

# THE KRAFT HEINZ COMPANY

## HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

Effective as of December 6, 2022

### **Purpose.**

The Human Capital and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of The Kraft Heinz Company (“Kraft Heinz” or the “Company”) will assist the Board in the discharge of the Board’s responsibilities relating to compensation for executive officers and non-employee directors. In addition, the Committee will oversee:

1. The Company’s compensation and benefits plans, policies, and programs generally;
2. Compensation of and succession planning for the Company’s executive officers; and
3. The Company’s key strategies and policies related to human resources.

### **Composition.**

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

Each Committee member will meet the “independence” requirements of the Nasdaq Stock Market (“Nasdaq”) and applicable laws, rules, and regulations for compensation committee membership, subject to any available exceptions. The Board will determine the independence of each Committee member.

Each Committee member will be a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”).

Each Committee member will be an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, or, alternatively, the Committee may designate a subcommittee or establish other procedures for purposes of satisfying the requirements of such section.

Based on the recommendation of the Nominating and Corporate Governance Committee, the Board will appoint the members of the Committee meeting these requirements and designate the Committee’s Chair. If the Board does not designate a Committee Chair, the Committee 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 at least four times annually and additionally as often as it deems appropriate to carry out its duties and responsibilities. Meetings of the Committee may be called by any member of the Committee.

The Committee Chair, in consultation with the other Committee members and the Company's Global Chief People Officer and Corporate Secretary, will set meeting agendas.

The Committee may delegate any of its responsibilities to the Chair, another Committee member, or a subcommittee of Committee members, unless prohibited by applicable laws, regulations, or Nasdaq requirements. The Committee may also delegate to the Chief Executive Officer ("CEO") the authority to review and grant equity awards to eligible employees who are not executive officers.

The Committee will meet periodically in executive session without management present.

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 minutes of the Committee meetings. The Committee will, at least 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 and Independent Counsel.**

In fulfilling its responsibilities, the Committee will have full access to all of Kraft Heinz's books, records, facilities, and personnel. The Committee will have the authority to conduct investigations in its areas of authority and responsibility. The Committee will also have the authority to, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel, or other advisors (collectively "Committee Advisors"), including the sole authority to engage, retain, and approve reasonable fees and other retention terms of, oversee the work of, and terminate any such Committee Advisors, as it determines necessary to carry out its duties and responsibilities. Prior to the engagement of, or receipt of initial advice from any Committee Advisor (other than in-house legal counsel), and on an annual basis thereafter, the Committee shall comply with any applicable rules and regulations regarding the independence of Committee Advisors, including prior consideration of the factors relating to the independence of the Committee Advisor to the extent required by Nasdaq rules. At least annually, the Committee will evaluate whether the work of any compensation consultant involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in Kraft Heinz's annual report or proxy statement.

Kraft Heinz will provide for appropriate funding, as reasonably determined by the Committee, for payment of: (i) compensation to any Committee Advisors 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.**

### **A. General Program and Policy Oversight.**

1. Establish, review, approve, and administer the Company's compensation and benefits policies generally (subject to stockholder approval, as required by applicable laws, Nasdaq requirements, or the Company's Certificate of Incorporation and By-Laws), including establishing, reviewing, and making recommendations with respect to any incentive-compensation and equity-based plans of the Company, consistent with Company culture and as required for Board approval.
2. Review and approve financial and non-financial metrics and goals used in annual and long-term incentive programs.
3. Determine annual incentive compensation, equity awards, and other long-term incentive awards granted under Kraft Heinz's equity and long-term incentive plans to eligible participants.
4. Make recommendations to the Board with respect to incentive plans requiring stockholder approval and approve eligibility for and design of executive compensation programs implemented under stockholder-approved plans.
5. Review the Company's compensation policies and practices for employees, including executive and non-executive officers, as they relate to the Company's risk management practices and risk-taking incentives.
6. Review and approve the implementation and execution of the Company's clawback policy allowing Kraft Heinz to recoup compensation paid to executive officers and other employees.
7. Monitor executive officers' compliance with Kraft Heinz's stock ownership guidelines, as applicable.
8. Review the outcome of each stockholder advisory vote on say-on-pay as well as any compensation-related feedback received in the Company's stockholder engagement efforts and, based on this review, recommend to the Board any action that Kraft Heinz should take in response to the results of such stockholder advisory vote and the disclosure of such response in Kraft Heinz's CD&A.

### **B. Executive Compensation.**

1. Assess the appropriateness and competitiveness of Kraft Heinz's executive compensation programs.
2. Review and approve goals and objectives of the CEO; evaluate the performance of the CEO in light of these goals and objectives; and based upon this evaluation, determine the elements and amounts of the CEO's compensation, including

perquisites. The CEO shall not be present during voting or deliberations by the Committee with respect to the CEO's compensation.

3. Review management's recommendations for, and determine and approve the compensation of, all executive officers of the Company and other officers subject to Section 16(a) of the Exchange Act.
4. Review and approve compensation and performance peer groups used to benchmark the competitiveness, design, and relative performance features of Kraft Heinz's executive and director compensation programs at least periodically.

C. Human Capital Oversight.

1. Oversee and review the development of executive succession plans, evaluate and make recommendations to the Board regarding potential CEO candidates, and review candidates to fulfill other senior executive positions.
2. Oversee Kraft Heinz's strategies, policies, and outcomes related to key human resources policies and practices and the long-term health of the Company, including with respect to matters such as diversity and inclusion, workplace environment and culture, pay equity, and talent development and retention.

D. Public Disclosure.

1. Review and discuss with management Kraft Heinz's human capital management ("HCM") disclosure for inclusion in the Company's annual report.
2. Review and discuss with management Kraft Heinz's Compensation Discussion and Analysis ("CD&A") and prepare and approve the Committee's annual report to stockholders for inclusion in the Company's proxy statement.
3. Review and make recommendations to the Board with respect to stockholder proposals related to compensation matters.

E. Director Compensation. Advise the Board and assess the appropriateness and competitiveness of the compensation of non-employee directors with respect to service on the Board and its committees.

F. Other Responsibilities. Perform any other duties and responsibilities that are consistent with the Committee's purpose, Kraft Heinz's Certificate of Incorporation and By-Laws, and governing law, as the Board or the Committee deems necessary or appropriate.