

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based **▶** The applicable
Internal Revenue Code sections are 368(a) and 356(a)(1).

18 Can any resulting loss be recognized? **▶** No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year **▶** The transaction impacts
the calendar tax year ending December 31, 2015.

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 **▶** 7-13-15
Print your name **▶** Julie Groetsch Title **▶** VP Head of Tax

Paid Preparer Use Only	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.			

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

Form 8937
Report of Organizational Actions Affecting Basis of Securities

Part II – Organizational Action

Question 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 July 2, 2015, pursuant to an Agreement and Plan of Merger, dated March 24, 2015 by and among H.J. Heinz Holding Corporation ("Heinz"), Kite Merger Sub Corp., Kite Merger Sub LLC and Kraft Foods Group, Inc. ("Kraft"), in a series of mergers, Kraft was merged with and into a wholly owned direct subsidiary of Heinz. In connection with the transactions, Heinz was renamed The Kraft Heinz Company ("Kraft Heinz"). Also in connection with the merger, each issued and outstanding share of common stock, without par value, of Kraft ("Kraft Common Stock"), other than deferred shares and restricted shares, was converted into one fully paid non-assessable share of Kraft Heinz Common Stock and a special cash dividend in the amount of \$16.50 per share of Kraft Common Stock was paid to Kraft's shareholders of record immediately prior to the closing of the merger.

Question 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.

Each former Kraft shareholder's U.S. tax basis in the Kraft Heinz common shares received in the merger will equal his or her tax basis in the Kraft common shares surrendered in the merger, increased by the amount of gain the holder recognized and decreased by the amount of cash the holder received in the special dividend.

In general, and as described more fully both in the registration statement on Form S-4 filed with the SEC by Heinz and the Investor FAQs Regarding the Tax Consequences of the Kraft-Heinz Transaction available under the investor link at www.kraftheinzcompany.com (and subject to the qualifications described therein), a U.S. holder will recognize gain equal to the lesser of (i) the amount of cash the holder received in the special dividend and (ii) the excess of (A) the sum of that cash and the fair market value at the effective time of the merger of the Kraft Heinz common shares the holder received over (B) the tax basis in the Kraft common shares exchanged. A reasonable estimate of the fair market value of the Kraft Heinz common stock at the effective time of the merger is \$72.645 per share (the average of the high and low trading prices of Kraft Heinz common stock on July 6, 2015, its first day of trading).

Both basis and gain recognized (or non-recognized loss) must be computed separately for each block of Kraft common shares.