

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

H.J. HEINZ PENSION TRUST LIMITED (the "Company")

Circulation Date: 13 May 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution ("**Special Resolution**").

The purpose of this Special Resolution is to adopt new Articles of Association for the Company in substitution for the existing Articles of Association.

The new Articles of Association amend the existing Articles of Association by:

- (a) extending the "interim period" that commenced following the merger of the Heinz 1975 Pension Plan (as it was then known) and the Heinz Management Pension Plan, during which special requirements apply to the quorum for directors' meetings and the number of directors. The "interim period" is extended so that it ends on 31 December 2020 (or such earlier date as the Company and H.J. Heinz Manufacturing UK Limited may agree) instead of 1 June 2020. The extension is to allow the directors of the Company sufficient time to make arrangements to address the requirements that will apply upon the expiry of the interim period, as it has not been possible to make these arrangements due to the Covid-19 pandemic; and
- (b) expanding the circumstances in which a director who has been nominated and selected in accordance with section 242 of the Pensions Act 2004 (a member-nominated trustee director) shall cease to be a director of the Company. The purpose of this amendment is to achieve alignment with the arrangements currently in place for the Pensions Consultative Committee of the Heinz Pension Plan, which acts as the electoral college for the appointment of member-nominated trustee directors.

Otherwise, the new Articles of Association are the same as the current Articles of Association.

SPECIAL RESOLUTION

THAT the regulations contained in the document attached to this Special Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

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COMPANIES HOUSE

We, the undersigned, were at the time the Special Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Special Resolution:-

 18 May 2020
For and on behalf of H. J. Heinz Manufacturing UK Limited Dated

NOTES

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it by e-mail to richard.j.williams@pinsentmasons.com. If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
3. Unless, by the date being 28 days after the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.