

THE KRAFT HEINZ COMPANY
AUDIT COMMITTEE CHARTER

Effective as of July 2, 2015

Purpose.

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of The Kraft Heinz Company (“Kraft Heinz” or the “Company”) will oversee Kraft Heinz’s accounting and financial reporting processes, and audits of its financial statements. In addition, the Committee will assist the Board in its oversight of:

1. The integrity of Kraft Heinz’s financial statements and Kraft Heinz’s accounting and financial reporting processes and systems of internal control over financial reporting and safeguarding Company assets;
2. Kraft Heinz’s compliance with legal and regulatory requirements;
3. Kraft Heinz’s independent auditors’ retention, termination, qualifications, independence, and performance;
4. The performance of Kraft Heinz’s internal auditors and internal audit function;
5. Kraft Heinz’s financial matters and financial strategy; and
6. Kraft Heinz’s guidelines and policies with respect to risk assessment and risk management.

Composition.

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

Each Committee member will meet the “independence” requirements of the NASDAQ Stock Market (“NASDAQ”) listing standards and applicable laws, rules and regulations for audit committee membership. The Board will determine the independence of each Committee member.

Each Committee member will be able to read and understand financial statements in accordance with NASDAQ listing standards.

At least one Committee member will be an “audit committee financial expert” as defined by the U.S. Securities and Exchange Commission rules and regulations.

At least one Committee member (who may also be an audit committee financial expert) will have financial sophistication in accordance with NASDAQ listing standards.

Committee members must not have participated in the preparation of the financial statements of the Company or the financial statements of any subsidiary of the Company at any time during the past three years.

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 as often as it deems appropriate to carry out its duties and responsibilities, but no fewer than four times annually. Meetings of the Committee may be called by the Company's Chief Executive Officer or any member of the Committee.

The Committee Chair, in consultation with the other Committee members and the Company's Chief Financial Officer, 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 law, regulation or NASDAQ listing standards.

The Committee will meet periodically in executive session without management and as a committee, as well as separately with the internal auditor, General Counsel, Chief Compliance Officer or similar officer, the independent auditors and certain members of management to discuss any matters that the Committee or the persons with whom they meet believe should be discussed.

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, from time to time in its discretion as it deems necessary or appropriate, 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; Independent Counsel.

In fulfilling its responsibilities, the Committee will have full access to all of Kraft Heinz's books, records, facilities and personnel and to the services of the independent auditors. The Committee will also have the sole authority to conduct investigations on its areas of authority and responsibility and 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 reasonably determined by the Committee, for payment of: (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Kraft Heinz; (ii) compensation to any advisors the Committee engages; and (iii) the Committee's ordinary administrative expenses that are necessary or appropriate to carry out its duties and responsibilities.

Authority and Responsibilities.

A. Financial Statements and Related Disclosures.

1. Accounting Policies. The Committee will review and discuss with management, the internal auditors and the independent auditors, in separate meetings if the Committee deems appropriate:
 - a) Any analyses or other written communications prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - b) Kraft Heinz's critical accounting policies and practices;
 - c) The effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on Kraft Heinz; and
 - d) Major issues regarding accounting principles and financial statement presentations, including any significant changes in Kraft Heinz's selection or application of accounting principles, and major issues as to the adequacy of Kraft Heinz's internal controls over financial reporting and safeguarding Company assets, and any special steps adopted in light of material control deficiencies.
2. Form 10-K. Annually, the Committee will recommend to the Board whether Kraft Heinz's consolidated financial statements should be included in Kraft Heinz's annual report on Form 10-K.
3. Annual Report. The Committee will prepare and approve the Committee's annual report to stockholders for inclusion in Kraft Heinz's annual proxy statement.
4. PEO and PFO Certifications. The Committee will review disclosures made by Kraft Heinz's principal executive officer(s) and principal financial officer(s) regarding compliance with their certification obligations under the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including Kraft Heinz's disclosure controls and procedures and systems of internal control over financial reporting, and evaluations thereof.

5. Earnings Guidance. The Committee will review and discuss earnings press releases and will generally discuss the type and presentation of (a) information to be included in earnings press releases (in particular any use of “pro forma” or “adjusted” non-GAAP information) and (b) financial information and earnings guidance provided to analysts and rating agencies.
6. Internal Controls and Financial Reporting Review. The Committee will review and discuss with management, the independent auditors, and the internal auditors the quality and adequacy of Kraft Heinz’s financial reporting processes, systems of internal control over financial reporting and safeguarding of Company assets and disclosure controls and procedures, including whether there are (a) any significant deficiencies in the design or operation of such processes, controls and procedures, (b) any material weaknesses in such processes, controls and procedures, (c) any corrective action taken or proposed to be taken with regard to significant deficiencies and weaknesses, (d) any fraud involving management or other employees with a significant role in such processes, controls and procedures, and (e) any significant fraud involving management or any Kraft Heinz employee.

B. Compliance with Legal and Regulatory Requirements

1. Compliance Program. At least annually, the Committee will meet with Kraft Heinz’s General Counsel, Chief Compliance Officer or similar officer to review (a) the application and administration of all director and employee codes of conduct and ethics adopted by Kraft Heinz’s (collectively, the “Codes”) and the procedures for identifying, pursuing and investigating any alleged violation of the Codes, and (b) the implementation and effectiveness of Kraft Heinz’s programs and strategies designed to foster compliance with the Codes. As necessary, the Committee will review and make determinations on exceptions to the Codes and discuss actual and alleged violations of the Codes with the General Counsel, Chief Compliance Officer or similar officer. The General Counsel and Chief Compliance Officer or similar officer will have the authority to communicate directly to the Committee about actual and alleged violations of the Codes, including any matters involving criminal or potential criminal conduct.
2. Complaints. The Committee will establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding the federal securities laws, including accounting, internal accounting controls or audit matters, and (b) the confidential, anonymous submission by Kraft Heinz’s employees of concerns regarding such matters, and review any significant complaints regarding such matters received pursuant to such procedures.

3. Risk Assessment. The Committee will review and discuss Kraft Heinz's guidelines and policies with respect to risk assessment and risk management, including Kraft Heinz's major financial risk exposures and the steps that have been taken to monitor and control such exposures.
4. NEO Expense Accounts. At least annually, the Committee will verify that Kraft Heinz's internal auditors, independent auditors or other officials have thoroughly checked the accuracy and propriety of the named executive officers' expense accounts and perquisites, including their use of corporate assets.

C. Independent Auditors.

1. Appointment and Oversight. The Committee will be directly responsible for the appointment (and recommendation that the Board submit the appointment for stockholder ratification), compensation, retention, and oversight, of the work of the independent auditors (including resolution of any disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for Kraft Heinz. The independent auditors will report directly to the Committee. The Committee will have the sole authority to retain and terminate Kraft Heinz's independent auditors (subject, if applicable, to stockholder ratification).
2. Pre-Approval of Services. The Committee will pre-approve all future audit and non-audit services provided by Kraft Heinz's independent auditors. In addition, the Committee will have the authority to determine the terms of the services the independent auditors provide to Kraft Heinz.
3. Audit Fees. The Committee will have the authority to approve all audit engagement fees to be paid to the independent auditors.
4. Audit Procedures; Audit Plan. The Committee will review and discuss with the independent auditors their audit procedures, including the audit plan and its scope with respect to Kraft Heinz's consolidated financial statements.

D. Financial Reporting, Disclosure and Reports.

1. Review of Financial Statements. The Committee will review and discuss with the independent auditors and with management the results of the annual audit of Kraft Heinz's consolidated financial statements and interim financial statements, in each case prior to the filing or distribution thereof, including:

- a) Kraft Heinz’s disclosures within the footnotes to the Financial Statements and under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”; and
 - b) Any appropriate matters regarding accounting principles, practices and judgments and the independent auditors’ opinion as to the quality thereof and any items the independent auditors are required to communicate to the Committee in accordance with standards established and amended from time to time by the Public Company Accounting Oversight Board.
2. Attestation and Report. The Committee will review the independent auditors’ attestation and report on management’s assessment of internal control over financial reporting.
 3. Audit Problems and Responses. The Committee will review and discuss with the independent auditors any audit problems or difficulties and management’s response thereto, including (a) any restrictions on the scope of the independent auditors’ activities or access to required information, (b) any significant disagreements with management, (c) any accounting adjustments that were noted or proposed by the independent auditors but were “passed” (as immaterial or otherwise), (d) any communications between the audit team and the independent auditors’ national office with regard to significant auditing or accounting issues presented by the engagement, and (e) any “management” or “internal control” letter issued, or proposed to be issued, by Kraft Heinz’s independent auditors.
 4. Hiring Policy. The Committee will establish clear policies for Kraft Heinz’s hiring of current or former employees of the independent auditors.
 5. Annual Evaluation. At least annually, the Committee will evaluate the independent auditors’ qualifications, performance and independence, and present the Committee’s conclusions and recommendations with respect to the independent auditors to the Board. As part of such evaluation, the Committee will:
 - a) Obtain and review a report from Kraft Heinz’s independent auditors describing (i) the independent auditors’ internal quality-control procedures, (ii) any material issues raised by (A) the most recent internal quality-control review or peer review of the auditing firm, or (B) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues, and (iii) all relationships between the independent auditors, and Kraft Heinz or individuals in financial reporting oversight

roles at Kraft Heinz, that may reasonably be thought to bear on the auditors' independence;

- b) Review and evaluate the independent auditors' lead audit partner's experience, qualifications and performance;
- c) In addition to assuring the regular rotation of the lead partner(s) as required by law, consider whether the independent auditing firm should be rotated, so as to assure continuing auditor independence; and
- d) Obtain management's and the internal auditor's opinion of the independent auditors' performance.

E. Internal Auditors.

- 1. Review and approve the appointment and replacement of the senior internal auditing executive. Consult with executive management regarding the performance evaluation and compensation of the senior internal auditing executive.
- 2. The Committee will evaluate the performance of Kraft Heinz's internal audit function, and review and discuss with the internal auditor and independent auditors the internal audit plan, budget, activities, responsibilities, and staffing of the internal audit organization.
- 3. The Committee will review regular internal reports to management prepared by the internal audit function. In addition, the Committee will review management's response to those reports.

F. Other Duties and Responsibilities.

The Committee will 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 Committee deems necessary or appropriate.

Other Parties' Responsibilities.

While the Committee will have the responsibilities and powers set forth in this Charter, the Committee will not have the duties to plan or conduct audits or to determine that Kraft Heinz's financial statements and disclosures are complete, accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.