The Kraft Heinz Company

Christopher Jakubik, VP Investor Relations

200 E Randolph Street, Suite 7600

June 7, 2016 and July 8, 2016

Redemption of preferred stock and cash distribution on common stock

---

On June 7, 2016, The Kraft Heinz Company redeemed all outstanding shares of its 8.00% Series A Cumulative Redeemable Preferred Stock (the "Preferred Stock"). Prior to this redemption, The Kraft Heinz Company had made the following 2016 cash distributions to its common stockholders:

The Kraft Heinz Company made a cash distribution of $0.575 per common share on January 15, 2016 to its stockholders of record at the close of business on December 23, 2015.

The Kraft Heinz Company made a cash distribution of $0.575 per common share on April 8, 2016 to its stockholders of record at the close of business on March 18, 2016.

On July 8, 2016, The Kraft Heinz Company made a cash distribution of $0.575 per share to its stockholders of record at the close of business on May 27, 2016.

---

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Although it is currently anticipated that The Kraft Heinz Company ("KHC") will continue to pay regular quarterly dividends, KHC currently anticipates that distributions made on its stock, including the $8.32 billion redemption of the Preferred Stock (which KHC believes will be treated as a dividend for U.S. federal income tax purposes), will exceed its earnings and profits in 2016 (as determined under U.S. tax principles) and, therefore, it is anticipated that a significant portion of its 2016 regular quarterly dividends and the redemption of the Preferred Stock will not be treated as dividends for U.S. federal income tax purposes. For purposes of U.S. federal income tax, insofar as our earnings and profits are not sufficient, these distributions would be treated as a return of capital to each stockholder, up to the extent of the stockholder's tax basis. If a stockholder does not have sufficient tax basis, these distributions could result in taxable gain to the stockholder. Stockholders should consult their tax advisors for a full understanding of all of the tax consequences of the receipt of dividends, including distributions in excess of KHC's earnings and profits.

---

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ N/A
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based – Sections 301(c), 312 and 316 of the Internal Revenue Code.

18 Can any resulting loss be recognized? – N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year – The distributions impact KHC's tax year ending January 1, 2017.

Signature: [Signature]
Date: 7-20-16

Print your name: Julie Groetsch
Title: VP Head of Tax

Print/Type preparer's name
Preparer's signature
Date
Check □ if self-employed
PTIN
Firm's name
Firm's address
Firm's EIN
Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054