

The Kraft Heinz Company
Code of Business Conduct and Ethics for Non-Employee Directors

The Kraft Heinz Company (the “**Company**”) is committed to the highest ethical standards in the operation of its global business. The Board of Directors (the “**Board**”) acknowledges its responsibility for promoting an ethical culture through the actions of directors and the effective oversight of the Company’s compliance programs, policies, and procedures, and therefore has adopted the following Code of Business Conduct and Ethics for Non-Employee Directors (the “**Code**”). No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Each director must comply with the letter and spirit of this Code.

In furtherance of their responsibilities, directors are committed to the following:

Codes of Conduct, Laws and Policies

Directors should observe the guiding principles set forth in the Kraft Heinz Company Employee Code of Conduct (“**Code of Conduct**”), including acting ethically at all times, adhering to the applicable codes, standards, policies, and procedures adopted by the Company, and complying with all laws, regulations and rules that apply to the Company’s business affairs. The Board has approved the Code of Conduct and directors hereby affirm their commitment to monitor the Company’s compliance programs, standards, policies, codes, procedures, and activities in furtherance of the Code of Conduct.

Ethical Culture

Directors should promote an ethical culture that respects and values all employees and encourages compliance with all laws and policies of the Company and create accountability for violations of the laws and policies. Directors understand their responsibility for setting the “tone at the top” and will observe the highest ethical standards by acting with honesty and integrity.

Performance of Duties

The Board represents the interests of stockholders, as owners of the Company, in optimizing long-term value by overseeing management performance on the stockholders’ behalf. The Board’s responsibilities in performing this oversight function include a duty of care and a duty of loyalty.

A director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Company, making decisions and taking other actions.

In meeting the duty of care, directors are expected to:

- *Attend and participate in Board and committee meetings.* Personal participation is required. Directors may not vote or participate by proxy.
- *Remain properly informed about the Company's business and affairs.* Directors should review and devote appropriate time to studying Board materials.
- *Rely on others.* Absent knowledge that makes reliance unwarranted, directors may rely on Board committees, management, employees, and professional advisors.
- *Make inquiries.* Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is addressing them appropriately.

A director's duty of loyalty refers to the responsibility to act in good faith and in the best interests of the Company and its stockholders, not the interests of the director, a family member, or an organization with which the director is affiliated. Directors should not use their positions for personal gain. The duty of loyalty may be relevant in cases of conflict of interest and corporate opportunities that are detailed below.

Conflicts of Interest

Directors should maintain their loyalty to the Company, avoiding any situations that create, may reasonably be expected to create, or appear to create a conflict of interest. Directors should provide prompt notice to the Chairman of the Board (the "**Chairman**") if a situation involving actual, potential, or apparent conflict of interest arises.

A "conflict of interest" can occur when a director's personal or business interests are adverse to – or may appear to be adverse to – the interests of the Company as a whole. A director's personal or business interests include the interests of an immediate family member or an organization with which a director or an immediate family member has a significant relationship. Conflicts of interest also arise when a director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a director of the Company. A director's immediate family includes the director's spouse, parents, stepparents, children, stepchildren, siblings, mother- and father-in-law, sons- and daughters-in-law, brothers and sisters-in-law, and anyone (other than a domestic employee or tenant) who shares the director's home.

Corporate Opportunity

Directors should refrain from (a) taking for themselves personally opportunities related to the Company's business; (b) using the Company's property, information, or position for personal gain; or (c) competing with the Company for business opportunities, provided, however, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so.

Proprietary Information

Directors should maintain the confidentiality of non-public information received from whatever source, in their capacity as a director of the Company, and the Company’s proprietary information, except when the Company or the Board authorizes disclosure or as required by laws, regulations, or legal proceedings. Accordingly, directors may not: (a) use information (including information that is not material) or Company proprietary information for their own personal benefit or to benefit persons or entities outside the Company; or (b) disclose such information outside the Company, either during or after their service as directors, except with authorization of the Company or Board or as may be otherwise legally required.

Reporting Guidelines

Directors should promote ethical behavior and take steps to see that the Company: (a) encourages employees to talk to supervisors, managers, and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations, or the Code of Conduct to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

Directors should consult with the Company’s General Counsel or the Chairman regarding any questions about this Code. Directors must promptly contact the General Counsel or the Chairman if the director believes there has been a violation of this Code, or if he or she is aware of illegal or unethical behavior by any employee, officer, or director, or by anyone purporting to be acting on the Company’s behalf. Nothing in this Code limits a director’s right or ability to communicate with government agencies regarding possible violations of law.

Waivers of the Code

Any waivers of this Code may only be granted by the Board after disclosure of all material facts by the director seeking the waiver. Waivers will only be granted in exigent circumstances and will be disclosed promptly to stockholders as required by law or Nasdaq rules.

Annual Certification

Ensuring that each director formally reaffirms his or her commitment to comply with the principles of the Code of Conduct and to this Code on an annual basis.

I hereby affirm my commitment to the principles of The Kraft Heinz Company Employee Code of Conduct and this Code of Business Conduct and Ethics for Non-Employee Directors:

Director’s Signature

Date