
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 27, 2013

Mondelēz International, Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-16483
(Commission
File Number)

52-2284372
(I.R.S. Employer
Identification No.)

Three Parkway North, Deerfield, Illinois
(Address of Principal executive offices)

60015
(Zip Code)

Registrant's Telephone number, including area code: (847) 943-4000

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

Beginning on August 27, 2013, we will participate in meetings and discussions with investors. During these meetings, we will reiterate guidance previously provided, as outlined in the presentation materials, including Regulation G reconciliations, that are furnished as Exhibit 99.1 to this Current Report on Form 8-K and available at www.mondelezinternational.com/investor. For more information, please refer to our press release announcing earnings for the second quarter ended June 30, 2013 and the materials presented at the Citi 2013 Global Consumer Conference on May 29, 2013 available at www.mondelezinternational.com/investor.

This information, including Exhibit 99.1, will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and it will not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is being furnished with this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Mondelēz International, Inc. Presentation Materials, dated August 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONDELÉZ INTERNATIONAL, INC.

Date: August 27, 2013

/s/ David A. Brearton

Name: David A. Brearton
Title: Executive Vice President and
Chief Financial Officer

Mondelēz International

August 2013



Forward-looking statements

This presentation contains a number of forward-looking statements. The words “will,” “expect,” “outlook,” “guidance,” “drive,” “commitment,” “accelerate,” “improve,” “implied,” “increase,” “deliver,” “growth,” and similar expressions are intended to identify our forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements we make about our future performance, including future revenue growth, earnings per share, margins and tax rates; the drivers of our future performance; increasing return of capital to shareholders; our investments in emerging markets and results of these investments; futures uses and priorities for free cash flow, including share repurchases and dividends; and confidence in our future. These forward-looking statements involve risks and uncertainties, many of which are beyond our control, and important factors that could cause actual results to differ materially from those in our forward-looking statements include, but are not limited to, continued global economic weakness, increased competition, continued volatility of commodity and other input costs, pricing actions, risks from operating globally, and tax law changes. For additional information on these and other factors that could affect our forward-looking statements, see our risk factors, as they may be amended from time to time, set forth in our filings with the SEC, including our most recently filed Annual Report on Form 10-K. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this presentation, except as required by applicable law or regulation.

Creating significant value for shareholders

Fix *2006–2009*

- Successfully turned around Kraft Foods by strengthening brand equities and rewiring the organization

Focus *2007–2010*

- Strategically repositioned the company to concentrate on the core categories, priority markets and Power Brands to drive top-tier growth

Fuel *2010–2012*

- Drove a virtuous growth cycle to deliver solid operating performance in a challenging environment

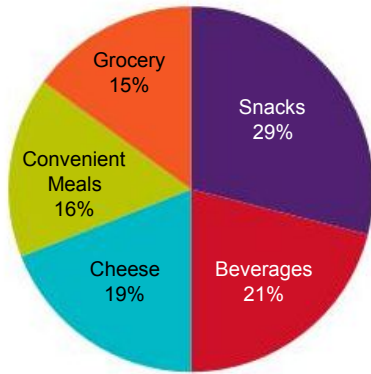
Future *2013 and Beyond*

- Creating a focused, top-tier, global consumer staples company, well-positioned to deliver sustainable, profitable growth over the long term

In 2006, Kraft was facing significant challenges ...

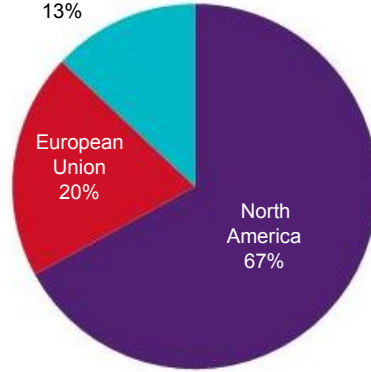
- Portfolio “harvested” over time and misaligned with consumer and growth trends

Unfocused Portfolio⁽¹⁾



Concentrated in Low-Growth Markets⁽¹⁾

Developing Markets,
Oceania, North Asia
13%



Poor Operating Fundamentals

- Weak brand equities with limited pricing power
- Poor product quality
- Lack of innovation
- Centralized operating structure
- Exodus of top talent

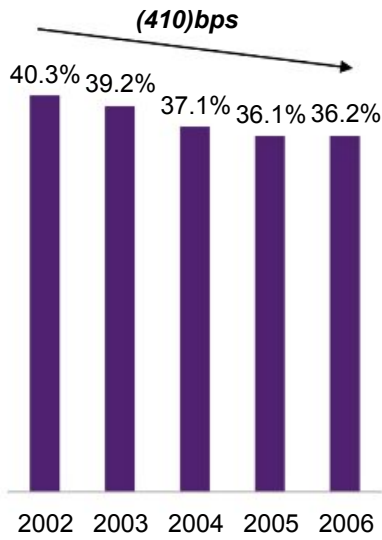


(1) Revenue mix as originally reported in Kraft Foods Inc. 2006 Form 10-K.

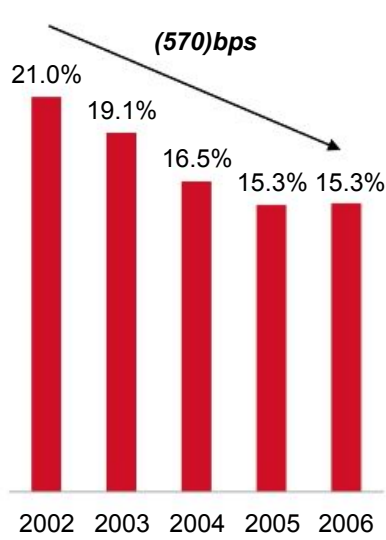
... which drove margin declines and share losses

Deteriorating financial performance ...

Gross Margin (ex. items)⁽¹⁾

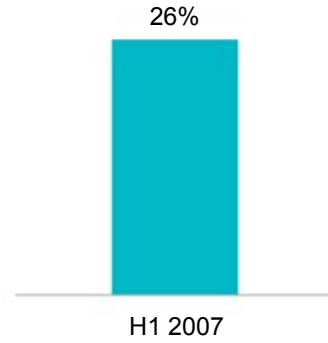


OI Margin (ex. items)⁽¹⁾



... and share losses

% Rev. Gaining / Holding Share⁽²⁾



- (1) See GAAP to non-GAAP reconciliation at the end of this presentation. Figures may not be directly comparable to other adjusted financial results used in this presentation.
(2) Market share data for U.S.

Fixed the base – 2006 to 2009

Strengthened Brand Equities

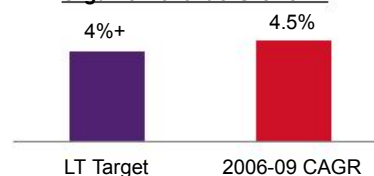
- Improved product quality
 - ~2/3 revenue preferred vs. ~44% in 2006
- Developed innovation pipeline
 - NPD revenue of 8% in 2009, from 6%+ in 2006
- Increased A&C support
 - +\$600mm in 2009 vs. 2006
- Restored pricing power
 - Fully recovered input cost increases
- Restored market share growth
 - 45% gaining / holding share in 2009 vs. 26% in H1 2007⁽³⁾

Rewired Organization

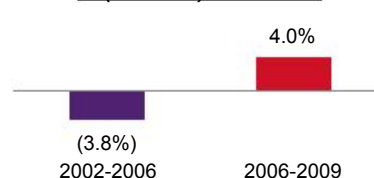
- Upgraded management talent
 - 80% of top leaders new to company / position
- Created accountable business units with full P&L responsibility
- Optimized incentive systems to align with key drivers of value creation
- Focused on three operating metrics
 - Organic revenue growth
 - Operating income
 - Free cash flow

Rejuvenated Financial Performance

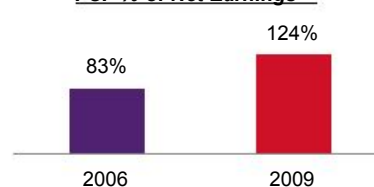
Organic Revenue Growth⁽¹⁾



OI (ex. items) CAGRs⁽¹⁾⁽²⁾



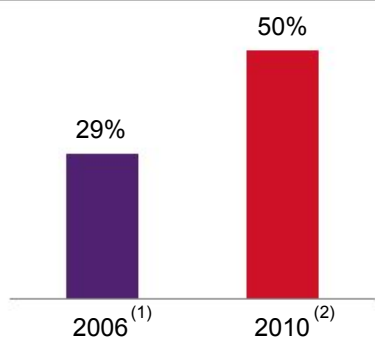
FCF % of Net Earnings⁽¹⁾



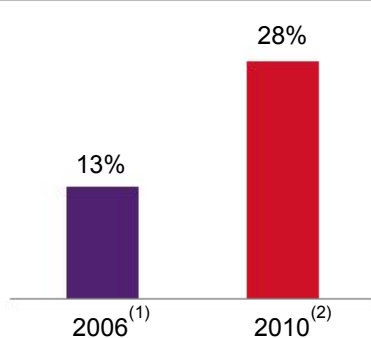
- (1) See GAAP to non-GAAP reconciliation at the end of this presentation.
 (2) 2006-09 includes the frozen pizza business but excludes Post cereal.
 (3) Market share data for U.S.

Focused the portfolio – 2007 to 2010

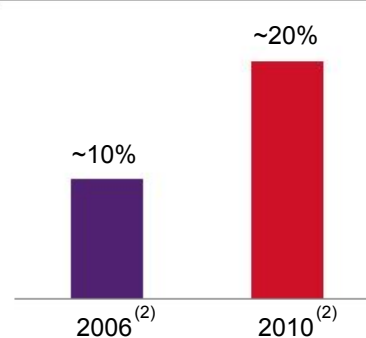
% Revenue from Snacks



% Revenue from Developing Markets



% Revenue from Immediate Consumption Channel



Divestitures



Acquisitions



Multiple to LTM EBITDA

12.9x⁽³⁾

14.9x

13.0x

13.2x



- (1) As reported originally in Kraft Foods 2006 Form 10-K filed with the SEC on March 1, 2007. Amounts have not been revised to reflect the Kraft Foods reporting structure in 2010.
- (2) 2010 Pro Forma amounts reflect the acquisition of Cadbury on a full-year basis. As presented at the Consumer Analysts Group of New York conference on February 22, 2011.
- (3) Taxable equivalent.



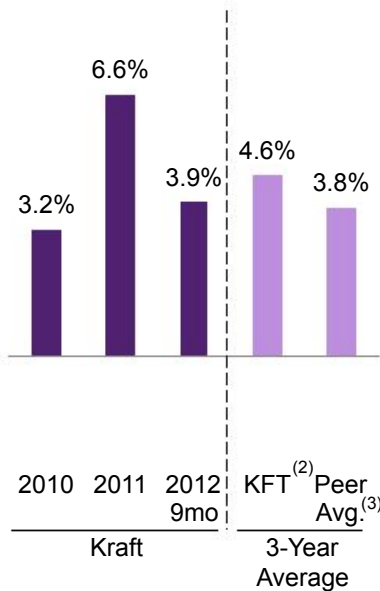
Created a virtuous cycle of growth in each region ...



... Driving superior performance – 2010-2012

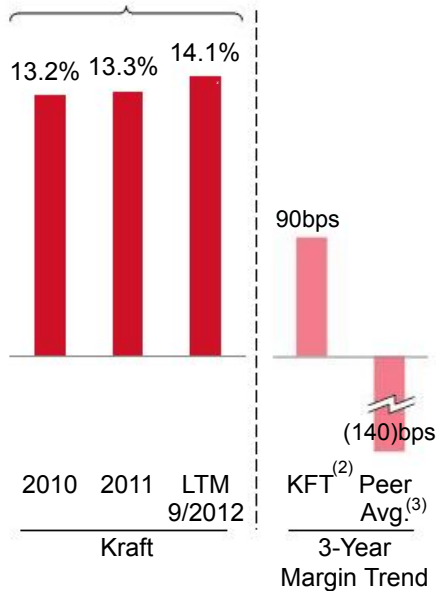
- Revenue performance exceeded that of peers
- Outperformed peer margins in a period of unprecedented commodity inflation
- Drove EPS growth over 550 bps above peer average

Organic Revenue Growth⁽¹⁾

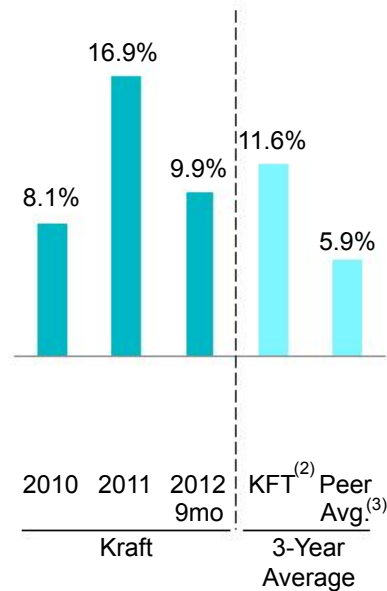


Adjusted OI Margin⁽¹⁾

Increased margin while making significant investments in N. America



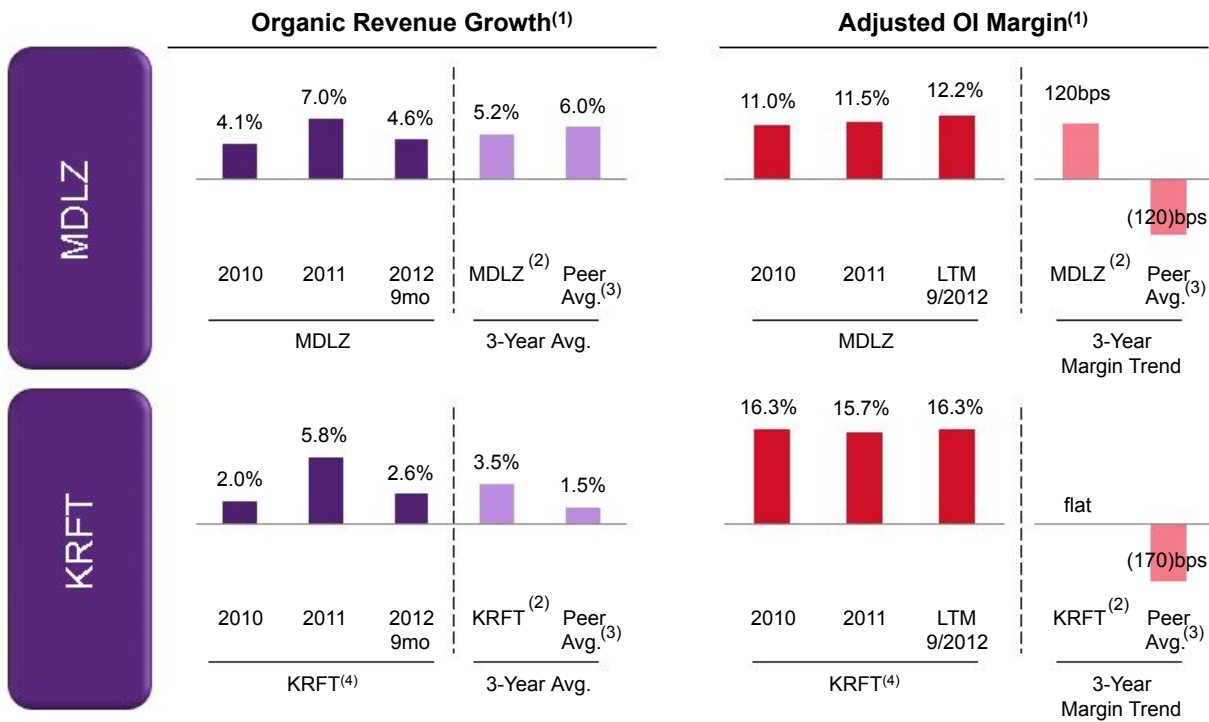
Adjusted EPS Growth⁽¹⁾



- (1) Reflects KFT results as restated to exclude the frozen pizza business. See GAAP to non-GAAP reconciliation at the end of this presentation.
 (2) Kraft three-year average organic revenue and EPS growth reflect mean of full-year 2010, full-year 2011 and nine months to September 30, 2012. Kraft three-year margin trend reflects OI margin for twelve months to September 30, 2012 vs. full-year 2010.
 (3) Peer set includes Campbell, Coca-Cola, ConAgra, Danone, General Mills, Heinz, Hershey, Kellogg, Nestlé and PepsiCo.

Underlying strength at both MDLZ and KRFT

- MDLZ organic growth near peers, with dramatic outperformance on margins
- KRFT organic growth above peers, with margins constant vs. peer decline



- (1) See GAAP to non-GAAP reconciliation at the end of this presentation.
- (2) MDLZ and KRFT three-year average organic revenue growth reflects average of full-year 2010, full-year 2011 and the nine months to September 30, 2012. Three-year margin trend reflects twelve months to September 30, 2012 vs. fiscal year 2010.
- (3) MDLZ peer set includes Coca-Cola, Danone, Hershey, Nestlé and PepsiCo. KRFT peer set includes Campbell, ConAgra, General Mills, Heinz and Kellogg.
- (4) Source: Kraft Foods Group earnings releases and Form S-4.

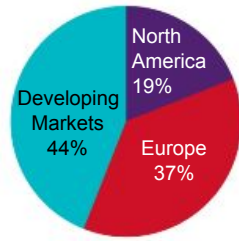


Separated to focus on distinct strategic priorities

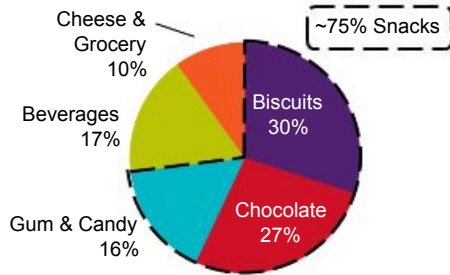
Mondelēz International – 2011

Net Revenues of \$36bn

By Region

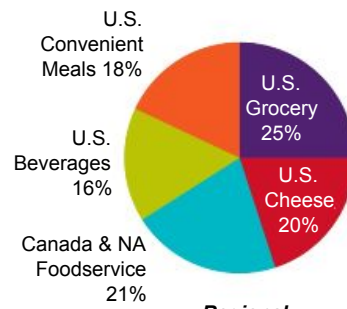


By Category



Kraft Foods Group – 2011

Net Revenues of \$19bn



Categories / Brands	Global	Regional
Products	Ubiquitous, Impulse	Everyday Staples
Store Presence	Snacking Aisle, End Caps, Hot Zone	Center of Store
Sales & Distribution	DSD, High Touch	Warehouse
Selling Costs	High	Modest
Focus On	Profitable Growth	Cash Return
Dividend Policy	Moderate Payout	High Dividend Yield



Source: Mondelēz International figures per 2012 Form 10-K. Kraft Foods Group figures per Form 10.

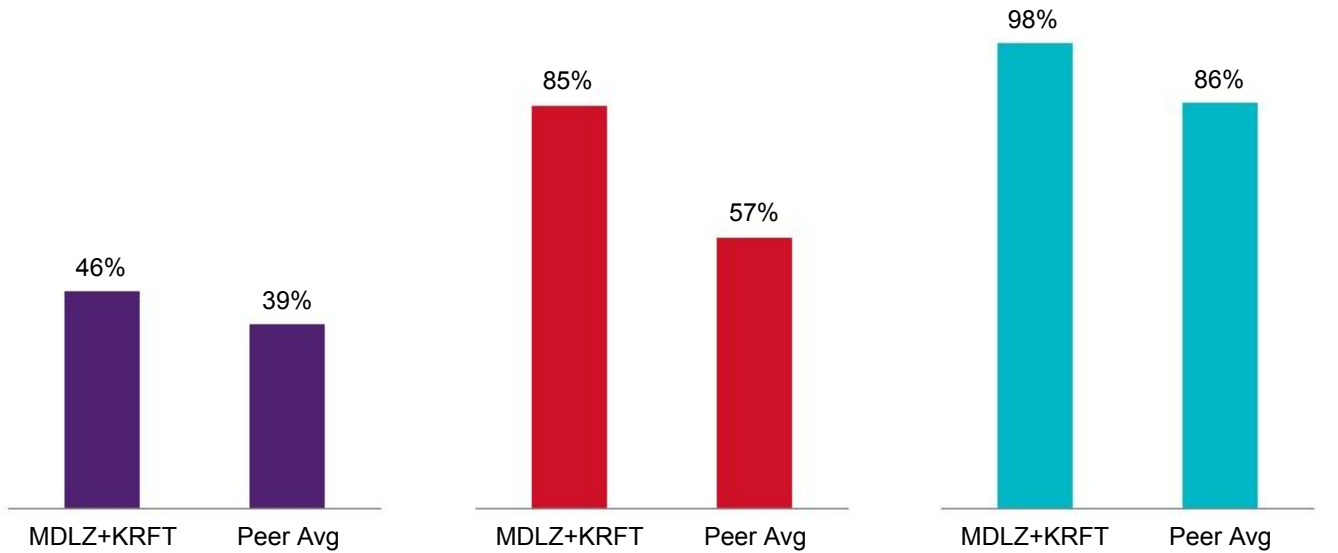
Strong performance and separation unlocked value ... resulting in superior TSR

(To June 30, 2013)

Since Spin Announcement
(August 4, 2011)

3-Year

5-Year



Source: FactSet.

Note: Peer set includes Campbell, Coca-Cola, ConAgra, Danone, General Mills, Heinz (through June 7, 2013), Hershey, Kellogg, Nestlé and PepsiCo. MDLZ+KRFT TSR reflects return of initial portfolio of one share of KFT, with dividends reinvested on ex. dividend dates and portfolio of 100 shares of KFT at close on October 1, 2012 converted to 100 shares of MDLZ plus 33 1/3 shares of KRFT.



Mondelēz International is well-positioned for success

**Advantaged
Geographic
Footprint**

**Fast-
Growing
Categories**

**Favorite
Snacks
Brands**

**Proven
Innovation
Platforms**

**Strong
Routes-to-
Market**

**World-Class
Talent &
Capabilities**

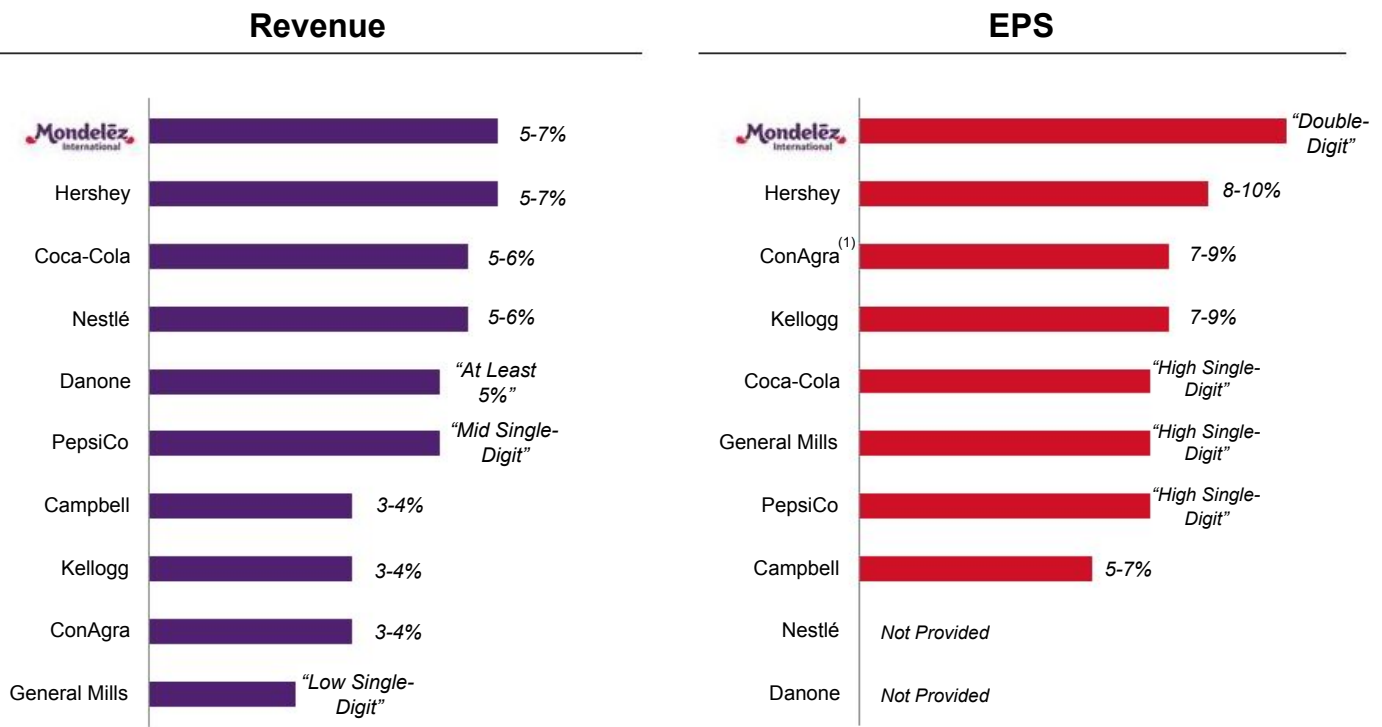
Virtuous cycle provides framework to achieve long-term targets ...

Long-Term Targets	
Organic Net Revenue Growth	5%-7%
Operating Income Growth	High Single-Digit (cst. FX)
Operating EPS Growth	Double-Digit (cst. FX)



... that are top-tier in the food industry

Long-Term Targets

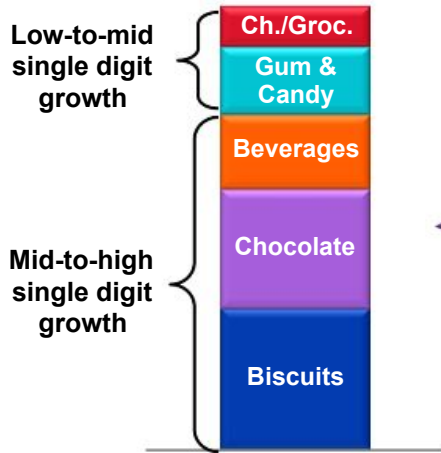


Source: Company presentations.

(1) "At least 10%" for FY2015-17 as Ralcorp synergies are phased in, followed by long-term target of 7-9%.

Top-tier, long-term revenue growth target supported by advantaged portfolio

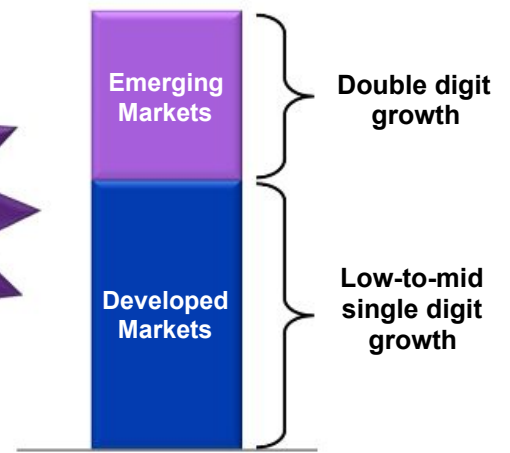
By Category



2012



By Geography



2012

Significant operating income growth driven by margin expansion

- Strong track record of margin gains
- 250 bps of opportunity from gross margin expansion

Adjusted Operating Income Margin⁽¹⁾



(1) See GAAP to non-GAAP reconciliation at the end of this presentation.

H1 provides solid foundation for strong performance in H2 and 2014

- Strong underlying fundamentals in H1
 - High-quality revenue growth fueled by strong vol / mix
 - 60% of revenue gained / held share
 - Power Brands up 8%
 - Strong growth in Biscuits (+8%)(¹) and Chocolate (+6%)(¹)
 - Emerging Markets up 9.5%
 - Accelerated investments in emerging markets
- Difficult operating environment expected in H2
 - Emerging markets slowing
 - Continued low-growth environment in developed markets
 - Continued coffee price headwinds



(1) See GAAP to non-GAAP reconciliation at the end of this presentation.

Maintained 2013 outlook based on strong H2

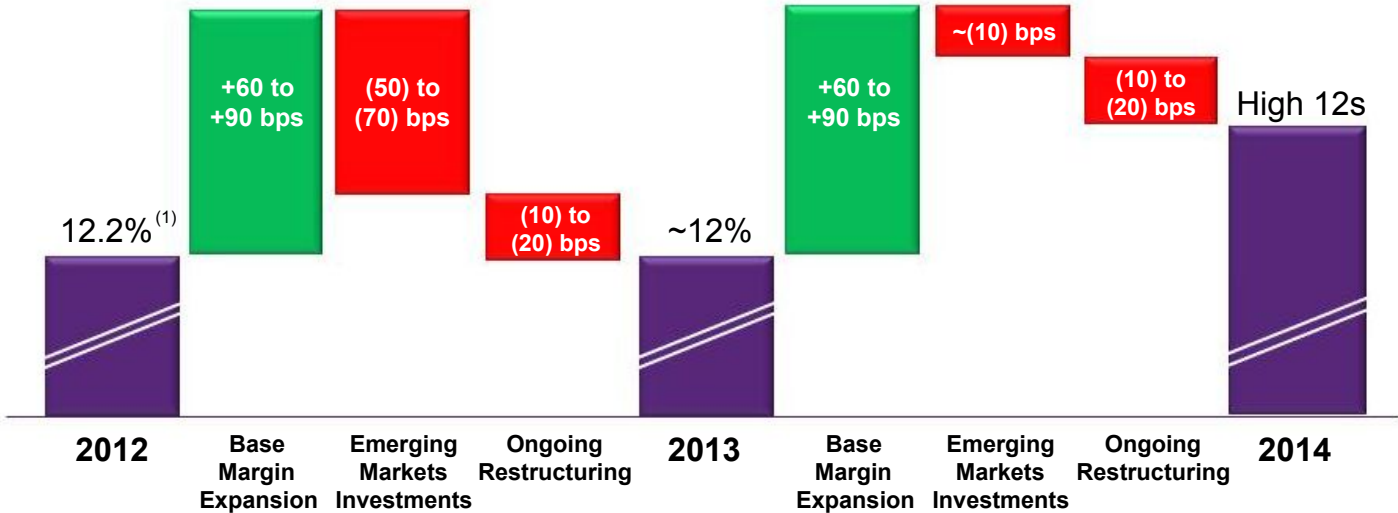
	<u>Actual H1'13⁽¹⁾</u>	<u>Implied H2'13</u>	<u>Outlook FY'13</u>
Organic Revenue Growth	3.8%	~6%	Low end of 5-7%
Adjusted OI Margin	10.8%	~13%	~12%
Adjusted Effective Tax Rate	5.8%	16-20%	12-14%
Adjusted EPS % vs PY – Cst Fx	\$0.71	\$0.84-\$0.89	\$1.55-\$1.60 14-18% ⁽²⁾



- (1) See GAAP to non-GAAP reconciliation at the end of this presentation.
 (2) Constant currency calculation excludes the (\$0.04) impact from the Venezuelan bolivar devaluation imbedded in the current guidance range of \$1.55- \$1.60.

Accelerating investments in 2013 enables significant margin expansion in 2014

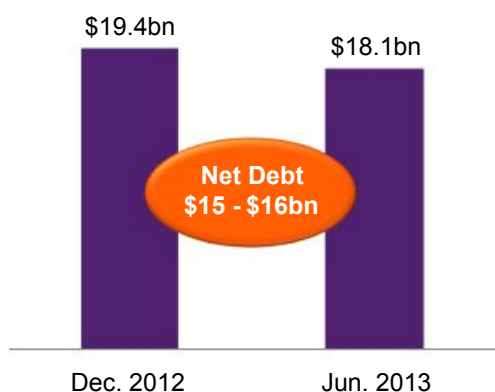
Adjusted Operating Income Margin



(1) See GAAP to non-GAAP reconciliation at the end of this presentation.

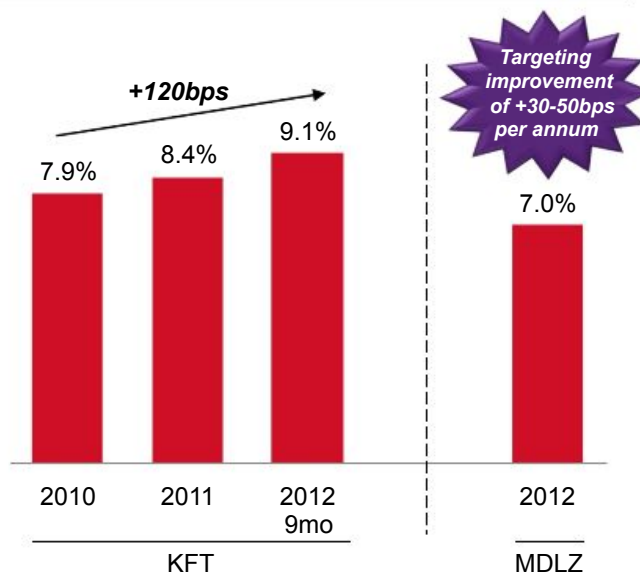
Disciplined capital deployment

Solid Balance Sheet – Total Debt



- Investment-grade with access to CP
- Flexibility for tack-on M&A

Steady ROIC Improvement ⁽¹⁾



- Strong improvement since Cadbury acquisition
- Ongoing 30-50bps increase through:
 - Double-digit EPS growth
 - Tight management of working capital and capex
 - Return of capital to shareholders



(1) Calculation excludes non-recurring items.

Significant increase in return of capital to shareholders ...

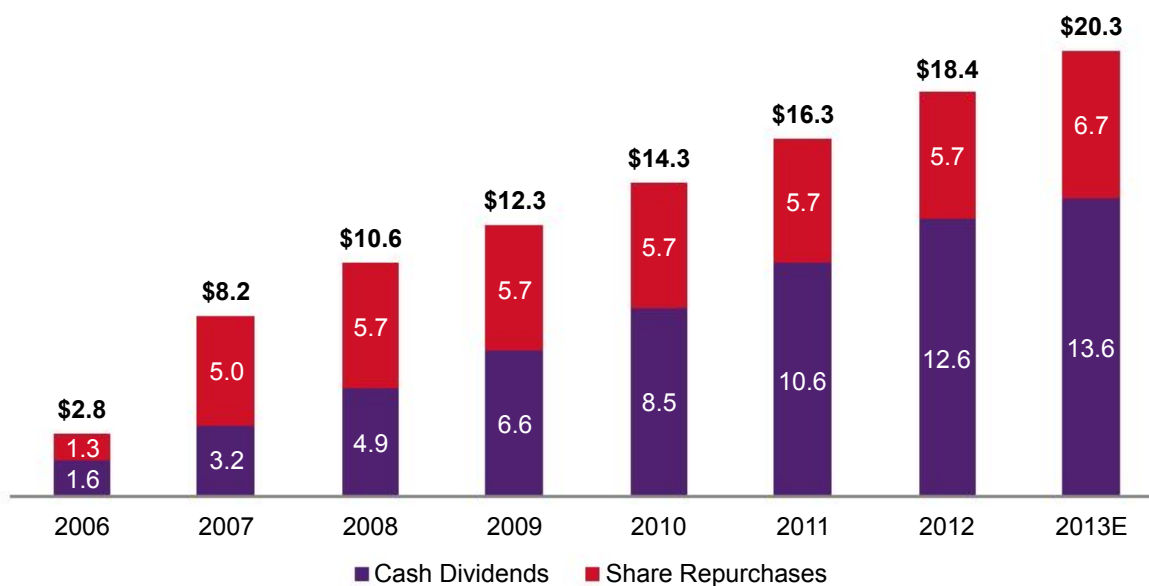
Priorities for Use of Free Cash Flow

- 1 Reinvest in the business to drive top-tier growth
- 2 Tack-on M&A, especially in emerging markets
- 3 Return of capital to shareholders
 - Significantly increasing share repurchase authorization from \$1.2B to \$6B through 2016 (\$1-2B annually)
 - First increase in quarterly dividend since 2008 (+\$0.01, +8%)
- 4 Pay down debt to preserve balance sheet flexibility

... Consistent with long-standing commitment

Cumulative Return of Capital 2006-2013E (\$bn)

(cash dividends plus share repurchases)



Committed to delivering top-tier performance

- Mondelez International is a unique, global consumer staples company with an advantaged footprint in emerging markets, strong positions in fast-growing snacking categories and iconic Power Brands
- Management has a strong record of delivering TSR well above peers
- The company's virtuous growth cycle provides a framework to deliver top-tier revenue and EPS growth as well as significant margin expansion
- This performance will translate into superior shareholder returns and steady improvement in ROIC



Mondelez International



GAAP to Non-GAAP Reconciliation

Kraft Foods Inc. Gross Profit/Operating Income and Related Margins

(\$ in millions except percentages) (Unaudited)

	As Reported (GAAP)	Integration costs ⁽¹⁾	Separation Program costs ⁽²⁾	Restructuring Program costs ⁽³⁾	Asset Impairment costs	Loss on Sale of Food Factory	Gain on Redemption of United Biscuits investment	(Gain)/Loss on Divestitures, net	Excluding Items (Non-GAAP)
2002									
Net Revenues	\$29,248	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 29,248
Gross Profit	11,785	-	-	-	-	-	-	-	11,785
Gross Profit Margin	40.3%								40.3%
Operating Income	5,961	115	142	-	-	(4)	-	(80)	6,134
OI Margin	20.4%								21.0%
2003									
Net Revenues	\$30,498	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 30,498
Gross Profit	11,967	-	-	-	-	-	-	-	11,967
Gross Profit Margin	39.2%								39.2%
Operating Income	5,860	(13)	-	-	6	-	-	(31)	5,822
OI Margin	19.2%								19.1%
2004									
Net Revenues	\$32,168	\$ -	\$ -	\$ 7	\$ -	\$ -	\$ -	\$ -	\$ 32,175
Gross Profit	11,887	-	-	37	-	-	-	-	11,924
Gross Profit Margin	37.0%								37.1%
Operating Income	4,612	-	-	633	67	-	-	3	5,315
OI Margin	14.3%								16.5%
2005									
Net Revenues	\$34,113	\$ -	\$ -	\$ 2	\$ -	\$ -	\$ -	\$ -	\$ 34,115
Gross Profit	12,268	-	-	58	-	-	-	-	12,326
Gross Profit Margin	36.0%								36.1%
Operating Income	4,752	-	-	297	269	-	-	(108)	5,210
OI Margin	13.9%								15.3%
2006									
Net Revenues	\$34,356	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 34,356
Gross Profit	12,416	-	-	25	-	-	-	-	12,441
Gross Profit Margin	36.1%								36.2%
Operating Income	4,526	-	-	673	424	-	(251)	(117)	5,255
OI Margin	13.2%								15.3%

Note: Reported amounts for 2002-2004 as per the 2004 Form 10-K; Reported amounts for 2005 and 2006 are as presented in each respective year's Form 10-K.

⁽¹⁾ Integration costs relate to the charges incurred to consolidate production lines, close facilities and other consolidation programs associated with the acquisition of Nabisco.

⁽²⁾ Separation Program costs are the charges incurred in 2002 related to employee acceptances under a voluntary retirement program.

⁽³⁾ Restructuring Program costs represent non-recurring restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing related non-recurring costs. For 2004-2006, refers to the 2004-2008 Restructuring Program.

GAAP to Non-GAAP Reconciliation

Kraft Foods Inc. Net Revenues to Organic Net Revenue Growth (percentages) (Unaudited)

	<u>As Reported (GAAP)</u>	<u>Impact of Divestitures / Other</u>	<u>Impact of Acquisitions</u>	<u>Impact of Currency</u>	<u>Organic (Non-GAAP)</u>
For the Twelve Months Ended:					
December 31, 2007	8.6%	(0.6)pp	0.8pp	3.1pp	5.3%
December 31, 2008	16.9%	(0.8)pp	8.9pp	2.0pp	6.8%
December 31, 2009	(3.7)%	(0.7)pp	0.0pp	(4.5)pp	1.5%
Compound Annual Growth Rate 2006 - 2009:	6.9%				4.5%

GAAP to Non-GAAP Reconciliation

Kraft Foods Inc. Operating Income Growth (percentages) (Unaudited)

<u>For the Twelve Months Ended:</u>	<u>As Reported (GAAP)</u>	<u>Integration costs ⁽¹⁾</u>	<u>Separation Program costs ⁽²⁾</u>	<u>Restructuring Program costs ⁽³⁾</u>	<u>Asset Impairment costs</u>	<u>Loss on Sale of Food Factory</u>	<u>Gain on Redemption of United Biscuits investment</u>	<u>(Gain)/Loss on Divestitures, net</u>	<u>Excluding Items (Non-GAAP)</u>
December 31, 2003	(1.7)%	(2.1) pp	(2.2) pp	- pp	0.1 pp	0.1 pp	- pp	0.7 pp	(5.1)%
December 31, 2004	(21.3)%	0.2 pp	- pp	10.8 pp	1.1 pp	- pp	- pp	0.5 pp	(8.7)%
December 31, 2005	3.0 %	- pp	- pp	(6.7) pp	3.8 pp	- pp	- pp	(2.1) pp	(2.0)%
December 31, 2006	(4.8)%	- pp	- pp	7.8 pp	2.7 pp	- pp	(4.7) pp	(0.1) pp	0.9 %
Compound Annual Growth Rate 2002-2006	(6.7)%								(3.8)%

Note: Reported amounts for 2002-2004 as per the 2004 Form 10-K; Reported amounts for 2005 and 2006 are as presented in each respective year's Form 10-K.

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GAAP to Non-GAAP Reconciliation

Kraft Foods Inc. Operating Income Growth (percentages) (Unaudited)

<u>For the Twelve Months Ended:</u>	<u>As Reported (GAAP)</u>	<u>Integration costs ⁽¹⁾</u>	<u>Restructuring Program costs ⁽³⁾</u>	<u>Asset Impairment costs</u>	<u>Gain on Redemption of United Biscuits investment</u>	<u>(Gain)/Loss on Divestitures, net</u>	<u>Excluding Items (Non-GAAP)</u>
December 31, 2007	0.4 %	- pp	(4.4) pp	(5.5) pp	4.6 pp	2.0 pp	(2.9)%
December 31, 2008	(8.0)%	2.0 pp	12.0 pp	0.3 pp	- pp	2.2 pp	8.5 %
December 31, 2009	43.7 %	(2.2) pp	(30.2) pp	(2.7) pp	- pp	(1.8) pp	6.8 %
Compound Annual Growth Rate 2006-2009	9.9 %						4.0 %

Note: Reported amounts for 2007-2009 as per the 2009 Form 10-K which reflected restatements made for all years associated with the spin-off of the *Post c* cereals business and the change in the company's method of valuing its U.S. inventories to the average cost method from the LIFO method.

- (1) Integration costs relate to the costs associated with combining the Kraft Foods and LU businesses, and are separate from those costs associated with the acquisition.
- (2) Restructuring Program costs represent non-recurring restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing related non-recurring costs. For 2006-2009, refers to the 2004-2008 Restructuring Program.

GAAP to Non-GAAP Reconciliation

Kraft Foods Inc.
Free Cash Flow as a Percentage of Net Earnings
(\$ in millions) (Unaudited)

	For the Twelve Months Ended December 31,	
	2006	2009
Net Cash Provided by Operating Activities (GAAP)	\$ 3,720	\$ 5,084
Capital Expenditures	(1,169)	(1,330)
Free Cash Flow (Non-GAAP)	\$ 2,551	\$ 3,754
Net Earnings Attributable to Kraft	3,060	3,021
Free Cash Flow / Net Earnings (Non-GAAP)	83%	124%

GAAP to Non-GAAP Reconciliation

Kraft Foods Inc. Net Revenues to Organic Net Revenues

(\$ in millions, except percentages) (Unaudited)

	For the Years Ended December 31,		\$ Change	% Change
	2010	2009		
Organic Net Revenues (Non-GAAP)	\$ 39,874	\$ 38,645	\$ 1,229	3.2%
Impact of divestitures	21	109	(88)	(0.3)pp
Impact of acquisitions ⁽¹⁾	9,143	-	9,143	23.6pp
Impact of Integration Program	(1)	-	(1)	0.0pp
Impact of accounting calendar changes	201	-	201	0.6pp
Impact of foreign currency	(31)	-	(31)	(0.1)pp
Net Revenues (GAAP)	\$ 49,207	\$ 38,754	\$ 10,453	27.0%

	For the Years Ended December 31,		\$ Change	% Change
	2011	2010		
Organic Net Revenues (Non-GAAP)	\$ 51,533	\$ 48,363	\$ 3,170	6.6%
Impact of divestitures ⁽²⁾	91	652	(561)	(1.3)pp
Impact of acquisitions ⁽³⁾	697	-	697	1.4pp
Impact of Integration Program	(1)	(1)	-	0.0pp
Impact of accounting calendar changes ⁽⁴⁾	880	193	687	1.4pp
Impact of foreign currency	1,165	-	1,165	2.4pp
Net Revenues (GAAP)	\$ 54,365	\$ 49,207	\$ 5,158	10.5%

	For the Nine Months Ended September 30,		\$ Change	% Change
	2012	2011		
Organic Net Revenues (Non-GAAP)	\$ 40,761	\$ 39,225	\$ 1,536	3.9%
Impact of divestitures ⁽²⁾	-	91	(91)	(0.2)pp
Impact of accounting calendar changes ⁽⁴⁾	-	361	(361)	(0.9)pp
Impact of foreign currency	(1,473)	-	(1,473)	(3.8)pp
Net Revenues (GAAP)	\$ 39,288	\$ 39,677	\$ (389)	(1.0)%

⁽¹⁾ Impact of acquisitions reflects the incremental February 2010 to December 2010 operating results from the company's Cadbury acquisition

⁽²⁾ Impact of divestitures includes for reporting purposes Starbucks CPG business.

⁽³⁾ Impact of acquisitions reflects the incremental January 2011 operating results from our Cadbury acquisition on February 2, 2010

⁽⁴⁾ Includes the impacts of accounting calendar changes and the 53rd week of shipments in 2011.

GAAP to Non-GAAP Reconciliation

Kraft Foods Inc. Reported to Adjusted Operating Income Margin

(\$ in millions, except percentages) (Unaudited)

	As Reported (GAAP)	Integration Program Costs ⁽¹⁾	Spin-Off Costs ⁽²⁾	Restructuring Program Costs ⁽³⁾	Acquisition-Related Costs ⁽⁴⁾	Impact of Divestitures ⁽⁵⁾	Loss on Divestitures, net	As Adjusted (Non-GAAP)
For the Year Ended December 31, 2010								
Net Revenues	\$49,207	\$ 1	\$ -	\$ -	\$ -	\$ (652)	\$ -	\$ 48,556
Operating Income	5,666	646	-	(37)	273	(149)	6	6,405
Operating Income Margin	11.5%							13.2%
For the Year Ended December 31, 2011								
Net Revenues	\$54,365	\$ 1	\$ -	\$ -	\$ -	\$ (91)	\$ -	\$ 54,275
Operating Income	6,657	521	46	(7)	-	(15)	-	7,202
Operating Income Margin	12.2%							13.3%
For the Nine Months Ended September 30, 2012								
Net Revenues	\$39,288	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 39,288
Operating Income	5,222	64	365	238	-	-	-	5,889
Operating Income Margin	13.3%							15.0%
For the Three Months Ended December 31, 2011								
Net Revenues	\$14,688	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 14,689
Operating Income	1,507	169	46	-	-	-	-	1,722
Operating Income Margin	13.3%							11.7%
For the Twelve Months Ended September 30, 2012								
Net Revenues	\$53,976	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 53,977
Operating Income	6,729	233	411	238	-	-	-	7,611
Operating Income Margin	12.5%							14.1%

⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Kraft Foods and Cadbury businesses, and are separate from those costs associated with the acquisition.

⁽²⁾ Spin-Off Costs represent transaction and transition costs associated with preparing the businesses for independent operations consisting primarily of financial advisory fees, legal fees, accounting fees, tax services and information systems infrastructure duplication, and financing and related costs to redistribute debt and secure investment grade ratings for both the Kraft Foods Group business and the Mondelez International business.

⁽³⁾ Restructuring Program costs represent non-recurring restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing related non-recurring costs. For 2012, refers to the 2012-2014 Restructuring Program; for 2010 and 2011, refers to reversals of 2004-2008 Restructuring Program costs.

⁽⁴⁾ Acquisition-related costs relate to the acquisition of Cadbury and include transaction advisory fees, U.K. stamp taxes and the impact of the Cadbury inventory revaluation.

⁽⁵⁾ Impact of divestitures includes for reporting purposes the Starbucks CPG business.

GAAP to Non-GAAP Reconciliation

Kraft Foods Inc. Diluted EPS to Adjusted EPS (Unaudited)

	For the Years Ended December 31,		% Change
	2010	2009	
Adjusted EPS	\$ 2.01	\$ 1.86	8.1 %
Integration Program costs and other acquisition integration costs ⁽¹⁾	(0.29)	(0.01)	
Acquisition-related costs ⁽²⁾ and financing fees ⁽³⁾	(0.21)	(0.04)	
U.S. Healthcare legislation impact on deferred taxes	(0.08)	-	
Restructuring Program costs ⁽⁴⁾	0.01	0.04	
Gains/(Losses) on divestitures, net	-	0.04	
Net Earnings from divested businesses	-	-	
Dilutes EPS attributable to Kraft Foods from Continuing Operations	\$ 1.44	\$ 1.89	(23.8)%
Discontinued Operations	0.95	0.14	
Diluted EPS attributable to Kraft Foods	\$ 2.39	\$ 2.03	17.7 %

	For the Years Ended December 31,		% Change
	2011	2010	
Adjusted EPS	\$ 2.28	\$ 1.95	16.9 %
Integration Program costs ⁽¹⁾	(0.28)	(0.29)	
Acquisition-related costs ⁽²⁾ and financing fees ⁽³⁾	-	(0.21)	
U.S. Healthcare legislation impact on deferred taxes	-	(0.08)	
Restructuring Program costs ⁽⁴⁾	-	0.01	
Spin-Off Costs	(0.02)	-	
Gains/(Losses) on divestitures, net	-	-	
Net Earnings from divested businesses ⁽⁵⁾	0.01	0.06	
Dilutes EPS attributable to Kraft Foods from Continuing Operations	\$ 1.99	\$ 1.44	38.2 %
Discontinued Operations	-	0.95	
Diluted EPS attributable to Kraft Foods	\$ 1.99	\$ 2.39	(16.7)%

	For the Nine Months Ended September 30,		% Change
	2012	2011	
Adjusted EPS	\$ 1.88	\$ 1.71	9.9 %
Integration Program costs ⁽¹⁾	(0.04)	(0.20)	
Restructuring Program costs	(0.08)	-	
Spin-Off Costs	(0.36)	-	
Gains/(Losses) on divestitures, net	-	-	
Net Earnings from divested businesses ⁽⁴⁾	-	0.01	
Diluted EPS attributable to Kraft Foods	\$ 1.40	\$ 1.52	(7.9)%

- ⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Kraft Foods and Cadbury businesses, and are separate from those costs associated with acquisition. Other acquisition integration costs are the costs associated with combining the Kraft Foods and LU businesses, and are separate from those costs associated with the acquisition.
- ⁽²⁾ Acquisition-related costs relate to the acquisition of Cadbury and include transaction advisory fees, U.K. stamp taxes and the impact of the Cadbury inventory revaluation.
- ⁽³⁾ Acquisition-related financing fees include hedging and foreign currency impacts associated with the Cadbury acquisition and other fees associated with the Cadbury Bridge Facility.
- ⁽⁴⁾ Restructuring Program costs represent non-recurring restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing related non-recurring costs. For 2012, refers to the 2012-2014 Restructuring Program; for 2010 and 2011, refers to reversals of 2004-2008 Restructuring Program costs.
- ⁽⁵⁾ Impact of divestitures includes for reporting purposes Starbucks CPG business.

GAAP to Non-GAAP Reconciliation

Mondelēz International Net Revenues to Organic Net Revenues

(\$ in millions, except percentages) (Unaudited)

	For the Years Ended			
	December 31,		\$ Change	% Change
	2010	2009		
Organic Net Revenues (Non-GAAP)	\$ 22,369	\$ 21,486	\$ 883	4.1%
Impact of foreign currency	(223)	-	(223)	(1.0)pp
Impact of acquisitions ⁽¹⁾	9,143	-	9,143	42.6pp
Impact of accounting calendar changes	201	-	201	0.9pp
Impact of Integration Program	(1)	-	(1)	0.0pp
Impact of divestitures	-	73	(73)	(0.5)pp
Net Revenues (GAAP)	\$ 31,489	\$ 21,559	\$ 9,930	46.1%

	For the Years Ended			
	December 31,		\$ Change	% Change
	2011	2010		
Organic Net Revenues (Non-GAAP)	\$ 33,385	\$ 31,192	\$ 2,193	7.0%
Impact of foreign currency	1,074	-	1,074	3.4pp
Impact of acquisitions ⁽²⁾	697	-	697	2.3pp
Impact of accounting calendar changes ⁽³⁾	655	193	462	1.4pp
Impact of Integration Program	(1)	(1)	-	0.0pp
Impact of divestitures	-	105	(105)	(0.4)pp
Net Revenues (GAAP)	\$ 35,810	\$ 31,489	\$ 4,321	13.7%

	For the Nine Months Ended			
	September 30,		\$ Change	% Change
	2012	2011		
Organic Net Revenues (Non-GAAP)	\$ 26,704	\$ 25,520	\$ 1,184	4.6%
Impact of foreign currency	(1,414)	-	(1,414)	(5.4)pp
Impact of accounting calendar changes	-	349	(349)	(1.4)pp
Impact of divestitures	230	262	(32)	(0.1)pp
Net Revenues (GAAP)	\$ 25,520	\$ 26,131	\$ (611)	(2.3)%

⁽¹⁾ Impact of acquisitions reflects the incremental February 2010 to December 2010 operating results from the company's Cadbury acquisition.

⁽²⁾ Impact of acquisitions reflects the incremental January 2011 operating results from our Cadbury acquisition on February 2, 2010.

⁽³⁾ Includes the impacts of accounting calendar changes and the 53rd week of shipments in 2011.

GAAP to Non-GAAP Reconciliation

Mondelēz International

Reported to Adjusted Operating Income Margin

(\$ in millions, except percentages) (Unaudited)

	As Revised (GAAP)	Integration Program Costs and other acquisition integration costs ⁽¹⁾	Spin-Off Costs and related adjustments ⁽²⁾	Restructuring Program Costs ⁽³⁾	Acquisition-Related Costs ⁽⁴⁾	Impact of Divestitures ⁽⁵⁾	(Gain)/Loss on divestitures, net	As Adjusted (Non-GAAP)
For the Year Ended December 31, 2008								
Net Revenues	\$22,872	\$ -	\$ -	\$ -	\$ -	\$ (666)	\$ -	\$ 22,206
Operating Income	1,148	81	91	708	-	(84)	91	2,035
Operating Income Margin	5.0%							9.2%
For the Year Ended December 31, 2009								
Net Revenues	\$21,559	\$ -	\$ -	\$ -	\$ -	\$ (377)	\$ -	\$ 21,182
Operating Income	2,016	27	91	(76)	40	(73)	6	2,031
Operating Income Margin	9.4%							9.6%
For the Year Ended December 31, 2010								
Net Revenues	\$31,489	\$ 1	\$ -	\$ -	\$ -	\$ (500)	\$ -	\$ 30,990
Operating Income	2,496	646	91	(29)	273	(67)	-	3,410
Operating Income Margin	7.9%							11.0%
For the Year Ended December 31, 2011								
Net Revenues	\$35,810	\$ 1	\$ -	\$ -	\$ -	\$ (429)	\$ -	\$ 35,382
Operating Income	3,498	521	137	(5)	-	(67)	-	4,084
Operating Income Margin	9.8%							11.5%
For the Year Ended December 31, 2012								
Net Revenues	\$35,015	\$ -	\$ -	\$ -	\$ -	\$ (340)	\$ -	\$ 34,675
Operating Income	3,637	140	512	110	1	(58)	(107)	4,235
Operating Income Margin	10.4%							12.2%

⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Mondelēz International and Cadbury businesses, and are separate from those costs associated with the acquisition. Other acquisition integration costs are defined as the costs associated with combining the Mondelēz International and LU businesses, and are separate from those costs associated with the acquisition.

⁽²⁾ Spin-Off Costs represent transaction and transition costs associated with preparing the businesses for independent operations consisting primarily of financial advisory fees, legal fees, accounting fees, tax services and information systems infrastructure duplication, and financing and related costs to redistribute debt and secure investment grade ratings for both the Kraft Foods Group business and the Mondelēz International business. Spin-Off related adjustments refers to the pension adjustment defined as the estimated benefit plan expense associated with certain benefit plan obligations transferred to Kraft Foods Group in the Spin-Off.

⁽³⁾ Restructuring Program costs represent non-recurring restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing related non-recurring costs. For the years 2008 to 2011, refers to the 2004-2008 Restructuring Program. For the year 2012, refers to 2012-2014 Restructuring Program.

⁽⁴⁾ Acquisition-related costs for 2009 and 2010 relate to the acquisition of Cadbury and include transaction advisory fees, U.K. stamp taxes and the impact of the Cadbury inventory revaluation.

⁽⁵⁾ Includes all divestitures that have occurred through 2013.

GAAP to Non-GAAP Reconciliation

Mondelēz International Reported to Adjusted Operating Income Margin

(\$ in millions, except percentages) (Unaudited)

	As Revised (GAAP)	Integration Program Costs ⁽¹⁾	Spin-Off Costs and related adjustments ⁽²⁾	2012-2014 Restructuring Program Costs ⁽³⁾	Impact of Divestitures ⁽⁴⁾	As Adjusted (Non-GAAP)
For the Nine Months Ended September 30, 2012						
Net Revenues	\$ 25,520	\$ -	\$ -	\$ -	\$ (297)	\$ 25,223
Operating Income	2,678	64	433	69	(51)	3,193
Operating Income Margin	10.5%					12.7%
For the Three Months Ended December 31, 2011						
Net Revenues	\$ 9,679	\$ 1	\$ -	\$ -	\$ (81)	\$ 9,599
Operating Income	823	169	69	-	(12)	1,049
Operating Income Margin	8.5%					10.9%
For the Twelve Months Ended September 30, 2012						
Net Revenues	\$ 35,199	\$ 1	\$ -	\$ -	\$ (378)	\$ 34,822
Operating Income	3,501	233	502	69	(63)	4,242
Operating Income Margin	9.9%					12.2%

⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Mondelēz International and Cadbury businesses, and are separate from those costs associated with the acquisition.

⁽²⁾ Spin-Off Costs represent transaction and transition costs associated with preparing the businesses for independent operations consisting primarily of financial advisory fees, legal fees, accounting fees, tax services and information systems infrastructure duplication, and financing and related costs to redistribute debt and secure investment grade ratings for both the Kraft Foods Group business and the Mondelēz International business. Spin-Off related adjustments refers to the pension adjustment defined as the estimated benefit plan expense associated with certain benefit plan obligations transferred to Kraft Foods Group in the Spin-Off.

⁽³⁾ Restructuring Program costs represent non-recurring restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing related non-recurring costs.

⁽⁴⁾ Includes all divestitures that have occurred through 2013.

GAAP to Non-GAAP Reconciliation

Kraft Foods Group Net Revenues to Organic Net Revenues

(\$ in millions, except percentages) (Unaudited)

	For the Years Ended			
	December 31,		\$ Change	% Change
	2010	2009		
Organic Net Revenues (Non-GAAP)	\$ 17,589	\$ 17,248	\$ 341	2.0%
Impact of divestitures ⁽¹⁾	14	30	(16)	(0.1)pp
Impact of foreign currency	194	-	194	1.1 pp
Net Revenues (GAAP)	\$ 17,797	\$ 17,278	\$ 519	3.0%

	For the Years Ended			
	December 31,		\$ Change	% Change
	2011	2010		
Organic Net Revenues (Non-GAAP)	\$ 18,248	\$ 17,250	\$ 998	5.8%
Impact of divestitures ⁽²⁾	91	547	(456)	(2.8)pp
Impact of the 53rd week of shipments	225	-	225	1.3 pp
Impact of foreign currency	91	-	91	0.5 pp
Net Revenues (GAAP)	\$ 18,655	\$ 17,797	\$ 858	4.8%

	For the Nine Months Ended			
	September 30,		\$ Change	% Change
	2012	2011		
Organic Net Revenues (Non-GAAP)	\$ 13,885	\$ 13,529	\$ 356	2.6%
Impact of foreign currency	(40)	-	(40)	(0.3)pp
Impact of the Starbucks CPG business cessation	-	91	(91)	(0.6)pp
Net Revenues (GAAP)	\$ 13,845	\$ 13,620	\$ 225	1.7%

⁽¹⁾ The Starbucks CPG business net revenues were included in 2009 and 2010 within Organic Net Revenues.

⁽²⁾ Impact of divestitures includes for reporting purposes the Starbucks CPG business.

GAAP to Non-GAAP Reconciliation

Kraft Foods Group Reported to Adjusted Operating Income Margin

(\$ in millions, except percentages) (Unaudited)

	As Reported (GAAP)	Restructuring Program Costs ⁽¹⁾	Impact of Divestitures ⁽²⁾	Loss on Divestitures, net	As Adjusted (Non-GAAP)
For the Twelve Months Ended December 31, 2010					
Net Revenues	\$ 17,797	\$ -	\$ (547)	\$ -	\$ 17,250
Operating Income	2,961	(8)	(145)	6	2,814
Operating Income Margin	16.6%				16.3%
For the Twelve Months Ended December 31, 2011					
Net Revenues	\$ 18,655	\$ -	\$ (91)	\$ -	\$ 18,564
Operating Income	2,923	(2)	(15)	-	2,906
Operating Income Margin	15.7%				15.7%
For the Nine Months Ended September 30, 2012					
Net Revenues	\$ 13,845	\$ -	\$ -	\$ -	\$ 13,845
Operating Income	2,392	170	-	-	2,562
Operating Income Margin	17.3%				18.5%
For the Three Months Ended December 31, 2011					
Net Revenues	\$ 5,034	\$ -	\$ -	\$ -	\$ 5,034
Operating Income	508	-	-	-	508
Operating Income Margin	10.1%				10.1%
For the Twelve Months Ended September 30, 2012					
Net Revenues	\$ 18,879	\$ -	\$ -	\$ -	\$ 18,879
Operating Income	2,900	170	-	-	3,070
Operating Income Margin	15.4%				16.3%

⁽¹⁾ Restructuring Program costs represent non-recurring restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing related non-recurring costs. For the years 2010 and 2011, refers to reversals of 2004-2008 Restructuring Program costs. For the year 2012, refers to costs incurred related to the 2012-2014 Restructuring Program.

⁽²⁾ Impact of divestitures includes for reporting purposes the Starbucks CPG business.

GAAP to Non-GAAP Reconciliation

Mondelēz International Segment Operating Income To Adjusted Segment Operating Income

For the Twelve Months Ended December 31, 2012

(\$ in millions, except percentages) (Unaudited)

	As Revised (GAAP)	Integration Program costs ⁽¹⁾	Spin-Off Costs and Related Adjustments ⁽²⁾	2012-2014 Restructuring Program costs ⁽³⁾	Impact from Divestitures ⁽⁴⁾	As Adjusted (Non-GAAP)
Europe						
Net Revenues	\$ 13,817	\$ -	\$ -	\$ -	\$ (197)	\$ 13,620
Segment Operating Income	\$ 1,762	\$ 47	\$ 1	\$ 6	\$ (51)	\$ 1,765
Segment Operating Income Margin	12.8%					13.0%
North America						
Net Revenues	\$ 6,903	\$ -	\$ -	\$ -	\$ (47)	\$ 6,856
Segment Operating Income	\$ 781	\$ 6	\$ 77	\$ 98	\$ (7)	\$ 955
Segment Operating Income Margin	11.3%					13.9%

⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Mondelēz International and Cadbury businesses, and are separate from those costs associated with the acquisition.

⁽²⁾ Spin-Off Costs represent transaction and transition costs associated with preparing the businesses for independent operations consisting primarily of financial advisory fees, legal fees, accounting fees, tax services and information systems infrastructure duplication, and financing and related costs to redistribute debt and secure investment grade ratings for both the Kraft Foods Group business and the Mondelēz International business. Spin-Off related adjustments include the pension adjustment defined as the estimated benefit plan expense associated with certain benefit plan obligations transferred to Kraft Foods Group in the Spin-Off.

⁽³⁾ Restructuring Program costs represent restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing-related costs.

⁽⁴⁾ Includes all divestitures that have occurred through 2013.

GAAP to Non-GAAP Reconciliation

Mondelēz International Net Revenues to Organic Net Revenues by Consumer Sector

For the Six Months Ended June 30,
(\$ in millions, except percentages) (Unaudited)

	As Reported/ Revised (GAAP)	Impact of Divestitures	Impact of Acquisitions ⁽¹⁾	Impact of Currency	Organic (Non-GAAP)	% Change	
						As Reported (GAAP)	Organic (Non-GAAP)
2013							
Biscuits	\$ 5,815	\$ (17)	\$ (36)	\$ 89	\$ 5,851	5.9%	8.0%
Chocolate	4,559	-	-	121	4,680	3.1%	5.8%
Gum & Candy	2,501	(3)	-	75	2,573	(4.8)%	(1.8)%
Beverage	2,956	-	-	39	2,995	(0.3)%	1.0%
Cheese & Grocery	1,508	-	-	36	1,544	10.9%	(1.7)%
Mondelēz International	\$ 17,339	\$ (20)	\$ (36)	\$ 360	\$ 17,643	0.8%	3.8%
2012							
Biscuits	\$ 5,489	\$ (69)	\$ -	\$ -	\$ 5,420		
Chocolate	4,422	-	-	-	4,422		
Gum & Candy	2,626	(7)	-	-	2,619		
Beverage	2,965	(1)	-	-	2,964		
Cheese & Grocery	1,692	(122)	-	-	1,570		
Mondelēz International	\$ 17,194	\$ (199)	\$ -	\$ -	\$ 16,995		

⁽¹⁾ On February 22, 2013, the company acquired the remaining interest in a biscuit operation in Morocco, which is now a wholly-owned subsidiary within the EEMEA segment.

GAAP to Non-GAAP Reconciliation

Mondelēz International Operating Income Margin To Adjusted Operating Income Margin

For the Six Months Ended June 30, 2013
(\$ in millions, except percentages) (Unaudited)

	As Reported/ Revised (GAAP)	Integration Program and other acquisition integration costs ⁽¹⁾	Spin-Off Costs and Related Adjustments ⁽²⁾	2012-2014 Restructuring Program costs ⁽³⁾	Impact of divestitures	Gains on acquisition and divestitures, net ⁽⁴⁾	Acquisition- related costs	As Adjusted (Non-GAAP)
Net Revenues	\$17,339	\$ -	\$ -	\$ -	\$ (20)	\$ -	\$ -	\$ 17,319
Operating income	\$ 1,699	\$ 74	\$ 24	\$ 99	\$ 7	\$ (28)	\$ 2	\$ 1,877
Operating income margin	9.8%							10.8%

⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Mondelēz International and Cadbury businesses, and are separate from those costs associated with the acquisition.

⁽²⁾ Spin-Off Costs represent transaction and transition costs associated with preparing the businesses for independent operations consisting primarily of financial advisory fees, legal fees, accounting fees, tax services and information systems infrastructure duplication, and financing and related costs to redistribute debt and secure investment grade ratings for both the Kraft Foods Group business and the Mondelēz International business. Spin-Off related adjustments include the pension adjustment defined as the estimated benefit plan expense associated with certain benefit plan obligations transferred to Kraft Foods Group in the Spin-Off.

⁽³⁾ Restructuring Program costs represent restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing-related costs.

⁽⁴⁾ On February 22, 2013, the company acquired the remaining interest in a biscuit operation in Morocco, which is now a wholly-owned subsidiary within the EEMEA segment. A pre-tax gain of \$22 million was recorded in connection with the acquisition. In addition, during the three months ended June 30, 2013, the company completed two divestitures, a salty snack business in Turkey and a confectionery business in South Africa. A pre-tax gain of \$6 million was recorded in connection with these divestitures.

GAAP to Non-GAAP Reconciliation

Mondelēz International Effective Tax Rate To Adjusted Effective Tax Rate

For the Six Months Ended June 30, 2013
(\$ in millions, except percentages) (Unaudited)

	As Reported (GAAP)	Integration Program and other acquisition integration costs ⁽¹⁾	Spin-Off Costs ⁽²⁾	2012-2014 Restructuring Program Costs ⁽³⁾	Net Earnings from divestitures	Gains on acquisition and divestitures, net ⁽⁴⁾	Acquisition- related costs	As Adjusted (Non-GAAP)
Earnings from continuing operations before income taxes	\$ 1,185	\$ 74	\$ 24	\$ 99	\$ 7	\$ (28)	\$ 7	\$ 1,368
Provision for income taxes	\$ (6)	\$ 15	\$ 10	\$ 26	\$ 2	\$ 39	\$ (7)	\$ 79
Effective tax rate	(0.5)%							5.8%

⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Mondelēz International and Cadbury businesses, and are separate from those costs associated with the acquisition.

⁽²⁾ Spin-Off Costs represent transaction and transition costs associated with preparing the businesses for independent operations consisting primarily of financial advisory fees, legal fees, accounting fees, tax services and information systems infrastructure duplication, and financing and related costs to redistribute debt and secure investment grade ratings for both the Kraft Foods Group business and the Mondelēz International business.

⁽³⁾ Restructuring Program costs represent restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing-related costs.

⁽⁴⁾ On February 22, 2013, the company acquired the remaining interest in a biscuit operation in Morocco, which is now a wholly-owned subsidiary within the EEMEA segment. A pre-tax gain of \$22 million was recorded in connection with the acquisition. In addition, during the three months ended June 30, 2013, the company completed two divestitures, a salty snack business in Turkey and a confectionery business in South Africa. A pre-tax gain of \$6 million (or an after-tax gain of \$45 million) was recorded in connection with these divestitures.

GAAP to Non-GAAP Reconciliation

Mondelēz International Diluted EPS to Adjusted EPS

(Unaudited)

	<u>Diluted EPS</u>
Diluted EPS Attributable to Mondelēz International for the Six Months Ended June 30, 2012 (GAAP)	\$ 1.03
Discontinued operations, net of income taxes	0.57
Diluted EPS Attributable to Mondelēz International from continuing operations for the Six Months Ended June 30, 2012 (GAAP)	0.46
Integration Program and other acquisition integration costs ⁽¹⁾	0.04
Spin-Off Costs ⁽²⁾	0.11
Spin-Off related adjustments ⁽³⁾	0.05
2012-2014 Restructuring Program costs ⁽⁴⁾	0.02
Net earnings from divestitures	(0.01)
Adjusted EPS for the Six Months Ended June 30, 2012 (Non-GAAP)	0.67
Decrease in operations	(0.04)
Gain on sale of property in 2012	(0.03)
Intangible asset impairment charge in 2012	0.01
Lower interest and other expense, net	0.02
Changes in taxes	0.13
Adjusted EPS for the Six Months Ended June 30, 2013 (Constant Currency)	0.76
Unfavorable foreign currency ⁽⁵⁾	(0.05)
Adjusted EPS for the Six Months Ended June 30, 2013 (Non-GAAP)	0.71
Integration Program and other acquisition integration costs ⁽¹⁾	(0.03)
Spin-Off Costs ⁽²⁾	(0.01)
2012-2014 Restructuring Program costs ⁽⁴⁾	(0.04)
Net earnings from divestitures	-
Gains on acquisition and divestitures, net ⁽⁶⁾	0.04
Acquisition-related costs	(0.01)
Diluted EPS Attributable to Mondelēz International from continuing operations for the Six Months Ended June 30, 2013 (GAAP)	\$ 0.66

⁽¹⁾ Integration Program costs are defined as the costs associated with combining the Mondelēz International and Cadbury businesses, and are separate from those costs associated with the acquisition. The company also incurred \$1 million of integration costs during the six months ended June 30, 2013, associated with the acquisition of the biscuit operation in Morocco.

⁽²⁾ Spin-Off Costs represent transaction and transition costs associated with preparing the businesses for independent operations consisting primarily of financial advisory fees, legal fees, accounting fees, tax services and information systems infrastructure duplication, and financing and related costs to redistribute debt and secure investment grade ratings for both the Kraft Foods Group business and the Mondelēz International business.

⁽³⁾ Spin-Off related adjustments include: (a) pension adjustment defined as the estimated benefit plan expense associated with certain benefit plan obligations transferred to Kraft Foods Group in the Spin-Off; and (b) interest adjustment defined as the interest expense associated with the assumed reduction of the \$6 billion of our debt on January 1, 2012, from the utilization of funds received from Kraft Foods Group in 2012 in connection with our Spin-Off capitalization plan. Note during the year ended December 31, 2012, a portion of the \$6 billion of debt was retired. As such, we adjusted interest expense during this period as if this debt had been paid on January 1, 2012 to ensure consistency of our assumption and related results.

⁽⁴⁾ Restructuring Program costs represent restructuring and related implementation costs reflecting primarily severance, asset disposals and other manufacturing-related costs.

⁽⁵⁾ Includes the favorable foreign currency impact on Mondelēz International foreign denominated debt and interest expense due to the strength of the U.S. dollar.

⁽⁶⁾ On February 22, 2013, the company acquired the remaining interest in a biscuit operation in Morocco, which is now a wholly-owned subsidiary within the EEMEA segment. A pre-tax gain of \$26 million was recorded in connection with the acquisition. In addition, during the three months ended June 30, 2013, the company completed two divestitures, a salty snack business in Turkey and a confectionery business in South Africa. A pre-tax gain of \$6 million (or an after-tax gain of \$45 million) was recorded in connection with these divestitures.