

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division**

STEVEN E. LEITZ, Individually and on behalf
of all others similarly situated,

Plaintiffs,

-against-

KRAFT FOODS GROUP, INC., JOHN T.
CAHILL, W. ANTHONY VERNON,
ABELARDO BRU, L. KEVIN COX, MYRA
M. HART, PETER B. HENRY, JEANNE P.
JACKSON, TERRY J. LUNDGREN,
MACKEY J. MCDONALD, JOHN C.
POPE, E. FOLLIN SMITH, H.J. HEINZ
HOLDING CORP., KITE MERGER SUB
CORP., and KITE MERGER SUB LLC,

Defendants.

Civil Action No. 3:15-CV-262-
HEH

CONSOLIDATED WITH:

Civil Action Nos.
3:15-CV-281-HEH
3:15-CV-289-HEH
3:15-CV-292-HEH

**NOTICE OF PENDENCY OF CLASS ACTION, PROPOSED CLASS
ACTION DETERMINATION, PROPOSED SETTLEMENT OF
CONSOLIDATED CLASS ACTION, SETTLEMENT HEARING AND
RIGHT TO APPEAR**

**TO: ALL RECORD AND BENEFICIAL OWNERS OF COMMON STOCK OF
KRAFT FOODS GROUP, INC. (“KRAFT”) WHO OWNED SHARES OF
KRAFT COMMON STOCK AT ANY TIME DURING THE PERIOD
BEGINNING ON MARCH 24, 2015, AND ENDING ON JULY 2, 2015,
INCLUDING ANY AND ALL OF THEIR RESPECTIVE SUCCESSORS IN
INTEREST, SUCCESSORS, PREDECESSORS IN INTEREST,
PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS,
ADMINISTRATORS, HEIRS, ASSIGNS OR TRANSFEREES, IMMEDIATE
AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON
BEHALF OF, OR CLAIMING UNDER, ANY OF THEM, AND EACH OF
THEM, TOGETHER WITH THEIR PREDECESSORS, SUCCESSORS AND
ASSIGNS**

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.
YOUR RIGHTS MAY BE AFFECTED BY THE LEGAL PROCEEDINGS IN**

THIS ACTION. IF THE COURT APPROVES THE PROPOSED SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS, REASONABLENESS OR ADEQUACY OF THE PROPOSED SETTLEMENT OR PURSUING THE RELEASED CLAIMS AND UNKNOWN CLAIMS (AS DEFINED HEREIN).

IF, AT ANY TIME BETWEEN MARCH 24, 2015, AND JULY 2, 2015, YOU HELD KRAFT COMMON STOCK FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.

UNLESS OTHERWISE DEFINED HEREIN, ALL CAPITALIZED TERMS SHALL HAVE THE MEANINGS SET FORTH IN THE STIPULATION AND AGREEMENT OF COMPROMISE, SETTLEMENT AND RELEASE DATED OCTOBER 28, 2015, AND FILED WITH THE COURT IN THE ABOVE-CAPTIONED LITIGATION ON OCTOBER 29, 2015.

PURPOSE OF NOTICE

Pursuant to an Order Preliminarily Approving Settlement and Providing for Notice entered by the United States District Court for the Eastern District of Virginia (the “Court”) dated November 10, 2015 (the “Preliminary Approval Order”), this Notice is to inform you of: (a) the proposed settlement (the “Settlement”) of the above-captioned consolidated lawsuit (the “Consolidated Action”) and certain parallel actions in the United States District Court for the Northern District of Illinois and the Henrico County Circuit Court, Virginia (collectively referred to as the “Actions”), as provided for in a Stipulation and Agreement of Compromise, Settlement and Release dated October 28, 2015 (the “Stipulation”); and (b) your right to participate in a hearing (the “Settlement Hearing”) to be held on February 18, 2016, at 2:00 p.m., before the Court at the Spottswood W. Robinson III and Robert R. Merhige, Jr., Federal Courthouse, 701 East Broad Street, Richmond, VA, 23219, to: (i) determine whether the Settlement should be finally approved by the Court as fair, reasonable and adequate and in the best interests of Plaintiffs (as defined below) and the Class (as defined below); (ii) determine whether an Order and Final Judgment should be entered pursuant to the Stipulation dismissing the Consolidated Action with prejudice as against the plaintiffs to the Actions (the “Plaintiffs”) and the Class (as defined below) and effectuating the releases described below; (iii) consider any request by Plaintiffs’ counsel for an award of Fees and Expenses; (iv) hear and determine any objections to the Settlement or to any request of Plaintiffs’ counsel for an award of Fees and Expenses; and (v) rule on such other matters as the Court may deem appropriate.

The Actions concern allegations that the members of the Board of Directors (the “Board”) of Kraft breached their fiduciary duties and/or violated federal securities law in connection with the acquisition of Kraft by H.J. Heinz Holding Corporation (“Heinz”) and Kraft’s subsequent disclosures concerning the sale process, and that Heinz and various Heinz subsidiaries aided and abetted those alleged breaches.

The Court has determined that the Consolidated Action shall be provisionally maintained, pending final Court approval, as a non-opt-out class action pursuant to Rules 23(a) and 23(b)(1)

and (b)(2) of the Federal Rules of Civil Procedure on behalf of a class consisting of all record and beneficial owners of common stock of Kraft who owned shares of Kraft common stock at any time during the period beginning on March 24, 2015, and ending on July 2, 2015 (the “Class Period”), including any and all of their respective successors in interest, successors, predecessors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors, successors and assigns (collectively, the “Class”). Excluded from the Class are defendants to the Actions (“Defendants”), members of the immediate family of any Director Defendant, any entity in which a Defendant has or had a controlling interest and the legal representatives, heirs, successors or assigns of any such excluded person. Members of the Class shall not have the right to opt out of the Class.

This Notice describes the rights you may have in the Consolidated Action and pursuant to the Settlement and what steps you may, but are not required to, take in relation to the Settlement. If the Court approves the Settlement, the parties will ask the Court at the Settlement Hearing to enter an Order and Final Judgment dismissing the Consolidated Action with prejudice in accordance with the terms of the Stipulation. They will also seek dismissal with prejudice of the *Footte* and *Samouha* Actions (as defined below). If you are a Class member, you will be bound by any judgment entered in the Consolidated Action whether or not you actually receive this Notice. You may not opt out of the Class.

THE FOLLOWING RECITATIONS DO NOT CONSTITUTE FINDINGS OF THE COURT. THEY ARE BASED ON STATEMENTS OF THE PARTIES AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.

BACKGROUND OF THE ACTIONS

On March 25, 2015, Heinz and Kraft announced that the Heinz and Kraft boards of directors had each unanimously approved an agreement and plan of merger (together with any other agreements, instruments, schedules or documents, whether public or non-public, executed in connection with the implementation of the merger of Kraft with Kite Merger Sub Corp. and Kite Merger Sub LLC (the “Merger”), the “Merger Agreement”), pursuant to which Heinz would acquire Kraft, forming a new combined company to be known as The Kraft Heinz Company. Pursuant to the Merger Agreement, the holder of each outstanding share of Kraft common stock was entitled to receive one share of common stock in the combined entity and a special cash dividend of \$16.50 per share of Kraft common stock.

Following the announcement, the Kraft board received two demand letters (the “Demand Letters”) from purported shareholders alleging that the Kraft board breached its fiduciary duties in connection with its approval of the Merger and demanding that the Kraft board conduct an investigation and take other actions. The Kraft board established a committee, which reviewed and investigated the allegations with the assistance of independent counsel and found them to be without merit.

On April 10, 2015, Heinz filed with the U.S. Securities and Exchange Commission (the “SEC”) a Form S-4 registration statement containing a preliminary proxy statement/prospectus (the “Preliminary Proxy/Prospectus”).

Five putative class actions challenging the merger have been filed on behalf of purported Kraft shareholders—four in the United States District Court for the Eastern District of Virginia and one in the United States District Court for the Northern District of Illinois. On April 27, 2015, a putative class action was filed by Steven Leitz in the United States District Court for the Eastern District of Virginia (*Steven E. Leitz v. Kraft Foods Group, Inc., et al.*, Case No. 3:15-cv-00262-HEH (E.D. Va.) (the “Leitz Action”)); on May 6, 2015, a putative class action was filed by John Klocke and Michael Reed in the United States District Court for the Eastern District of Virginia (*John Klocke, et al. v. Kraft Foods Group, Inc., et al.*, Case No. 3:15-cv-00281-HEH (E.D. Va.) (the “Klocke Action”)); on May 12, 2015, a putative class action was filed by Robert Meyer IRA FBO Robert Meyer in the United States District Court for the Eastern District of Virginia (*Robert Meyer IRA FBO Robert Meyer v. Kraft Foods Group, Inc., et al.*, Case No. 3:15-cv-00289-HEH (E.D. Va.) (the “Meyer Action”)); on May 13, 2015, a putative class action was filed by Brendan Foote in the United States District Court for the Northern District of Illinois (*Brendan Foote v. John T. Cahill, et al.*, Case No. 1:15-cv-04236-EEB (N.D. Ill.) (the “Foote Action”)); and on May 14, 2015, a putative class action was filed by Sam Wietschner & Tova Wietschner TRS for Sam Wietschner Pension Plan UA April 1, 1990 in the United States District Court for the Eastern District of Virginia (*Sam Wietschner, et al. v. Kraft Foods Group, Inc., et al.*, Case No. 3:15-cv-00292-HEH (E.D. Va.) (the “Wietschner Action”). Additionally, Tova Samouha, a purported shareholder of Kraft, filed a derivative lawsuit in the Henrico County Circuit Court in Virginia on May 1, 2015 (*Tova Samouha v. Kraft Foods Group, Inc., et al.*, Case No. CL 15-1132 (Va. Cir. Ct.) (the “Samouha Action”).

The Plaintiffs in these matters allege, among other things, that: (a) the Preliminary Proxy/Prospectus contains material omissions and misleading statements, (b) the members of the Kraft board breached their fiduciary duties in connection with the proposed merger and/or (c) Heinz and its affiliates aided and abetted the Kraft board in its alleged breaches of fiduciary duty. Plaintiffs seek, among other things, injunctive relief and damages.

On May 26, 2015, the Court consolidated the *Leitz*, *Klocke*, *Meyer* and *Wietschner* Actions pending before it into the Consolidated Action.

On June 2, 2015, following amendments by Heinz to the Preliminary Proxy/Prospectus, the SEC issued a notice declaring effective Heinz’s Registration Statement on Form S-4 (the “Registration Statement”), Heinz filed a final prospectus pursuant to Rule 424(b) under the Securities Act of 1933 (the “Final Prospectus”) and Kraft filed with the SEC a definitive proxy statement on Schedule 14A (the “Definitive Proxy”), in which Kraft, among other things, announced that a shareholder meeting to vote on the Merger would be held on July 1, 2015.

In June 2015, Defendants engaged in arm’s-length negotiations regarding the allegations made by Plaintiffs and a potential resolution of the Actions. In connection with such discussions and negotiations, the Parties negotiated various supplemental disclosures to be provided prior to the stockholder vote on the Merger (the “Additional Disclosures”) in order to resolve the matter.

On June 23, 2015, the Parties executed a Memorandum of Understanding (“MOU”) memorializing their agreement in principle for the settlement of the Actions, subject to Court approval. The Additional Disclosures, as well as further disclosures entirely independent of, and not in any way caused by, the pendency and prosecution of the Actions (the “Independent Disclosures”), were reflected in Exhibit A to the MOU. In connection with settlement discussions and negotiations leading to the execution of the MOU, counsel for the Parties did not discuss the appropriateness or amount of any application by Plaintiffs’ counsel for an award of Fees and Expenses. On June 24, 2015, as contemplated by the MOU, Kraft filed with the SEC a Current Report on Form 8-K (available at <http://www.sec.gov/Archives/edgar/data/1545158/000119312515232538/d949178d8k.htm>) (the “Form 8-K”) which contained the Additional Disclosures as well as the Independent Disclosures.

On July 1, 2015, Kraft’s shareholders approved the Merger by way of a shareholder vote.

On July 2, 2015, Kraft and Heinz consummated the Merger, and Kraft became a wholly owned subsidiary of The Kraft Heinz Company.

On October 29, 2015, the executed Stipulation was filed with the Court.

On November 10, 2015, the Court entered the Preliminary Approval Order.

THE SETTLEMENT

In consideration for the full settlement and release of the Released Claims and Unknown Claims (defined below) and the dismissal of the Actions, on June 24, 2015, Kraft filed with the SEC the Form 8-K, which contained the Additional Disclosures. The Additional Disclosures included, but are not limited to, additional information concerning the committee that investigated the demand letters and certain data, inputs, methodologies and analyses underlying the work done by Centerview Partners LLC (“Centerview”), the financial advisor to Kraft’s board.

Without admitting any wrongdoing or that any of the Additional Disclosures were material or were required to be made, Defendants acknowledge that the pendency and prosecution of the Actions provided the sole cause of Defendants’ decision to make the Additional Disclosures. Plaintiffs’ counsel proposed, reviewed, commented on and approved the Additional Disclosures. Defendants further acknowledge that the pendency and litigation of the Actions were a contributing factor underlying Defendants’ decision to make some of the disclosures included in the amendments to the Preliminary Proxy/Prospectus filed with the SEC on May 18, 2015, May 26, 2015, May 28, 2015, and May 29, 2015 (the “Mooting Disclosures”).

All costs of providing this Notice to members of the Class will be paid by Kraft or its successor in interest, and in no event shall any member of the Class be responsible for any notice costs or expenses. The Settlement does not affect the form or amount of consideration received by Kraft stockholders and Class members in the Merger.

REASONS FOR THE SETTLEMENT

Plaintiffs' counsel have conducted a thorough investigation of the claims and allegations asserted in the Actions, as well as the underlying events relevant to the Actions, including: (a) reviewing public and non-public documents concerning Kraft, Heinz and the Merger, including documents produced by Kraft in response to requests served by Plaintiff's counsel; (b) conducting an analysis of those documents with the assistance of their retained expert; and (c) conducting sworn depositions of Anthony Kim, a senior banker at Centerview who advised the Kraft Board regarding the Merger, and John T. Cahill, the former Chairman and Chief Executive Officer of Kraft and current Vice Chairman of Kraft Heinz.

In evaluating the Settlement, Plaintiffs and their counsel have considered: (a) the substantial benefits to the members of the Class from the Settlement; (b) the facts developed during Plaintiffs' investigation and discovery; (c) the attendant risks of continued litigation and the uncertainty of the outcome of the Actions; (d) the probability of success on the merits and the allegations contained in the Actions; (e) the desirability of permitting the Settlement to be consummated as provided by the terms of the Stipulation; and (f) the conclusion of Plaintiffs' counsel that the terms and conditions of the Settlement are fair, reasonable, adequate and in the best interests of Plaintiffs and the Class.

Each of the Defendants has denied, and continues to deny, that he, she or it committed, or aided and abetted the commission of, any breach of fiduciary duty, securities law or any other law, or engaged in any of the wrongful acts alleged in the Actions, and expressly maintains that the Actions are without merit and that he, she or it diligently and scrupulously complied with his, her or its fiduciary and other legal duties, to the extent such duties exist, and is entering into the Stipulation and the Settlement solely to eliminate the burden, expense, distraction and uncertainties inherent in further litigation.

Plaintiffs have stated, and continue to state, that they brought their claims in good faith, that they believe that their claims had substantial merit at all relevant times and that they are agreeing to the terms set forth in the Stipulation only because they believe that the Settlement provides a substantial benefit to the Class and have concluded that the terms contained in the Stipulation are fair, reasonable and adequate and in the best interests of the Class and that it is reasonable to pursue a settlement of the Actions based upon the terms and the procedures outlined herein.

CLASS ACTION DETERMINATION

The Court has ordered that, for the purpose of settlement only, the Consolidated Action is provisionally certified as a class action pursuant to Rules 23(a) and 23(b)(1) and (b)(2) of the Federal Rules of Civil Procedure, with the Class defined as set forth above. Inquiries or comments about the Settlement may be directed to the attention of Plaintiffs' counsel as follows:

Elizabeth Tripodi
LEVI & KORSINSKY LLP
1101 30th St. NW, Suite 115
Washington, D.C. 20007

SETTLEMENT HEARING

The Settlement Hearing is scheduled to be held on February 18, 2016 at 2:00 p.m., at the Spottswood W. Robinson III and Robert R. Merhige, Jr., Federal Courthouse, 701 East Broad Street, Richmond, VA, 23219, to: (a) determine whether, for settlement purposes only, the Court's provisional certification of the Class pursuant to Rules 23(a) and 23(b)(1) and (b)(2) of the Federal Rules of Civil Procedure and its provisional designation of Class Representatives and Class Counsel should be made final; (b) determine whether the Settlement should be finally approved by the Court as fair, reasonable and adequate and in the best interests of Plaintiffs and the Class; (c) determine whether an Order and Final Judgment should be entered pursuant to the Stipulation dismissing the Consolidated Action with prejudice; (d) consider any request by Plaintiffs' counsel for an award of Fees and Expenses in accordance with the Stipulation; (e) hear and determine any objections to the Settlement or to any request of Plaintiffs' counsel for an award of Fees and Expenses; and (f) rule on such other matters as the Court may deem appropriate.

The Court has reserved the right to adjourn the Settlement Hearing or any part thereof, including consideration of any request for Fees and Expenses, without further notice of any kind to members of the Class other than oral announcement at the Settlement Hearing or any adjournment thereof.

If the Settlement is approved by the Court following the Settlement Hearing, an Order and Final Judgment shall be entered as described in the Stipulation.

RIGHT TO APPEAR AND OBJECT

Any member of the Class who objects to the Settlement, the Order and Final Judgment to be entered in the Consolidated Action and/or any award of Fees and Expenses requested by Plaintiffs' counsel, or who otherwise wishes to be heard, may appear in person or by his or her attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no person shall be heard and no papers, briefs, pleadings or other documents submitted by any person shall be considered by the Court unless, no later than twenty-one (21) calendar days before the Settlement Hearing, such person files with the Court and serves upon counsel listed below: (a) a written notice of its or its counsel's intention to appear, (b) proof of membership in the Class and (c) a detailed written statement of such person's objections to any matters before the Court, as well as all documents or writings such person desires the Court to consider. Service may be made by hand or by overnight mail upon the following counsel of record:

Counsel for Plaintiffs

Elizabeth Tripodi
LEVI & KORSINSKY LLP
1101 30th St. NW, Suite 115
Washington, D.C. 20007

Counsel for Defendants

Richard C. Pepperman II
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004-2498

Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement or to the Order and Final Judgment to be entered, or to any award of Fees and

Expenses, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as described above. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising any objection in this Consolidated Action or any other action or proceeding relating to the Merger. Members of the Class or their counsel are not required to appear at the Settlement Hearing or take any other action to indicate their approval of the Settlement.

Any Class member who does not object to the Settlement, the class action determination or the request for Fees and Expenses does not need to do anything at this time.

RELEASES

Upon Final Approval of the Settlement, Plaintiffs and each and every member of the Class, whether acting in an individual, class, direct, derivative, representative, legal, equitable or any other capacity (collectively, the “Releasing Persons”), shall be deemed to have, and by operation of the Final Approval shall have, completely, fully, finally and forever released, relinquished, settled, extinguished, discharged and dismissed with prejudice all claims, demands, actions, causes of action, rights, liabilities, damages, losses, obligations, judgments, duties, suits, fees, expenses, costs, matters and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, matured or unmatured, accrued or unaccrued, apparent or unapparent, that have been, could have been or in the future can or might be asserted in the Actions or in any court, tribunal or proceeding (including, but not limited to, any claims arising under federal, state or foreign statutory or common law relating to alleged fraud, breach of any duty, negligence, violations of the federal securities laws or state disclosure laws or otherwise) against any or all of the Released Persons (as defined below), whether or not any such Released Persons (as defined below) were named, were served with process, appeared in the Actions or are a Party to the Stipulation, which have arisen, could have arisen, arise now or hereafter arise out of, or relate in any manner to, the allegations, facts, events, acquisitions, matters, acts, occurrences, statements, representations, omissions or any other matter, thing or cause whatsoever, or any series thereof, embraced, involved or set forth in, or referred to or otherwise related, directly or indirectly, in any way to:

- (a) the matters alleged in any pleadings or briefs filed in the Actions;
- (b) the Merger Agreement and the transactions contemplated thereby, including the Merger;
- (c) the Preliminary Proxy/Prospectus, the Registration Statement, the Final Prospectus, the Definitive Proxy, the Form 8-K, the Mooting Disclosures, the Additional Disclosures, the Independent Disclosures or any drafts, versions, amendments, supplements or modifications to any of the foregoing, or any other public disclosures, statements or filings made or to be made in connection with or regarding the Merger, the Merger Agreement or any of the transactions contemplated thereby, including the Merger;

- (d) the fiduciary obligations (including any disclosure obligations) of any of the Defendants or Released Persons (as defined below) in connection with the Merger Agreement, the Merger, the Preliminary Proxy/Prospectus, the Registration Statement, the Final Prospectus, the Definitive Proxy, the Form 8-K, the Mooting Disclosures, the Additional Disclosures, the Independent Disclosures or any drafts, versions, amendments, supplements or modifications to any of the foregoing, or any other public disclosures, statements or filings made or to be made in connection with or regarding the Merger, the Merger Agreement or any of the transactions contemplated thereby, including the Merger;
- (e) the negotiations in connection with the Merger Agreement or the Merger; or
- (f) any and all conduct by any of the Defendants or Released Persons arising out of or relating in any way to the negotiation or execution of the MOU or the Stipulation (collectively, the “Released Claims”).

The Released Claims include any and all claims, by or on behalf of any of the Releasing Persons, under the federal securities laws related to the Preliminary Proxy/Prospectus, the Registration Statement, the Final Prospectus, the Definitive Proxy, the Form 8-K, the Mooting Disclosures, the Additional Disclosures, the Independent Disclosures or any drafts, versions, amendments, supplements or modifications to any of the foregoing, or any other public disclosures, statements or filings made or to be made in connection with or regarding the Merger, the Merger Agreement or any of the transactions contemplated thereby, including the Merger. Federal securities claims relating to information or representations affecting the underlying value of Heinz securities—so long as such claims are unrelated to the Merger, the Merger Agreement, the Preliminary Proxy/Prospectus, the Registration Statement, the Final Prospectus, the Definitive Proxy, the Form 8-K, the Mooting Disclosures, the Additional Disclosures, the Independent Disclosures or any drafts, versions, amendments, supplements or modifications to any of the foregoing, or any other public disclosures, statements or filings made or to be made in connection with the Merger, the Merger Agreement or any of the transactions contemplated thereby—are not Released Claims. The Released Claims shall not include and do not preclude the right of any of the Parties to enforce the terms of the Stipulation or Plaintiffs’ counsel’s right to seek an award for Fees and Expenses, as provided for in the Stipulation.

The term “Released Persons” includes all Defendants in any of the Actions and, for the avoidance of doubt, includes Kraft, Heinz, H. J. Heinz Company, Kite Merger Sub Corp., Kite Merger Sub LLC, John T. Cahill, W. Anthony Vernon, Abelardo Bru, L. Kevin Cox, Myra M. Hart, Peter B. Henry, Jeanne P. Jackson, Terry J. Lundgren, Mackey J. McDonald, John C. Pope, E. Follin Smith, as well as each of their respective families, parent entities, controlling persons, associates, affiliates, predecessors, successors or subsidiaries (including, for the avoidance of doubt, The Kraft Heinz Company), and each and all of their respective past or present officers, directors, shareholders, members, principals, managers, representatives, employees, attorneys, insurers, financial or investment advisors, consultants, accountants, investment bankers (including, for the avoidance of doubt, Centerview Partners LLC and any other entity that provided a fairness opinion relating to the Merger), agents, general or limited partners or partnerships, limited liability companies, heirs, executors, trustees, personal or legal representatives, estates, administrators, predecessors, successors and assigns, whether or not any

such Released Persons were named, were served with process, appeared in the Actions or is a Party to the Stipulation.

Upon Final Approval of the Settlement, the Released Persons shall be deemed to have, and by operation of the Final Approval shall have, fully, finally, and forever released, relinquished, settled, extinguished, dismissed with prejudice and discharged Plaintiffs, each and all of the members of the Class and Plaintiffs' counsel, from all claims, sanctions, actions, liabilities or damages (including Unknown Claims (as defined below)) arising out of, relating to or in connection with the investigation, institution, prosecution, assertion, settlement or resolution of the Demand Letters, the Actions or the Released Claims, except that Defendants shall each retain the right to enforce the terms of the Stipulation and the Settlement.

The releases described above extend to claims that the Released Persons and/or Releasing Persons do not know or suspect to exist at the time of the releases, which if known, might have affected the decision to enter into the releases or to object to the Settlement ("Unknown Claims"). The Released Persons and the Releasing Persons waive and are deemed to have waived any and all provisions, rights and benefits conferred by any law of the United States or any state or territory of the United States or any foreign state, or any principle of common law, that governs or limits a person's release of Unknown Claims. The Released Persons and the Releasing Persons are deemed to have relinquished, to the fullest extent permitted by law, the provisions, rights and benefits of Section 1542 of the California Civil Code, which provides:

"A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR."

In addition, the Released Persons and the Releasing Persons waive and are deemed to have waived any and all provisions, rights and benefits conferred by any law of the United States or any state or territory of the United States or any foreign state, or any principle of common law, that is similar, comparable or equivalent to California Civil Code Section 1542. Plaintiffs have further acknowledged, and each and every Releasing Person and/or other Kraft shareholder by operation of law is deemed to have acknowledged, that they may discover facts in addition to or different from those that they now know or believe to be true with respect to the subject matter of the release described herein, but that it is their intention to hereby completely, fully, finally and forever release, relinquish, settle, extinguish, discharge and dismiss with prejudice any and all Released Claims (including Unknown Claims) known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, matured or unmatured, accrued or unaccrued, apparent or unapparent, which now exist, heretofore existed or may hereafter exist, and without regard to the subsequent discovery or existence of additional or different facts. The Parties have acknowledged, and the members of the Class by operation of law are deemed to have acknowledged, that the foregoing waiver of Unknown Claims among the Released Claims was expressly and separately bargained for, was a key and material element of the Settlement and was relied upon by each and all of the Parties in entering into the Stipulation and the Settlement.

DISMISSAL OF THE ACTIONS

Within four (4) business days after the Court's entry of an Order and Final Judgment approving the Settlement, the parties to the *Samouha* and *Foote* Actions will move to dismiss those actions with prejudice.

INTERIM INJUNCTION

Pending final determination of whether the Settlement should be approved, all Releasing Persons are barred, enjoined and precluded from instituting, commencing, prosecuting, instigating or in any way participating in the institution, commencement, prosecution or instigation of any and all Released Claims (including any Unknown Claims), either directly, representatively, derivatively or in any other capacity against any Released Person.

APPLICATION FOR ATTORNEYS' FEES AND EXPENSES

Plaintiffs' counsel intends to request that the Court award up to \$375,000 in Fees and Expenses (including costs, disbursements and expert and consulting fees) in connection with the Actions, which shall be the only request for Fees and Expenses made with respect to the Actions. Defendants have agreed not to oppose Plaintiffs' counsel's request for Fees and Expenses to the extent that it does not exceed \$375,000.

Neither the resolution of nor any ruling regarding any petition for an award of Fees and Expenses in the Actions shall be a precondition to the Settlement or to the dismissal with prejudice of the Actions. The Court may consider and rule upon the fairness, reasonableness and adequacy of the Settlement independently of any award of Fees and Expenses. The Parties have agreed that any dispute regarding the allocation or division of any Fees and Expenses among Plaintiffs' counsel shall have no effect on the Settlement.

ORDER AND FINAL JUDGMENT OF THE COURT

If the Court determines that the Settlement, as provided for in the Stipulation, is fair, reasonable and adequate and in the best interests of Plaintiffs and the Class, the Parties will jointly request that the Court enter an Order and Final Judgment, which will, among other things:

- (a) certify the Class for settlement purposes only and appoint lead plaintiffs and class counsel;
- (b) approve the Settlement and adjudge the terms thereof to be fair, reasonable, adequate and in the best interests of Plaintiffs and the Class;
- (c) authorize and direct the performance of the Settlement in accordance with its terms and conditions and reserve jurisdiction to supervise the consummation of the Settlement provided herein and in the Stipulation;
- (d) dismiss the Consolidated Action on the merits with prejudice and without costs to any Party, except as expressly provided in the Stipulation;

- (e) release Defendants and any other Released Parties from the Released Claims (including Unknown Claims) and permanently enjoin the members of the Class from commencing or maintaining any action on the basis of the Released Claims (including Unknown Claims); and
- (f) award Fees and Expenses to Plaintiffs' counsel, should the Court deem such Fees and Expenses to be appropriate.

NOTICE TO PERSONS OR ENTITIES HOLDING OWNERSHIP ON BEHALF OF OTHERS

Brokerage firms, banks and/or other persons or entities who held shares of the common stock of Kraft at any time during the period from the close of business on March 24, 2015, through and including July 2, 2015, for the benefit of others are directed to either (a) promptly request from Broadridge Corporate Issuer Solutions sufficient copies of this Notice to forward to all beneficial owners of the stock and after receipt of the requested copies promptly forward such Notices to all such beneficial owners; or (b) promptly provide a list of the names and addresses of all beneficial owners of the stock to Broadridge Corporate Issuer Solutions, c/o Broadridge Investor Communications Solutions, Inc., 51 Mercedes Way, Edgewood, NY 11717, Attn: Reorg Dept., Email: BBTRProxyOps@Broadridge.com.

SCOPE OF THIS NOTICE

This Notice is not all-inclusive. The references in this Notice to the pleadings in the Actions, the Stipulation and other papers and proceedings are only summaries and do not purport to be comprehensive. For the full details of the Consolidated Action, the claims and defenses which have been asserted by the Parties and the terms and conditions of the Settlement, including a complete copy of the Stipulation, members of the Class are referred to the Court. You or your attorney may examine the Court files during regular business hours of each business day at the Office of the Clerk, Spottswood W. Robinson III and Robert R. Merhige, Jr., Federal Courthouse, 701 East Broad Street, Richmond, VA, 23219. You may also contact Plaintiffs' Lead Counsel, Elizabeth Tripodi, Levi & Korsinsky LLP, 1101 30th St. NW, Suite 115, Washington, D.C. 20007, for additional information regarding the Settlement or the Actions.

DO NOT CALL OR WRITE THE COURT.

Dated: November 10, 2015