

**THE KRAFT HEINZ COMPANY**  
**CORPORATE GOVERNANCE GUIDELINES**

Effective March 18, 2025

**A. ROLE AND RESPONSIBILITY OF THE BOARD**

The Board of Directors' (the "**Board**") primary responsibility is to foster The Kraft Heinz Company's ("**Kraft Heinz**") long-term success, consistent with the Board's fiduciary duty to Kraft Heinz and its stockholders. The Board establishes corporate policies, sets strategic direction, and oversees management, which is responsible for Kraft Heinz's day-to-day operations. Each director is expected to exercise their good-faith business judgment with respect to Kraft Heinz's best interests.

**B. BOARD COMPOSITION, STRUCTURE, AND POLICIES**

1. **Board Size.** The Nominating and Corporate Governance Committee (the "**Governance Committee**") makes recommendations to the Board concerning the appropriate size of the Board. The Board believes that the quality of the directors and the overall balance of the Board are more important to the Board's proper functioning than the number of directors.

2. **Independence of Directors.** A majority of the directors shall meet the independence requirements of the Nasdaq Stock Market ("**Nasdaq**"). At least annually, the Governance Committee reviews all relevant information and makes recommendations to the Board concerning the independence of the directors. Based upon those recommendations, the Board makes an affirmative determination as to the independence of each director and may consider, as appropriate, other independence factors in addition to those required by Nasdaq.

3. **Election of Directors.** Kraft Heinz's stockholders will elect all directors annually. The Governance Committee recommends to the Board a slate of directors for stockholders to elect at the Annual Meeting of Stockholders ("**Annual Meeting**"). The Board then nominates a slate of directors for election.

In an uncontested election, each director shall be elected by a vote of the majority of the votes cast with respect to that director-nominee's election at an Annual Meeting for the election of directors at which a quorum is present. If there are more nominees for election than the number of directors to be elected, one or more of whom are properly proposed by stockholders, a nominee for director shall be elected by a plurality of the votes cast in such election.

Following certification of the election results, any incumbent director nominated for re-election who is not re-elected in accordance with Article III, Section 4 of Kraft Heinz's By-Laws (the "**By-Laws**") is expected to tender their resignation to the Governance Committee for its consideration and subject to the Board's acceptance. Then, the Governance Committee makes a recommendation to the Board as to whether to accept the resignation offer. The Board shall consider all factors it deems relevant to Kraft Heinz's best interests, decide whether to accept the

resignation, and publicly disclose its decision and rationale within 90 days after certification of the election results.

Any director who tenders their resignation pursuant to this provision shall not participate in the Governance Committee's recommendation or the Board's deliberation or decision regarding whether to accept the director's resignation offer. However, if each member of the Governance Committee fails to receive a sufficient vote for re-election, then the directors who did receive a sufficient vote shall appoint a committee of such directors to consider the other directors' resignation offers and recommend to the Board whether to accept them. However, if three or fewer directors receive a sufficient vote for re-election, then all directors may participate in the action regarding whether to accept the resignation offers. If a resignation offer is accepted or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board may fill the resulting vacancy pursuant to Article III, Section 4 of the By-Laws or decrease the size of the Board.

The Board may select directors to fill vacancies in existing or new director positions. Such directors serve until the next Annual Meeting when they must stand for election. Stockholders may recommend candidates for the Governance Committee's consideration by submitting their recommendations in writing to the Corporate Secretary at The Kraft Heinz Company, One PPG Place, Pittsburgh, Pennsylvania 15222. The Corporate Secretary provides stockholder recommendations to the Governance Committee. In evaluating candidates, the Governance Committee does not distinguish between candidates recommended by stockholders and others.

The By-Laws set forth the procedures for a stockholder to nominate directors for election at an Annual Meeting. A summary of these procedures is included in Kraft Heinz's annual Proxy Statement.

4. **Board Membership Criteria.** The Governance Committee works with the Board to determine the appropriate mix of characteristics, skills, and experience for the Board as a whole and for individual directors. In evaluating the suitability of individuals for Board membership, the Governance Committee takes into account many factors, including the individual's ability to meet applicable independence requirements; general understanding of the varied disciplines relevant to the success of a large, publicly traded company in today's business environment; understanding of Kraft Heinz's business and markets; professional expertise and educational background; personal integrity and judgment; and other factors that promote a variety of views and experience. In addition, the Board and the Governance Committee seek out candidates reflective of the communities in which the Company operates. The Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recruiting and recommending a slate of directors that can best perpetuate Kraft Heinz's success and represent stockholder interests through the exercise of sound judgment, using its diversity of views and expertise. In determining whether to recommend a director for re-nomination, the Governance Committee also considers the director's attendance at, participation in, and contributions to Board and committee meetings.

5. **Change in Primary Employment.** Any director who retires from or changes their primary employment is expected to offer to tender their resignation to the Governance Committee for its consideration and subject to the Board's acceptance. Then, the Governance

Committee evaluates the appropriateness of continued Board membership under the new circumstances and makes a recommendation to the Board as to whether to accept the resignation offer. The Board shall consider all factors it deems relevant to Kraft Heinz's best interests and decide whether to accept the resignation offer.

6. **Limitation on Management Directors.** The Board believes that, as a general matter, it is not necessary for a member of management to serve as a director. From time to time, the Board may determine that it is appropriate to nominate members of management to the Board, including the Chief Executive Officer (the "CEO").

7. **Board Leadership.** The Board shall annually evaluate its structure taking into consideration the Company's best interests and particular circumstances at the time of its review; the current composition of the Board, including the tenure and skill sets of the individual directors and the Board as a whole and results of annual self-evaluations; voting results for directors in recent elections by stockholders; the Company's specific business and long-term strategic needs, operating and financial performance, and industry conditions; economic and regulatory developments; trends in governance; the advantages and disadvantages of alternative leadership structures; and such other factors as the Board may deem relevant.

a. **Chairperson of the Board.** The Board shall appoint the Chairperson.

If the Chairperson is independent, the duties and responsibilities of the independent Chairperson include: (a) presiding at all meetings of the Board, including sessions of the independent directors; (b) having the authority to call meetings (including executive sessions) of (i) the independent directors and (ii) directors unaffiliated with Berkshire Hathaway Inc.; (c) reviewing and approving meeting agendas and schedules to ensure sufficient time for discussion of all agenda items; (d) reviewing and approving information sent to the Board; (e) serving as a Board representative for consultation and direct communication with major stockholders, as appropriate; (f) actively participating in CEO succession planning; (g) monitoring and evaluating, along with the Human Capital and Compensation Committee (the "**Compensation Committee**") and the other independent directors, the performance of the CEO; and (h) performing such other duties as the Board may from time-to-time request.

If the Chairperson is not otherwise independent and the roles of Chair and CEO are separated, the duties of the Chair include: (a) presiding at all meetings of the Board; (b) with the Lead Director, reviewing and establishing Board meeting agendas and schedules to ensure sufficient time for discussion of all agenda items; (c) with the Lead Director, reviewing information sent to the Board; (d) serving as a Board representative for consultation and direct communication with major stockholders, as appropriate; (e) actively participating in CEO succession planning; (f) providing feedback to the Compensation Committee on the performance of the CEO; and (g) performing such other duties as the Board may from time-to-time request.

- b. **Vice Chairperson of the Board.** The Board may appoint a Vice Chairperson from time to time. The duties and responsibilities of the Vice Chairperson include: (a) assisting the Chairperson; (b) presiding at the meetings of the Board at which the Chairperson and Lead Director are not present; and (c) performing such other duties as the Board may from time-to-time request.
- c. **Lead Director.** In the event that the Chairperson of the Board is not an independent director, or if the Board otherwise deems it beneficial to help ensure robust independent leadership of the Board, the independent directors shall appoint an independent director to serve as Lead Director.

The duties and responsibilities of the Lead Director include: (a) presiding at the meetings of the Board at which the Chairperson is not present, including sessions of the independent directors; (b) having the authority to call meetings (including executive sessions) of (i) the independent directors and (ii) directors unaffiliated with Berkshire Hathaway Inc.; (c) reviewing and approving Board meeting agendas and schedules to ensure sufficient time for discussion of all agenda items; (d) reviewing and approving information sent to the Board; (e) serving as a Board representative for consultation and direct communication with major stockholders, as appropriate; (f) providing oversight of CEO and Chairperson succession planning; (g) monitoring and evaluating, along with the Compensation Committee and the other independent directors, the performance of the CEO; and (h) performing such other duties as the Board or independent directors may from time-to-time request.

8. **Board and Director Evaluations.** The Governance Committee develops, recommends to the Board, and oversees an annual evaluation process for the Board and each of its committees. The Board and committees discuss the results of these evaluations to determine whether the Board is functioning effectively and what actions may be needed to improve its effectiveness.

9. **Conflicts of Interest.** If a director develops an actual, apparent, or potential conflict of interest, the director must report the matter promptly to the Chairperson of the Governance Committee for evaluation and appropriate resolution. If a director has a direct or indirect personal interest in a matter before the Board, to the extent appropriate in the exercise of their fiduciary duties, the director must disclose the interest to the Board and recuse themselves from participation in the deliberations and decisions on the matter. Approval of the matter requires the affirmative vote of a majority of the directors or the appropriate committee members who have not so recused themselves.

10. **Limitations on Other Board Service.** Directors may not serve on the boards of more than four public companies, including the Kraft Heinz's Board. Directors who are chief executive officers of public companies may not serve on the boards of more than two public companies, including the Kraft Heinz's Board. The Board expects each director to ensure that their other commitments do not interfere with their duties as a Kraft Heinz director. Directors should consult with the Chairperson, the Lead Director (if any), and the Chairperson of the Governance Committee before accepting the offer of another public company directorship or a

request to serve as a member of the audit committee of any other public company. The Governance Committee and the Board take into account the nature and extent of the director's other commitments when determining whether it is appropriate to nominate a director for re-election. Service on boards and committees of other organizations should be consistent with Kraft Heinz's conflict of interest policies. If a member of Kraft Heinz's Audit Committee serves on more than three public company audit committees, the Board determines whether such simultaneous service impairs the director's ability to serve effectively on Kraft Heinz's Audit Committee.

11. **No Limitations on Terms.** The Board does not believe in term limits for directors because they would deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into Kraft Heinz and its operations.

12. **Director Orientation and Education.** Kraft Heinz provides an orientation process for new directors as soon as reasonably practicable after the meeting at which a new director is elected. This orientation includes presentations by senior management designed to familiarize new directors with the Company's business and strategic plans, financial position and practices, significant issues and risks, governance and corporate responsibility practices, Company culture, key environmental and sustainability efforts, and internal and independent auditors. In addition, management and outside experts regularly provide presentations to the Board and its committees on Kraft Heinz's strategic and business plans, financial performance, legal and regulatory matters, compliance programs, and other topics of interest to directors. Periodically, the Board meets with senior management and visits Kraft Heinz's facilities. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

13. **Director Communications with Third Parties.** The Board believes that management (usually the CEO or the Global Chief Financial Officer) speaks for Kraft Heinz and should communicate about Kraft Heinz with stockholders, analysts, the press, media, and other constituencies. From time-to-time, as part of our commitment to stockholder engagement, independent directors may participate (typically, alongside management) in meetings and other communications with significant stockholders. Such participation should be arranged through Kraft Heinz's Investor Relations or Corporate Secretary teams. In addition, the Governance Committee oversees Kraft Heinz's stockholder engagement, and the Board oversees Kraft Heinz's corporate social responsibility efforts.

14. **Stockholder and Interested Party Communications with the Board.** Stockholders and other interested parties may write to any director at Board of Directors, The Kraft Heinz Company, One PPG Place, Pittsburgh, Pennsylvania 15222 or via e-mail at Independent-Directors@kraftheinz.com. The Board has established procedures for handling such communications and directed the Corporate Secretary to act as their agent in processing such communications. The Corporate Secretary forwards communications relating to matters within the Board's purview to the directors, communications relating to matters within a Board committee's area of responsibility to the chairperson of the appropriate committee, and communications relating to ordinary business matters, such as suggestions, inquiries, and consumer complaints, to the appropriate Kraft Heinz team or employee. The Corporate Secretary makes these communications available to any director who requests them. The

Corporate Secretary does not forward or retain solicitations, junk mail, or obviously frivolous or inappropriate communications, unless required by law or to protect the interests of Kraft Heinz or its subsidiaries.

## **C. BOARD MEETINGS**

1. **Frequency of Meetings.** The Board meets as necessary to attend to Kraft Heinz's business, with in-person meetings supplemented by video or teleconference meetings as applicable.
2. **Appointments.** At least annually, the Board appoints the Chairperson, Vice Chairperson, Board committee members, and committee chairpersons, as well as Kraft Heinz's executive and Section 16 officers (or delegates to another officer the authority to appoint such officers). The independent directors appoint an independent director to serve as Lead Director for a three-year term, with appointment ratified annually. The Governance Committee nominates a candidate for the independent Lead Director from among the independent directors, and the affirmative vote of a majority of the independent directors is required for appointment.
3. **Strategic Plan Review.** The Board devotes its time as necessary and appropriate to review Kraft Heinz's strategic plan and, at least annually, reviews Kraft Heinz's strategic plan.
4. **Attendance at Meetings.** Directors are expected to prepare themselves for and attend all Board meetings and all meetings of the committees on which they serve. It is understood that, on occasion, a director may be unable to attend a meeting. Directors are encouraged, but are not required, to attend the Annual Meeting.
5. **Information Flow and Distribution of Meeting Materials.** To facilitate active and informed discussion at Board and committee meetings, directors receive background materials sufficiently in advance of meetings to allow directors to inform themselves. Directors are expected to review the materials before meetings. Through these materials and presentations at meetings, the Board and its committees keep abreast of Kraft Heinz's performance and businesses, plans (including acquisitions, divestitures, and capital expenditures), various issues (including regulatory updates), and new developments. In addition to meeting-related materials, directors receive other regular and special reports throughout the year.
6. **Selection of Board Agenda Items.** For planning purposes, the Corporate Secretary prepares an annual Board planning calendar covering recurring and special agenda items. In determining the agenda for each Board meeting, the Chairperson, the Vice Chairperson and the Lead Director (if any) also take into account input from other directors, the CEO, and senior management.
7. **Access to Management and Independent Advisors.** Board members have unrestricted access to management. The Board and Board committees have the authority and funding to retain and utilize independent legal, accounting, and other experts and consultants as they may deem appropriate.
8. **Executive Sessions.** Executive sessions or meetings of independent directors without management present are held regularly, generally as part of each scheduled Board meeting.

9. **Committees and Responsibilities.** Pursuant to Kraft Heinz’s By-Laws, the Board may establish committees from time-to-time to assist it in the performance of its responsibilities. There are currently three Board committees:

***Audit Committee:*** The Audit Committee monitors Kraft Heinz’s financial reporting processes and systems of internal accounting control, the independence and the performance of the independent auditors, and the performance of the internal auditors. The Committee also oversees Kraft Heinz’s compliance with legal and regulatory requirements.

***Human Capital and Compensation Committee:*** The Compensation Committee oversees Kraft Heinz’s executive compensation, including determination of the compensation of the CEO, producing an annual Compensation Committee report on executive compensation to be included in Kraft Heinz’s Proxy Statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission (“SEC”), and reviewing the succession plans for the CEO and other senior executives. The Committee also oversees key human resources policies and practices including those related to organizational effectiveness and diversity.

***Nominating and Corporate Governance Committee:*** The Governance Committee is responsible for identifying and vetting individuals qualified to become Board members, recommending a slate of nominees for election at each Annual Meeting, making recommendations to the Board concerning the appropriate size, function, needs, and composition of the Board and its committees, developing and recommending to the Board Kraft Heinz’s corporate governance guidelines, and overseeing the evaluation of the Board.

Each standing Board committee shall have its own charter, which shall set forth its purposes, organization and membership, and authority and responsibilities. The committee charters are available at [ir.kraftheinzcompany.com/governance](http://ir.kraftheinzcompany.com/governance).

10. **Membership and Chairpersons of Committees.** Based upon the Governance Committee’s recommendation, the Board appoints the committee members and chairpersons. Audit Committee, Compensation Committee, and Governance Committee members shall meet Nasdaq’s independence requirements as well as the additional requirements for committee membership established by Nasdaq, any other applicable laws, rules, or regulations, and the applicable committee charter. At least one Audit Committee member shall be an “audit committee financial expert” as defined in under SEC rules. Generally, the Board encourages rotation of committee assignments and chairpersons. Therefore, from time-to-time, the Governance Committee will recommend rotation of committee and committee chairperson assignments.

11. **Committee Agendas, Meetings, and Reports to the Board.** Each committee chairperson, in consultation with the other committee members and management, sets meeting agendas and determines the frequency and length of committee meetings. Each committee reports its actions and recommendations to the Board. All directors receive copies of all committee minutes. Generally, directors are welcome to attend meetings of committees of which they are not members.

## **D. EXECUTIVE PERFORMANCE EVALUATION AND SUCCESSION PLANNING**

1. **Chief Executive Officer Appointment.** The Board shall appoint the CEO.
2. **Annual Chief Executive Officer Evaluation and Compensation.** The Compensation Committee establishes annual and long-term financial and strategic goals and objectives for the CEO; annually evaluates the CEO's performance against these goals and objectives; and, based on this evaluation, determines and approves the CEO's compensation. The Compensation Committee seeks input from and reports to the Board on its CEO evaluation and its compensation actions. The chairperson of the Compensation Committee communicates its evaluation and compensation actions to the CEO.
3. **Succession Planning.** The Compensation Committee oversees and reviews the development of executive succession plans, evaluates and makes recommendations to the Board regarding potential CEO candidates, and reviews candidates to fulfill other senior executive positions as appropriate. At least annually, the Compensation Committee reviews with the Board succession planning and management development, including recommendations and evaluations of potential successors to fill the CEO and other senior executive positions. The Compensation Committee also recommends to the Board succession plans in the event of an emergency or the CEO's retirement.

## **E. BOARD COMPENSATION AND STOCK OWNERSHIP**

Non-management director compensation, both form(s) and amount(s), are determined by the Board, upon recommendation of the Compensation Committee, taking into account general and specific demands of Board and committee service, performance, competitive factors, other forms of compensation received by directors, if any, and other factors that it deems relevant. To the extent that a non-employee director receives compensation, the Board believes that a meaningful portion of non-employee director compensation should be equity-based to assist in aligning directors' interests with stockholders' long-term interests.

To strengthen alignment of the interests of the Company's directors and management with those of stockholders, the Board has established minimum stock ownership guidelines that apply to all non-employee directors and executive officers.

Non-employee directors are required to hold Company stock in an amount equal to six (6) times their annual Board cash retainer. The CEO is required to hold Company stock in an amount equal to six (6) times their annual base salary, and each other executive officer is required to hold Company stock in an amount equal to three (3) times their annual base salary. Directors have five years from their appointment or election to the Board to meet the requirements, and executive officers have five years from the date of their appointment as an executive officer. The following count toward satisfying this ownership requirement: shares of deferred stock; Restricted Stock Units ("RSUs"), including matching RSUs and Performance Share Units ("PSUs") for which the performance terms have been certified; dividend equivalent units accrued on RSUs; stock equivalents in savings plans or deferred compensation plans; and shares held in a trust for the benefit of immediate family members. Unearned PSUs and unexercised stock options do not count toward satisfying this ownership requirement. The Compensation



Committee shall develop and review these stock ownership guidelines from time to time and recommend any changes for approval by the Board.

#### **F. ESG AND POLITICAL CONTRIBUTIONS**

1. **ESG**. The Board oversees Kraft Heinz’s environmental social governance (“ESG”) strategy, risks, goals, policies, practices, and disclosures, including with respect to climate change, except as otherwise allocated to a committee of the Board as set forth in the committee’s charter. The Board may delegate any of its ESG responsibilities to a committee of the Board or certain directors from time to time.

2. **Political Contributions**. The Board oversees Kraft Heinz’s policies and practices regarding political contributions and lobbying activities.

#### **G. REVIEW OF THESE GUIDELINES**

At least annually, the Governance Committee reviews these Guidelines. The Committee reports on its review and recommends any changes to the Board. The Board approves any amendments to these Guidelines.