

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 1, 2023

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-37482

KraftHeinz

The Kraft Heinz Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

One PPG Place, Pittsburgh, Pennsylvania

(Address of principal executive offices)

46-2078182

(I.R.S. Employer Identification No.)

15222

(Zip Code)

(412) 456-5700

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value	KHC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 29, 2023, there were 1,227,237,484 shares of the registrant's common stock outstanding.

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Unless the context otherwise requires, the terms "we," "us," "our," "Kraft Heinz," and the "Company" each refer to The Kraft Heinz Company and all of its consolidated subsidiaries.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains a number of forward-looking statements. Words such as “anticipate,” “reflect,” “invest,” “see,” “make,” “expect,” “give,” “deliver,” “drive,” “believe,” “improve,” “assess,” “reassess,” “remain,” “evaluate,” “grow,” “will,” “plan,” “intend,” and variations of such words and similar future or conditional expressions are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding our plans, impacts of accounting standards and guidance, growth, legal matters, taxes, costs and cost savings, impairments, and dividends. These forward-looking statements reflect management’s current expectations and are not guarantees of future performance and are subject to a number of risks and uncertainties, many of which are difficult to predict and beyond our control.

Important factors that may affect our business and operations and that may cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, operating in a highly competitive industry; our ability to correctly predict, identify, and interpret changes in consumer preferences and demand, to offer new products to meet those changes, and to respond to competitive innovation; changes in the retail landscape or the loss of key retail customers; changes in our relationships with significant customers or suppliers, or in other business relationships; our ability to maintain, extend, and expand our reputation and brand image; our ability to leverage our brand value to compete against private label products; our ability to drive revenue growth in our key product categories or platforms, increase our market share, or add products that are in faster-growing and more profitable categories; product recalls or other product liability claims; climate change and legal or regulatory responses; our ability to identify, complete, or realize the benefits from strategic acquisitions, divestitures, alliances, joint ventures, or investments; our ability to successfully execute our strategic initiatives; the impacts of our international operations; our ability to protect intellectual property rights; our ability to realize the anticipated benefits from prior or future streamlining actions to reduce fixed costs, simplify or improve processes, and improve our competitiveness; the influence of our largest stockholder; our level of indebtedness, as well as our ability to comply with covenants under our debt instruments; additional impairments of the carrying amounts of goodwill or other indefinite-lived intangible assets; foreign exchange rate fluctuations; volatility in commodity, energy, and other input costs; volatility in the market value of all or a portion of the commodity derivatives we use; compliance with laws and regulations and related legal claims or regulatory enforcement actions; failure to maintain an effective system of internal controls; a downgrade in our credit rating; the impact of sales of our common stock in the public market; our ability to continue to pay a regular dividend and the amounts of any such dividends; disruptions in the global economy caused by geopolitical conflicts, including the ongoing conflict between Russia and Ukraine; unanticipated business disruptions and natural events in the locations in which we or our customers, suppliers, distributors, or regulators operate; economic and political conditions in the United States and various other nations where we do business (including inflationary pressures, instability in financial institutions, general economic slowdown, or recession); changes in our management team or other key personnel and our ability to hire or retain key personnel or a highly skilled and diverse global workforce; our dependence on information technology and systems, including service interruptions, misappropriation of data, or breaches of security; increased pension, labor, and people-related expenses; changes in tax laws and interpretations; volatility of capital markets and other macroeconomic factors; and other factors. For additional information on these and other factors that could affect our forward-looking statements, see Item 1A, *Risk Factors*, in our Annual Report on Form 10-K for the year ended December 31, 2022. We disclaim and do not undertake any obligation to update, revise, or withdraw any forward-looking statement in this report, except as required by applicable law or regulation.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

The Kraft Heinz Company
Condensed Consolidated Statements of Income
(in millions, except per share data)
(Unaudited)

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Net sales	\$ 6,489	\$ 6,045
Cost of products sold	4,376	4,114
Gross profit	2,113	1,931
Selling, general and administrative expenses, excluding impairment losses	870	827
Goodwill impairment losses	—	(11)
Selling, general and administrative expenses	870	816
Operating income/(loss)	1,243	1,115
Interest expense	227	242
Other expense/(income)	(35)	(98)
Income/(loss) before income taxes	1,051	971
Provision for/(benefit from) income taxes	214	190
Net income/(loss)	837	781
Net income/(loss) attributable to noncontrolling interest	1	5
Net income/(loss) attributable to common shareholders	\$ 836	\$ 776
Per share data applicable to common shareholders:		
Basic earnings/(loss)	\$ 0.68	\$ 0.63
Diluted earnings/(loss)	0.68	0.63

See accompanying notes to the condensed consolidated financial statements.

The Kraft Heinz Company
Condensed Consolidated Statements of Comprehensive Income
(in millions)
(Unaudited)

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Net income/(loss)	\$ 837	\$ 781
Other comprehensive income/(loss), net of tax:		
Foreign currency translation adjustments	119	(33)
Net deferred gains/(losses) on net investment hedges	(24)	52
Amounts excluded from the effectiveness assessment of net investment hedges	6	9
Net deferred losses/(gains) on net investment hedges reclassified to net income/(loss)	(6)	(8)
Net deferred gains/(losses) on cash flow hedges	(15)	(34)
Amounts excluded from the effectiveness assessment of cash flow hedges	4	7
Net deferred losses/(gains) on cash flow hedges reclassified to net income/(loss)	(16)	22
Net postemployment benefit losses/(gains) reclassified to net income/(loss)	(2)	(4)
Total other comprehensive income/(loss)	66	11
Total comprehensive income/(loss)	903	792
Comprehensive income/(loss) attributable to noncontrolling interest	5	4
Comprehensive income/(loss) attributable to common shareholders	\$ 898	\$ 788

See accompanying notes to the condensed consolidated financial statements.

The Kraft Heinz Company
Condensed Consolidated Balance Sheets
(in millions, except per share data)
(Unaudited)

	April 1, 2023	December 31, 2022
ASSETS		
Cash and cash equivalents	\$ 826	\$ 1,040
Trade receivables (net of allowances of \$45 at April 1, 2023 and \$46 at December 31, 2022)	2,286	2,120
Inventories	4,016	3,651
Prepaid expenses	329	240
Other current assets	755	842
Assets held for sale	4	4
Total current assets	8,216	7,897
Property, plant and equipment, net	6,776	6,740
Goodwill	30,888	30,833
Intangible assets, net	42,665	42,649
Other non-current assets	2,398	2,394
TOTAL ASSETS	\$ 90,943	\$ 90,513
LIABILITIES AND EQUITY		
Commercial paper and other short-term debt	\$ 2	\$ 6
Current portion of long-term debt	840	831
Trade payables	4,804	4,848
Accrued marketing	758	749
Interest payable	315	264
Other current liabilities	2,235	2,330
Total current liabilities	8,954	9,028
Long-term debt	19,263	19,233
Deferred income taxes	10,162	10,152
Accrued postemployment costs	145	144
Long-term deferred income	1,465	1,477
Other non-current liabilities	1,601	1,609
TOTAL LIABILITIES	41,590	41,643
Commitments and Contingencies (Note 14)		
Redeemable noncontrolling interest	40	40
Equity:		
Common stock, \$0.01 par value (5,000 shares authorized; 1,245 shares issued and 1,227 shares outstanding at April 1, 2023; 1,243 shares issued and 1,225 shares outstanding at December 31, 2022)	12	12
Additional paid-in capital	51,910	51,834
Retained earnings/(deficit)	831	489
Accumulated other comprehensive income/(losses)	(2,748)	(2,810)
Treasury stock, at cost (18 shares at April 1, 2023 and 18 shares at December 31, 2022)	(852)	(847)
Total shareholders' equity	49,153	48,678
Noncontrolling interest	160	152
TOTAL EQUITY	49,313	48,830
TOTAL LIABILITIES AND EQUITY	\$ 90,943	\$ 90,513

See accompanying notes to the condensed consolidated financial statements.

The Kraft Heinz Company
Condensed Consolidated Statements of Equity
(in millions)
(Unaudited)

	Common Stock	Additional Paid-in Capital	Retained Earnings/(Deficit)	Accumulated Other Comprehensive Income/(Losses)	Treasury Stock, at Cost	Noncontrolling Interest	Total Equity
Balance at December 31, 2022	\$ 12	\$ 51,834	\$ 489	\$ (2,810)	\$ (847)	\$ 152	\$ 48,830
Net income/(loss) excluding redeemable noncontrolling interest	—	—	836	—	—	1	837
Other comprehensive income/(loss) excluding redeemable noncontrolling interest	—	—	—	62	—	4	66
Dividends declared-common stock (\$0.40 per share)	—	—	(494)	—	—	—	(494)
Exercise of stock options, issuance of other stock awards, and other	—	76	—	—	(5)	3	74
Balance at April 1, 2023	<u>\$ 12</u>	<u>\$ 51,910</u>	<u>\$ 831</u>	<u>\$ (2,748)</u>	<u>\$ (852)</u>	<u>\$ 160</u>	<u>\$ 49,313</u>
	Common Stock	Additional Paid-in Capital	Retained Earnings/(Deficit)	Accumulated Other Comprehensive Income/(Losses)	Treasury Stock, at Cost	Noncontrolling Interest	Total Equity
Balance at December 25, 2021	\$ 12	\$ 53,379	\$ (1,682)	\$ (1,824)	\$ (587)	\$ 150	\$ 49,448
Net income/(loss) excluding redeemable noncontrolling interest	—	—	776	—	—	4	780
Other comprehensive income/(loss) excluding redeemable noncontrolling interest	—	—	—	12	—	(1)	11
Dividends declared-common stock (\$0.40 per share)	—	(492)	—	—	—	—	(492)
Exercise of stock options, issuance of other stock awards, and other	—	67	1	—	(18)	—	50
Balance at March 26, 2022	<u>\$ 12</u>	<u>\$ 52,954</u>	<u>\$ (905)</u>	<u>\$ (1,812)</u>	<u>\$ (605)</u>	<u>\$ 153</u>	<u>\$ 49,797</u>

See accompanying notes to the condensed consolidated financial statements.

The Kraft Heinz Company
Condensed Consolidated Statements of Cash Flows
(in millions)
(Unaudited)

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income/(loss)	\$ 837	\$ 781
Adjustments to reconcile net income/(loss) to operating cash flows:		
Depreciation and amortization	220	220
Amortization of postemployment benefit plans prior service costs/(credits)	(3)	(4)
Divestiture-related license income	(13)	(14)
Equity award compensation expense	31	34
Deferred income tax provision/(benefit)	(3)	23
Postemployment benefit plan contributions	(6)	(7)
Goodwill and intangible asset impairment losses	—	(11)
Nonmonetary currency devaluation	3	4
Loss/(gain) on sale of business	1	1
Other items, net	29	(69)
Changes in current assets and liabilities:		
Trade receivables	(151)	(123)
Inventories	(406)	(382)
Accounts payable	(32)	6
Other current assets	(53)	(91)
Other current liabilities	32	118
Net cash provided by/(used for) operating activities	<u>486</u>	<u>486</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(266)	(214)
Payments to acquire business, net of cash acquired	—	(241)
Proceeds from sale of business, net of cash disposed and working capital adjustments	—	(20)
Other investing activities, net	2	6
Net cash provided by/(used for) investing activities	<u>(264)</u>	<u>(469)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments of long-term debt	(1)	(9)
Dividends paid	(491)	(490)
Other financing activities, net	53	14
Net cash provided by/(used for) financing activities	<u>(439)</u>	<u>(485)</u>
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	4	2
Cash, cash equivalents, and restricted cash		
Net increase/(decrease)	(213)	(466)
Balance at beginning of period	1,041	3,446
Balance at end of period	<u>\$ 828</u>	<u>\$ 2,980</u>

See accompanying notes to the condensed consolidated financial statements.

Note 1. Basis of Presentation

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been omitted, in accordance with the rules of the Securities and Exchange Commission (the “SEC”). In management’s opinion, these interim financial statements include all adjustments (consisting only of normal recurring adjustments) and accruals necessary to fairly state our results for the periods presented.

We operate on a 52- or 53-week fiscal year ending on the last Saturday in December in each calendar year. Unless the context requires otherwise, references to years and quarters contained herein pertain to our fiscal years and fiscal quarters. Our 2023 fiscal year is scheduled to be a 52-week period ending on December 30, 2023, and our 2022 fiscal year was a 53-week period that ended on December 31, 2022.

The condensed consolidated balance sheet data at December 31, 2022 was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. These statements should be read in conjunction with our audited consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2022. The results for interim periods are not necessarily indicative of future or annual results.

Principles of Consolidation

The condensed consolidated financial statements include The Kraft Heinz Company and all of our controlled subsidiaries. All intercompany transactions are eliminated.

Reportable Segments

We manage and report our operating results through two reportable segments defined by geographic region: North America and International.

Use of Estimates

We prepare our condensed consolidated financial statements in accordance with U.S. GAAP, which requires us to make accounting policy elections, estimates, and assumptions that affect the reported amount of assets, liabilities, reserves, and expenses. These accounting policy elections, estimates, and assumptions are based on our best estimates and judgments. We evaluate our policy elections, estimates, and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment. We believe these estimates to be reasonable given the current facts available. We adjust our policy elections, estimates, and assumptions when facts and circumstances dictate. Market volatility, including foreign currency exchange rates, increases the uncertainty inherent in our estimates and assumptions. As future events and their effects cannot be determined with precision, actual results could differ significantly from estimates. If actual amounts differ from estimates, we include the revisions in our consolidated results of operations in the period the actual amounts become known. Historically, the aggregate differences, if any, between our estimates and actual amounts in any year have not had a material effect on our condensed consolidated financial statements.

Reclassifications

We made reclassifications and adjustments to certain previously reported financial information to conform to our current period presentation.

Held for Sale

At April 1, 2023 and December 31, 2022, we classified certain assets as held for sale in our condensed consolidated balance sheet, primarily relating to land use rights across the globe.

Cash, Cash Equivalents, and Restricted Cash

Cash equivalents include term deposits with banks, money market funds, and all highly liquid investments with original maturities of three months or less. The fair value of cash equivalents approximates the carrying amount. Cash and cash equivalents that are legally restricted as to withdrawal or usage are classified in other current assets or other non-current assets, as applicable, on the condensed consolidated balance sheets. At April 1, 2023, we had restricted cash recorded in other current assets of \$1 million and in other non-current assets of \$1 million. At December 31, 2022, we had restricted cash recorded in other non-current assets of \$1 million. Total cash, cash equivalents, and restricted cash was \$828 million at April 1, 2023 and \$1,041 million at December 31, 2022.

Note 2. Significant Accounting Policies

There were no significant changes to our accounting policies from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Note 3. New Accounting Standards

Accounting Standards Adopted in the Current Year

Supplier Finance Programs (Topic 405-50) - Disclosure of Supplier Finance Program Obligations:

In September 2022, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2022-04 to add disclosure requirements relative to supplier financing programs under ASC 405, *Liabilities*. The guidance requires entities that maintain supplier financing programs to provide information in their financial statements about their use of supplier finance programs and their effect on the entity’s working capital, liquidity, and cash flows. Specifically, the amendment requires entities to disclose the key terms of their programs, amounts outstanding, balance sheet presentation, and a rollforward of amounts outstanding during the annual period. Only the amount outstanding at the end of the period is required to be disclosed in interim periods. We adopted this ASU when it became effective in the first quarter of our fiscal year 2023, except for the rollforward requirement, which is effective in fiscal year 2024. The adoption of this ASU did not have a significant impact on our financial statements and related disclosures.

Note 4. Acquisitions and Divestitures

Acquisitions

Hemmer Acquisition:

On March 31, 2022 (the “Hemmer Acquisition Date”), we acquired a majority of the outstanding equity interests of Companhia Hemmer Indústria e Comércio (“Hemmer”), a Brazilian food and beverage manufacturing company focused on the condiments and sauces category, from certain third-party shareholders (the “Hemmer Acquisition”).

The Hemmer Acquisition was accounted for under the acquisition method of accounting for business combinations. Total cash consideration related to the Hemmer Acquisition was approximately 1.3 billion Brazilian reais (approximately \$279 million at the Hemmer Acquisition Date). A noncontrolling interest was recognized at fair value, which was determined to be the noncontrolling interest’s proportionate share of the acquiree’s identifiable net assets, as of the Hemmer Acquisition Date. As of the Hemmer Acquisition Date, we acquired 94% of the outstanding shares of Hemmer. In the third quarter of 2022, we completed the redemption of the remaining outstanding shares and own 100% of the controlling interest in Hemmer.

We entered into foreign exchange derivative contracts to economically hedge the foreign currency exposure related to the cash consideration for the Hemmer Acquisition. See Note 11, *Financial Instruments*, for additional information.

We utilized fair values at the Hemmer Acquisition Date to allocate the total consideration exchanged to the net tangible and intangible assets acquired and liabilities assumed. The purchase price allocation for the Hemmer Acquisition became final during the first quarter of 2023.

The final purchase price allocation to assets acquired and liabilities assumed in the Hemmer Acquisition was (in millions):

	Initial Allocation ^(a)	Adjustments	Final Allocation
Cash	\$ 1	\$ —	\$ 1
Trade receivables	13	—	13
Inventories	17	—	17
Other current assets	2	—	2
Property, plant and equipment, net	14	—	14
Identifiable intangible assets	122	—	122
Other non-current assets	13	4	17
Short-term debt	(9)	—	(9)
Trade payables	(11)	—	(11)
Other current liabilities	(31)	—	(31)
Long-term debt	(11)	—	(11)
Other non-current liabilities	(44)	—	(44)
Net assets acquired	76	4	80
Noncontrolling interest	(16)	—	(16)
Goodwill on acquisition	219	(4)	215
Total consideration	\$ 279	\$ —	\$ 279

(a) As reported in Note 4, *Acquisitions and Divestitures*, to our condensed consolidated financial statements in our Quarterly Report on Form 10-Q for the three months ended June 25, 2022.

The Hemmer Acquisition preliminarily resulted in \$219 million of non-tax deductible goodwill relating principally to Hemmer’s long-term experience and large presence operating in emerging markets. In the fourth quarter of 2022, a portion of the goodwill became tax deductible following the merger of Hemmer into our existing legal entity structure. This goodwill was assigned to the Latin America (“LATAM”) reporting unit within our International segment. In the fourth quarter of 2022, certain insignificant measurement period adjustments were made to the initial allocation, and the final amount of goodwill was adjusted to \$215 million.

The purchase price allocation to identifiable intangible assets acquired in the Hemmer Acquisition was:

	Fair Value (in millions of dollars)	Weighted Average Life (in years)
Definite-lived trademarks	\$ 101	13
Customer-related assets	21	15
Total	\$ 122	

We valued trademarks using the relief from royalty method and customer-related assets using the distributor method. Some of the more significant assumptions inherent in developing the valuations included the estimated annual net cash flows for each definite-lived intangible asset (including net sales, cost of products sold, selling and marketing costs, and working capital/contributory asset charges), the discount rate that appropriately reflects the risk inherent in each future cash flow stream, the assessment of each asset’s life cycle, and competitive trends, as well as other factors. We determined the assumptions used in the financial forecasts using historical data, supplemented by current and anticipated market conditions, estimated product category growth rates, management’s plans, and market comparables.

We used carrying values as of the Hemmer Acquisition Date to value certain current and non-current assets and liabilities, as we determined that they represented the fair value of those items at such date.

Just Spices Acquisition:

On January 18, 2022 (the “Just Spices Acquisition Date”), we acquired 85% of the shares of Just Spices GmbH (“Just Spices”), a German-based company focused on direct-to-consumer sales of premium spice blends, from certain third-party shareholders (the “Just Spices Acquisition”).

The Just Spices Acquisition was accounted for under the acquisition method of accounting for business combinations. Total cash consideration related to the Just Spices Acquisition was approximately 214 million euros (approximately \$243 million at the Just Spices Acquisition Date). A noncontrolling interest was recognized at fair value, which was determined to be the noncontrolling interest's proportionate share of the acquiree's identifiable net assets, as of the Just Spices Acquisition Date. Under the terms of certain transaction agreements, Just Spices' other equity holders each have a put option to require us to purchase the remaining equity interests beginning three years after the Just Spices Acquisition Date. If the put option is not exercised, we have a call option to acquire the remaining equity interests of Just Spices. Considering the contractual terms related to the noncontrolling interest, it is classified as redeemable noncontrolling interest on our condensed consolidated balance sheet.

Subsequent to the Just Spices Acquisition, the redeemable noncontrolling interest is measured at the greater of the amount that would be paid if settlement occurred as of the balance sheet date based on the contractually defined redemption value and its carrying amount adjusted for the net income/(loss) attributable to the noncontrolling interest.

We utilized fair values at the Just Spices Acquisition Date to allocate the total consideration exchanged to the net tangible and intangible assets acquired and liabilities assumed. The purchase price allocation for the Just Spices Acquisition was final as of December 31, 2022.

The final purchase price allocation to assets acquired and liabilities assumed in the Just Spices Acquisition was (in millions):

	Final Allocation
Cash	\$ 2
Trade receivables	4
Inventories	7
Other current assets	9
Property, plant and equipment, net	1
Identifiable intangible assets	172
Other non-current assets	7
Trade payables	(10)
Other current liabilities	(12)
Other non-current liabilities	(54)
Net assets acquired	126
Redeemable noncontrolling interest	(39)
Goodwill on acquisition	156
Total consideration	<u>\$ 243</u>

The Just Spices Acquisition preliminarily resulted in \$167 million of non-tax deductible goodwill relating principally to Just Spices' social media presence. This goodwill was assigned to the Continental Europe reporting unit within our International segment. In 2022, certain insignificant measurement period adjustments were made to the initial allocation, and the final amount of goodwill was adjusted to \$156 million.

The purchase price allocation to identifiable intangible assets acquired in the Just Spices Acquisition was:

	Fair Value (in millions of dollars)	Weighted Average Life (in years)
Definite-lived trademarks	\$ 72	10
Customer-related assets	100	15
Total	<u>\$ 172</u>	

We valued trademarks using the relief from royalty method and customer-related assets using the distributor method. Some of the more significant assumptions inherent in developing the valuations included the estimated annual net cash flows for each definite-lived intangible asset (including net sales, cost of products sold, selling and marketing costs, and working capital/contributory asset charges), the discount rate that appropriately reflects the risk inherent in each future cash flow stream, the assessment of each asset's life cycle, and competitive trends, as well as other factors. We determined the assumptions used in the financial forecasts using historical data, supplemented by current and anticipated market conditions, estimated product category growth rates, management's plans, and market comparables.

We used carrying values as of the Just Spices Acquisition Date to value certain current and non-current assets and liabilities, as we determined that they represented the fair value of those items at such date.

Deal Costs:

We incurred insignificant deal costs for the three months ended April 1, 2023 and the three months ended March 26, 2022 related to our acquisitions and divestitures. We recognized these deal costs in selling, general and administrative expenses (“SG&A”).

Note 5. Restructuring Activities

See our consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2022 for additional information on our restructuring activities.

Restructuring Activities:

We have restructuring programs globally, which are focused primarily on reducing our overall cost structure and streamlining our organizational design. For the three months ended April 1, 2023, we eliminated approximately 335 positions related to these programs. As of April 1, 2023, we expect to eliminate approximately 100 additional positions during the remainder of 2023, primarily in our International segment. For the three months ended April 1, 2023, restructuring activities resulted in income of \$8 million and included \$2 million of asset-related costs and a benefit of \$10 million in other implementation costs. Restructuring activities resulted in expenses of \$19 million for the three months ended March 26, 2022.

Our net liability balance for restructuring project costs that qualify as exit and disposal costs under U.S. GAAP was (in millions):

	Severance and Employee Benefit Costs	Other Exit Costs	Total
Balance at December 31, 2022	\$ 28	\$ 11	\$ 39
Cash payments	(10)	(1)	(11)
Non-cash utilization	(2)	(1)	(3)
Balance at April 1, 2023	<u>\$ 16</u>	<u>\$ 9</u>	<u>\$ 25</u>

We expect the liability for severance and employee benefit costs as of April 1, 2023 to be paid by the end of 2023. The liability for other exit costs primarily relates to lease obligations. The cash impact of these obligations will continue for the duration of the lease terms, which expire between 2024 and 2026.

Total Expenses/(Income):

Total expense/(income) related to restructuring activities, by income statement caption, were (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Severance and employee benefit costs - Cost of products sold	\$ 2	\$ (3)
Severance and employee benefit costs - SG&A	(4)	13
Severance and employee benefit costs - Other expense/(income)	2	—
Asset-related costs - Cost of products sold	2	4
Other costs - Cost of products sold	2	3
Other costs - SG&A	(12)	2
	<u>\$ (8)</u>	<u>\$ 19</u>

We do not include our restructuring activities within Segment Adjusted EBITDA (as defined in Note 16, *Segment Reporting*). The pre-tax impact of allocating such expenses/(income) to our segments would have been (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
North America	\$ 6	\$ 20
International	(1)	(2)
General corporate expenses	(13)	1
	<u>\$ (8)</u>	<u>\$ 19</u>

Note 6. Inventories

Inventories consisted of the following (in millions):

	April 1, 2023	December 31, 2022
Packaging and ingredients	\$ 965	\$ 1,032
Spare parts	213	208
Work in process	330	334
Finished products	2,508	2,077
Inventories	<u>\$ 4,016</u>	<u>\$ 3,651</u>

Note 7. Goodwill and Intangible Assets

Goodwill:

Changes in the carrying amount of goodwill, by segment, were (in millions):

	North America	International	Total
Balance at December 31, 2022	\$ 27,685	\$ 3,148	\$ 30,833
Translation adjustments and other	3	52	55
Balance at April 1, 2023	<u>\$ 27,688</u>	<u>\$ 3,200</u>	<u>\$ 30,888</u>

As of April 1, 2023, we maintain 11 reporting units, seven of which comprise our goodwill balance. These seven reporting units had an aggregate goodwill carrying amount of \$30.9 billion at April 1, 2023. As of their latest impairment test, our reporting units with 20% or less fair value over carrying amount had an aggregate goodwill carrying amount of \$16.4 billion and included Taste, Meals, and Away From Home (“TMA”), Canada and North America Coffee (“CNAC”), and Continental Europe; and our reporting units with between 20-50% fair value over carrying amount had an aggregate goodwill carrying amount of \$14.5 billion and included Fresh, Beverages, and Desserts (“FBD”), Northern Europe, Asia, and LATAM.

Accumulated impairment losses to goodwill were \$11.3 billion as of April 1, 2023 and December 31, 2022.

No events occurred during the three months ended April 1, 2023 or the three months ended March 26, 2022 that indicated it was more likely than not that our goodwill was impaired.

Additional Goodwill Considerations

Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions, estimates, and market factors. Estimating the fair value of individual reporting units requires us to make assumptions and estimates regarding our future plans, as well as industry, economic, and regulatory conditions. These assumptions and estimates include estimated future annual net cash flows, income tax rates, discount rates, growth rates, and other market factors. Our current expectations also include certain assumptions that could be negatively impacted if we are unable to meet our pricing expectations in relation to inflation. If current expectations of future growth rates and margins are not met, if market factors outside of our control, such as discount rates, income tax rates, foreign currency exchange rates, or inflation, change, or if management’s expectations or plans otherwise change, including updates to our long-term operating plans, then one or more of our reporting units might become impaired in the future. Additionally, any decisions to divest certain non-strategic assets has led and could in the future lead to goodwill impairments.

Our reporting units that were impaired in 2022 were written down to their respective fair values resulting in zero excess fair value over carrying amount as of the applicable impairment test dates. Accordingly, reporting units that have 20% or less excess fair value over carrying amount as of their latest impairment test have a heightened risk of future impairments if any assumptions, estimates, or market factors change in the future. Although the remaining reporting units have more than 20% excess fair value over carrying amount as of their latest impairment test, these amounts are also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future.

Indefinite-lived intangible assets:

Changes in the carrying amount of indefinite-lived intangible assets, which primarily consisted of trademarks, were (in millions):

Balance at December 31, 2022	\$ 38,552
Translation adjustments and other	68
Balance at April 1, 2023	<u>\$ 38,620</u>

Our indefinite-lived intangible asset balance primarily consists of a number of individual brands, which had an aggregate carrying amount of \$38.6 billion at April 1, 2023. As of their latest impairment test, brands with 20% or less fair value over carrying amount had an aggregate carrying amount after impairment of \$16.6 billion, brands with between 20-50% fair value over carrying amount had an aggregate carrying amount of \$2.5 billion, and brands that had over 50% fair value over carrying amount had an aggregate carrying amount of \$19.4 billion.

No events occurred during the three months ended April 1, 2023 or the three months ended March 26, 2022 that indicated it was more likely than not that any brand was impaired.

Additional Indefinite-Lived Intangible Asset Considerations

Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions, estimates, and market factors. Estimating the fair value of individual brands requires us to make assumptions and estimates regarding our future plans, as well as industry, economic, and regulatory conditions. These assumptions and estimates include estimated future annual net cash flows, income tax considerations, discount rates, growth rates, royalty rates, contributory asset charges, and other market factors. Our current expectations also include certain assumptions that could be negatively impacted if we are unable to meet our pricing expectations in relation to inflation. If current expectations of future growth rates and margins are not met, if market factors outside of our control, such as discount rates, income tax rates, foreign currency exchange rates, or inflation, change, or if management's expectations or plans otherwise change, including updates to our long-term operating plans, then one or more of our brands might become impaired in the future. Additionally, any decisions to divest certain non-strategic assets has led and could in the future lead to intangible asset impairments.

Our brands that were impaired in 2022 were written down to their respective fair values resulting in zero excess fair value over carrying amount as of the applicable impairment test dates. Accordingly, these and other individual brands that have 20% or less excess fair value over carrying amount as of their latest impairment test have a heightened risk of future impairments if any assumptions, estimates, or market factors change in the future. Although the remaining brands have more than 20% excess fair value over carrying amount as of their latest impairment test, these amounts are also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future.

Definite-lived intangible assets:

Definite-lived intangible assets were (in millions):

	April 1, 2023			December 31, 2022		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Trademarks	\$ 2,225	\$ (672)	\$ 1,553	\$ 2,223	\$ (649)	\$ 1,574
Customer-related assets	3,698	(1,216)	2,482	3,690	(1,177)	2,513
Other	14	(4)	10	13	(3)	10
	<u>\$ 5,937</u>	<u>\$ (1,892)</u>	<u>\$ 4,045</u>	<u>\$ 5,926</u>	<u>\$ (1,829)</u>	<u>\$ 4,097</u>

Amortization expense for definite-lived intangible assets was \$62 million for the three months ended April 1, 2023 and \$64 million for the three months ended March 26, 2022. Aside from amortization expense, the change in definite-lived intangible assets from December 31, 2022 to April 1, 2023 primarily reflects the impact of foreign currency.

We estimate that amortization expense related to definite-lived intangible assets will be approximately \$250 million in 2023 and each of the following five years.

Note 8. Income Taxes

The provision for income taxes consists of provisions for federal, state, and non-U.S. income taxes. We operate in an international environment; accordingly, the consolidated effective tax rate is a composite rate reflecting the earnings in various locations and the applicable tax rates. Additionally, the calculation of the percentage point impact of goodwill impairment and other items on the effective tax rate are affected by income/(loss) before income taxes. Further, small movements in tax rates due to a change in tax law or a change in tax rates that causes us to revalue our deferred tax balances produces volatility in our effective tax rate. Our quarterly income tax provision is determined based on our estimated full year effective tax rate, adjusted for tax attributable to infrequent or unusual items, which are recognized on a discrete period basis in the income tax provision for the period in which they occur.

Our effective tax rate for the three months ended April 1, 2023 was an expense of 20.3% on pre-tax income. Our effective tax rate was favorably impacted by the geographic mix of pre-tax income in various non-U.S. jurisdictions.

Our effective tax rate for the three months ended March 26, 2022 was an expense of 19.6% on pre-tax income. Our effective tax rate was favorably impacted by the geographic mix of pre-tax income in various non-U.S. jurisdictions and the impact of certain net discrete items, primarily the reversal of uncertain tax position reserves in certain foreign jurisdictions. The year over year increase was due primarily to the impact of changes in uncertain tax position reserves.

Other Income Tax Matters:

As previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022, we are currently under examination for income taxes by the Internal Revenue Service (“IRS”) for the years 2018 and 2019. We are continuing to respond to Information Document Requests. We received a draft economist report and expect to receive a Notice of Proposed Adjustment relating to transfer pricing with our foreign subsidiaries asserting that our U.S. taxable income should have been higher in 2018 and 2019, which would result in additional U.S. tax expense for 2018 and 2019 plus interest and potential penalties. We strongly disagree with the IRS’s suggested position, believe that our tax positions are properly supported, and intend to vigorously contest the position taken by the IRS and pursue all available administrative and judicial remedies. We continue to maintain our operating model and believe our income tax reserves are appropriate for all open tax years and that final adjudication of this matter will not have a material impact on our results of operations and cash flows. However, the ultimate outcome of this matter is uncertain, and if we are required to pay the IRS additional U.S. taxes, interest, and potential penalties, our results of operations and cash flows could be materially affected.

On August 16, 2022, the Inflation Reduction Act was signed into law in the United States. We are currently evaluating the law and do not expect the Inflation Reduction Act to have a significant impact on our financial statements, including our annual estimated effective tax rate.

Note 9. Employees’ Stock Incentive Plans

Stock Options:

Our stock option activity and related information was:

	Number of Stock Options	Weighted Average Exercise Price (per share)
Outstanding at December 31, 2022	9,559,063	\$ 46.80
Granted	794,301	38.40
Forfeited	(200,449)	56.49
Exercised	(1,161,560)	35.58
Outstanding at April 1, 2023	<u>8,991,355</u>	<u>47.29</u>

The aggregate intrinsic value of stock options exercised during the period was insignificant for the three months ended April 1, 2023.

Restricted Stock Units:

Our restricted stock unit (“RSU”) activity and related information was:

	Number of Units	Weighted Average Grant Date Fair Value (per share)
Outstanding at December 31, 2022	9,330,718	\$ 34.36
Granted	2,319,570	38.42
Forfeited	(78,684)	36.27
Vested	(1,576,924)	35.32
Outstanding at April 1, 2023	<u>9,994,680</u>	<u>35.13</u>

The aggregate fair value of RSUs that vested during the period was \$61 million for the three months ended April 1, 2023.

Performance Share Units:

Our performance share unit (“PSU”) activity and related information was:

	Number of Units	Weighted Average Grant Date Fair Value (per share)
Outstanding at December 31, 2022	4,018,654	\$ 32.15
Granted	2,234,387	33.33
Forfeited	(47,673)	34.35
Vested	(47,948)	22.25
Outstanding at April 1, 2023	<u>6,157,420</u>	<u>32.48</u>

The aggregate fair value of PSUs that vested during the period was insignificant for the three months ended April 1, 2023.

Note 10. Postemployment Benefits

See our consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2022 for additional information on our postemployment-related accounting policies.

Pension Plans**Components of Net Pension Cost/(Benefit):**

Net pension cost/(benefit) consisted of the following (in millions):

	For the Three Months Ended			
	U.S. Plans		Non-U.S. Plans	
	April 1, 2023	March 26, 2022	April 1, 2023	March 26, 2022
Service cost	\$ —	\$ 1	\$ 2	\$ 4
Interest cost	36	24	15	10
Expected return on plan assets	(49)	(48)	(21)	(19)
Amortization of unrecognized losses/(gains)	—	—	4	—
Special/contractual termination benefits	—	—	2	—
Net pension cost/(benefit)	<u>\$ (13)</u>	<u>\$ (23)</u>	<u>\$ 2</u>	<u>\$ (5)</u>

We present all non-service cost components of net pension cost/(benefit) within other expense/(income) on our condensed consolidated statements of income.

Employer Contributions:

Related to our non-U.S. pension plans, we contributed \$3 million during the three months ended April 1, 2023 and plan to make further contributions of approximately \$7 million during the remainder of 2023. We did not contribute to our U.S. pension plans during the three months ended April 1, 2023 and do not plan to make contributions during the remainder of 2023. Estimated future contributions take into consideration current economic conditions, which at this time are expected to have minimal impact on expected contributions for the remainder of 2023. Our actual contributions and plans may change due to many factors, including changes in tax, employee benefit, or other laws and regulations, tax deductibility, significant differences between expected and actual pension asset performance or interest rates, or other factors.

Postretirement Plans

Components of Net Postretirement Cost/(Benefit):

Net postretirement cost/(benefit) consisted of the following (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Service cost	\$ 1	\$ 1
Interest cost	9	5
Expected return on plan assets	(14)	(14)
Amortization of prior service costs/(credits)	(3)	(4)
Amortization of unrecognized losses/(gains)	(4)	(4)
Net postretirement cost/(benefit)	\$ (11)	\$ (16)

We present all non-service cost components of net postretirement cost/(benefit) within other expense/(income) on our condensed consolidated statements of income.

Employer Contributions:

During the three months ended April 1, 2023, we contributed \$3 million to our postretirement benefit plans. We plan to make further contributions of approximately \$9 million to our postretirement benefit plans during the remainder of 2023. Estimated future contributions take into consideration current economic conditions, which at this time are expected to have minimal impact on expected contributions for the remainder of 2023. Our actual contributions and plans may change due to many factors, including changes in tax, employee benefit, or other laws and regulations, tax deductibility, significant differences between expected and actual postretirement plan asset performance or interest rates, or other factors.

Note 11. Financial Instruments

See our consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2022 for additional information on our overall risk management strategies, our use of derivatives, and our related accounting policies.

Derivative Volume:

The notional values of our outstanding derivative instruments were (in millions):

	Notional Amount	
	April 1, 2023	December 31, 2022
Commodity contracts	\$ 1,043	\$ 1,166
Foreign exchange contracts	2,931	3,139
Cross-currency contracts	6,336	6,336
Interest rate contracts	400	—

Fair Value of Derivative Instruments:

The fair values and the levels within the fair value hierarchy of derivative instruments recorded on the condensed consolidated balance sheets were (in millions):

	April 1, 2023					
	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)		Significant Other Observable Inputs (Level 2)		Total Fair Value	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Derivatives designated as hedging instruments:						
Foreign exchange contracts ^(a)	\$ —	\$ —	\$ 30	\$ 13	\$ 30	\$ 13
Cross-currency contracts ^(b)	—	—	231	182	231	182
Interest rate contracts ^(c)	—	—	—	3	—	3
Derivatives not designated as hedging instruments:						
Commodity contracts ^(d)	26	81	6	4	32	85
Foreign exchange contracts ^(a)	—	—	22	23	22	23
Total fair value	\$ 26	\$ 81	\$ 289	\$ 225	\$ 315	\$ 306

(a) At April 1, 2023, the fair value of our derivative assets was recorded in other current assets (\$50 million) and other non-current assets (\$2 million), and the fair value of our derivative liabilities was recorded in other current liabilities (\$34 million) and other non-current liabilities (\$2 million).

(b) At April 1, 2023, the fair value of our derivative assets was recorded in other current assets (\$125 million) and other non-current assets (\$106 million), and the fair value of our derivative liabilities was recorded in other current liabilities (\$57 million) and other non-current liabilities (\$125 million).

(c) At April 1, 2023, the fair value of our derivative liabilities was recorded in other current liabilities.

(d) At April 1, 2023, the fair value of our derivative assets was recorded in other current assets and the fair value of derivative liabilities was recorded in other current liabilities.

	December 31, 2022					
	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)		Significant Other Observable Inputs (Level 2)		Total Fair Value	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Derivatives designated as hedging instruments:						
Foreign exchange contracts ^(a)	\$ —	\$ —	\$ 40	\$ 10	\$ 40	\$ 10
Cross-currency contracts ^(b)	—	—	236	183	236	183
Derivatives not designated as hedging instruments:						
Commodity contracts ^(c)	33	61	—	15	33	76
Foreign exchange contracts ^(a)	—	—	33	25	33	25
Total fair value	\$ 33	\$ 61	\$ 309	\$ 233	\$ 342	\$ 294

(a) At December 31, 2022, the fair value of our derivative assets was recorded in other current assets (\$70 million) and other non-current assets (\$3 million), and the fair value of our derivative liabilities was recorded in other current liabilities (\$33 million) and other non-current liabilities (\$2 million).

(b) At December 31, 2022, the fair value of our derivative assets was recorded in other current assets (\$132 million) and other non-current assets (\$104 million), and the fair value of our derivative liabilities was recorded in other current liabilities (\$59 million) and other non-current liabilities (\$124 million).

(c) At December 31, 2022, the fair value of our derivative assets was recorded in other current assets and the fair value of derivative liabilities was recorded in other current liabilities.

Our derivative financial instruments are subject to master netting arrangements that allow for the offset of assets and liabilities in the event of default or early termination of the contract. We elect to record the gross assets and liabilities of our derivative financial instruments on the condensed consolidated balance sheets. If the derivative financial instruments had been netted on the condensed consolidated balance sheets, the asset and liability positions each would have been reduced by \$203 million at April 1, 2023 and \$222 million at December 31, 2022. We had posted collateral related to commodity derivative margin requirements of \$72 million at April 1, 2023 and \$43 million at December 31, 2022, which were included in prepaid expenses on our condensed consolidated balance sheets.

Level 1 financial assets and liabilities consist of commodity future and options contracts and are valued using quoted prices in active markets for identical assets and liabilities.

Level 2 financial assets and liabilities consist of commodity swaps, foreign exchange forwards, options, and swaps, cross-currency swaps, and treasury lock agreements. Commodity swaps are valued using an income approach based on the observable market commodity index prices less the contract rate multiplied by the notional amount. Foreign exchange forwards and swaps are valued using an income approach based on observable market forward rates less the contract rate multiplied by the notional amount. Foreign exchange options are valued using an income approach based on a Black-Scholes-Merton formula. This formula uses present value techniques and reflects the time value and intrinsic value based on observable market rates. Cross-currency swaps are valued based on observable market spot and swap rates. Treasury lock agreements are valued based on forward U.S. Treasury interest rates.

We did not have any Level 3 financial assets or liabilities in any period presented.

Our calculation of the fair value of financial instruments takes into consideration the risk of nonperformance, including counterparty credit risk.

Net Investment Hedging:

At April 1, 2023, we had the following items designated as net investment hedges:

- Non-derivative foreign-denominated debt with principal amounts of €650 million and £400 million; and
- Cross-currency contracts with notional amounts of C\$1.4 billion (\$1.0 billion), €1.9 billion (\$2.1 billion), JPY9.6 billion (\$67 million), and CNH500 million (\$68 million)

We periodically use non-derivative instruments such as non-U.S. dollar financing transactions or non-U.S. dollar assets or liabilities, including intercompany loans, to hedge the exposure of changes in underlying foreign currency denominated subsidiary net assets, and they are designated as net investment hedges. At April 1, 2023, we had euro intercompany loans with an aggregate notional amount of \$108 million designated as net investment hedges.

The component of the gains and losses on our net investment in these designated foreign operations, driven by changes in foreign exchange rates, are economically offset by fair value movements on the effective portion of our cross-currency contracts and foreign exchange contracts and remeasurements of our foreign-denominated debt.

Cash Flow Hedge Coverage:

At April 1, 2023, we had entered into foreign exchange contracts designated as cash flow hedges for periods not exceeding the next two years, cross-currency contracts designated as cash flow hedges for periods not exceeding the next six years, and interest rate contracts designated as cash flow hedges for periods not exceeding two months.

Deferred Hedging Gains and Losses on Cash Flow Hedges:

Based on our valuation at April 1, 2023 and assuming market rates remain constant through contract maturities, we expect transfers to net income/(loss) of unrealized gains during the next 12 months on foreign currency cash flow hedges to be approximately \$20 million and on cross-currency cash flow hedges to be insignificant. Additionally, we expect transfers to net income/(loss) of unrealized losses on interest rate cash flow hedges during the next 12 months to be insignificant.

Acquisition Hedging:

We entered into foreign exchange derivative contracts to economically hedge the foreign currency exposure related to the cash consideration for the Hemmer Acquisition. For the three months ended March 26, 2022, the related derivative gains were \$38 million, which were recorded within other expense/(income). These gains were classified as other losses/(gains) related to acquisitions and divestitures. These derivative contracts settled in our second quarter of 2022. See Note 4, *Acquisitions and Divestitures*, for additional information related to the Hemmer Acquisition.

Derivative Impact on the Statements of Comprehensive Income:

The following table presents the pre-tax amounts of derivative gains/(losses) deferred into accumulated other comprehensive income/(losses) and the income statement line item that will be affected when reclassified to net income/(loss) (in millions):

Accumulated Other Comprehensive Income/(Losses) Component	Gains/(Losses) Recognized in Other Comprehensive Income/(Losses) Related to Derivatives Designated as Hedging Instruments		Location of Gains/(Losses) When Reclassified to Net Income/(Loss)
	For the Three Months Ended		
	April 1, 2023	March 26, 2022	
Cash flow hedges:			
Foreign exchange contracts	\$ (4)	\$ (9)	Cost of products sold
Foreign exchange contracts (excluded component)	(2)	—	Cost of products sold
Cross-currency contracts	(1)	(31)	Other expense/(income)
Cross-currency contracts (excluded component)	6	8	Other expense/(income)
Cross-currency contracts	(6)	(7)	Interest expense
Interest rate contracts	(3)	—	Interest expense
Net investment hedges:			
Foreign exchange contracts	1	(1)	Other expense/(income)
Cross-currency contracts	(12)	35	Other expense/(income)
Cross-currency contracts (excluded component)	8	11	Interest expense
Total gains/(losses) recognized in statements of comprehensive income	\$ (13)	\$ 6	

Derivative Impact on the Statements of Income:

The following tables present the pre-tax amounts of derivative gains/(losses) reclassified from accumulated other comprehensive income/(losses) to net income/(loss) and the affected income statement line items (in millions):

	For the Three Months Ended					
	April 1, 2023			March 26, 2022		
	Cost of products sold	Interest expense	Other expense/(income)	Cost of products sold	Interest expense	Other expense/(income)
Total amounts presented in the condensed consolidated statements of income in which the following effects were recorded	\$ 4,376	\$ 227	\$ (35)	\$ 4,114	\$ 242	\$ (98)
Gains/(losses) related to derivatives designated as hedging instruments:						
Cash flow hedges:						
Foreign exchange contracts	\$ 10	\$ —	\$ —	\$ (6)	\$ —	\$ —
Foreign exchange contracts (excluded component)	(3)	—	—	(1)	—	—
Cross-currency contracts	—	(6)	14	—	(7)	(35)
Cross-currency contracts (excluded component)	—	—	6	—	—	8
Net investment hedges:						
Foreign exchange contracts (excluded component)	—	—	—	—	1	—
Cross-currency contracts (excluded component)	—	8	—	—	9	—
Gains/(losses) related to derivatives not designated as hedging instruments:						
Commodity contracts	(47)	—	—	139	—	—
Foreign exchange contracts	—	—	(12)	—	—	38
Total gains/(losses) recognized in statements of income	\$ (40)	\$ 2	\$ 8	\$ 132	\$ 3	\$ 11

Non-Derivative Impact on Statements of Comprehensive Income:

Related to our non-derivative foreign-denominated debt instruments designated as net investment hedges, we recognized pre-tax losses of \$20 million for the three months ended April 1, 2023 and pre-tax gains of \$32 million for the three months ended March 26, 2022. These amounts were recognized in other comprehensive income/(loss).

Note 12. Accumulated Other Comprehensive Income/(Losses)

The components of, and changes in, accumulated other comprehensive income/(losses), net of tax, were as follows (in millions):

	Foreign Currency Translation Adjustments	Net Postemployment Benefit Plan Adjustments	Net Cash Flow Hedge Adjustments	Total
Balance as of December 31, 2022	\$ (2,845)	\$ (30)	\$ 65	\$ (2,810)
Foreign currency translation adjustments	115	—	—	115
Net deferred gains/(losses) on net investment hedges	(24)	—	—	(24)
Amounts excluded from the effectiveness assessment of net investment hedges	6	—	—	6
Net deferred losses/(gains) on net investment hedges reclassified to net income/(loss)	(6)	—	—	(6)
Net deferred gains/(losses) on cash flow hedges	—	—	(15)	(15)
Amounts excluded from the effectiveness assessment of cash flow hedges	—	—	4	4
Net deferred losses/(gains) on cash flow hedges reclassified to net income/(loss)	—	—	(16)	(16)
Net postemployment benefit losses/(gains) reclassified to net income/(loss)	—	(2)	—	(2)
Total other comprehensive income/(loss)	91	(2)	(27)	62
Balance as of April 1, 2023	\$ (2,754)	\$ (32)	\$ 38	\$ (2,748)

The gross amount and related tax benefit/(expense) recorded in, and associated with, each component of other comprehensive income/(loss) were as follows (in millions):

	For the Three Months Ended					
	April 1, 2023			March 26, 2022		
	Before Tax Amount	Tax	Net of Tax Amount	Before Tax Amount	Tax	Net of Tax Amount
Foreign currency translation adjustments	\$ 115	\$ —	\$ 115	\$ (32)	\$ —	\$ (32)
Net deferred gains/(losses) on net investment hedges	(31)	7	(24)	66	(14)	52
Amounts excluded from the effectiveness assessment of net investment hedges	8	(2)	6	11	(2)	9
Net deferred losses/(gains) on net investment hedges reclassified to net income/(loss)	(8)	2	(6)	(10)	2	(8)
Net deferred gains/(losses) on cash flow hedges	(14)	(1)	(15)	(47)	13	(34)
Amounts excluded from the effectiveness assessment of cash flow hedges	4	—	4	8	(1)	7
Net deferred losses/(gains) on cash flow hedges reclassified to net income/(loss)	(21)	5	(16)	41	(19)	22
Net postemployment benefit losses/(gains) reclassified to net income/(loss)	(3)	1	(2)	(8)	4	(4)

The amounts reclassified from accumulated other comprehensive income/(losses) were as follows (in millions):

Accumulated Other Comprehensive Income/(Losses) Component	Reclassified from Accumulated Other Comprehensive Income/(Losses) to Net Income/(Loss)		Affected Line Item in the Statements of Income
	For the Three Months Ended		
	April 1, 2023	March 26, 2022	
Losses/(gains) on net investment hedges:			
Foreign exchange contracts ^(a)	\$ —	\$ (1)	Interest expense
Cross-currency contracts ^(a)	(8)	(9)	Interest expense
Losses/(gains) on cash flow hedges:			
Foreign exchange contracts ^(b)	(7)	7	Cost of products sold
Cross-currency contracts ^(b)	(20)	27	Other expense/(income)
Cross-currency contracts ^(b)	6	7	Interest expense
Losses/(gains) on hedges before income taxes	(29)	31	
Losses/(gains) on hedges, income taxes	7	(17)	
Losses/(gains) on hedges	\$ (22)	\$ 14	
Losses/(gains) on postemployment benefits:			
Amortization of unrecognized losses/(gains) ^(c)	\$ —	\$ (4)	
Amortization of prior service costs/(credits) ^(c)	(3)	(4)	
Losses/(gains) on postemployment benefits before income taxes	(3)	(8)	
Losses/(gains) on postemployment benefits, income taxes	1	4	
Losses/(gains) on postemployment benefits	\$ (2)	\$ (4)	

(a) Represents recognition of the excluded component in net income/(loss).

(b) Includes amortization of the excluded component and the effective portion of the related hedges.

(c) These components are included in the computation of net periodic postemployment benefit costs. See Note 10, *Postemployment Benefits*, for additional information.

In this note we have excluded activity and balances related to noncontrolling interest due to their insignificance. This activity was primarily related to foreign currency translation adjustments.

Note 13. Financing Arrangements

Product Financing Arrangements:

We enter into various product financing arrangements to facilitate supply from our vendors. Balance sheet classification is based on the nature of the arrangements. We have concluded that our obligations to our suppliers, including amounts due and scheduled payment terms, are impacted by their participation in the program and therefore we classify amounts outstanding within other current liabilities on our condensed consolidated balance sheets. We had approximately \$71 million at April 1, 2023 and approximately \$87 million at December 31, 2022 on our condensed consolidated balance sheets related to these arrangements.

Transfers of Financial Assets:

Since 2020, we have had a nonrecourse accounts receivable factoring program whereby certain eligible receivables are sold to third party financial institutions in exchange for cash. The program provides us with an additional means for managing liquidity. Under the terms of the arrangement, we act as the collecting agent on behalf of the financial institutions to collect amounts due from customers for the receivables sold. We account for the transfer of receivables as a true sale at the point control is transferred through derecognition of the receivable on our condensed consolidated balance sheet. Receivables sold under this accounts receivable factoring program were approximately \$100 million during the three months ended April 1, 2023, with \$100 million outstanding as of April 1, 2023. The incremental costs of factoring receivables under this arrangement were insignificant for the three months ended April 1, 2023. No receivables were sold under this accounts receivable factoring program during the three months ended March 26, 2022, and there was an insignificant amount outstanding as of December 31, 2022. The proceeds from the sales of receivables are included in cash flows from operating activities on the condensed consolidated statement of cash flows. As collecting agent on the sold receivables, we had \$68 million of cash collected that was not yet remitted to the third party financial institutions as of April 1, 2023. This obligation is reported within other current liabilities on the condensed consolidated balance sheet as of April 1, 2023 and within cash flows from financing activities on the condensed consolidated statement of cash flows for the three months ended April 1, 2023. As of December 31, 2022, we had an insignificant amount of cash collected and not yet remitted to the bank.

Trade Payables Programs:

In order to manage our cash flow and related liquidity, we work with our suppliers to optimize our terms and conditions, which include the extension of payment terms. Our current payment terms with our suppliers, which we deem to be commercially reasonable, generally range from zero to 200 days. We also maintain agreements with third party administrators that allow participating suppliers to track payment obligations from us, and, at the sole discretion of the supplier, sell one or more of those payment obligations to participating financial institutions. We have no economic interest in a supplier's decision to enter into these agreements and no direct financial relationship with the financial institutions. We pledged no assets in connection with our trade payable programs. Our obligations to our suppliers, including amounts due and scheduled payment terms, are not impacted. All amounts due to participating suppliers are paid to the third party on the original invoice due dates, regardless of whether a particular invoice was sold. Supplier participation in these agreements is voluntary. We estimate that the amounts outstanding under these programs were \$866 million at April 1, 2023 and \$1.1 billion at December 31, 2022. The amounts were included in trade payables on our condensed consolidated balance sheets.

Note 14. Commitments, Contingencies, and Debt**Legal Proceedings**

We are involved in legal proceedings, claims, and governmental inquiries, inspections, or investigations ("Legal Matters") arising in the ordinary course of our business. While we cannot predict with certainty the results of Legal Matters in which we are currently involved or may in the future be involved, we do not expect that the ultimate costs to resolve the Legal Matters that are currently pending will have a material adverse effect on our financial condition, results of operations, or cash flows.

Class Actions and Stockholder Derivative Actions:

The Kraft Heinz Company and certain of our current and former officers and directors are currently defendants in a consolidated securities class action lawsuit pending in the United States District Court for the Northern District of Illinois, *Union Asset Management Holding AG, et al. v. The Kraft Heinz Company, et al.* The consolidated amended class action complaint, which was filed on August 14, 2020 and also names 3G Capital, Inc. and several of its subsidiaries and affiliates (the "3G Entities") as defendants, asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10b-5 promulgated thereunder, based on allegedly materially false or misleading statements and omissions in public statements, press releases, investor presentations, earnings calls, Company documents, and SEC filings regarding the Company's business, financial results, and internal controls, and further alleges the 3G Entities engaged in insider trading and misappropriated the Company's material, non-public information. In February 2023, the parties to the litigation reached a preliminary settlement agreement. Based upon our current estimate for the ultimate resolution of this matter, in the fourth quarter of 2022, we recorded a net expense of \$210 million within SG&A in our consolidated statements of income. This expense contemplates the Company's estimated liability after insurance recoveries and contributions from other defendants. The Company's estimated liability and the insurance recoveries are reflected in current liabilities and current assets on the condensed consolidated balance sheets at December 31, 2022 and April 1, 2023. While it is possible that the ultimate amount of our liability in connection with this settlement could be different than the amount accrued, we believe that any difference between that ultimate liability and the amount already accrued will not have a material impact on our financial condition, results of operations, or cash flows. Any eventual final settlement agreement will be subject to approval by the United States District Court for the Northern District of Illinois.

Certain of The Kraft Heinz Company's current and former officers and directors and the 3G Entities are also named as defendants in a stockholder derivative action, *In re Kraft Heinz Shareholder Derivative Litigation*, which had been previously consolidated in the United States District Court for the Western District of Pennsylvania, and is now pending in the United States District Court for the Northern District of Illinois. The court appointed lead plaintiffs and plaintiffs' counsel on October 21, 2021, and lead plaintiffs filed a consolidated amended complaint on November 22, 2021. The consolidated amended complaint asserts state law claims for alleged breaches of fiduciary duties and unjust enrichment, as well as federal claims for contribution for alleged violations of Sections 10(b) and 21D of the Exchange Act and Rule 10b-5 promulgated thereunder, based on allegedly materially false or misleading statements and omissions in public statements and SEC filings, and for implementing cost cutting measures that allegedly damaged the Company. The plaintiffs seek damages in an unspecified amount, attorneys' fees, and other relief. The defendants filed a motion to dismiss the consolidated amended complaint, which motion the court granted, without prejudice, on March 31, 2023. The court granted plaintiffs leave to file any consolidated second amended complaint on or before May 1, 2023, which deadline the parties have agreed to extend to May 31, 2023.

Certain of The Kraft Heinz Company's current and former officers and directors and the 3G Entities are named as defendants in two stockholder derivative actions pending in the Delaware Court of Chancery, *Datnoff, et al. v. Behring, et al.*, which was filed on May 6, 2022, and *Felicetti, et al. v. Behring, et al.*, which was filed on March 6, 2023. The complaints allege state law claims and contend that the Company's Board of Directors wrongfully refused plaintiffs' demands to pursue legal action against the named defendants. Specifically, the complaints allege that certain of the Company's current and former officers and directors breached their fiduciary duties to the Company by purportedly making materially misleading statements and omissions regarding the Company's financial performance and the impairment of its goodwill and intangible assets. The complaints further allege that the 3G Entities and certain of the Company's current and former officers and directors breached their fiduciary duties by engaging in insider trading and misappropriating the Company's material, non-public information, or aided and abetted such alleged breaches of fiduciary duty. The complaints seek relief against the defendants, principally in the form of damages, disgorgement of all profits obtained from the alleged insider trading, contribution and indemnification, and an award of attorneys' fees and costs.

We intend to vigorously defend against these lawsuits; however, we cannot reasonably estimate the potential range of loss, if any, due to the early stage of these proceedings.

Debt

We may from time to time seek to retire or purchase our outstanding debt through redemptions, tender offers, cash purchases, prepayments, refinancing, exchange offers, open market or privately negotiated transactions, Rule 10b5-1 plans, or otherwise. Cash payments related to debt extinguishment are classified as cash outflows from financing activities on the condensed consolidated statements of cash flows. Any gains or losses on extinguishment of debt are recognized in interest expense on the condensed consolidated statements of income.

Borrowing Arrangements:

See Note 16, *Debt*, to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022 for information on our borrowing arrangements.

Our long-term debt contains customary representations, covenants, and events of default. We were in compliance with all financial covenants as of April 1, 2023.

Debt Repayments:

In March 2022, we repaid \$6 million aggregate principal amount of senior notes that matured in the period.

Fair Value of Debt:

At April 1, 2023, the aggregate fair value of our total debt was \$19.4 billion as compared with a carrying value of \$20.1 billion. At December 31, 2022, the aggregate fair value of our total debt was \$18.7 billion as compared with a carrying value of \$20.1 billion. Our short-term debt had a carrying value that approximated its fair value at April 1, 2023 and December 31, 2022. We determined the fair value of our long-term debt using Level 2 inputs. Fair values are generally estimated based on quoted market prices for identical or similar instruments.

Note 15. Earnings Per Share

Our earnings per common share ("EPS") were:

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
	(in millions, except per share data)	
Basic Earnings Per Common Share:		
Net income/(loss) attributable to common shareholders	\$ 836	\$ 776
Weighted average shares of common stock outstanding	1,226	1,225
Net earnings/(loss)	\$ 0.68	\$ 0.63
Diluted Earnings Per Common Share:		
Net income/(loss) attributable to common shareholders	\$ 836	\$ 776
Weighted average shares of common stock outstanding	1,226	1,225
Effect of dilutive equity awards	8	9
Weighted average shares of common stock outstanding, including dilutive effect	1,234	1,234
Net earnings/(loss)	\$ 0.68	\$ 0.63

We use the treasury stock method to calculate the dilutive effect of outstanding equity awards in the denominator for diluted EPS. Anti-dilutive shares were 7 million for the three months ended April 1, 2023 and 8 million for the three months ended March 26, 2022.

Note 16. Segment Reporting

We manage and report our operating results through two reportable segments defined by geographic region: North America and International.

Management evaluates segment performance based on several factors, including net sales and Segment Adjusted EBITDA. Segment Adjusted EBITDA is defined as net income/(loss) from continuing operations before interest expense, other expense/(income), provision for/(benefit from) income taxes, and depreciation and amortization (excluding restructuring activities); in addition to these adjustments, we exclude, when they occur, the impacts of divestiture-related license income, restructuring activities, deal costs, unrealized gains/(losses) on commodity hedges (the unrealized gains and losses are recorded in general corporate expenses until realized; once realized, the gains and losses are recorded in the applicable segment's operating results), impairment losses, certain non-ordinary course legal and regulatory matters, and equity award compensation expense (excluding restructuring activities). Segment Adjusted EBITDA is a tool that can assist management and investors in comparing our performance on a consistent basis by removing the impact of certain items that management believes do not directly reflect our underlying operations. Management also uses Segment Adjusted EBITDA to allocate resources.

Management does not use assets by segment to evaluate performance or allocate resources. Therefore, we do not disclose assets by segment.

Net sales by segment were (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Net sales:		
North America	\$ 4,885	\$ 4,601
International	1,604	1,444
Total net sales	\$ 6,489	\$ 6,045

Segment Adjusted EBITDA was (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Segment Adjusted EBITDA:		
North America	\$ 1,333	\$ 1,173
International	255	242
General corporate expenses	(108)	(73)
Depreciation and amortization (excluding restructuring activities)	(217)	(217)
Divestiture-related license income	13	14
Restructuring activities	10	(19)
Deal costs	—	(8)
Unrealized gains/(losses) on commodity hedges	(11)	92
Impairment losses	—	(55)
Certain non-ordinary course legal and regulatory matters	(1)	—
Equity award compensation expense	(31)	(34)
Operating income/(loss)	1,243	1,115
Interest expense	227	242
Other expense/(income)	(35)	(98)
Income/(loss) before income taxes	\$ 1,051	\$ 971

Net sales by platform were (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Taste Elevation	\$ 2,142	\$ 1,830
Fast Fresh Meals	1,373	1,358
Easy Meals Made Better	1,341	1,238
Real Food Snacking	295	315
Flavorful Hydration	490	455
Easy Indulgent Desserts	224	217
Other	624	632
Total net sales	\$ 6,489	\$ 6,045

Net sales by product category were (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Condiments and sauces	\$ 2,169	\$ 1,827
Cheese and dairy	917	885
Ambient foods	749	722
Frozen and chilled foods	719	674
Meats and seafood	595	628
Refreshment beverages	489	456
Coffee	220	214
Infant and nutrition	93	104
Desserts, toppings, and baking	259	246
Other	279	289
Total net sales	\$ 6,489	\$ 6,045

Note 17. Other Financial Data

Condensed Consolidated Statements of Income Information

Other expense/(income) consists of the following (in millions):

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Amortization of postemployment benefit plans prior service costs/(credits)	\$ (3)	\$ (4)
Net pension and postretirement non-service cost/(benefit) ^(a)	(22)	(46)
Loss/(gain) on sale of business	1	1
Interest income	(6)	(5)
Foreign exchange losses/(gains)	6	(32)
Derivative losses/(gains)	(8)	(11)
Other miscellaneous expense/(income)	(3)	(1)
Other expense/(income)	\$ (35)	\$ (98)

(a) Excludes amortization of postemployment benefit plans prior service costs/(credits).

We present all non-service cost components of net pension cost/(benefit) and net postretirement cost/(benefit) within other expense/(income) on our condensed consolidated statements of income. See Note 10, *Postemployment Benefits*, for additional information on these components, including any curtailments and settlements, as well as information on our prior service costs/(credits) amortization. See Note 11, *Financial Instruments*, for information related to our derivative impacts.

Other expense/(income) was \$35 million of income for the three months ended April 1, 2023 compared to \$98 million of income for the three months ended March 26, 2022. This change was primarily driven by a \$6 million net foreign exchange loss in the first quarter of 2023 compared to a \$32 million net foreign exchange gain in the first quarter of 2022 and a \$24 million decrease in non-cash net pension and postretirement non-service benefits compared to the prior year period.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

Objective:

The following discussion provides an analysis of our financial condition and results of operations from management's perspective and should be read in conjunction with the condensed consolidated financial statements and related notes included in Item 1, *Financial Statements*, of this Quarterly Report on Form 10-Q. Our objective is to also provide discussion of material events and uncertainties known to management that are reasonably likely to cause reported financial information not to be indicative of future operating results or of future financial condition and to offer information that provides an understanding of our financial condition, results of operations, and cash flows.

Description of the Company:

We manufacture and market food and beverage products, including condiments and sauces, cheese and dairy, meals, meats, refreshment beverages, coffee, and other grocery products throughout the world.

We manage and report our operating results through two reportable segments defined by geographic region: North America and International.

See Note 16, *Segment Reporting*, in Item 1, *Financial Statements*, for our financial information by segment.

Acquisitions and Divestitures:

We completed the Hemmer Acquisition in the second quarter of 2022 and the Just Spices Acquisition in the first quarter of 2022, both in our International segment. See Note 4, *Acquisitions and Divestitures*, in Item 1, *Financial Statements*, for additional information on our acquisition and divestiture activities.

Conflict Between Russia and Ukraine:

For the three months ended April 1, 2023 and the year ended December 31, 2022, approximately 1% of consolidated net sales, net income/(loss), and Adjusted EBITDA were generated from our business in Russia. As of April 1, 2023, we had approximately 1,100 employees in Russia. We have no operations or employees in Ukraine and insignificant net sales through distributors. Further, due to overall market demand, inflationary pressures, and, in part, to the negative impact of the conflict between Russia and Ukraine on the global economy, we have experienced cost increases globally for certain commodities, including soybean and vegetable oils, energy, and sweeteners, as compared to the prior year period. We will continue to monitor the impact that this conflict has on our business; however, through the first quarter of 2023, the conflict between Russia and Ukraine did not have a material impact on our financial condition, results of operations, or cash flows.

Items Affecting Comparability of Financial Results

Inflation and Supply Chain Impacts:

During the three months ended April 1, 2023, we continued to experience increasing commodity costs and supply chain costs, including procurement and manufacturing costs, largely due to inflationary pressures, as compared to the prior year period. We expect inflation to remain elevated through 2023, moderating in the second half of the year, but to be lower than we experienced in 2022. While these costs have a negative impact on our results of operations, we are currently taking measures to mitigate, and expect to continue to take measures to mitigate, the impact of this inflation through pricing actions and efficiency gains. However, there has been, and we expect that there could continue to be, a difference between the timing of when these mitigative actions impact our results of operations and when the cost inflation is incurred. Additionally, the pricing actions we take have, in some instances, negatively impacted, and could continue to negatively impact, our market share.

Results of Operations

We disclose in this report certain non-GAAP financial measures. These non-GAAP financial measures assist management in comparing our performance on a consistent basis for purposes of business decision-making by removing the impact of certain items that management believes do not directly reflect our underlying operations. For additional information and reconciliations to the most closely comparable financial measures presented in our condensed consolidated financial statements, which are calculated in accordance with U.S. GAAP see *Non-GAAP Financial Measures*.

Consolidated Results of Operations

Summary of Results:

	For the Three Months Ended		
	April 1, 2023	March 26, 2022	% Change
	(in millions, except per share data)		
Net sales	\$ 6,489	\$ 6,045	7.3 %
Operating income/(loss)	1,243	1,115	11.4 %
Net income/(loss)	837	781	7.1 %
Net income/(loss) attributable to common shareholders	836	776	7.7 %
Diluted EPS	0.68	0.63	7.9 %

Net Sales:

	For the Three Months Ended		
	April 1, 2023	March 26, 2022	% Change
	(in millions)		
Net sales	\$ 6,489	\$ 6,045	7.3 %
Organic Net Sales ^(a)	6,567	6,004	9.4 %

(a) Organic Net Sales is a non-GAAP financial measure. See the *Non-GAAP Financial Measures* section at the end of this item.

Three Months Ended April 1, 2023 Compared to the Three Months Ended March 26, 2022:

Net sales increased 7.3% to \$6.5 billion for the three months ended April 1, 2023 compared to \$6.0 billion for the three months ended March 26, 2022, including the unfavorable impact of foreign currency (2.1 pp). The impact of acquisitions and divestitures was flat year over year. Organic Net Sales increased 9.4% to \$6.6 billion for the three months ended April 1, 2023 compared to \$6.0 billion for the three months ended March 26, 2022, primarily driven by higher pricing (14.7 pp), which more than offset unfavorable volume/mix (5.3 pp). Pricing was higher in both segments, while volume/mix was unfavorable in both segments.

Net Income/(Loss):

	For the Three Months Ended		
	April 1, 2023	March 26, 2022	% Change
	(in millions)		
Operating income/(loss)	\$ 1,243	\$ 1,115	11.4 %
Net income/(loss)	837	781	7.1 %
Net income/(loss) attributable to common shareholders	836	776	7.7 %
Adjusted EBITDA ^(a)	1,480	1,342	10.3 %

(a) Adjusted EBITDA is a non-GAAP financial measure. See the *Non-GAAP Financial Measures* section at the end of this item.

Three Months Ended April 1, 2023 Compared to the Three Months Ended March 26, 2022:

Operating income/(loss) increased 11.4% to \$1.2 billion for the three months ended April 1, 2023 compared to \$1.1 billion for the three months ended March 26, 2022, primarily driven by higher pricing, efficiency gains, and prior year non-cash impairment losses. These increases to operating income/(loss) more than offset higher supply chain costs, reflecting inflationary pressure in procurement and manufacturing costs; unfavorable volume/mix; higher commodity costs (mainly in soybean and vegetable oils, energy, and sweeteners); unrealized losses on commodity hedges in the current year period compared to unrealized gains on commodity hedges in the prior year period; higher general corporate expenses; the unfavorable impact of Cyclone Gabrielle in New Zealand in the first quarter of 2023; and the unfavorable impact of foreign currency.

Net income/(loss) increased 7.1% to income of \$837 million for the three months ended April 1, 2023 compared to \$781 million for the three months ended March 26, 2022. This increase was driven by the operating income/(loss) factors discussed above and lower interest expense, which more than offset unfavorable changes in other expense/(income) and higher tax expense.

- Interest expense was \$227 million for the three months ended April 1, 2023 compared to \$242 million for the three months ended March 26, 2022. This decrease was primarily due to our 2022 senior note repurchases and repayments, which reduced our aggregate principal amount of senior notes by approximately \$1.5 billion.
- Other expense/(income) was \$35 million of income for the three months ended April 1, 2023 compared to \$98 million of income for the three months ended March 26, 2022. This change was primarily driven by a \$6 million net foreign exchange loss in the first quarter of 2023 compared to a \$32 million net foreign exchange gain in the first quarter of 2022 and a \$24 million decrease in non-cash net pension and postretirement non-service benefits compared to the prior year period.
- Our effective tax rate for the three months ended April 1, 2023 was an expense of 20.3% on pre-tax income. Our effective tax rate was favorably impacted by the geographic mix of pre-tax income in various non-U.S. jurisdictions. Our effective tax rate for the three months ended March 26, 2022 was an expense of 19.6% on pre-tax income. Our effective tax rate was favorably impacted by the geographic mix of pre-tax income in various non-U.S. jurisdictions and the impact of certain net discrete items, primarily the reversal of uncertain tax position reserves in certain foreign jurisdictions. The year over year increase was due primarily to the impact of changes in uncertain tax position reserves.

Adjusted EBITDA increased 10.3% to \$1.5 billion for the three months ended April 1, 2023 compared to \$1.3 billion for the three months ended March 26, 2022, primarily driven by higher pricing and efficiency gains, which more than offset higher supply chain costs, reflecting inflationary pressure in procurement and manufacturing costs; unfavorable volume/mix; higher commodity costs (mainly in soybean and vegetable oils, energy, and sweeteners); higher general corporate expenses; the unfavorable impact of foreign currency (1.6 pp); and the unfavorable impact of Cyclone Gabrielle in New Zealand in the first quarter of 2023.

Diluted EPS:

	For the Three Months Ended		
	April 1, 2023	March 26, 2022	% Change
Diluted EPS	\$ 0.68	\$ 0.63	7.9 %
Adjusted EPS ^(a)	0.68	0.60	13.3 %

(a) Adjusted EPS is a non-GAAP financial measure. See the *Non-GAAP Financial Measures* section at the end of this item.

Three Months Ended April 1, 2023 Compared to the Three Months Ended March 26, 2022:

Diluted EPS increased 7.9% to \$0.68 for the three months ended April 1, 2023 compared to \$0.63 for the three months ended March 26, 2022, primarily driven by the net income/(loss) factors discussed above.

	For the Three Months Ended			
	April 1, 2023	March 26, 2022	\$ Change	% Change
Diluted EPS	\$ 0.68	\$ 0.63	\$ 0.05	7.9 %
Restructuring activities	(0.01)	0.01	(0.02)	
Unrealized losses/(gains) on commodity hedges	0.01	(0.05)	0.06	
Impairment losses	—	0.03	(0.03)	
Other losses/(gains) related to acquisitions and divestitures	—	(0.02)	0.02	
Adjusted EPS ^(a)	\$ 0.68	\$ 0.60	\$ 0.08	13.3 %

Key drivers of change in Adjusted EPS^(a):

Results of operations	\$ 0.09
Interest expense	0.01
Other expense/(income)	(0.01)
Effective tax rate	(0.01)
	\$ 0.08

(a) Adjusted EPS is a non-GAAP financial measure. See the *Non-GAAP Financial Measures* section at the end of this item.

Adjusted EPS increased 13.3% to \$0.68 for the three months ended April 1, 2023 compared to \$0.60 for the three months ended March 26, 2022. This increase was primarily driven by higher Adjusted EBITDA and lower interest expense, which more than offset unfavorable changes in other expense/(income) and higher taxes on adjusted earnings.

Results of Operations by Segment

Management evaluates segment performance based on several factors, including net sales, Organic Net Sales, and Segment Adjusted EBITDA. Segment Adjusted EBITDA is defined as net income/(loss) from continuing operations before interest expense, other expense/(income), provision for/(benefit from) income taxes, and depreciation and amortization (excluding restructuring activities); in addition to these adjustments, we exclude, when they occur, the impacts of divestiture-related license income, restructuring activities, deal costs, unrealized gains/(losses) on commodity hedges (the unrealized gains and losses are recorded in general corporate expenses until realized; once realized, the gains and losses are recorded in the applicable segment's operating results), impairment losses, certain non-ordinary course legal and regulatory matters, and equity award compensation expense (excluding restructuring activities). Segment Adjusted EBITDA is a tool that can assist management and investors in comparing our performance on a consistent basis by removing the impact of certain items that management believes do not directly reflect our underlying operations. Management also uses Segment Adjusted EBITDA to allocate resources.

Under highly inflationary accounting, the financial statements of a subsidiary are remeasured into our reporting currency (U.S. dollars) based on the legally available exchange rate at which we expect to settle the underlying transactions. Exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in other expense/(income) on our condensed consolidated statement of income, as nonmonetary currency devaluation, rather than accumulated other comprehensive income/(losses) on our condensed consolidated balance sheet, until such time as the economy is no longer considered highly inflationary. See Note 2, *Significant Accounting Policies*, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022, for additional information. We apply highly inflationary accounting to the results of our subsidiaries in Venezuela, Argentina, and Turkey, which are all in our International segment.

Net Sales:

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
	(in millions)	
Net sales:		
North America	\$ 4,885	\$ 4,601
International	1,604	1,444
Total net sales	<u>\$ 6,489</u>	<u>\$ 6,045</u>

Organic Net Sales:

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
	(in millions)	
Organic Net Sales ^(a) :		
North America	\$ 4,911	\$ 4,601
International	1,656	1,403
Total Organic Net Sales	<u>\$ 6,567</u>	<u>\$ 6,004</u>

(a) Organic Net Sales is a non-GAAP financial measure. See the *Non-GAAP Financial Measures* section at the end of this item.

Drivers of the changes in net sales and Organic Net Sales for the three months ended April 1, 2023 compared to the three months ended March 26, 2022 were:

	Net Sales	Currency	Acquisitions and Divestitures	Organic Net Sales	Price	Volume/Mix
For the Three Months Ended						
North America	6.2 %	(0.5) pp	0.0 pp	6.7 %	13.2 pp	(6.5) pp
International	11.1 %	(6.7) pp	(0.3) pp	18.1 %	19.3 pp	(1.2) pp
Kraft Heinz	7.3 %	(2.1) pp	0.0 pp	9.4 %	14.7 pp	(5.3) pp

Adjusted EBITDA:

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
	(in millions)	
Segment Adjusted EBITDA:		
North America	\$ 1,333	\$ 1,173
International	255	242
General corporate expenses	(108)	(73)
Depreciation and amortization (excluding restructuring activities)	(217)	(217)
Divestiture-related license income	13	14
Restructuring activities	10	(19)
Deal costs	—	(8)
Unrealized gains/(losses) on commodity hedges	(11)	92
Impairment losses	—	(55)
Certain non-ordinary course legal and regulatory matters	(1)	—
Equity award compensation expense	(31)	(34)
Operating income/(loss)	1,243	1,115
Interest expense	227	242
Other expense/(income)	(35)	(98)
Income/(loss) before income taxes	\$ 1,051	\$ 971

North America:

	For the Three Months Ended		
	April 1, 2023	March 26, 2022	% Change
	(in millions)		
Net sales	\$ 4,885	\$ 4,601	6.2 %
Organic Net Sales ^(a)	4,911	4,601	6.7 %
Segment Adjusted EBITDA	1,333	1,173	13.7 %

(a) Organic Net Sales is a non-GAAP financial measure. See the *Non-GAAP Financial Measures* section at the end of this item.

Three Months Ended April 1, 2023 Compared to the Three Months Ended March 26, 2022:

Net sales increased 6.2% to \$4.9 billion for the three months ended April 1, 2023 compared to \$4.6 billion for the three months ended March 26, 2022, including the unfavorable impact of foreign currency (0.5 pp). Organic Net Sales increased 6.7% to \$4.9 billion for the three months ended April 1, 2023 compared to \$4.6 billion for the three months ended March 26, 2022, driven by higher pricing (13.2 pp), which more than offset unfavorable volume/mix (6.5 pp). Higher pricing was primarily driven by increases to mitigate rising input costs. Unfavorable volume/mix was primarily due to declines in cheese, meat, refrigerated meal combinations, and ready-to-drink beverages.

Segment Adjusted EBITDA increased 13.7% to \$1.3 billion for the three months ended April 1, 2023 compared to \$1.2 billion for the three months ended March 26, 2022, primarily driven by higher pricing and efficiency gains, which more than offset higher supply chain costs, reflecting inflationary pressure in procurement and manufacturing costs; unfavorable volume/mix; and higher commodity costs (mainly in soybean and vegetable oils and energy).

International:

	For the Three Months Ended		
	April 1, 2023	March 26, 2022	% Change
	(in millions)		
Net sales	\$ 1,604	\$ 1,444	11.1 %
Organic Net Sales ^(a)	1,656	1,403	18.1 %
Segment Adjusted EBITDA	255	242	5.3 %

(a) Organic Net Sales is a non-GAAP financial measure. See the *Non-GAAP Financial Measures* section at the end of this item.

Three Months Ended April 1, 2023 Compared to the Three Months Ended March 26, 2022:

Net sales increased 11.1% to \$1.6 billion for the three months ended April 1, 2023 compared to \$1.4 billion for the three months ended March 26, 2022, including the unfavorable impacts of foreign currency (6.7 pp) and acquisitions and divestitures (0.3 pp). Organic Net Sales increased 18.1% to \$1.7 billion for the three months ended April 1, 2023 compared to \$1.4 billion for the three months ended March 26, 2022, driven by higher pricing (19.3 pp), which more than offset unfavorable volume/mix (1.2 pp). Higher pricing included increases across markets primarily to mitigate rising input costs. Unfavorable volume/mix was primarily due to declines in meals and condiments and sauces in the United Kingdom, declines across categories in Australia, New Zealand, and Russia, and declines in infant nutrition in Italy, which more than offset growth in foodservice.

Segment Adjusted EBITDA increased 5.3% to \$255 million for the three months ended April 1, 2023 compared to \$242 million for the three months ended March 26, 2022, primarily driven by higher pricing and efficiency gains, which more than offset higher supply chain costs, reflecting inflationary pressure in procurement and manufacturing costs; higher commodity costs (mainly in sweeteners and soybean and vegetable oils); unfavorable volume/mix; the unfavorable impact of Cyclone Gabrielle in New Zealand in the first quarter of 2023; and the unfavorable impact of foreign currency (7.4 pp).

Liquidity and Capital Resources

We believe that cash generated from our operating activities, commercial paper programs, and senior unsecured revolving credit facility (the “Senior Credit Facility”) will provide sufficient liquidity to meet our working capital needs, repayments of long-term debt, future contractual obligations, payment of our anticipated quarterly dividends, planned capital expenditures, restructuring expenditures, and contributions to our postemployment benefit plans for the next 12 months. An additional potential source of liquidity is access to capital markets. We intend to use our cash on hand and commercial paper programs for daily funding requirements.

Acquisitions and Divestitures:

In the first quarter of 2022, we closed the Just Spices Acquisition for cash consideration of approximately \$243 million. See Note 4, *Acquisitions and Divestitures*, in Item 1, *Financial Statements*, for additional information on our acquisitions and divestitures.

Cash Flow Activity for the Three Months Ended April 1, 2023 Compared to the Three Months Ended March 26, 2022:**Net Cash Provided by/Used for Operating Activities:**

Net cash provided by operating activities was \$486 million for the three months ended April 1, 2023 compared to \$486 million for the three months ended March 26, 2022, as higher Adjusted EBITDA and lower cash outflows for variable compensation in the 2023 period compared to the 2022 period were offset by cash collateral related to our commodity derivative margin requirements, higher cash outflows in accounts payable, unfavorable changes in trade receivables, and higher cash outflows for inventories.

Net Cash Provided by/Used for Investing Activities:

Net cash used for investing activities was \$264 million for the three months ended April 1, 2023 compared to \$469 million for the three months ended March 26, 2022. This change was primarily driven by payments for the Just Spices Acquisition in 2022, which more than exceeded higher capital expenditures in the current year period. We expect 2023 capital expenditures to be approximately \$1.1 billion as compared to 2022 capital expenditures of \$916 million. Our 2023 capital expenditures are expected to be primarily driven by capital investments for capacity expansion, maintenance, cost improvement and innovation projects, and technology.

Net Cash Provided by/Used for Financing Activities:

Net cash used for financing activities was \$439 million for the three months ended April 1, 2023 compared to \$485 million for the three months ended March 26, 2022. This change was primarily due to cash collected in the first quarter of 2023 with respect to our role as collecting agent, under the terms of our accounts receivable factoring program, which had not yet been remitted to the third party financial institution as of April 1, 2023, partially offset by lower cash inflows from short-term borrowing activities. See Note 13, *Financing Arrangements*, for additional information on our accounts receivable factoring program.

Cash Held by International Subsidiaries:

Of the \$826 million cash and cash equivalents on our condensed consolidated balance sheet at April 1, 2023, \$600 million was held by international subsidiaries.

Subsequent to January 1, 2018, we consider the unremitted earnings of certain international subsidiaries that impose local country taxes on dividends to be indefinitely reinvested. For those undistributed earnings considered to be indefinitely reinvested, our intent is to reinvest these funds in our international operations, and our current plans do not demonstrate a need to repatriate the accumulated earnings to fund our U.S. cash requirements. The amount of unrecognized deferred tax liabilities for local country withholding taxes that would be owed, if repatriated, related to our 2018 through 2023 accumulated earnings of certain international subsidiaries is approximately \$60 million.

Our undistributed historic earnings in foreign subsidiaries through December 31, 2017 are currently not considered to be indefinitely reinvested. Related to these undistributed historic earnings, we had recorded a deferred tax liability of approximately \$10 million on approximately \$90 million of historic earnings at April 1, 2023 and at December 31, 2022. The deferred tax liability relates to local withholding taxes that will be owed when this cash is distributed.

Trade Payables Programs:

In order to manage our cash flow and related liquidity, we work with our suppliers to optimize our terms and conditions, which include the extension of payment terms. We estimate that the amounts outstanding under these programs were \$866 million at April 1, 2023 and \$1.1 billion at December 31, 2022. See Note 13, *Financing Arrangements*, in Item 1, *Financial Statement*, for additional information on our trade payables programs.

Borrowing Arrangements:

As of the date of this filing, our long-term debt is rated BBB by S&P Global Ratings (“S&P”) and Fitch Ratings (“Fitch”) and Baa2 by Moody’s Investor Services, Inc. (“Moody’s”), with a stable outlook from all three ratings agencies. Our long-term credit rating was upgraded from BBB- to BBB by Fitch in November 2022 and by S&P in February 2023. Moody’s upgraded our long-term debt credit rating from Baa3 to Baa2 in February 2023.

From time to time, we obtain funding through our commercial paper programs. We had no commercial paper outstanding at April 1, 2023, at December 31, 2022, or during the three months ended April 1, 2023.

Our Senior Credit Facility provides for a revolving commitment of \$4.0 billion through July 8, 2027. Subject to certain conditions, we may increase the amount of revolving commitments and/or add tranches of term loans in a combined aggregate amount of up to \$1.0 billion.

No amounts were drawn on our Senior Credit Facility at April 1, 2023 or December 31, 2022, or on either the Senior Credit Facility or our previous credit facility during the three months ended April 1, 2023 or March 26, 2022.

Our credit agreement contains customary representations, warranties, and covenants that are typical for these types of facilities and could, upon the occurrence of certain events of default, restrict our ability to access our Senior Credit Facility. We were in compliance with all financial covenants as of April 1, 2023.

Long-Term Debt:

Our long-term debt, including the current portion, was \$20.1 billion at April 1, 2023 and December 31, 2022.

We have aggregate principal amounts of senior notes of approximately 750 million euros maturing in June 2023.

We may from time to time seek to retire or purchase our outstanding debt through redemptions, tender offers, cash purchases, prepayments, refinancing, exchange offers, open market or privately negotiated transactions, Rule 10b5-1 plans, or otherwise.

Our long-term debt contains customary representations, covenants, and events of default. We were in compliance with all financial covenants as of April 1, 2023.

See Note 14, *Commitments, Contingencies, and Debt*, in Item 1, *Financial Statements*, for additional information on our long-term debt activity and Note 16, *Debt*, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022 for additional information on our borrowing arrangements and long-term debt.

Equity and Dividends:

We paid dividends on our common stock of \$491 million for the three months ended April 1, 2023 and \$490 million for the three months ended March 26, 2022. Additionally, in the second quarter of 2023, our Board of Directors declared a cash dividend of \$0.40 per share of common stock, which is payable on June 30, 2023 to stockholders of record on June 6, 2023.

The declaration of dividends is subject to the discretion of our Board of Directors and depends on various factors, including our net income, financial condition, cash requirements, future prospects, and other factors that our Board of Directors deems relevant to its analysis and decision making.

Aggregate Contractual Obligations:

There were no material changes to our aggregate contractual obligations from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Supplemental Guarantor Information:

The Kraft Heinz Company (as the "Parent Guarantor") fully and unconditionally guarantees all the senior unsecured registered notes (collectively, the "KHFC Senior Notes") issued by Kraft Heinz Foods Company ("KHFC"), our 100% owned operating subsidiary (the "Guarantee"). See Note 16, *Debt*, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022 for additional descriptions of these guarantees.

The payment of the principal, premium, and interest on the KHFC Senior Notes is fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor, pursuant to the terms and conditions of the applicable indenture. None of the Parent Guarantor's subsidiaries guarantee the KHFC Senior Notes.

The Guarantee is the Parent Guarantor's senior unsecured obligation and is: (i) *pari passu* in right of payment with all of the Parent Guarantor's existing and future senior indebtedness; (ii) senior in right of payment to all of the Parent Guarantor's future subordinated indebtedness; (iii) effectively subordinated to all of the Parent Guarantor's existing and future secured indebtedness to the extent of the value of the assets secured by that indebtedness; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities of the Parent Guarantor's subsidiaries.

The KHFC Senior Notes are obligations exclusively of KHFC and the Parent Guarantor and not of any of the Parent Guarantor's other subsidiaries. Substantially all of the Parent Guarantor's operations are conducted through its subsidiaries. The Parent Guarantor's other subsidiaries are separate legal entities that have no obligation to pay any amounts due under the KHFC Senior Notes or to make any funds available therefor, whether by dividends, loans, or other payments. Except to the extent the Parent Guarantor is a creditor with recognized claims against its subsidiaries, all claims of creditors (including trade creditors) and holders of preferred stock, if any, of its subsidiaries will have priority with respect to the assets of such subsidiaries over its claims (and therefore the claims of its creditors, including holders of the KHFC Senior Notes). Consequently, the KHFC Senior Notes are structurally subordinated to all liabilities of the Parent Guarantor's subsidiaries and any subsidiaries that it may in the future acquire or establish. The obligations of the Parent Guarantor will terminate and be of no further force or effect in the following circumstances: (i) (a) KHFC's exercise of its legal defeasance option or, except in the case of a guarantee of any direct or indirect parent of KHFC, covenant defeasance option in accordance with the applicable indenture, or KHFC's obligations under the applicable indenture have been discharged in accordance with the terms of the applicable indenture or (b) as specified in a supplemental indenture to the applicable indenture; and (ii) the Parent Guarantor has delivered to the trustee an officer's certificate and an opinion of counsel, each stating that all conditions precedent provided for in the applicable indenture have been complied with. The Guarantee is limited by its terms to an amount not to exceed the maximum amount that can be guaranteed by the Parent Guarantor without rendering the Guarantee voidable under applicable law relating to fraudulent conveyance or fraudulent transfer or similar laws affecting the rights of creditors generally.

The following tables present summarized financial information for the Parent Guarantor and KHFC (as subsidiary issuer of the KHFC Senior Notes) (together, the "Obligor Group"), on a combined basis after the elimination of all intercompany balances and transactions between the Parent Guarantor and subsidiary issuer and investments in any subsidiary that is a non-guarantor.

Certain amounts in the supplemental guarantor summarized balance sheets as of December 31, 2022 have been adjusted to correct a presentation error related to intercompany balances. The adjustments decreased current assets due from affiliates, non-current assets due from affiliates, and current liabilities due to affiliates. There was no change to the supplemental guarantor summarized statement of income, and these disclosure corrections had no effect on our condensed consolidated financial statements. We concluded that these items were not material.

Summarized Statement of Income

	For the Three Months Ended	
	April 1, 2023	
Net sales	\$	4,212
Gross profit ^(a)		1,508
Intercompany service fees and other recharges		1,028
Operating income/(loss)		272
Equity in earnings/(losses) of subsidiaries		802
Net income/(loss)		836
Net income/(loss) attributable to common shareholders		836

(a) For the three months ended April 1, 2023, the Obligor Group recorded \$91 million of net sales to the non-guarantor subsidiaries and \$11 million of purchases from the non-guarantor subsidiaries.

Summarized Balance Sheets

	April 1, 2023		December 31, 2022	
ASSETS				
Current assets	\$	4,291	\$	4,218
Current assets due from affiliates ^(a)		759		645
Non-current assets		5,473		5,445
Goodwill		8,823		8,823
Intangible assets, net		2,078		2,102
Non-current assets due from affiliates ^(b)		—		—
LIABILITIES				
Current liabilities	\$	4,887	\$	4,926
Current liabilities due to affiliates ^(a)		993		920
Non-current liabilities		21,417		21,372
Non-current liabilities due to affiliates ^(b)		593		591

(a) Represents receivables and short-term lending due from and payables and short-term lending due to non-guarantor subsidiaries.

(b) Represents long-term lending due from and long-term borrowings due to non-guarantor subsidiaries.

Commodity Trends

We purchase and use large quantities of commodities, including dairy products, meat products, soybean and vegetable oils, tomatoes, coffee beans, sugar and other sweeteners, other fruits and vegetables, corn products, wheat products, and potatoes, to manufacture our products. In addition, we purchase and use significant quantities of resins, fiberboard, metals, and cardboard to package our products, and we use electricity, diesel fuel, and natural gas in the manufacturing and distribution of our products. We continuously monitor worldwide supply and cost trends of these commodities.

During the three months ended April 1, 2023, we experienced higher commodity costs as compared to the prior year period, primarily for soybean and vegetable oils, energy (including diesel fuel, electricity, and natural gas), and sweeteners, which more than offset lower commodity costs for meat. These increased commodity costs were primarily driven by overall market demand, inflationary pressures, and, in part, by the negative impact of the conflict between Russia and Ukraine on the global economy. We manage commodity cost volatility primarily through pricing and risk management strategies. As a result of these risk management strategies, our commodity costs may not immediately correlate with market price trends.

See our Annual Report on Form 10-K for the year ended December 31, 2022 for additional information on how we manage commodity costs.

Critical Accounting Estimates

Our significant accounting policies are described in Note 2, *Significant Accounting Policies*, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022.

We prepare our condensed consolidated financial statements in conformity with U.S. GAAP. The preparation of these financial statements requires the use of estimates, judgments, and assumptions. See Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, in our Annual Report on Form 10-K for the year ended December 31, 2022 for a discussion of our other critical accounting estimates and assumptions.

New Accounting Pronouncements

See Note 3, *New Accounting Standards*, in Item 1, *Financial Statements*, for a discussion of new accounting pronouncements.

Contingencies

See Note 14, *Commitments, Contingencies, and Debt*, in Item 1, *Financial Statements*, for a discussion of our contingencies.

Non-GAAP Financial Measures

The non-GAAP financial measures we provide in this report should be viewed in addition to, and not as an alternative for, results prepared in accordance with U.S. GAAP.

To supplement the condensed consolidated financial statements prepared in accordance with U.S. GAAP, we have presented Organic Net Sales, Adjusted EBITDA, and Adjusted EPS, which are considered non-GAAP financial measures. The non-GAAP financial measures presented may differ from similarly titled non-GAAP financial measures presented by other companies, and other companies may not define these non-GAAP financial measures in the same way. These measures are not substitutes for their comparable U.S. GAAP financial measures, such as net sales, net income/(loss), diluted EPS, or other measures prescribed by U.S. GAAP, and there are limitations to using non-GAAP financial measures.

Management uses these non-GAAP financial measures to assist in comparing our performance on a consistent basis for purposes of business decision making by removing the impact of certain items that management believes do not directly reflect our underlying operations. We believe that Organic Net Sales, Adjusted EBITDA, and Adjusted EPS provide important comparability of underlying operating results, allowing investors and management to assess the Company's operating performance on a consistent basis.

Management believes that presenting our non-GAAP financial measures is useful to investors because it (i) provides investors with meaningful supplemental information regarding financial performance by excluding certain items, (ii) permits investors to view performance using the same tools that management uses to budget, make operating and strategic decisions, and evaluate historical performance, and (iii) otherwise provides supplemental information that may be useful to investors in evaluating our results. We believe that the presentation of these non-GAAP financial measures, when considered together with the corresponding U.S. GAAP financial measures and the reconciliations to those measures, provides investors with additional understanding of the factors and trends affecting our business than could be obtained absent these disclosures.

Organic Net Sales is defined as net sales excluding, when they occur, the impact of currency, acquisitions and divestitures, and a 53rd week of shipments. We calculate the impact of currency on net sales by holding exchange rates constant at the previous year's exchange rate, with the exception of highly inflationary subsidiaries, for which we calculate the previous year's results using the current year's exchange rate.

Adjusted EBITDA is defined as net income/(loss) from continuing operations before interest expense, other expense/(income), provision for/(benefit from) income taxes, and depreciation and amortization (excluding restructuring activities); in addition to these adjustments, we exclude, when they occur, the impacts of divestiture-related license income, restructuring activities, deal costs, unrealized losses/(gains) on commodity hedges, impairment losses, certain non-ordinary course legal and regulatory matters, and equity award compensation expense (excluding restructuring activities).

Adjusted EPS is defined as diluted EPS excluding, when they occur, the impacts of restructuring activities, deal costs, unrealized losses/(gains) on commodity hedges, impairment losses, certain non-ordinary course legal and regulatory matters, losses/(gains) on the sale of a business, other losses/(gains) related to acquisitions and divestitures (e.g., tax and hedging impacts), nonmonetary currency devaluation (e.g., remeasurement gains and losses), debt prepayment and extinguishment (benefit)/costs, and certain significant discrete income tax items (e.g., U.S. and non-U.S. tax reform), and including, when they occur, adjustments to reflect preferred stock dividend payments on an accrual basis.

The Kraft Heinz Company
Reconciliation of Net Sales to Organic Net Sales
(dollars in millions)
(Unaudited)

	Net Sales	Currency	Acquisitions and Divestitures	Organic Net Sales	Price	Volume/Mix
Three Months Ended April 1, 2023						
North America	\$ 4,885	\$ (26)	\$ —	\$ 4,911		
International	1,604	(78)	26	1,656		
Kraft Heinz	<u>\$ 6,489</u>	<u>\$ (104)</u>	<u>\$ 26</u>	<u>\$ 6,567</u>		
Three Months Ended March 26, 2022						
North America	\$ 4,601	\$ —	\$ —	\$ 4,601		
International	1,444	16	25	1,403		
Kraft Heinz	<u>\$ 6,045</u>	<u>\$ 16</u>	<u>\$ 25</u>	<u>\$ 6,004</u>		
Year-over-year growth rates						
North America	6.2 %	(0.5) pp	0.0 pp	6.7 %	13.2 pp	(6.5) pp
International	11.1 %	(6.7) pp	(0.3) pp	18.1 %	19.3 pp	(1.2) pp
Kraft Heinz	7.3 %	(2.1) pp	0.0 pp	9.4 %	14.7 pp	(5.3) pp

The Kraft Heinz Company
Reconciliation of Net Income/(Loss) to Adjusted EBITDA
(dollars in millions)
(Unaudited)

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Net income/(loss)	\$ 837	\$ 781
Interest expense	227	242
Other expense/(income)	(35)	(98)
Provision for/(benefit from) income taxes	214	190
Operating income/(loss)	1,243	1,115
Depreciation and amortization (excluding restructuring activities)	217	217
Divestiture-related license income	(13)	(14)
Restructuring activities	(10)	19
Deal costs	—	8
Unrealized losses/(gains) on commodity hedges	11	(92)
Impairment losses	—	55
Certain non-ordinary course legal and regulatory matters	1	—
Equity award compensation expense	31	34
Adjusted EBITDA	\$ 1,480	\$ 1,342

The Kraft Heinz Company
Reconciliation of Diluted EPS to Adjusted EPS
(Unaudited)

	For the Three Months Ended	
	April 1, 2023	March 26, 2022
Diluted EPS	\$ 0.68	\$ 0.63
Restructuring activities ^(a)	(0.01)	0.01
Unrealized losses/(gains) on commodity hedges ^(b)	0.01	(0.05)
Impairment losses ^(c)	—	0.03
Other losses/(gains) related to acquisitions and divestitures ^(d)	—	(0.02)
Adjusted EPS	\$ 0.68	\$ 0.60

(a) Gross expenses/(income) included in restructuring activities were income of \$8 million (\$7 million after-tax) for the three months ended April 1, 2023 and expenses of \$19 million (\$14 million after tax) for the three months ended March 26, 2022 and were recorded in the following income statement line items:

- Cost of products sold included expenses of \$6 million for the three months ended April 1, 2023 and \$4 million for the three months ended March 26, 2022; and
- SG&A included income of \$16 million for the three months ended April 1, 2023 and expenses of \$15 million for the three months ended March 26, 2022.
- Other expense/(income) included expenses of \$2 million for the three months ended April 1, 2023.

(b) Gross expenses/(income) included in unrealized losses/(gains) on commodity hedges were expenses of \$11 million (\$9 million after-tax) for the three months ended April 1, 2023 and income of \$92 million (\$69 million after-tax) for the three months ended March 26, 2022 and were recorded in cost of products sold.

(c) Gross impairment losses included the following:

- Income related to goodwill impairment of \$11 million (\$11 million after-tax) for the three months ended March 26, 2022, which were recorded in SG&A;
- Property, plant and equipment, net asset impairment losses of \$66 million (\$50 million after-tax) for the three months ended March 26, 2022, which were recorded in cost of products sold.

(d) Gross expenses/(income) included in other losses/(gains) related to acquisitions and divestitures were income of \$38 million (\$29 million after-tax) for the three months ended March 26, 2022 and were recorded in other expense/(income).

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our market risk during the three months ended April 1, 2023. For additional information, refer to Item 7A, *Quantitative and Qualitative Disclosures about Market Risk*, in our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 4. Controls and Procedures.**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of April 1, 2023. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as of April 1, 2023, were effective and provided reasonable assurance that the information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended April 1, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

See Note 14, *Commitments, Contingencies, and Debt*, in Item 1, *Financial Statements*.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Our share repurchase activity in the three months ended April 1, 2023 was:

	Total Number of Shares Purchased ^(a)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ^(b)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
1/1/2023 - 2/4/2023	1,505	\$ 39.92	—	\$ —
2/5/2023 - 3/4/2023	473,330	38.63	—	—
3/5/2023 - 4/1/2023	90,343	36.62	—	—
Total	565,178		—	

(a) Includes, when applicable, (1) shares repurchased to offset the dilutive effect of the exercise of stock options using option exercise proceeds and the vesting of RSUs and PSUs and (2) shares withheld for tax liabilities associated with the vesting of RSUs and PSUs.

(b) We do not have any publicly-announced share repurchase plans or programs.

Item 6. Exhibits.

Exhibit No.	Descriptions
10.1	2023 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Deferred Stock Award Agreement. ⁺ *
22.1	List of Guarantor Subsidiaries. *
31.1	Certification of Chief Executive Officer pursuant to Rule 13a 14(a)/15d 14(a) of the Securities Exchange Act of 1934. *
31.2	Certification of Chief Financial Officer pursuant to Rule 13a 14(a)/15d 14(a) of the Securities Exchange Act of 1934. *
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
101.1	The following materials from The Kraft Heinz Company's Quarterly Report on Form 10-Q for the period ended April 1, 2023 formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Equity, (v) the Condensed Consolidated Statements of Cash Flows, (vi) Notes to Condensed Consolidated Financial Statements, and (vii) document and entity information.*
104.1	The cover page from The Kraft Heinz Company's Quarterly Report on Form 10-Q for the quarter ended April 1, 2023, formatted in inline XBRL.*
+	Indicates a management contract or compensatory plan or arrangement.
*	Filed herewith.
**	Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

The Kraft Heinz Company

Date: May 3, 2023

By: /s/ Andre Maciel
Andre Maciel
Executive Vice President and Global Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

The Kraft Heinz Company

Date: May 3, 2023

By: /s/ Vince Garlati
Vince Garlati
Vice President and Global Controller
(Principal Accounting Officer)

**THE KRAFT HEINZ COMPANY
2020 OMNIBUS INCENTIVE PLAN**

2023 DEFERRED STOCK AWARD AGREEMENT

Unless defined in this award agreement (together with all exhibits and appendices attached thereto, this “**Award Agreement**”), capitalized terms will have the same meanings ascribed to them in The Kraft Heinz Company 2020 Omnibus Incentive Plan (as may be amended from time to time, the “**Plan**”).

Subject to your acceptance of this Award Agreement, you are hereby being granted an award of Deferred Stock (the “**Deferred Stock**”) as of the Grant Date set forth below (the “**Grant Date**”). Each share of Deferred Stock is a bookkeeping entry representing the right to receive one (1) share of The Kraft Heinz Company’s (the “**Company**”) common stock (the “**Shares**”) on the following terms and subject to the provisions of the Plan, which is incorporated herein by reference. In the event of a conflict between the provisions of the Plan and this Award Agreement, the provisions of the Plan will govern.

Number of Shares of Deferred Stock:	<input type="checkbox"/>
Grant Date:	_____
Vesting Date:	Fully vested as of the Grant Date
Settlement Date:	Six months following the date that your Service terminates for any reason (but only if your termination of Service constitutes a “separation from service” within the meaning of Section 409A of the Code (“ Section 409A ”).

By agreeing to this Award Agreement, you agree that the Deferred Stock is granted under and governed by the terms and conditions of this Award Agreement (including, without limitation, the terms and conditions set forth on Exhibit A) and the Plan.

Agreed and Accepted:

Signature:

Name:

Date:

EXHIBIT A

TERMS AND CONDITIONS OF THE DEFERRED STOCK

Rights as a Stockholder

Until such time as the Shares are delivered to you (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), you will have no right to vote or receive dividends or any other rights as a shareholder with respect to such Shares, notwithstanding the award of the Deferred Stock.

Shares due to you upon settlement of the Deferred Stock will be delivered in accordance with the provisions of the section below titled "Settlement of Vested Deferred Stock." However, no Shares will be delivered pursuant to the settlement of the Deferred Stock prior to the fulfillment of all of the following conditions: (i) you have complied with your obligations under this Award Agreement and the Plan, (ii) the delivery of such Shares complies with applicable law, (iii) full payment (or satisfactory provision therefor) of any Tax-Related Items (as defined below), (iv) the admission of the Shares to listing on all stock exchanges on which the Shares are then listed, (v) the completion of any registration or other qualification of the Shares under any state or federal law or under rulings or regulations of the Securities and Exchange Commission (the "**Commission**") or other governmental regulatory body, which the Committee shall, in its sole and absolute discretion, deem necessary and advisable, or if the offering of the Shares is not so registered, a determination by the Company that the issuance of the Shares would be exempt from any such registration or qualification requirements, (vi) the obtaining of any approval or other clearance from any state, federal or foreign governmental agency that the Committee shall, in its absolute discretion, determine to be necessary or advisable and (vii) the lapse of any such reasonable period of time following the date the Deferred Stock becomes payable as the Committee may from time to time establish for reasons of administrative convenience, subject to compliance with Section 409A.

Dividend Equivalents

If while the Deferred Stock are outstanding the Board declares a cash dividend on the Company's common stock, you will be entitled to Dividend Equivalents on the dividend payment date established by the Company equal to the cash dividends payable on the same number of Shares as the number of Shares subject to this Deferred Stock award on the dividend record date established by the Company. Any such Dividend Equivalents will be in the form of additional Deferred Stock, will be subject to the same terms as the underlying Deferred Stock, and will be delivered at the same time and in the same manner as the underlying Deferred Stock originally subject to this award. The number of additional shares of Deferred Stock credited as Dividend Equivalents on the dividend payment date will be determined by dividing (i) the product of (A) the number of Shares subject to your outstanding Deferred Stock award as of the corresponding dividend record date (including any Deferred Stock previously credited as a result of prior payments of Dividend Equivalents) and (B) the per-Share cash dividend paid on the dividend payment date, by (ii) the per-share Fair Market Value of the Shares on the dividend payment date, rounded up or down to the nearest whole share.

Settlement of Deferred Stock

The Company will issue and deliver to you, or, as applicable, the personal representative of your estate, the number of Shares subject to the Deferred Stock award (as adjusted for any Dividend Equivalents). Such delivery of Shares will occur on or as soon as practicable following the "Settlement Date" set forth in this Award Agreement (and no later than sixty (60) days following the Settlement Date).

Effect of a Change in Control

The treatment of the Deferred Stock upon a Change in Control shall be governed by the Plan.

Taxes

You acknowledge that the ultimate liability for any or all income tax, social security or insurance, payroll tax or fringe benefits tax (“**Tax-Related Items**”) legally due by you is and remains your responsibility and that the Company and/or its Subsidiaries or Affiliates (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Deferred Stock grant, including the grant or settlement of the Deferred Stock, the subsequent sale of Shares acquired pursuant to such settlement and the receipt of any dividends or Dividend Equivalents and (ii) do not commit to structure the terms of the grant or any aspect of the Deferred Stock to reduce or eliminate your liability for Tax-Related Items.

Further, the Company is authorized to satisfy the withholding for any or all Tax-Related Items arising from the granting or payment of the Deferred Stock or sale of Shares issued in settlement of the Deferred Stock, as the case may be, by deducting the number of Shares having an aggregate value equal to the amount of the Tax-Related Items withholding due or otherwise becoming subject to current taxation. If the Company satisfies the Tax-Related Items obligation by withholding a number of Shares as described herein, for tax purposes, you shall be deemed to have been issued the full number of Shares due to you, notwithstanding that a number of Shares is held back solely for the purpose of such Tax-Related Items withholding.

Furthermore, the Company is authorized to satisfy the Tax-Related Items withholding arising from the granting or payment of this Award, or sale of Shares issued pursuant to the Award, as the case may be, by withholding from the Participant’s cash compensation payable to you by the Company.

The Company may withhold or account for Tax-Related Items by considering applicable minimum statutory withholding amounts or other applicable withholding rates, including maximum applicable rates in your jurisdiction(s). In the event of over-withholding, you may receive a refund of any over-withheld amount in cash and will have no entitlement to the Share equivalent or, if not refunded, you may seek a refund from the local tax authorities. In the event of under-withholding, you may be required to pay any additional Tax-Related Items directly to the applicable tax authority or to the Company.

Finally, you will pay to the Company and/or its Subsidiaries or Affiliates any amount of Tax-Related Items that the Company or its Subsidiaries or Affiliates may be required to withhold as a result of your participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to deliver the Shares if you fail to comply with your obligations in connection with the Tax-Related Items as described in this section.

No Guarantee of Continued Service

You acknowledge and agree that this Award Agreement and the transactions contemplated hereunder shall not be construed as giving you the right to continue to provide Service to the Company or its Subsidiaries. The receipt of this Award is not intended to confer any rights on you except as set forth in this Award Agreement.

Acknowledgment of Nature of Award

In accepting the Deferred Stock, you understand, acknowledge and agree that:

- a. the Plan is established voluntarily by the Company, it is discretionary in nature and may be modified, amended, suspended or terminated by the Company at any time, as provided in the Plan and this Award Agreement;

- b. the award of the Deferred Stock is exceptional, voluntary, occasional and discretionary and does not create any contractual or other right to receive future Deferred Stock awards, or benefits in lieu of Deferred Stock even if Deferred Stock has been awarded in the past;
- c. all decisions with respect to future awards, if any, will be at the sole discretion of the Company, including, but not limited to, the form and timing of the Deferred Stock, the number of Shares subject to the Deferred Stock, and the settlement provisions applicable to the Deferred Stock;
- d. your participation in the Plan is voluntary;
- e. the future value of the underlying Shares is unknown, indeterminable and cannot be predicted with certainty; and
- f. the Deferred Stock is subject to the terms of the Plan (including, without limitation, certain provisions regarding Adjustments, Repurchases and Transfers).

Securities Laws

By accepting the Deferred Stock, you acknowledge that U.S. federal, state or foreign securities laws and/or the Company's policies regarding trading in its securities may limit or restrict your right to buy or sell Shares, including, without limitation, sales of Shares acquired in connection with the Deferred Stock. You agree to comply with such securities law requirements and Company policies, as such laws and policies are amended from time to time.

Data Privacy

a. Data Collection and Usage. The Company collects, processes and uses personal data about you, including but not limited to, your name, home address, telephone number, email address, date of birth, social insurance number, Service start date, termination date, gross compensation, tax rate, account identification number for the independent stock plan service provider account, any shares of stock and your directorship held in the Company, details of all Deferred Stock or any other entitlement to Shares or equivalent benefits awarded, canceled, exercised, vested, unvested or outstanding in your favor, which the Company receives from you or your representatives ("Data") for the purposes of implementing, administering and managing the Plan. The legal basis, where required, for the processing of Data is the legitimate interests of the Company in administering the Plan, where our interests are not overridden by your data protection rights.

b. Stock Plan Administration Service Providers. The Company may transfer Data to one or more independent stock plan service providers, which may assist the Company with the implementation, administration and management of the Plan. Such service provider(s) may open an account for you or ask you to receive and trade shares of common stock. You may be asked to acknowledge, or agree to, separate terms and data processing practices with the service provider(s) with such agreement being a condition of participation in the Plan. Please review these terms and data processing practices carefully. If you do not agree to the independent stock plan service provider's terms and/or data processing practices, you will not be able to participate in the Plan.

c. International Data Transfers. Please note that Data processed in connection with the Plan will be transferred from your country of residence to the United States, where the Company and its service providers are based. Your country or jurisdiction of residence may have different data privacy laws and protections than the United States. The Company will ensure that appropriate measures are in place for compliance with applicable data protection laws in relation to transfer of Data to the United States.

d. Data Retention. The Company will use your personal data only as long as necessary to implement, administer and manage your participation in the Plan and as required to comply with legal or regulatory obligations, including under tax and securities laws. When the Company no longer needs your personal data for any of the above purposes, the Company will remove it from its systems.

*e. **Data Subject Rights.** You understand that you may have a number of rights under data privacy laws in your country or jurisdiction of residence. Depending on where you are based, such rights may include the right to (i) request access or copies of personal data processed by the Company, (ii) rectification of incorrect data, (iii) deletion of personal data, (iv) restrictions on processing of personal data, (v) portability of personal data, (vi) lodge complaints with competent data protection authorities in your country or jurisdiction, and/or (vii) receive a list with the names and addresses of any potential recipients of your personal data. To receive clarification regarding these rights or to exercise these rights, you can contact the Company's Data Privacy Team at privacy@kraftheinz.com.*

Limits on Transferability; Beneficiaries

The Deferred Stock shall not be pledged, hypothecated or otherwise encumbered or subject to any lien, obligation or liability to any party, or Transferred, other than by your will or the laws of descent and distribution or to a beneficiary upon your death. A beneficiary or other person claiming any rights under this Award Agreement shall be subject to all terms and conditions of the Plan and this Award Agreement, except as otherwise determined by the Committee, and to any additional terms and conditions deemed necessary or appropriate by the Committee.

No Transfer to any executor or administrator of your estate or to any beneficiary by will or the laws of descent and distribution of any rights in respect of the Deferred Stock shall be effective to bind the Company unless the Committee shall have been furnished with (i) written notice thereof and with a copy of the will and/or such evidence as the Committee may deem necessary to establish the validity of the Transfer and (ii) the written agreement of the Transferee to comply with the terms and conditions of this Award Agreement, to the extent applicable, as determined by the Company.

Repayment/Forfeiture

As an additional condition of receiving the Deferred Stock, you agree that the Deferred Stock and any proceeds or other benefits you may receive hereunder shall be subject to forfeiture and/or repayment to the Company (i) under the terms of the Company's Clawback Policy, as may be amended from time to time (and such requirements shall be deemed incorporated into this Award Agreement without your consent) or (ii) to comply with any requirements imposed under applicable laws and/or the rules and regulations of the securities exchange or inter-dealer quotation system on which the Shares are listed or quoted, including, without limitation, pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, Section 10D of the Act and Rule 10D-1 thereunder. Further, if you receive any amount in excess of what you should have received under the terms of this Award Agreement for any reason (including without limitation by reason of a financial restatement, mistake in calculations or administrative error), all as determined by the Committee, then you shall be required to promptly repay any such excess amount to the Company. Nothing in or about this Award Agreement prohibits you from: (i) filing and, as provided for under Section 21F of the Act, maintaining the confidentiality of a claim with the Commission, (ii) providing the Commission with information that would otherwise violate any non-disclosure agreement or obligation between you and the Company, to the extent permitted by Section 21F of the Act; (iii) cooperating, participating or assisting in a Commission investigation or proceeding without notifying the Company; or (iv) receiving a monetary award as set forth in Section 21F of the Act. Furthermore, you are advised that you shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of any Company confidential information that constitutes a trade secret to which the Defend Trade Secrets Act (18 U.S.C. Section 1833(b)) applies that is made (i) in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney, in each case, solely for the purpose of reporting or investigating a suspected violation of law; or (ii) in a complaint or other document filed in a lawsuit or proceeding, if such filings are made under seal.

Section 409A

It is intended that the Deferred Stock awarded pursuant to this Award Agreement be compliant with Section 409A and the Award Agreement shall be interpreted, construed and operated to reflect this intent. Notwithstanding the foregoing, this Award Agreement and the Plan may be amended at any time, without the consent of any party, to the extent that is necessary or desirable to satisfy any of the requirements under Section 409A, but the Company shall not be under any obligation to make any such amendment. Further, the Company and its Subsidiaries and Affiliates do not make any representation to you that the Deferred Stock awarded pursuant to this Award Agreement shall satisfy the requirements of Section 409A, and the Company and its Subsidiaries and Affiliates shall have no liability or other obligation to indemnify or hold harmless you or any beneficiary, transferee or other party for any tax, additional tax, interest or penalties that you or any beneficiary, transferee or other party may incur in the event that any provision of this Award Agreement, or any amendment or modification thereof, or any other action taken with respect thereto, is deemed to violate any of the requirements of Section 409A.

Entire Agreement; Modification

The Plan, this Award Agreement and, to the extent applicable, any consulting or similar agreement with the Company or its Subsidiaries or Affiliates or any separation agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings, representations and agreements (whether oral or written) of the Company and/or its Subsidiaries or Affiliates and you with respect to the subject matter hereof. This Award Agreement may not be modified in a manner that adversely affects your rights heretofore granted under the Plan, except with your consent or to comply with applicable law or to the extent permitted under other provisions of the Plan.

Governing Law; Jurisdiction; Waiver of Jury Trial

This Award Agreement (together with all exhibits and appendices attached thereto) is governed by the laws of the State of Delaware, without regard to its principles of conflict of laws, and any disputes shall be settled in accordance with the Plan.

To the extent not prohibited by applicable law, each of the parties hereto waives any right it may have to trial by jury in respect of any litigation based on, arising out of, under or in connection with this Award Agreement (together with all exhibits and appendices attached thereto) or the Plan.

Electronic Signatures and Delivery and Acceptance

The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan, including this Award Agreement, by electronic means or request your consent to participate in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and agree to participate in the Plan through an online or electronic system established and maintained by the Company or a third party designated by the Company. The Award Agreement if delivered by electronic means with electronic signatures shall be treated in all manner and respects as an original executed document and shall be considered to have the same binding legal effect as if it were the original signed versions thereof delivered in person.

Agreement Severable

This Award Agreement shall be enforceable to the fullest extent allowed by law. In the event that any provision of this Award Agreement is determined to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, then that provision shall be reduced, modified or otherwise conformed to the relevant law, judgment or determination to the degree necessary to render it valid and enforceable without affecting the validity, legality or enforceability of any other provision of this Award Agreement or the validity, legality or enforceability of such provision in any other jurisdiction. Any provision of this Award Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be deemed severable from the remainder of this Award Agreement, and the remaining provisions contained in this Award Agreement shall be construed to preserve to the maximum permissible extent the intent and purposes of this Award Agreement.

Interpretation

The Committee shall have the right to resolve all questions that may arise in connection with the Award or this Award Agreement, including whether you are actively in Service. Any interpretation, determination or other action made or taken by the Committee regarding the Plan or this Award Agreement shall be final, binding and conclusive. This Award Agreement shall be binding upon and inure to the benefit of any successor or successors of the Company and any person or persons who shall acquire any rights hereunder in accordance with this Award Agreement or the Plan.

Language

If you have received this Award Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

Acknowledgments

By signing this Award Agreement, you acknowledge receipt of a copy of the Plan and represent that you are familiar with the terms and conditions of the Plan, and hereby accept the Deferred Stock subject to all provisions in this Award Agreement and in the Plan. You hereby agree to accept as final, conclusive and binding all decisions or interpretations of the Committee upon any questions arising under the Plan or this Award Agreement.

Appendix I

Notwithstanding any provision in this Award Agreement, if you work or reside outside the U.S., the Deferred Stock award shall be subject to the general non-U.S. terms and conditions and the additional terms and conditions for your country set forth in Appendix I. Moreover, if you relocate from the U.S. to one of the countries included in Appendix I or you move between countries included in Appendix I, the general non-U.S. terms and conditions and the additional terms and conditions for such country will apply to you, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Appendix I constitutes part of this Award Agreement.

APPENDIX I

ADDITIONAL TERMS AND CONDITIONS OF THE KRAFT HEINZ COMPANY 2020 OMNIBUS INCENTIVE PLAN

DEFERRED STOCK AWARD AGREEMENT FOR NON-U.S. DIRECTORS

TERMS AND CONDITIONS

This Appendix I includes additional terms and conditions that govern the Deferred Stock award granted to you under the Plan if you provide services or reside outside the U.S. and/or in one of the countries listed below. These terms and conditions are in addition to, or if so indicated, in place of the terms and conditions set forth in the Award Agreement. Certain capitalized terms used but not defined in this Appendix I have the meanings set forth in the Plan and/or the Award Agreement.

If you are a citizen or resident of a country other than the one in which you are currently providing services, transfer your Service and/or residency to another country after the Deferred Stock award is granted to you, or are considered a resident of another country for local law purposes, the terms and conditions contained herein may not be applicable to you, and the Company shall, in its discretion, determine to what extent the terms and conditions contained herein shall apply to you.

NOTIFICATIONS

This Appendix I also includes information regarding exchange controls and certain other issues of which you should be aware with respect to participation in the Plan. The information is based on the securities, exchange control, and other laws in effect in the respective countries as of January 2023. Such laws are often complex and change frequently. As a result, the Company strongly recommends that you not rely on the information in this Appendix I as the only source of information relating to the consequences of your participation in the Plan because the information may be out of date at the time the Deferred Stock award becomes payable or you sell Shares acquired under the Plan.

In addition, the information contained herein is general in nature and may not apply to your particular situation, and the Company is not in a position to assure you of a particular result. Accordingly, you should seek appropriate professional advice as to how the relevant laws in your country may apply to your situation.

Finally, if you are a citizen or resident of a country other than the one in which you are currently providing Services, transfer your service relationship and/or residency after the Deferred Stock award is granted or are considered a resident of another country for local law purposes, the notifications contained herein may not be applicable to you in the same manner.

GENERAL NON-U.S. TERMS AND CONDITIONS

TERMS AND CONDITIONS

The following terms and conditions apply to you if you are located outside of the U.S.

Entire Agreement.

The following provisions supplement the entire Award Agreement, generally:

If you are located outside the U.S., in no event will any aspect of the Deferred Stock award be determined in accordance with your Service contract. The terms and conditions of the Deferred Stock award will be solely determined in accordance with the provisions of the Plan and the Award Agreement, including this Appendix I, which supersede and replace any prior agreement, either written or verbal (including your Service contract, if applicable) in relation to the Deferred Stock award.

Settlement.

If you are resident or providing services outside of the United States, the Company may, in its sole discretion, settle the Deferred Stock award in the form of a cash payment to the extent settlement in Shares: (i) is prohibited under local law, (ii) would require you, the Company or one of its Subsidiaries or Affiliates to obtain the approval of any governmental or regulatory body in your country of residence (or your country of Service, if different), (iii) would result in adverse tax consequences for you, the Company or one of its Subsidiaries or Affiliates, or (iv) is administratively burdensome. Alternatively, the Company may, in its sole discretion settle the Deferred Stock award in the form of Shares but require you to sell such Shares immediately or within a specified period following your termination of Service (in which case, this Award Agreement shall give the Company the authority to issue sales instructions on your behalf).

Taxes.

The following provisions supplement the *Taxes* section of the Award Agreement:

You acknowledge that your liability for Tax-Related Items may exceed the amount, if any, withheld by the Company, its Subsidiaries and/or its Affiliates (as applicable).

If you have become subject to tax in more than one jurisdiction, you acknowledge that the Company, its Subsidiaries and Affiliates may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

Limits on Transferability; Beneficiaries.

The following provision supplements the *Limits on Transferability; Beneficiaries* section of the Award Agreement:

If you are located outside the U.S., the Deferred Stock award may not be Transferred to a designated beneficiary and may only be Transferred upon your death to your legal heirs in accordance with applicable laws of descent and distribution. In no case may the Deferred Stock award be Transferred to another individual during your lifetime.

Acknowledgment of Nature of Award.

The following provisions supplement the *Acknowledgment of Nature of Award* section of the Award Agreement:

You acknowledge the following with respect to the Deferred Stock award:

(g) Neither the Company, its Subsidiaries nor any Affiliate shall be liable for any foreign exchange rate fluctuation between your local currency and the United States Dollar that may affect the value of the Deferred Stock award or of any amounts due to you pursuant to settlement of the Deferred Stock award or the subsequent sale of any Shares acquired upon settlement.

Not a Public Offering in Non-U.S. Jurisdictions.

If you are resident or providing Services outside of the United States, neither the grant of the Deferred Stock award under the Plan nor the issuance of the underlying Shares upon settlement of the Deferred Stock award is intended to be a public offering of securities in your country of residence (and country of Service, if different). The Company has not submitted any registration statement, prospectus or other filings to the local securities authorities in jurisdictions outside of the United States unless otherwise required under local law.

Language Consent.

If you are in a country where English is not an official language, you acknowledge that you are sufficiently proficient in English to understand the terms and conditions of this Award Agreement or have had the ability to consult with an advisor who is sufficiently proficient in the English language. You further acknowledge and agree that it is your express intent that this Award Agreement, the Plan and all other documents, notices and legal proceedings entered into, given or instituted pursuant to the Deferred Stock award, be drawn up in English.

Insider Trading and Market Abuse Laws.

You may be subject to insider trading restrictions and/or market abuse laws based on the exchange on which the Shares are listed and in applicable jurisdictions including the United States and your country or your broker's country, if different, which may affect your ability to accept, acquire, sell or otherwise dispose of Shares, rights to Shares or rights linked to the value of Shares under the Plan during such times as you are considered to have "inside information" regarding the Company (as defined by the laws in the applicable jurisdictions). Local insider trading laws and regulations may prohibit the cancellation or amendment of orders you placed before you possessed inside information. Furthermore, you could be prohibited from (a) disclosing the inside information to any third party and (b) "tipping" third parties or causing them otherwise to buy or sell securities (third parties include fellow directors). Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable Company insider trading policy. You acknowledge that it is your responsibility to comply with any applicable restrictions, and you should speak to your personal advisor on this matter.

Foreign Asset/Account, Exchange Control and Tax Reporting.

You may be subject to foreign asset/account, exchange control and/or tax reporting requirements as a result of the acquisition, holding and/or transfer of Shares or cash (including dividends, dividend equivalents and the proceeds arising from the sale of Shares) derived from your participation in the Plan, to and/or from a brokerage/bank account or legal entity located outside your country. The applicable laws of your country may require that you report such accounts, assets, the balances therein, the value thereof and/or the transactions related thereto to the applicable authorities in such country. You acknowledge that you are responsible for ensuring compliance with any applicable foreign asset/account, exchange control and tax reporting requirements and should consult your personal legal advisor on this matter.

No Advice Regarding Award.

The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your participation in the Plan, or your acquisition or sale of the underlying Shares. You understand and acknowledge that you should consult with your own personal tax, legal and financial advisors regarding your participation in the Plan before taking any action related to the Plan.

Imposition of Other Requirements.

The Company reserves the right to impose other requirements on your participation in the Plan, on the Deferred Stock award and on any Shares acquired upon settlement of the Deferred Stock award, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require you to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

Waiver.

You acknowledge that a waiver by the Company for breach of any provision of the Award Agreement shall not operate or be construed as a waiver of any other provision of the Award Agreement, or of any subsequent breach of the Award Agreement.

COUNTRY-SPECIFIC TERMS AND CONDITIONS/NOTIFICATIONS

UNITED KINGDOM

TERMS & CONDITIONS

Taxes.

The following provisions supplement the *Taxes* section of the Award Agreement and the General Non-U.S. Terms and Conditions section of this Appendix I:

Without limitation to the *Taxes* section of the Award Agreement and the General Non-U.S. Terms and Conditions section of this Appendix I, you agree that you are liable for all Tax-Related Items and hereby covenant to pay all such Tax-Related Items as and when requested by the Company or any of its Subsidiaries or Affiliates or by HM Revenue and Customs (“**HMRC**”) (or any other tax authority or any other relevant authority). You also agree to indemnify and keep indemnified the Company and its Subsidiaries and Affiliates against any Tax-Related Items that they are required to pay or withhold or have paid or will pay on your behalf to HMRC (or any other tax authority or any other relevant authority).

Notwithstanding the foregoing, if you are a director or executive officer (as within the meaning of the Act), the terms of the immediately foregoing provision will not apply. In the event that you are a director or executive officer and income tax due is not collected from or paid by you by within ninety (90) days of the U.K. tax year in which an event giving rise to the indemnification described above occurs, the amount of any uncollected tax may constitute a benefit to you on which additional income tax and national insurance contributions may be payable. You acknowledge that you ultimately will be responsible for reporting and paying any income tax due on this additional benefit directly to HMRC under the self-assessment regime and for paying the Company or its Subsidiaries or Affiliates (as applicable) for the value of any national insurance contributions that may be due on this additional benefit, which the Company and/or its Subsidiary or Affiliate (as applicable) may obtain from you by any of the means referred to in the *Taxes* section of the Award Agreement and the General Non-U.S. Terms and Conditions section of this Appendix I.

The Kraft Heinz Company
List of Subsidiary Guarantors and Issuers of Guaranteed Securities

As of April 1, 2023, The Kraft Heinz Company was the sole guarantor of all the unsecured registered notes issued by Kraft Heinz Foods Company, a Pennsylvania Limited Liability Company, its 100% owned operating subsidiary.

Description of KHFC Senior Notes

2.000% Euro senior notes due 2023
1.500% Euro senior notes due 2024
3.000% senior notes due 2026
3.875% senior notes due 2027
4.125% British Pound senior notes due 2027
2.250% Euro senior notes due 2028
6.375% senior notes due 2028
4.625% senior notes due 2029
3.750% senior notes due 2030
4.250% senior notes due 2031
6.750% senior notes due 2032
5.000% senior notes due 2035
6.875% senior notes due 2039
7.125% senior notes due 2039
4.625% senior notes due 2039
6.500% senior notes due 2040
5.000% senior notes due 2042
5.200% senior notes due 2045
4.375% senior notes due 2046
4.875% senior notes due 2049
5.500% senior notes due 2050

I, Miguel Patricio, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended April 1, 2023 of The Kraft Heinz Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Miguel Patricio

Miguel Patricio

Chief Executive Officer

Date: May 3, 2023

I, Andre Maciel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended April 1, 2023 of The Kraft Heinz Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Andre Maciel

Andre Maciel

Executive Vice President and Global Chief Financial Officer

Date: May 3, 2023

18 U.S.C. SECTION 1350 CERTIFICATION

I, Miguel Patricio, Chief Executive Officer of The Kraft Heinz Company (the "Company"), hereby certify that, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, to my knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended April 1, 2023 (the "Form 10-Q") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Miguel Patricio
Name: Miguel Patricio
Title: Chief Executive Officer

Date: May 3, 2023

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Form 10-Q or as a separate disclosure document.

