

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name The Kraft Heinz Company		2 Issuer's employer identification number (EIN) 46-2078182	
3 Name of contact for additional information Christopher Jakubik, VP Investor Relations	4 Telephone No. of contact 847-646-5494	5 Email address of contact ir@kraftheinzcompany.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 200 E Randolph Street, Suite 7600		7 City, town, or post office, state, and Zip code of contact Chicago, IL 60601	
8 Date of action December 16, 2016		9 Classification and description Cash distribution on common stock	
10 CUSIP number 500754106	11 Serial number(s) N/A	12 Ticker symbol KHC	13 Account number(s) N/A

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 December 16, 2016, The Kraft Heinz Company ("KHC") made a cash distribution of \$0.60 per share to its stockholders of record at the close of business on December 2, 2016.**

Prior to this cash distribution, KHC had made the following 2016 cash distributions to its common stockholders:
\$0.575 per common share cash distribution on January 15, 2016 to its stockholders of record at the close of business on December 23, 2015.
\$0.575 per common share cash distribution on April 8, 2016 to its stockholders of record at the close of business on March 18, 2016.
\$0.575 per common share cash distribution on July 8, 2016 to its stockholders of record at the close of business on May 27, 2016.
\$0.60 per common share cash distribution on October 7, 2016 to its stockholders of record at the close of business on August 26, 2016.

Prior to this cash distribution, KHC also redeemed all outstanding shares of its 9.00% Series A Cumulative Redeemable Preferred Stock (the "Preferred Stock") on June 7, 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 ▶ **The Kraft Heinz Company ("KHC") has determined 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), exceeded its earnings and profits in 2016 (as determined under U.S. tax principles) and, therefore, 82.52 percent 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 ▶ **Calculation based upon KHC's current and accumulated earnings and profits as of tax year ending December 31, 2016.**

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.

Blank lines for listing applicable Internal Revenue Code sections.

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

Blank lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The distributions impact KHC's tax year ending December 31, 2016.

Blank lines for providing other information necessary to implement the adjustment.

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 ▶ 1-15-17

Paid Preparer Use Only	Print your name ▶ <u>Julie Groetsch</u>	Preparer's signature	Title ▶ <u>VP Head of Tax</u>	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name					
	Firm's name ▶				Firm's EIN ▶	
	Firm's address ▶				Phone no.	