholders who are US or Canadian residents and holders of Cadbury ADSs, wherever located, should read those filings, and any other filings made by Kraft Foods and Cadbury with the SEC in connection with the recommended Final Offer, as they contain important information.** Those documents, as well as Kraft Foods' other public filings with the SEC, may be obtained without charge at the SEC's website at www.sec.gov and at Kraft Foods' website at www.kraftfoodscompany.com.

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