

Edgar Filing: CADBURY PUBLIC LTD CO - Form 425

CADBURY PUBLIC LTD CO

Form 425

February 03, 2010

Filed by Kraft Foods Inc.

Pursuant to Rule 425

Under the Securities Act of 1933

Subject Company: Cadbury plc

Commission File No.: 333-06444

The following communications are available at www.transactioninfo.com/kraftfoods and/or www.kraftfoodscompany.com and/or were otherwise disseminated by Kraft Foods Inc. on February 3, 2010.

Forward-looking statements

These communications contain forward-looking statements regarding Kraft Foods' combination with Cadbury. 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 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 these communications, except as required by applicable law or regulation.

Additional US-related information

Each of these communications 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 offer. **Cadbury ordinary shareholders who are US or Canadian residents and holders of Cadbury American Depositary Shares, wherever located, should read those filings, and any other filings made by Kraft Foods and Cadbury with the SEC in connection with the recommended 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.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

For Immediate Release

3 February 2010

OFFER

by

KRAFT FOODS INC.

for

CADBURY PLC

Offer update and result of elections under the Mix and Match Facility

Introduction

On 2 February 2010, Kraft Foods Inc. (**Kraft Foods**) declared its recommended Final Offer to acquire the whole of the issued and to be issued share capital of Cadbury plc (**Cadbury**) wholly unconditional.

The Final Offer remains open until further notice and at least 14 days notice will be given if Kraft Foods decides to close the Final Offer.

Level of acceptances

As announced by Kraft Foods on 2 February 2010, 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.

None of these acceptances had been received from persons acting in concert with Kraft Foods.

Result of elections under the Mix and Match Facility

As at 1.00 p.m. (London time) on 2 February 2010: (i) valid elections for additional New Kraft Foods Shares under the Mix and Match Facility had been received in respect of 732,866,649 Cadbury Shares (including those represented by Cadbury ADSs) and (ii) valid elections for additional cash under the Mix and Match Facility had been received in respect of 59,694,493 Cadbury Shares (including those represented by Cadbury ADSs).

Accordingly, valid elections for additional New Kraft Foods Shares received before 1.00 p.m. (London time) on 2 February 2010 will be scaled down on a *pro rata* basis and valid elections for additional cash received before 1.00 p.m. (London time) on 2 February 2010 will be satisfied in full, with the result that:

Cadbury Securityholders who have made an election to receive additional New Kraft Foods Shares under the Mix and Match Facility will receive 0.202664 New Kraft Foods Shares and GBP 4.756685 in cash per Cadbury Share and 0.810656 New Kraft Foods Shares and GBP 19.02674 in cash per Cadbury ADS, in each case in respect of which a valid election has been made; and

Cadbury Securityholders who have made an election to receive additional cash under the Mix and Match Facility will receive GBP 7.987155 in cash per Cadbury Share and GBP 31.94862 in cash per Cadbury ADS, in each case in respect of which a valid election has been made.

The Mix and Match Facility will remain open until the end of the Subsequent Offer Period.

Interests in Cadbury Shares

On 1 February 2010 (being the latest practicable date prior to the publication of this announcement), Kraft Foods or any person acting in concert with Kraft Foods had the following interests in or rights to subscribe for relevant securities of Cadbury:

Name	Nature of interest	Number of Cadbury Shares	Number of Cadbury ADSs	Percentage of Cadbury s existing issued share capital
Kraft Foods Global, Inc. Master Retirement Fund	Long	314,686	0	0.0229%
Hasim Salim ⁽¹⁾	Long	588	0	0.00004%
Michael Magee ⁽²⁾	Long	6,188	0	0.00045%
Citigroup Global Markets Inc.	Short	1,100	24,811	0.0073%
Barclays Bank plc	Long	4,703,430	0	0.3416%
Barclays Wealth Trustees (Jersey) Ltd	Long	1,440	0	0.0001%

⁽¹⁾ Hasim Salim is a director of PT Kraft Foods Company Indonesia.

⁽²⁾ Michael Magee s interests comprise 6,188 unvested Cadbury Shares. Mr Magee is a director of Kraft Foods (Australia) Limited, Kraft Foods Limited, Lanes Food (Australia) Pty Ltd, Lanes Biscuits Pty Ltd, General Foods Pty Ltd, Kraft Jacobs Suchard (Australia) Pty Ltd and Kraft Foods (New Zealand) Ltd.

Save as disclosed in this announcement, neither Kraft Foods, nor any person acting in concert with Kraft Foods, is interested in or has any rights to subscribe for any Cadbury Shares nor does any such person have any short position (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative or any arrangement in relation to the Cadbury Shares. For these purposes, arrangement includes any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of Cadbury Shares and any borrowing or lending of Cadbury Shares which have not been on-lent or sold and any outstanding irrevocable commitment or letter of intent with respect to Cadbury Shares.

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.

Enquiries

Kraft Foods

Perry Yeatman	(Media)	+1 847 646 4538
Chris Jakubik	(Investors)	+1 847 646 5494

Brunswick Group (public relations)

Richard Jacques	+44 20 7404 5959
Jonathan Glass	+44 20 7404 5959

Further information

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 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 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.

Cadbury Global Town Hall
February 3, 2010
1

Forward-Looking Statements

2

This slide presentation contains forward-looking statements regarding our offer to combine with Cadbury. 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 our plans, estimates and projections. 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 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 our 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 us in connection with the offer, our most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this slide presentation, except as required by applicable law or regulation.

Additional US-related information

This slide presentation 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. We have 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 offer. Cadbury ordinary shareholders who are US or Canadian residents and holders of Cadbury American Depositary Shares, wherever located, should read those filings, and any other filings made by Kraft Foods and Cadbury with the SEC in connection with the recommended offer, as they contain

important
information.

Those
documents,

as
well

as
our
other

public
filings
with

the
SEC,
may

be
obtained
without
charge

at
the
SEC's

website at www.sec.gov
and

at our website at www.kraftfoodscompany.com.

Ouch!
4

Powerful New Chapter in
Our Growth Story

5

BMW: Reclaim rights as the world's biggest and
best confectionery company

The best

of both

A global powerhouse in snacks, confectionery

and quick meals

Moving Ahead Together

6

The New Kraft Foods

7

Four Strategies:
Framework for Transformation
8
Reframe
Sales
Costs
Rewire

Rewire
Best People in the Right Jobs
9

A Higher Purpose for Our Work!

10

Thousands of Employees Helped Define
Our Heart and Soul
11

Delicious Is...

Taste

A promise to consumers

Fresh ideas to improve:

Our Workplaces

Our Communities

Our World

13

14
Show Video

A Delicious Combination
15

Our Values

16

We inspire trust

We act like owners

We keep it simple

We are open and inclusive

We tell it like it is

We lead from the head and the heart

We discuss. We decide. We deliver.

Our Values are Highly Compatible
17

We inspire trust

We act like owners

We keep it simple

We are open and inclusive

We tell it like it is

We lead from the head and the heart

We discuss. We decide. We deliver.

Performance

Quality

Integrity

Respect

Responsibility

Phenomenal Future
18

Phenomenal Future
19

Impressive global reach

Phenomenal Future
20

Impressive global reach

Portfolio of iconic brands

Phenomenal Future
21

Impressive global reach

Portfolio of iconic brands

Tremendous growth
potential

Phenomenal Future

22

Impressive global reach

Portfolio of iconic brands

Tremendous growth
potential

Performance driven

Bring it On!
23

Doing Well By Doing Good

Sustainability

Reducing our impact on the environment

Ensuring viability of our agricultural supplies

Making a difference in our communities

24

Common Understanding:
It's All About Growth

Integration = Cost synergies + growth opportunities

Scale = faster growth

Best of both = Listen, learn, decide

Early Thoughts on Integration

Back Room: Kraft Foods platform

Front Room: Best practice from either company

People: Best person for the right role

26

Six Practical Principles

Maintain business momentum

Follow the money (80/20)

Capture best of both

Treat people fairly and

with respect

Move quickly

Communicate

27

Senior Management Recommendations
Within 45 days:

Executive team

Region, area & country leaders

Direct reports to functional leaders

28

*Subject to local requirements

Senior Management Recommendations
Within 45 days:

Executive team

Region, area & country leaders

Direct reports to functional leaders

Within 90 days:

Boards & leadership teams for regions, areas, countries

Consolidation decisions

*Subject to local requirements

29

Senior Management Recommendations
Within 45 days:

Executive team

Region, area & country leaders

Direct reports to functional leaders

Within 90 days:

Boards & leadership teams for regions, areas, countries

Consolidation decisions

Within 6 months:

Common manufacturing strategy

*Subject to local requirements

30

Speak Up!

31

moredeliciousthanever.com

Questions?
32

In The Days Ahead

Keep an open mind

Focus on facts

Work together

Judge success based on actions, results

Keep growing your business

33

34
Welcome