

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

|   |   |  |                                    |
|---|---|--|------------------------------------|
| 1 Issuer's name<br><b>The Kraft Heinz Company</b>   |   | 2 Issuer's employer identification number (EIN)<br><b>46-2078182</b>   |                                    |
| 3 Name of contact for additional information<br><b>Christopher Jakubik, VP Investor Relations</b>                                   | 4 Telephone No. of contact<br><b>847-646-5494</b> | 5 Email address of contact<br><b>ir@kraftheinzcompany.com</b>  |                                    |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact<br><b>200 E Randolph Street, Suite 7600</b> |   | 7 City, town, or post office, state, and Zip code of contact<br><b>Chicago, IL 60601</b>                       |                                    |
| 8 Date of action<br><b>June 7, 2016 and July 8, 2016</b>  |   | 9 Classification and description<br><b>Redemption of preferred stock and cash distribution on common stock</b> |                                    |
| 10 CUSIP number<br><b>500754106</b>   | 11 Serial number(s)<br><b>N/A</b>                 | 12 Ticker symbol<br><b>KHC</b>   | 13 Account number(s)<br><b>N/A</b> |

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On June 7, 2016, The Kraft Heinz Company redeemed all outstanding shares of its 9.00% 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**

**Part II Organizational Action** (continued)

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.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ *Julie Groetsch* Date ▶ 7-20-16

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

|                               |                            |                      |      |   |              |
|-------------------------------|----------------------------|----------------------|------|---|--------------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN         |
|                               | Firm's name ▶              |                      |      |   | Firm's EIN ▶ |
|                               | Firm's address ▶           |                      |      |   | Phone no.    |