

JOHN CHEVEDDEN

January 18, 2021

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

3 Rule 14a-8 Proposal
The Kraft Heinz Company (KHC)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

Management did not give proper notice of the change in its 2020 annual meeting to an online format after the initial 2020 proxy was filed.

The change notice said the meeting would be held according to Eastern Standard Time on May 7, 2020.

Eastern Standard Time was not in effect on May 7, 2020.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Heidi Miller <Heidi.Miller@kraftheinz.com>

Kraft Heinz

ADDITIONAL INFORMATION REGARDING THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 7, 2020

The following Notice of Change of Location relates to the proxy statement (the "Proxy Statement") of The Kraft Heinz Company ("Kraft Heinz" or the "Company"), dated March 27, 2020, furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting of Stockholders to be held on Thursday, May 7, 2020. This Supplement is being filed with the Securities and Exchange Commission and is being made available to stockholders on or about April 20, 2020.

THE PROXY STATEMENT CONTAINS IMPORTANT INFORMATION AND THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

NOTICE OF CHANGE OF LOCATION OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 7, 2020



To the Stockholders of The Kraft Heinz Company:

Due to continued public health concerns related to the Coronavirus (COVID-19) outbreak, NOTICE is HEREBY GIVEN that the location of the Company's 2020 Annual Meeting of Stockholders (the "Annual Meeting") has been changed. As previously announced, the Annual Meeting will be held on Thursday, May 7, 2020, at 11:00 a.m. Eastern Standard Time, but the Annual Meeting will be held in a virtual-only format. Stockholders will not be able to attend the Annual Meeting in person. However, the virtual meeting will provide them with the ability to participate, vote their shares, and ask questions during the meeting.

As described in the previously distributed proxy materials for the Annual Meeting, stockholders as of the close of business on March 9, 2020, the record date, are entitled to participate in and vote at the Annual Meeting. Regardless of whether you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in the proxy materials for the Annual Meeting. The proxy card or voting instruction form included with the proxy materials that were previously distributed to you will not be updated to reflect the change in location. You can use the proxy card included with the previously distributed proxy materials to vote your shares in connection with the Annual Meeting.

To be admitted to the virtual Annual Meeting, you can visit the meeting login page at www.virtualshareholdermeeting.com/KHC2020 and enter your unique 16-digit control number. This number can be found on the proxy card, voting instruction form, or Notice of Internet Availability of Proxy Materials, as applicable, provided with Kraft Heinz's previously distributed proxy materials. You may vote during the Annual Meeting by following the instructions available on the meeting website during the meeting. If you encounter difficulties accessing the virtual meeting you should call the technical support number that will be posted on the meeting login page.

Stockholders as of the record date who attend and participate in the virtual Annual Meeting using their control number (as described above) will have an opportunity to submit questions live via the Internet during the meeting. We will try to answer as many stockholder-submitted questions as time permits.

JOHN CHEVEDDEN

January 12, 2021

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Rule 14a-8 Proposal
The Kraft Heinz Company (KHC)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

This no action request in effect claims that the latitude granted in *Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns* goes 100% to management and 00% to shareholders.

Management has already extracted a penalty against the shareholder by not including the 2020 vote for this proposal topic and in effects asks the Staff to not object if it extracts a further penalty and preclude rule 14a-8 proposals in 2021 and 2020.

The no action request in effect says that management is entitled to be excused due to the disruption caused by the pandemic but not shareholders.

Arranging for remote shareholder proposal presentations requires different procedures than arranging for in-person presentations. Arranging for in-person presentations has certain fail safe procedures that do not apply to remote presentations. Adjustment had to be made quickly to the last minute Staff Guidance.

Management was fortunate in having to adjust to the new Staff Guidance for only one meeting. The shareholder had to adjust for dozens of meetings.

The plain language below states that if a shareholder was not able to attend the 2020 annual meeting and present the proposal due to the inability to travel related to COVID-19, the staff would consider this to be "good cause" under Rule 14a-8(h) should issuers assert Rule 14a-8(h)(3) as a basis to exclude a proposal submitted by the shareholder proponent for any meetings held in the following two calendar years.

The shareholder was not able to travel to attend the annual meeting due to COVID-19 and hence Rule 14a-8(h) does not operate to allow management to exclude a 2021 rule 14a-8 proposal by the same proponent.

Exclusions based on Rule 14a-8(h) do not operate in 2021 for shareholders not able to travel to 2020 annual meetings due to COVID-19.

“Furthermore, to the extent a shareholder proponent or representative is not able to attend the annual meeting and present the proposal due to the inability to travel or other hardships related to COVID-19, the staff would consider this to be ‘good cause’ under Rule 14a-8(h) should issuers assert Rule 14a-8(h)(3) as a basis to exclude a proposal submitted by the shareholder proponent for any meetings held in the following two calendar years.”

The *Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns* referred to “other hardships.” Other hardships included the rapid transition from in-person rule 14a-8 proposal presentations to remote presentations. The Staff Guidance was issued about 10-days before the busiest part of the annual proxy meeting season. Other hardships included short notice changes by companies from in-person annual meeting to remote annual meetings.

Plus there was no opportunity to withdraw proposals in order to be able to handle more manageable number of annual meetings in order to gradually transition to the remote meeting format. And the vast majority of companies were not offering to present proposals for the shareholder.

These are a few examples of the hardships:

Calls to the outsourced annual meeting operator greeted with lengthy holds.

No sound check before the meeting.

Many outsourced operators tired to transfer the shareholder to a listen only line.

Most companies had unprofessional outsourced telephone operators who considered the call as low priority and who had no idea that the line had to be unmuted for the shareholder during the meeting for the proposal to be presented. Most of the outsourced operators were in a mad rush to simply transfer the call regardless whether the call was transferred correctly.

There was no advance notice of the name of the lead operator for the online annual meeting.

And a large number of outsourced operators were totally stumped if the shareholder gave them the name of the company and the time of the meeting on the very day of the meeting. If a shareholder did not have a code the shareholder was told abruptly there was absolutely no recourse – not even the option to talk to a supervisor. And a number of companies incorrectly told the shareholder that no code was needed.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Heidi Miller <Heidi.Miller@kraftheinz.com>

JOHN CHEVEDDEN

December 13, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
The Kraft Heinz Company (KHC)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 11, 2020 no-action request.

According to the management argument the more meetings a person has on the same day adds to the argument that there is no reason for not covering all the meetings.

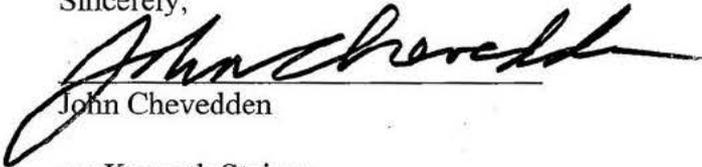
Management does not claim to be the ultimate authority on the number of meetings that needed to be covered by one person on the day of the company meeting.

Management does not claim that its meeting was well into the proxy season. Management does not claim that its meeting allowed a long period of time to adjust to the last minute COVID-19 Guidance.

Management does not claim the COVID-19 Guidance has resulted in penalties against various managements and thus it is reasonable to have a penalty against a shareholder party.

Management does not claim that it sought Staff assurance that COVID-19 Guidance allowed it to fail to report the vote on the 2020 rule 14a-8 proposal.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Heidi Miller <Heidi.Miller@kraftheinz.com>

December 11, 2020

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *The Kraft Heinz Company*
Stockholder Proposal of Kenneth Steiner
Securities Exchange Act of 1934 – Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, The Kraft Heinz Company (the “Company”), intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Stockholders (collectively, the “2021 Proxy Materials”) a stockholder proposal (the “2021 Proposal”) and statements in support thereof received from Kenneth Steiner (the “Proponent”), through his designee John Chevedden (the “Representative”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2021 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the 2021 Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the 2021 Proposal may be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(h)(3) because neither the Proponent nor his qualified Representative attended the Company's 2020 Annual Meeting of Stockholders (the "2020 Annual Meeting") to present the Proponent's stockholder proposal contained in the Company's proxy statement and form of proxy for its 2020 Annual Meeting of Stockholders (collectively, the "2020 Proxy Materials").

A copy of the 2021 Proposal, which would require the Company to amend its bylaws and governing documents to provide for simple majority voting, as well as a letter from the Proponent, Kenneth Steiner, authorizing John Chevedden to act on Mr. Steiner's behalf regarding the 2021 Proposal (including "before, during and after the forthcoming shareholder meeting"), and related correspondence with the Proponent concerning the 2021 Proposal, are attached hereto as Exhibit A.

ANALYSIS

The 2021 Proposal May Be Excluded Under Rule 14a-8(h)(3) Because Neither The Proponent Nor His Qualified Representative Attended The Company's 2020 Annual Meeting To Present The Proponent's Stockholder Proposal Contained In The Company's 2020 Proxy Materials.

Under Rule 14a-8(h)(1), a stockholder proponent must attend the stockholders' meeting to present such proponent's stockholder proposal or, alternatively, must send a representative who is qualified under state law to present the proposal on the proponent's behalf. Rule 14a-8(h)(3) provides that, if a stockholder or such stockholder's qualified representative fails, without good cause, to appear and present a proposal included in a company's proxy materials, the company will be permitted to exclude all of such stockholder's proposals from the company's proxy materials for any meetings held in the following two calendar years.

Applying this standard, on numerous occasions the Staff has concurred that a company may exclude a stockholder proposal under Rule 14a-8(h)(3) because the proponent or his qualified representative, without good cause, failed to appear and present a proposal at either of the company's previous two years' annual meetings. *See, e.g., Deere & Company* (avail. Oct. 22, 2020); *Quest Diagnostics Incorporated* (avail. Jan. 24, 2020); *The Allstate Corporation* (avail. Jan. 9, 2020); *United Technologies Corporation* (Mar. 8, 2019); *TheStreet, Inc.* (Mar. 8, 2019); *Aetna, Inc.* (Feb. 1, 2017); *The Dow Chemical Company* (avail. Jan. 24, 2017); *Expeditors International of Washington, Inc.* (avail. Jan. 20, 2016); *E.I. du Pont de Nemours and Co. (Phippen)* (avail. Feb. 16, 2010); *State Street Corp.* (avail. Feb. 3, 2010); *Entergy*

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Corp. (avail. Jan. 12, 2010); *Comcast Corp.* (avail. Feb. 25, 2008); *Eastman Kodak Co.* (avail. Dec. 31, 2007) (in each case, concurring with the exclusion of a stockholder proposal under Rule 14a-8(h)(3) where the proponent failed to appear and present their stockholder proposal at an annual meeting in either of the previous two years' annual meetings).

In this instance, the Company intends to omit the 2021 Proposal from its 2021 Proxy Materials because both the Proponent and his Representative failed, without good cause, to attend the Company's 2020 Annual Meeting held on May 7, 2020 to present the stockholder proposal submitted by the Proponent for that meeting (the "2020 Proposal"). The Company gave timely notice regarding the 2020 Annual Meeting to the Company's stockholders, and, consistent with SEC regulations and Delaware law, the notice clearly delineated the date, time, and location of the Company's 2020 Annual Meeting.¹ Additionally, on April 20, 2020, the Company announced that its 2020 Annual Meeting would be held in a virtual-only format due to continued public health concerns related to the Coronavirus (COVID-19) outbreak.² The foregoing announcement was issued via press release and filed on EDGAR as definitive additional soliciting material.³ In the same announcement, the Company clearly communicated that no change would be made to the date and time of the 2020 Annual Meeting. The announcement clarified that the previously announced 2020 Annual Meeting would continue to be held on May 7, 2020 at 11:00 am Eastern Time, but would move to a virtual-only format. Further, the announcement advised Company stockholders of the virtual annual meeting website and included instructions on how stockholders could remotely access, participate in and vote at the 2020 Annual Meeting. The foregoing actions were consistent with the Staff's Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (the "COVID-19 Guidance")⁴, including the Staff's guidance for notifying stockholders of a change in meeting location (including a change to a virtual-only format) due to COVID-19.

The Company included the 2020 Proposal in the Company's 2020 Proxy Materials as Agenda Item 5 (an excerpt of which is attached hereto as Exhibit B) and was prepared to

¹ See <https://www.sec.gov/Archives/edgar/data/1637459/000163745920000046/kraft-heinzproxy2020.htm> (including its Notice of 2020 Annual Meeting of Stockholders to be held at 11:00 a.m. Eastern Time on Thursday, May 7, 2020 at the Offices of McGuire Woods LLP in Pittsburgh, Pennsylvania and its note to stockholders that the Company was actively monitoring the COVID-19 pandemic, which may lead to the Company holding the meeting solely by means of remote communication).

² See <http://ir.kraftheinzcompany.com/news-releases/news-release-details/kraft-heinz-hold-2020-annual-meeting-stockholders-virtual-only>.

³ See <https://www.sec.gov/Archives/edgar/data/1637459/000163745920000056/a2020notice4202020.htm>.

⁴ See <https://www.sec.gov/ocr/staff-guidance-conducting-annual-meetings-light-covid-19-concerns>.

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allow the Proponent, or a qualified representative, to present the 2020 Proposal at the Company's 2020 Annual Meeting. In response to an inquiry from the Company regarding who would be presenting the 2020 Proposal, the Representative confirmed via email dated April 21, 2020 (a copy of which is attached hereto as Exhibit C) as follows: "I plan to telephone the meeting. If it changes to another person I will let you know." Accordingly, as further outlined below and set forth in Exhibit C, several communications were sent to the Representative advising him on how to participate in the 2020 Annual Meeting to present the 2020 Proposal and ensuring that he was advised of the proper date, time and location for such meeting. In spite of these clear communications, neither the Proponent nor the Representative or any other qualified representative ultimately attended the Company's 2020 Annual Meeting to present the 2020 Proposal. Additionally, neither the Proponent nor the Representative provided the Company with any explanation for the Representative's absence. Accordingly, as stated under Item 5.07 of the Company's Form 8-K filed on May 11, 2020, the 2020 Proposal was not considered or voted on at the 2020 Annual Meeting because "neither the proponent of this proposal nor a representative was in attendance to properly present the proposal at the 2020 Annual Meeting as required by SEC Rule 14a-8."⁵

The Company provided the Proponent and Representative with clear and detailed instructions on how to participate in the 2020 Annual Meeting, including the following correspondence (as included in Exhibit C):

- the Company sent the Representative an email on April 21, 2020 advising him of the change to a virtual-only annual meeting format, which the Representative acknowledged on that same day and informed the Company that he planned on personally joining the 2020 Annual Meeting by telephone in order to present the 2020 Proposal;
- the Company sent the Representative an email on May 5, 2020 with registration instructions for the 2020 Annual Meeting, including a direct link to the registration website, with specific guidance as to how to access the Representative's personal dial-in and credentials in order to participate in the 2020 Annual Meeting;
- the Company sent a second email to the Representative on May 5, 2020 to confirm the date and time of the 2020 Annual Meeting and reiterate the registration instructions; and

⁵ See <https://www.sec.gov/ix?doc=/Archives/edgar/data/1637459/000163745920000070/form8-kasm572020.htm>.

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- the Company sent an email to the Proponent on May 6, 2020, the day immediately preceding the 2020 Annual Meeting, again confirming the date and time of the meeting and offering assistance to the Representative should he encounter difficulties accessing the meeting.

In the foregoing correspondence, the Representative did not raise any concerns regarding accessibility of the virtual meeting location, technical issues concerning the virtual meeting, or his availability to present the 2020 Proposal.

We are aware of the Staff's recent views expressed in the COVID-19 Guidance pertaining to Rule 14a-8(h). Of particular relevance here, the guidance states that "to the extent a shareholder proponent or representative is not able to attend the annual meeting and present the proposal *due to the inability to travel or other hardships related to COVID-19*, the staff would consider this to be 'good cause' under Rule 14a-8(h)..." (emphasis added).⁶ However, here neither the Proponent nor the Representative has affirmatively claimed that their collective failure to attend and present at the 2020 Annual Meeting was due to an inability to travel or other hardships related to COVID-19. Importantly, any such claim by the Representative would lack merit, as demonstrated by the Representative's attendance and presentation of stockholder proposals at the annual meetings of two other companies held on the same day – one immediately before and the other immediately after the Company's 2020 Annual Meeting. In this regard, on the same day as the Company's 2020 Annual Meeting, which began at 11:00 a.m. Eastern Time, the Representative presented his own stockholder proposal at the virtual annual meetings of each of (i) Ecolab Inc. ("Ecolab"), whose meeting began immediately before the Company's 2020 Annual Meeting at 10:30 a.m. Eastern Time⁷ and lasted approximately 30 minutes⁸ and (ii) Duke Energy Corporation ("Duke"), whose meeting began immediately following the Company's 2020 Annual Meeting at 12:00 p.m. Eastern Time.⁹ The Company verified with Ecolab that the Representative attended and

⁶ See COVID-19 Guidance, *supra* note 4.

⁷ See Ecolab's Notice of Annual Meeting of Stockholders, available at <http://d18rn0p25nwr6d.cloudfront.net/CIK-0000031462/aeae1efa-6089-49cb-acd2-e79a6de89dd9.pdf>, its supplemental proxy materials, available at <http://d18rn0p25nwr6d.cloudfront.net/CIK-0000031462/3910352e-4be1-449d-aa35-2df10ece4e40.pdf>, and its annual meeting voting results, available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/31462/000155837020006058/ecl-20200508x8k.htm>. Mr. Chevedden's proposal was the fourth proposal on Ecolab's annual meeting agenda.

⁸ See Ecolab's press release regarding its annual meeting, available at <https://www.ecolab.com/news/2020/04/ecolab-to-webcast-annual-meeting-on-may-7-2020>.

⁹ See Duke's Notice of Annual Meeting of Shareholders, available at <https://www.duke-energy.com/proxy/media/pdfs/our-company/investors/proxy/duke-energy-annual-meeting-of-shareholders.pdf?la=en>.

(Cont'd on next page)

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presented his stockholder proposal at Ecolab's annual meeting, and the publicly available recording of Duke's annual meeting¹⁰ evidences that the Representative attended and presented his stockholder proposal there as well. Each of the Ecolab's and Duke's annual meetings was hosted on the same vendor's virtual meeting platform as the Company's 2020 Annual Meeting, and both Ecolab and Duke provided their stockholders with comparable access procedures and instructions as the Company did. The Representative's successful participation in these two other meetings on the same day as the Company's 2020 Annual Meeting demonstrates that his absence from the 2020 Annual Meeting could not reasonably have been attributable to illness or any other COVID-19 related hardship that could have rendered him unable to engage virtually or telephonically at the 2020 Annual Meeting. Rather, consistent with Staff precedent, the Representative simply failed to appear at the 2020 Annual Meeting without good cause, and as such the 2021 Proposal is properly excludable.

The virtual format of the 2020 Annual Meeting (which in effect precluded any need to travel in order to participate), the Company's thorough and detailed correspondence with the Representative in advance of the 2020 Annual Meeting regarding how to participate (and confirming the date, time and location), and the Representative's successful participation in virtual meetings immediately before and after the 2020 Annual Meeting demonstrate that the Representative's failure to virtually appear at the 2020 Annual Meeting to present the 2020 Proposal was not related to an inability to travel or any other hardship related to COVID-19. As such, the COVID-19 Guidance should not preclude the Company from excluding the 2021 Proposal from its 2021 Proxy Materials. Based on the facts set forth above, the Proponent cannot in good faith rely on the COVID-19 Guidance to excuse his absence from the 2020 Annual Meeting, nor is the Staff obligated to give the Representative the benefit of the doubt given the preponderance of evidence indicating that the Representative successfully participated in two other virtual-only annual meetings on the same day as the Company's 2020 Annual Meeting, unimpacted by any COVID-19 related hardships. A different result would be inconsistent with the spirit of the Staff's COVID-19 Guidance, which was intended to "assist issuers, shareholders, and other market participants *affected by COVID-19* with meeting their obligations under the federal proxy rules" (emphasis added).

and its annual meeting voting results, available at https://www.sec.gov/ix?doc=/Archives/edgar/data/1326160/000110465920060467/tm2019452d1_8k.htm. Mr. Chevedden's proposal was the fifth proposal on Duke's annual meeting agenda.

¹⁰ A recording of Duke's annual meeting, in which Mr. Chevedden can be heard presenting his stockholder proposal, is available at <https://central.virtualshareholdermeeting.com/vsm/web?pvskey=DUK2020>.

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Consistent with the precedent cited above, the Company believes that under Rule 14a-8(h)(3) it may: (i) exclude the 2021 Proposal from the 2021 Proxy Materials; and (ii) omit any proposal made by the Proponent from the proxy materials for all stockholders' meetings held in calendar years 2021 and 2022.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the 2021 Proposal from its 2021 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 351-2309 or Heidi Miller, the Company's Assistant Corporate Secretary and Deputy General Counsel, Corporate Governance and Securities, at (773) 454-4735.

Sincerely,



Lori Zyskowski

Enclosures

cc: Rashida La Lande, The Kraft Heinz Company
Heidi Miller, The Kraft Heinz Company
Kenneth Steiner
John Chevedden

EXHIBIT A

Kenneth Steiner

Ms. Rashida La Lande
Corporate Secretary
The Kraft Heinz Company (KHC)
One PPG Place
Pittsburgh, Pennsylvania 15222

Dear Ms. La Lande,

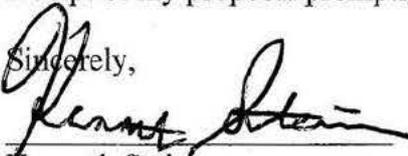
I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,


Kenneth Steiner

10-28-20
Date

cc: Michael Mullen <Michael.Mullen@kraftheinzcompany.com>
SVP, Corporate & Government Affairs
Heidi Miller <Heidi.Miller@kraftheinz.com>
Amanda Johnson <Amanda.Johnson@kraftheinz.com>
Rashida La Lande <Rashida.LaLande@kraftheinz.com>

[KHC: Rule 14a-8 Proposal, November 11, 2020
[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This proposal would not apply to any provision regarding an Interested Stockholder and certain Business Combinations.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner. This proposal topic also received overwhelming 99%-support at the 2019 Fortive annual meeting.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority in an election with 67% of shares casting ballots. In other words a 1%-minority could have the power to prevent shareholders from improving the governance of our company. This can be particularly important during periods of management underperformance and/or an economic downturn. Currently the role of shareholders is downsized because management can simply say get lost in response to an overwhelming 66%-vote of shareholders.

Adoption of this proposal will make Kraft Heinz more competitive in its corporate governance. The timing is right because our stock price is in shambles compared to its \$90 price in 2017. Our directors need a wake-up call – especially the directors of a company that held its 2019 annual shareholder meeting in the law office of a \$1 Billion law firm. This gives the impression that a \$1 Billion law firm stands between management and shareholder engagement or outreach.

Management pay in 2020 was rejected by 22% of shares when 5% to 10% rejection is the norm. And Mr. John Pope, Audit Committee Chair, was rejected by more shares than any other director. Mr. Pope received 3-times the negative votes as each of 3 of his Kraft Heinz director peers.

Please vote yes:

Simple Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in 2 places.]

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

From: [John Chevedden](#)
To: [La Lande, Rashida](#)
Cc: [Mullen, Michael](#); [Miller, Heidi](#)
Subject: Rule 14a-8 Proposal (KHC)``
Date: Wednesday, November 11, 2020 12:06:37 PM
Attachments: [11112020_3.pdf](#)

External Mail

Dear Ms. La Lande,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,
John Chevedden

Kenneth Steiner

Ms. Rashida La Lande
Corporate Secretary
The Kraft Heinz Company (KHC)
One PPG Place
Pittsburgh, Pennsylvania 15222

Dear Ms. La Lande,

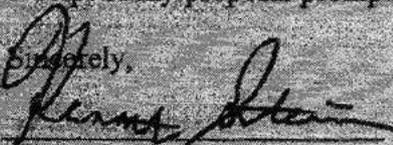
I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to ***

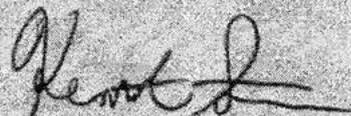
Sincerely,


Kenneth Steiner

10-28-20
Date

cc: Michael Mullen <Michael.Mullen@kraftheinzcompany.com>
SVP, Corporate & Government Affairs
Heidi Miller <Heidi.Miller@kraftheinz.com>
Amanda Johnson <Amanda.Johnson@kraftheinz.com>
Rashida La Lande <Rashida.LaLande@kraftheinz.com>

Proposal 4 - Simple Majority Vote


11-11-20

[KHC: Rule 14a-8 Proposal, November 26, 2020]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This proposal would not apply to any provision regarding an Interested Stockholder and certain Business Combinations.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner. This proposal topic also received overwhelming 99%-support at the 2019 Fortive annual meeting.

Currently a 2%-minority can frustrate the will of our 66%-shareholder majority in an election with 68% of shares casting ballots. In other words a 2%-minority could have the power to prevent shareholders from improving the governance of our company. This can be particularly important during periods of management underperformance or an economic downturn. Currently the role of shareholders is downsized because management can simply ignore an overwhelming 66%-vote of shareholders.

Adoption of this proposal will make Kraft Heinz more competitive in its corporate governance. The timing is right because our stock fell from \$53 since late 2019. Our directors need a wake-up call – especially the directors of a company that held its annual shareholder meeting in the law office of a \$1 Billion law firm up until the pandemic. This gives the impression that a \$1 Billion law firm stands between management and shareholders.

Management pay was rejected by 22% of shares in 2020 when a 10% rejection is the norm. Mr. Alexandre Behring, Board Chair, received the highest negative director votes in 2020 – 70 million. Mr. John Pope, audit committee chair, received the second highest negative director votes – 62 million.

Please vote yes:

Simple Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in 2 places.]

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

From: John Chevedden ***

Date: November 26, 2020 at 10:01:00 AM CST

To: "La Lande, Rashida" <Rashida.LaLande@kraftheinz.com>

Cc: "Mullen, Michael" <Michael.Mullen@kraftheinz.com>, "Miller, Heidi" <Heidi.Miller@kraftheinz.com>, "Johnson, Amanda" <Amanda.Johnson@kraftheinz.com>, "La Lande, Rashida" <Rashida.LaLande@kraftheinz.com>

Subject: Rule 14a-8 Proposal (KHC)``

External Mail

Dear Ms. La Lande,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,
John Chevedden



11/19/2020

Kenneth Steiner

Re: Account ending *** in TD Ameritrade Clearing Inc DTC# 0188

Dear Kenneth Steiner,

As you requested this letter confirms that as of the date of this letter you have continuously held no less than 500 shares of each of the following stocks in the above reference account since August 17, 2019:

Xerox Holdings Corporation (XRX)

PepsiCo, Inc. (PEP)

The Kraft Heinz Company (KHC)

Bloomin' Brands, Inc. (BLMN)

Abbott Laboratories (ABT)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Gabriel Elliott
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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From: John Chevedden ***

Sent: Tuesday, December 1, 2020 9:13 PM

To: Miller, Heidi <Heidi.Miller@kraftheinz.com>

Cc: Mullen, Michael <Michael.Mullen@kraftheinz.com>; La Lande, Rashida <Rashida.LaLande@kraftheinz.com>; Fritz, Nicole <Nicole.Fritz@kraftheinz.com>

Subject: Rule 14a-8 Proposal (KHC) blb

External Mail

Dear Ms. Miller,

Please see the attached broker letter.

Sincerely,

John Chevedden

EXHIBIT B

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12


The Kraft Heinz Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

THE KRAFT HEINZ COMPANY

200 East Randolph Street, Suite 7600
Chicago, Illinois 60601

NOTICE OF 2020 ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE: 11:00 a.m. EDT on Thursday, May 7, 2020

LOCATION: Offices of McGuireWoods LLP
Tower Two-Sixty
260 Forbes Avenue, Suite 1800
Pittsburgh, PA 15222

ITEMS OF BUSINESS: (1) To elect all eleven director nominees named in the Proxy Statement to one-year terms expiring in 2021;
(2) To approve The Kraft Heinz Company's executive compensation;
(3) To approve The Kraft Heinz Company 2020 Omnibus Incentive Plan;
(4) To ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for 2020;
(5) To vote on one stockholder proposal, if properly presented; and
(6) To transact any other business properly presented at the meeting.

WHO MAY VOTE: Stockholders of record at the close of business on March 9, 2020 (the "Record Date").

WHO MAY ATTEND: If you would like to attend the Annual Meeting, you must be a stockholder of record on the Record Date and obtain an admission ticket in advance. For details on attending the Annual Meeting, see Question 18 on page 59 of the Proxy Statement.

DATE OF DISTRIBUTION: We mailed our Notice of Internet Availability of our proxy materials as well as our Proxy Statement, our Annual Report on Form 10-K for the year ended December 28, 2019, as applicable, and the proxy card on or about March 27, 2020.

We intend to hold our Annual Meeting in person. However, we are actively monitoring the coronavirus (COVID-19) pandemic. We are sensitive to the public health and travel concerns our stockholders may have and the protocols that federal, state, and local governments may impose. In the event it is not possible or advisable to hold our Annual Meeting in person, we will announce alternative arrangements for the meeting as promptly as practicable, which may include holding the meeting solely by means of remote communication. Please monitor our Web site at www.KraftHeinzCompany.com/2020AMSInformation for updated information. If you are planning to attend our meeting, please check this website one week prior to the meeting date. As always, we encourage you to vote your shares prior to the Annual Meeting.

March 27, 2020



Rashida La Lande
Senior Vice President, Global General
Counsel and Head of CSR and Government Affairs;
Corporate Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY
MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 7, 2020**

The Kraft Heinz Company's Proxy Statement and Annual Report on Form 10-K
are available at <http://www.proxyvote.com>

STOCKHOLDER PROPOSAL

In accordance with SEC rules, we are including the following stockholder proposal (Proposal 5), along with the supporting statement of the stockholder proponent. Kraft Heinz is not responsible for any inaccuracies in the stockholder proposal and supporting statement.

The Board recommends that you vote **AGAINST** this proposal for the reasons set forth in the Kraft Heinz's Statement in Opposition, which directly follows the proposal.

In accordance with Rule 14a-8(l)(1), the names, addresses and shareholdings of the filers of these proposals will be promptly supplied upon request.

PROPOSAL 5. STOCKHOLDER PROPOSAL - SIMPLE MAJORITY VOTE

RESOLVED: Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This proposal would not apply to any provision regarding an Interested Stockholder and certain Business Combinations.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner. This proposal topic also received overwhelming 99%-support at the 2019 Fortive annual meeting.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority in an election with 67% of shares casting ballots. In other words a 1%-minority could have the power to prevent shareholders from improving the governance of our company. This can be particularly important during periods of management underperformance and/or an economic downturn. Currently the role of shareholders is downsized because management can simply say out-to-lunch in response to an overwhelming 66%-vote of shareholders.

Adoption of this proposal will make Kraft Heinz more competitive in its corporate governance. This timing is right because our stock fell from \$53 to \$31 in late 2019. Our directors need a wake-up call - especially the directors of a company that holds its annual stockholder meeting in the law office of a \$1 Billion law firm. This gives the impression that a \$1 Billion law firm stands between management and shareholders.

KRAFT HEINZ'S STATEMENT IN OPPOSITION TO PROPOSAL 5

The proposal asks that the Company take action to eliminate the supermajority voting provisions in the Company's Second Amended and Restated Certificate of Incorporation ("Certificate") and Amended and Restated By-Laws ("By-Laws"), as further described below, and replace them with simple majority vote requirements. While the inclusion of supermajority provisions in charters and bylaws are seen by many investors as designed to entrench management, given that our ownership structure includes two significant stockholders, the Board believes that the sole supermajority provision in the Company's Certificate is protective of stockholders and appropriate given the significant ownership stakes of 3G Capital and Berkshire Hathaway in the Company. The Board of Directors unanimously recommends that stockholders vote against this proposal for the following reasons:

Current Supermajority Provision is Narrowly Tailored to Protect Stockholders. Almost all matters that are voted upon by the Company's stockholders are already determined by a majority vote of stockholders, including the election of directors in uncontested elections. The Certificate provides that a 66 2/3% "supermajority" vote of stockholders is required only for one fundamental stockholder action-to remove directors from the Board without cause. Notably, if the removal is recommended by at least 66 2/3% of the Board, then the supermajority requirement falls away and only the affirmative vote of the holders of a majority of the outstanding capital stock of the Company entitled to vote in an election of directors is needed to remove the directors in question. As such, this supermajority voting requirement is

narrowly and appropriately tailored to promote stability and protect stockholders by restricting actions by other stockholders unless those actions enjoy broad support among our stockholders or the then-current Board that has been elected by our stockholders.

Benefits to Stockholders. Delaware law permits companies to adopt supermajority voting requirements, and a number of publicly-traded companies have adopted these provisions to preserve and maximize long-term value for all stockholders. Supermajority voting requirements on fundamental corporate matters help to protect stockholders against self-interested and potentially abusive actions proposed by one or a few large stockholders, who may seek to advance their interests over the interests of the majority of the Company's stockholders. In this regard, the supermajority provisions assist in maximizing long-term value to all stockholders.

Current Governance Structure. The Company's Board is firmly committed to effective corporate governance and has adopted a wide range of practices and procedures that promote effective Board oversight. These include the following:

- Directors are elected annually, by a majority of the votes cast in uncontested elections, and there is a resignation policy;
- The Board has had an independent Chairman since July 2015;
- No member of our management serves on the Board;
- A substantial majority of the Board consists of independent directors, and only independent directors serve on the Audit Committee, Compensation Committee, and Governance Committee;
- The Governance Committee develops and oversees an annual evaluation process for the Board;
- Our By-Laws allow stockholders of record of at least 20% of the voting power of our outstanding stock to call a special meeting of stockholders;
- Our Certificate allows stockholder action by written consent if such consent is signed by stockholders holding not less than the minimum number of shares necessary to authorize such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted; and
- The Board includes a range of tenures in order to balance fresh perspectives with in-depth experience and knowledge about the Company.

Consistent with its current practice, the Board will continue to evaluate the future implementation of appropriate corporate governance changes. However, for the reasons discussed above, the Board does not believe it is in the best interests of stockholders or the Company to implement the stockholder proposal's request for the elimination of the one supermajority requirement included in the Company's governing documents.

For the foregoing reasons, the Board unanimously recommends that you vote AGAINST this proposal.

EXHIBIT C

From: Johnson, Amanda <Amanda.Johnson@kraftheinz.com>
Sent: Tuesday, April 21, 2020 4:18 PM
To: ***
Cc: Miller, Heidi <Heidi.Miller@kraftheinz.com>
Subject: Re: Response to Stockholder Proposal

Dear Mr. Chevedden:

I hope this email finds you well. Previously, we sent you the copy of The Kraft Heinz Company's (the "Company") response to Kenneth Steiner's shareholder proposal which was included in the Company's proxy statement for its 2020 Annual Meeting of Stockholders ("2020 Annual Meeting").

Could you please advise as to whether you will have a representative attendance for our 2020 Annual Meeting, and if so the representative's name. As you may know, we announced yesterday that we will be holding our 2020 Annual Meeting in virtual capacity due to the COVID 19 virus. In order to allow your representative to access the virtual meeting line, we will need to allocate a separate dial-in number and control number so their response can be heard during the meeting. Please let us know if there will be a representative in attendance, and we will be sure to begin the process for them to smoothly access our virtual annual meeting.

<https://www.sec.gov/Archives/edgar/data/1637459/000163745920000056/a2020notice4202020.htm>

If you have any further questions, please do not hesitate to contact me.

Kind Regards,

Amanda Johnson
Manager | Corporate & Securities

The Kraft Heinz Company
200 E. Randolph Street
Suite 7600
Chicago, IL 60601
Office: 847.646.2232
Mobile: 815.245.4219
amanda.johnson@kraftheinz.com

KraftHeinz

From: John Chevedden ***
Sent: Tuesday, April 21, 2020 6:20 PM
To: Johnson, Amanda <Amanda.Johnson@kraftheinz.com>
Cc: Miller, Heidi <Heidi.Miller@kraftheinz.com>
Subject: AGM (KHC)

External Mail

Dear Ms. Johnson,
Thank you for the update.
I plan to telephone the meeting.
If it changes to another person I will let you know.
John Chevedden

From: Johnson, Amanda <Amanda.Johnson@kraftheinz.com>
Sent: Tuesday, May 5, 2020 2:47 PM
To: John Chevedden
Cc: Miller, Heidi <Heidi.Miller@kraftheinz.com>
Subject: Virtual Annual Meeting -Credentials - 6054918

Importance: High

Hello Mr. Chevedden,

In preparation for Thursday's virtual annual meeting, please click on the link below to register in advance of the meeting in order to obtain your dial-in number. Upon registering, each person will be provided with dial-in details and a registrant ID used to track attendance on the conference call. Reminders will also be sent to registered participants via email. See link below:

Online registration: <http://www.directeventreg.com/registration/event/6054918>

Kind Regards,

Amanda Johnson
Manager | Corporate & Securities

The Kraft Heinz Company
200 E. Randolph Street
Suite 7600
Chicago, IL 60601
Office: 847.646.2232
Mobile: 815.245.4219
amanda.johnson@kraftheinz.com

KraftHeinz

From: Johnson, Amanda <Amanda.Johnson@kraftheinz.com>
Sent: Tuesday, May 5, 2020 8:59 PM
To: John Chevedden ***
Cc: Miller, Heidi <Heidi.Miller@kraftheinz.com>
Subject: RE: Defective notice of virtual meeting (KHC)
Attachments: Virtual Annual Meeting -Credentials - 6054918

Mr. Chevedden,

I hope this email finds you well. The link below is accurate with regard to the annual meeting information. It is to be held in virtual capacity on Thursday, May 7, 2020 at 11:00 a.m. ET/ 10:00 a.m. CT.

Please see attached email sent earlier today with individual instructions for your entry to The Kraft Heinz Company virtual annual meeting. I have added the instructions below for ease of reference.

In preparation for Thursday's virtual annual meeting, please click on the link below to register in advance of the meeting in order to obtain your dial-in number. Upon registering, each person will be provided with dial-in details and a registrant ID used to track attendance on the conference call. Reminders will also be sent to registered participants via email. See link below:

Online registration: <http://www.directeventreg.com/registration/event/6054918>

Please let us know if you have any further questions.

Kind Regards,

Amanda Johnson
Manager | Corporate & Securities

The Kraft Heinz Company
200 E. Randolph Street
Suite 7600
Chicago, IL 60601
Office: 847.646.2232
Mobile: 815.245.4219
amanda.johnson@kraftheinz.com

KraftHeinz

From: John Chevedden ***
Sent: Tuesday, May 5, 2020 10:01 PM
To: Office of Chief Counsel <shareholderproposals@SEC.GOV>
Cc: Johnson, Amanda <Amanda.Johnson@kraftheinz.com>
Subject: Defective notice of virtual meeting (KHC)

External Mail

Ladies and Gentlemen,

This notice of a virtual meeting appears to be defective.

It gives the meeting time in Eastern **Standard** Time which is not in use at the time of the meeting.

“Thursday, May 7, 2020, at 11:00 a.m. Eastern **Standard** Time”

<https://www.sec.gov/Archives/edgar/data/1637459/000163745920000056/a2020notice4202020.htm>

From: Miller, Heidi <Heidi.Miller@kraftheinz.com>
Sent: Wednesday, May 6, 2020 10:56 AM
To: John Chevedden
Cc: Johnson, Amanda; shareholderproposals@sec.gov
Subject: RE: Defective notice of virtual meeting (KHC)

Mr. Chevedden,

To clarify, The Kraft Heinz Company's Annual Meeting of Stockholders is scheduled for Thursday, May 7, 2020 at 11:00 am Eastern time and 8:00 am Pacific time. We look forward to your attendance. Please let us know if you have any difficulties accessing the meeting.

Best,
Heidi

Heidi Miller
Assistant Corporate Secretary and Deputy General Counsel,
Corporate Governance and Securities

The Kraft Heinz Company
200 E. Randolph Street
Suite 7600
Chicago, IL 60601
Office: 847.646.6016
Mobile: 773.454.4735
heidi.miller@kraftheinz.com



From: John Chevedden ***
Sent: Tuesday, May 5, 2020 10:01 PM
To: Office of Chief Counsel <shareholderproposals@SEC.GOV>
Cc: Johnson, Amanda <Amanda.Johnson@kraftheinz.com>
Subject: Defective notice of virtual meeting (KHC)

External Mail

Ladies and Gentlemen,
This notice of a virtual meeting appears to be defective.
It gives the meeting time in Eastern **Standard** Time which is not in use at the time of the meeting.

"Thursday, May 7, 2020, at 11:00 a.m. Eastern **Standard** Time"

<https://www.sec.gov/Archives/edgar/data/1637459/000163745920000056/a2020notice4202020.htm>