

**THE KRAFT HEINZ COMPANY**  
**COMPENSATION COMMITTEE CHARTER**

Effective as of December 9, 2016

**Purpose.**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of The Kraft Heinz Company (“Kraft Heinz” or the “Company”) will discharge the Board’s responsibilities relating to compensation for executive officers and non-employee directors.

**Composition.**

The Committee will be composed of at least two 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 compensation committee membership. 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.

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 the 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.

The Committee Chair, in consultation with the other Committee members and the Company’s Head of People & Performance, 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 standard.

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 the 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 Consultant.**

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 retain or obtain the advice of compensation consultants, legal counsel and other compensation advisers (collectively "Committee Advisers"), as it determines necessary to carry out its duties and responsibilities, including the sole authority to appoint, engage, retain, set and approve reasonable fees and other retention terms of, oversee the work of, and terminate any such Committee Advisers. Prior to the engagement of, or receipt of initial advice from any Committee Adviser (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 Advisers, including prior consideration of the factors relating to the independence of the Committee Adviser to the extent required by the rules of NASDAQ. The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with the rules promulgated under the Exchange Act.

Kraft Heinz will provide for appropriate funding, as reasonably determined by the Committee, for payment of: (i) compensation to any Committee Advisers 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. Establish, review, approve and administer the Company's compensation and benefits policies generally (subject, if required by applicable law, stock exchange requirements or the Company's charter documents, to stockholder approval), including establishing, reviewing and making recommendations with respect to any incentive-compensation and equity-based plans of the Company that are subject to Board approval.
2. Assess the appropriateness and competitiveness of Kraft Heinz's executive compensation programs.
3. Review and approve goals and objectives of the Chief Executive Officer ("CEO"); evaluate the performance of the CEO in light of these goals and objectives; and based upon this evaluation, determine both 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.

4. 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.
5. 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.
6. 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.
7. 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.
8. In consultation with the CEO, periodically review the Company's management succession planning for the CEO and the CEO's executive direct reports.
9. Monitor executive officers' compliance with Kraft Heinz's stock ownership guidelines, if any.
10. Advise the Board and assess the appropriateness of the compensation of non-employee directors for service on the Board and its committees.
11. 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 Kraft Heinz's annual proxy statement.
12. Review the outcome of each stockholder advisory vote on Say-on-Pay 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.
13. Review and approve the implementation and execution of any claw back policy allowing Kraft Heinz to recoup compensation paid to executive officers and other employees.
14. 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.