

**THE KRAFT HEINZ COMPANY**  
**OPERATIONS AND STRATEGY COMMITTEE**  
**CHARTER**

Effective as of December 2, 2020

**Purpose.**

The Operations and Strategy 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 overseeing and facilitating the development and implementation of the Company’s ongoing operations and corporate strategy.

**Composition.**

The Committee will be composed of five or more directors.

Based on the recommendation of the Nominating and Corporate Governance Committee, 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 Committee members may designate a Chair by a majority vote of the Committee members. The Board may remove any Committee member.

**Meeting and Operations.**

The Committee will meet as often as it deems appropriate to carry out its duties and responsibilities.

The Committee Chair, in consultation with the other Committee members and Kraft Heinz’s 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 law, regulation, or Nasdaq Stock Market listing standards.

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 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 also have the authority to conduct investigations on its areas of authority and responsibility and, in its sole discretion, to engage, retain, approve reasonable fees and other retention terms of, and terminate independent counsel and other advisors, as it determines necessary to carry out its duties and responsibilities.

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

1. The management of the Company will be responsible for the development and execution of the Company's operating and strategic plans. The Committee's role is advisory. In order to fulfill its responsibilities, the Committee will maintain a cooperative, interactive dialogue with management, including the identification and setting of operational and strategic goals and expectations and the review of potential acquisitions, divestitures, joint ventures, and strategic alliances. The Committee will regularly report to the Board, particularly with respect to corporate strategy matters, for which the Board will remain primarily responsible.
2. The Committee will meet with management periodically to discuss, review, and evaluate the development and implementation of the Company's operational objectives and corporate strategy. Based on its review, the Committee will share with management the Board's expectations for the operations of the Company and strategic planning process, make recommendations to management on areas of improvement, and provide other feedback and guidance to management on behalf of the Board.
3. The Committee will oversee and make recommendations to the Board regarding environmental, social, and governance matters relevant to Kraft Heinz's business, including Company policies, activities, and opportunities.
4. The Committee will review the availability of resources, including business and operating plans, and financial, technological, operational, and human resources.
5. The Committee will review and make recommendations to the Board regarding the following, as appropriate:
  - a) the evaluation of, and recommendation to the Board with respect to, the Company's corporate strategy;

- b) the Company's performance;
  - c) the Company's annual capital plan, as well as reviewing, assessing, and approving, or recommending to the Board for approval, as appropriate, individual capital projects in excess of amounts, and in accordance with guidelines, established for the Committee by the Board;
  - d) the impact of external developments and factors on the Company's corporate strategy and its execution, including the impacts of the changes in economic and market conditions, competition in the industry, environmental and safety regulations, federal, state, and local regulations, and technology;
  - e) identification of prospects and opportunities for corporate developments and growth initiatives, including acquisitions, divestitures, joint ventures, and strategic alliances; and
  - f) implementation of the Company's corporate strategy through corporate developments and growth initiatives, including acquisitions, divestitures, joint ventures, and strategic alliances.
6. The Committee will support and advise the Board, the Chairman of the Board, the Chief Executive Officer, and management, on an as-requested basis, on the development and refinement of specific aspects of the Company's operations and corporate strategy or on other major operations and strategic issues.
7. The Committee will carry out such other duties or responsibilities as may be delegated to it by the Board from time to time.