

THE KRAFT HEINZ COMPANY
OPERATIONS & STRATEGY COMMITTEE CHARTER

Effective as of June 5, 2019

1. General Purpose.

The general purpose of the Operations & Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of The Kraft Heinz Company (the “Company”) is to assist the Board in overseeing and facilitating the development and implementation of the Company’s ongoing operations and corporate strategy.

2. Committee Authority and Responsibilities.

- 2.1. The management of the Company will be responsible for the development and execution of the Company’s operating and strategic plans. The Committee’s role is advisory. In order to fulfill its responsibilities, the Committee shall maintain a cooperative, interactive dialogue with management, including the identification and setting of operational and strategic goals and expectations and the review of potential acquisitions, divestitures, joint ventures and strategic alliances. The Committee shall regularly report to the Board, particularly with respect to corporate strategy issues, for which the Board shall remain primarily responsible.
- 2.2. The Committee shall meet with management periodically to discuss, review and evaluate the development and implementation of the Company’s operational objectives and corporate strategy. Based on its review, the Committee shall share with management the Board’s expectations for the operations of the Company and strategic planning process, make recommendations to management on areas of improvement, and provide other feedback and guidance to management on behalf of the Board.
- 2.3. The Committee shall review the availability of resources, including business and operating plans, and financial, technological, operational and human resources.
- 2.4. The Committee shall review and make recommendations to the Board regarding the following, as appropriate:
 - the evaluation of, and recommendation to the Board with respect to, the Company’s corporate strategy;
 - the Company’s performance;
 - the Company’s annual capital plan, as well as review, assess and approve, or recommend to the Board for approval, as appropriate, individual capital projects in excess of amounts, and in accordance with guidelines, established for the Committee by the Board;
 - the impact of external developments and factors, such as the changes in economic and market conditions, competition in the industry,

environmental and safety regulations, federal, state and local regulations and technology, on the Company's corporate strategy and its execution;

- identification of prospects and opportunities for corporate developments and growth initiatives, including acquisitions, divestitures, joint ventures and strategic alliances; and
- implementation of the Company's corporate strategy through corporate developments and growth initiatives, including acquisitions, divestitures, joint ventures and strategic alliances.

2.5. The Committee shall support and advise the Board, the Chairman of the Board, the Chief Executive Officer or management, on an as-requested basis, on the development and/or refinement of specific aspects of the Company's operations and corporate strategy or on other major operations and strategic issues.

2.6. The Committee shall carry out such other duties or responsibilities as may be delegated to it by the Board from time to time.

3. Authority to Retain Advisors; Access to Records

The Committee shall have the resources and authority necessary or appropriate to carry out its duties and responsibilities, including the sole authority to select, retain, terminate and approve the reasonable fees and other retention terms of, and oversee the work of, such advisors or experts as it deems necessary or appropriate. The Company shall provide for appropriate funding, as reasonably determined by the Committee, for payment of compensation to any advisors or experts employed by the Committee and ordinary administrative expenses of the Committee that it deems necessary or appropriate in carrying out its duties and responsibilities. In fulfilling its responsibilities, the Committee shall have full access to any relevant books, records, facilities and personnel of the Company.

4. Composition, Structure and Operation of the Committee.

4.1. The Committee shall be comprised of five directors appointed by the Board, based on nominations recommended to the Board by the Company's Nominating and Corporate Governance Committee.

4.2. The Board (or, in the absence of its acting, the Committee) may appoint one member of the Committee to serve as Chairman of the Committee.

4.3. Any member of the Committee may be removed by the Board, with or without cause, at any time.

4.4. The Committee shall meet as often as it determines is necessary to carry out its duties and responsibilities.

- 4.5. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 4.6. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent as provided in the Company's by-laws or applicable Delaware law.
- 4.7. The Committee may hold meetings either within or without the State of Delaware. Meetings of the Committee may be called by any member of the Committee or by the Chairman of the Board. Notice for a Committee meeting shall be given in the same manner as notice for a Board meeting.
- 4.8. Meetings of the Committee shall be presided over by the Chairman of the Committee, if any, or in the absence of a Chairman by a chairman chosen at the meeting.
- 4.9. The Committee shall record minutes of each of its meetings.
- 4.10. The Committee shall make a report to the full Board on its activities at the next Board meeting following a Committee meeting. Such report may be made orally or in writing or by providing copies of relevant minutes.
- 4.11. The Committee shall conduct, in such a manner as the Committee deems appropriate, and review with the Board an evaluation of the Committee's own performance at least annually to determine whether (i) it is functioning effectively in accordance with the requirements of this Charter and (ii) any amendments or improvements to this Charter are necessary or desirable and should be proposed to the Board. Any amendments or improvements to this Charter shall be subject to approval of the Board.
- 4.12. The Committee may form, and delegate all or any portion of its duties and responsibilities to, a subcommittee so long as such subcommittee is at least partially comprised of members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.