

# **MONDELÉZ INTERNATIONAL, INC.**

## **FINANCE COMMITTEE CHARTER**

EFFECTIVE DECEMBER 8, 2015

### **Purpose.**

The Finance Committee (the "Committee") of the Board of Directors (the "Board") of Mondelēz International, Inc. ("Mondelez International" or the "Company") will assist the Board in its oversight of the Company's financial resources and on major financial strategies and transactions.

### **Composition.**

The Finance Committee will be composed of three or more non-employee directors.

The Board will appoint the members of the Committee and designate the Committee's Chair. If the Board does not designate a Committee Chair, the members may designate a Chair by a majority vote of the Committee members. The Board may remove any Committee member.

### **Meetings and Operations.**

The Committee will meet as often as it deems appropriate to carry out its duties and responsibilities, but no fewer than two times annually.

The Committee Chair, in consultation with the other Committee members and the Company's Chief Financial Officer and Treasurer, will set meeting agendas.

Unless otherwise prohibited, the Committee may delegate any of its responsibilities to the Chair, another Committee member or a subcommittee of Committee members.

The Committee will meet periodically in executive session without management and as a committee.

The Committee will report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

The Corporate Secretary will maintain the minutes of the Committee meetings.

The Committee will annually evaluate its performance and report to the Board on that evaluation. The Committee will also annually review this charter and recommend to the Board any amendments the Committee deems necessary or appropriate.

### **Resources; Independent Counsel.**

In fulfilling its responsibilities, the Committee will have full access to all of the Company's books, records, facilities and personnel. The Committee will also have the sole authority to engage, retain, approve fees and other retention terms of, and terminate independent counsel and advisers, as it determines necessary to carry out its duties and responsibilities.

The Company will provide for appropriate funding, as determined by the Committee, for payments of: (i) compensation to any advisers the Committee engages; and (ii) the Committee's ordinary administrative expenses that are necessary or appropriate to carry out its duties and responsibilities.

### **Authority and Responsibilities.**

The Committee will review and make recommendations to the Board on significant financial matters, including:

1. At least annually, the long-term capital structure including financing plans, projected financial structure, funding requirements, target credit ratings and return on invested capital;
2. Authorization of issuances, sales or repurchases of equity and debt securities;
3. External dividend policy and dividend recommendations;
4. Proposed acquisitions, divestitures, joint ventures, investments, asset sales and purchase commitments for services in excess of \$100 million; and
5. The Board authorization and delegation matrix.

The Committee will review and discuss with management:

1. Results of transactions such as acquisitions, divestitures, joint ventures, and investments in excess of \$100 million.
2. Cash-flow impact of non-debt obligations including funding pension and other post-retirement benefit plans. (The Committee's responsibility in this area shall be limited to the review of funding. The review of investment returns and investment allocation for the plans is the responsibility of the plans' investment committees.)

The Committee will also perform any other duties and responsibilities that are consistent with the Committee's purpose, the Company's Articles of Incorporation and By-Laws, and governing law, as the Board or the Committee deems necessary or appropriate.