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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 30, 2023

or

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

For the transition period from __________ to __________

Commission File Number 001-37482

kraftheinzlogo56.jpg

The Kraft Heinz Company

(Exact name of registrant as specified in its charter)

Delaware		**46-2078182**
(State or other jurisdiction of incorporation or organization)		(I.R.S. Employer Identification No.)
One PPG Place, Pittsburgh, Pennsylvania		**15222**
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: **(412) 456-5700**

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

Title of each class	Trading Symbol	Name of exchange on which registered
Common stock, $0.01 par value	KHC	The Nasdaq Stock Market LLC
Floating Rate Senior Notes due 2025	KHC25	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:
None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

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

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

Large accelerated filer	☒		Accelerated filer	☐			
Non-accelerated filer	☐		Smaller reporting company	☐		Emerging growth company	☐

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

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

The aggregate market value of the shares of common stock held by non-affiliates of the registrant, computed by reference to the closing price of such stock as of the last business day of the registrant's most recently completed second quarter, was approximately $32.1 billion. As of February 10, 2024, there were 1,213,099,787 shares of the registrant's common stock outstanding.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission in connection with its annual meeting of stockholders expected to be held on May 2, 2024 are incorporated by reference into Part III hereof.

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

Forward-Looking Statements

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

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

PART I

Item 1. Business.

General

We are driving transformation at The Kraft Heinz Company (Nasdaq: KHC), inspired by our Purpose, *Let's Make Life Delicious*. Consumers are at the center of everything we do. With 2023 net sales of approximately $27 billion, we are committed to growing our iconic and emerging food and beverage brands on a global scale. We leverage our scale and agility to unleash the full power of Kraft Heinz across a portfolio of six consumer-driven product platforms. As global citizens, we're dedicated to making a sustainable, ethical impact while helping to feed the world in healthy, responsible ways.

On July 2, 2015, through a series of transactions, we consummated the merger of Kraft Foods Group, Inc. ("Kraft") with and into a wholly-owned subsidiary of H.J. Heinz Holding Corporation ("Heinz") (the "2015 Merger"). At the closing of the 2015 Merger, Heinz was renamed The Kraft Heinz Company, and H. J. Heinz Company changed its name to Kraft Heinz Foods Company ("KHFC").

We operate on a 52- or 53-week fiscal year ending on the last Saturday in December in each calendar year. Unless the context requires otherwise, references to years and quarters contained herein pertain to our fiscal years and fiscal quarters. Our 2023 fiscal year was a 52-week period that ended on December 30, 2023, our 2022 fiscal year was a 53-week period that ended on December 31, 2022, and our 2021 fiscal year was a 52-week period that ended on December 25, 2021.

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

During the fourth quarter of 2023, certain organizational changes were announced that are expected to impact our future internal reporting and reportable segments. We expect to divide our International segment into three operating segments — Europe and Pacific Developed Markets ("EPDM" or "International Developed Markets"), West and East Emerging Markets ("WEEM"), and Asia Emerging Markets ("AEM") — in order to enable enhanced focus on the different strategies required for each of these regions as part of our long-term strategic plan.

As a result of these changes, we expect to have two reportable segments: North America and International Developed Markets. We anticipate that our remaining operating segments, consisting of WEEM and AEM, will be combined and disclosed as Emerging Markets. We expect that the change to our reportable segments will be effective in the first quarter of 2024.

See Note 20, *Segment Reporting*, in Item 8, *Financial Statements and Supplementary Data*, for our geographic financial information by segment.

Resources

Trademarks and Intellectual Property:
Our trademarks are material to our business and are among our most valuable assets. Depending on the country, trademarks generally remain valid for as long as they are in use or their registration status is maintained. Significant trademarks by segment based on net sales in 2023 were:

	Majority Owned and Licensed Trademarks
North America	*Kraft, Oscar Mayer, Heinz, Philadelphia, Lunchables, Velveeta, Ore-Ida, Capri Sun*, Maxwell House, Kool-Aid, Jell-O*
International	*Heinz, ABC, Master, Quero, Kraft, Golden Circle, Wattie's, Pudliszki, Plasmon*

*Used under license.

We sell certain products under brands we license from third parties. In 2023, brands used under licenses from third parties included *Capri Sun* packaged drink pouches for sale in our North America segment. We also grant certain licenses to third parties to use our intellectual property rights in select jurisdictions. In 2021, in our agreements with an affiliate of Groupe Lactalis ("Lactalis"), related to the sale of certain assets in our global cheese business, we each granted the other party various licenses to use certain of our and their respective intellectual property rights in perpetuity, including perpetual licenses for the *Kraft* and *Velveeta* brands for certain cheese products.

We also own numerous patents worldwide. We consider our portfolio of patents, patent applications, patent licenses under patents owned by third parties, proprietary trade secrets, technology, know-how processes, and related intellectual property rights to be material to our operations. Patents, issued or applied for, cover inventions ranging from packaging techniques to processes relating to specific products and to the products themselves. While our patent portfolio is material to our business, the loss of one patent or a group of related patents would not have a material adverse effect on our business.

Our issued patents extend for varying periods according to the date of the patent application filing or grant and the legal term of patents in the various countries where patent protection is obtained. The actual protection afforded by a patent, which can vary from country to country, depends upon the type of patent, the scope of its coverage as determined by the patent office or courts in the country, and the availability of legal remedies in the country.

Raw Materials and Packaging:

We manufacture (and contract for the manufacture of) our products from a wide variety of raw materials. We purchase and use large quantities of commodities, including dairy products, meat products, tomato products, soybean and vegetable oils, sugar and other sweeteners, coffee beans, wheat and processed grains, eggs, and other fruits and vegetables to manufacture our products. In addition, we purchase and use significant quantities of resins, fiberboard, metals, and cardboard to package our products, and we use electricity, diesel fuel, and natural gas in the manufacturing and distribution of our products. For commodities that we use across many of our product categories, such as corrugated paper and energy, we coordinate sourcing requirements and centralize procurement to leverage our scale. In addition, some of our product lines and brands separately source raw materials that are specific to their operations. We source these commodities from a variety of providers, including large, international producers and smaller, local, independent sellers. Where appropriate, we seek to establish preferred purchaser status and have developed strategic partnerships with many of our suppliers with the objective of achieving favorable pricing and dependable supply for many of our commodities. The prices of raw materials that we use in our products are affected by external factors, such as global competition for resources, currency fluctuations, severe weather or global climate change, pandemics, geopolitical conflicts, consumer, industrial, or investment demand, and changes in governmental regulation and trade, tariffs, alternative energy, and agricultural programs. In 2023, we continued to experience higher commodity costs and supply chain costs, including manufacturing, procurement, and logistics costs largely due to inflationary pressures concentrated in the first half of the year.

Our procurement teams monitor worldwide supply and cost trends so we can obtain ingredients and packaging needed for production at competitive prices. Although the prices of our principal raw materials can be expected to fluctuate, we believe there will be an adequate supply of the raw materials we use and that they are generally available from numerous sources. We use a range of hedging techniques in an effort to limit the impact of price fluctuations on many of our principal raw materials. However, we do not fully hedge against changes in commodity prices, and our hedging strategies may not protect us from increases in specific raw material costs. We actively monitor changes to commodity costs so that we can seek to mitigate the effect through pricing and other operational measures.

Research and Development

Our research and development efforts focus on achieving the following four objectives:

- product innovations, renovations, and new technologies to meet changing consumer needs, support our environmental and sustainability goals, and drive growth;
- world-class and uncompromising food safety, quality, and consistency;
- superior, consumer-preferred product and package performance; and
- continuous process, product, and supply chain optimization.

Competition

Our products are sold in highly competitive marketplaces, which continue to experience increased concentration and the growing presence of e-commerce retailers, large-format retailers, and discounters. Our competitors include large national and international food and beverage companies and numerous local and regional companies. We compete with both branded and private label products sold by retailers, wholesalers, and cooperatives. We compete on the basis of product innovation, price, product quality, nutritional value, service, taste, convenience, brand recognition and loyalty, effectiveness of marketing and distribution, promotional activity, and the ability to identify and satisfy changing consumer preferences. Improving our market position or introducing new products requires substantial advertising and promotional expenditures.

Sales

Sales and Customers:
Our products are sold through our own sales organizations and through independent brokers, agents, and distributors to chain, wholesale, cooperative, and independent grocery accounts; convenience, value, and club stores; pharmacies and drug stores; mass merchants; foodservice distributors; and institutions, including hotels, restaurants, bakeries, hospitals, health care facilities, and government agencies. Our products are also sold online through various e-commerce platforms and retailers.

We have key customers in different regions around the world. In 2023, the five largest customers in our North America segment accounted for approximately 46% of North America segment net sales and the five largest customers in our International segment accounted for approximately 14% of International segment net sales. Our largest customer, Walmart Inc., represented approximately 21% of our net sales in 2023 and 2022, and approximately 22% of our net sales in 2021. Both of our segments have sales to Walmart Inc.

As of December 30, 2023, we manage our sales portfolio through six consumer-driven product platforms. A platform is a lens created for the portfolio based on a grouping of real consumer needs and includes the following for Kraft Heinz: Taste Elevation, Fast Fresh Meals, Easy Meals Made Better, Real Food Snacking, Flavorful Hydration, and Easy Indulgent Desserts. The platforms are modular and configurable by reportable segment and market and help us to manage and organize our business effectively by providing insight into our various product categories and brands. Further, each platform is assigned a role within our business to help inform our resource allocation and investment decisions, which are made at the reportable segment level. These roles include: Grow, Energize, and Stabilize. The role of a platform may also vary by reportable segment and market. We are currently evaluating our existing platforms and roles and anticipate changes to align with our future growth strategy.

Net Sales by Platform:
Net sales by platform as a percentage of consolidated net sales for the periods presented were:

	December 30, 2023	December 31, 2022	December 25, 2021
Taste Elevation	34 %	31 %	28 %
Fast Fresh Meals	22 %	23 %	25 %
Easy Meals Made Better	20 %	20 %	19 %
Real Food Snacking	5 %	5 %	7 %
Flavorful Hydration	7 %	8 %	7 %
Easy Indulgent Desserts	4 %	4 %	4 %
Other	8 %	9 %	10 %

Net Sales by Product Category:
The product categories that contributed 10% or more to consolidated net sales in any of the periods presented were:

	December 30, 2023	December 31, 2022	December 25, 2021
Condiments and sauces	34 %	31 %	28 %
Cheese and dairy	14 %	15 %	19 %
Ambient foods	11 %	12 %	11 %
Frozen and chilled foods	11 %	11 %	10 %
Meats and seafood	9 %	10 %	10 %

Seasonality

Although crops constituting certain of our raw food ingredients are harvested on a seasonal basis, the majority of our products are produced throughout the year.

Seasonal factors inherent in our business change the demand for products, including holidays, changes in seasons, or other annual events. While these factors influence our quarterly net sales, operating income/(loss), and cash flows at the product level, unless the timing of such events shift period-over-period (e.g., a shift in Easter timing), this seasonality does not typically have a significant effect on our consolidated results of operations or segment results.

Government Regulation

The manufacture and sale of consumer food and beverage products is highly regulated. Our business operations, including the production, transportation, storage, distribution, sale, display, advertising, marketing, labeling, quality, and safety of our products and their ingredients, and our occupational safety, health, and privacy practices, are subject to various laws and regulations. In the United States, our activities are subject to regulation by various federal government agencies, including the Food and Drug Administration, Department of Agriculture, Federal Trade Commission, Department of Labor, Department of Commerce, and Environmental Protection Agency, as well as various state and local agencies. We are also subject to numerous laws and regulations outside of the United States in markets where our products are manufactured, distributed, or sold, including laws and regulations governing food safety, health and safety, anti-corruption, and data privacy. In our business dealings, we are also required to comply with the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, the U.S. Trade Sanctions Reform and Export Enhancement Act, and various other anti-corruption regulations in the regions in which we operate. We rely on legal and operational compliance programs, as well as in-house and outside counsel, to guide our businesses in complying with applicable laws and regulations. In addition, regulatory regime changes may add cost and complexity to our compliance efforts.

Environmental Regulation:
Our activities throughout the world are highly regulated and subject to government oversight regarding environmental matters. Various laws concerning the handling, storage, and disposal of hazardous materials and the operation of facilities in environmentally sensitive locations may impact aspects of our operations.

In the United States, where a significant portion of our business operates, these laws and regulations include the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, and the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"). CERCLA imposes joint and several liability on each potentially responsible party. We are involved in a number of active proceedings in the United States under CERCLA (and other state actions under similar legislation) related to certain closed, inactive, or divested operations for which we retain liability.

As of December 30, 2023, we had accrued an amount we deemed appropriate for environmental remediation. Based on information currently available, we believe that the ultimate resolution of existing environmental remediation actions and our general compliance with environmental laws and regulations will not have a material effect on our earnings or financial condition. However, it is difficult to predict with certainty the potential impact of future compliance efforts and environmental remedial actions and, thus, future costs associated with such matters may exceed current reserves.

Human Capital Management

We are driven by our Purpose, our Vision—*To sustainably grow by delighting more consumers globally*, and our Values—*We are consumer obsessed*, *We dare to do better every day*, *We champion great people*, *We demand diversity*, *We do the right thing*, and *We own it*. We recognize that a strong company culture is vital to our overall success. Our Purpose, Vision, and Values are the foundation upon which our culture is built. They represent the expectations we have for ourselves and the environment we aspire to create for our Company.

Our people are at the heart of who we are at Kraft Heinz. We drive growth through accountability, development opportunities, career ownership, and autonomy and recognize and reward outstanding performance at every level, creating a true spirit of meritocracy. We strive to channel our employees' passion, curiosity, and attitude to make an impact on our future and our legacy by leading as learners, acting as owners, and being change agents. Our Board of Directors ("Board"), through the Human Capital and Compensation Committee, oversees our human resources strategy, key policies, and our 2025 diversity, inclusion, and belonging aspirations.

Engagement and Inclusion:
We are committed to attracting, developing, and retaining diverse, world-class talent and creating an engaging and inclusive culture that embodies our Purpose, Vision, and Values. As of December 30, 2023, Kraft Heinz had approximately 36,000 employees globally. Driven by our Value *We champion great people*, we support our employees' health, safety, and professional development and reward outstanding performance at every level. Our rewards strategies (compensation, benefits, recognition, and wellbeing) aim to help our employees help themselves to LiveWell. LiveWell represents our total rewards offerings that are designed to attract and engage highly skilled talent, meet individual and family needs, and inspire, celebrate, and engage our people and teams through enhanced interactions in moments that matter in an environment where employees feel productive, trusted, and empowered.

Guided by our Values, we conduct a global engagement survey annually to provide employees with an opportunity to share anonymous feedback with management across a variety of topic areas. The results and comments are reviewed by the Board, senior leadership, managers, and human resources to help determine where changes are needed to support our people and teams.

Diversity, inclusion, and belonging are key drivers for engagement. For us, it also means having our diverse consumer base represented in our workforce and included in relevant business decisions. We live our Value of *We demand diversity* by focusing on three strategic areas: hiring and growing talent from diverse backgrounds and perspectives, developing inclusive leaders, and tracking and reporting our progress.

Our Business Resource Groups (BRGs) are employee-led, multi-functional groups based upon shared common interests. They help foster an engaged and inclusive environment where all talent grows and thrives, create a network of support for employees, and serve as a resource for the organization on topics related to their focus area.

Our Global Inclusion Council has been established to create strategic accountability for results. It also provides governance and oversight of reporting on diversity efforts and initiatives. The Council is comprised of executive leaders and members of the Board. We have 2025 diversity, equity, inclusion, and belonging ("DEI&B") aspirations that have shaped some of our guiding principles.

Our long-term ambition is to have demographic parity in the countries in which we operate and to be recognized as a top quartile company in inclusion. Our aspirations include that 50% of our global management positions be filled by women and 30% of our salaried U.S. employee population identify as people of color. Our DEI&B efforts have continued to be expanded as part of our multi-year strategy. Each day, we are working to create a healthier, more equitable global workplace and world. As of December 30, 2023:

- 43% of employees in global management positions identified as women;
- 29% of salaried employees in the U.S. identified as people of color;
- 33% of our Executive Leadership Team identified as women; and
- 78% of our Executive Leadership Team identified as people of color.

As we progress on our 2025 aspirations, we are focused on:

- *Hiring, Investing in, and Growing Talent from Diverse Backgrounds and Perspectives* through expanded recruiting partnerships with Historically Black Colleges and Universities, diverse professional organizations, and training in our hiring process to reduce bias and promote equal employment opportunities.
- *Developing Inclusive Leaders* through an interactive learning experience for managers on interrupting bias in our Organizational People Review process and their role in creating an inclusive environment.
- *Tracking and Reporting Our Progress* year over year through oversight by the Kraft Heinz Global Inclusion Council.

Wellbeing and Safety:
Our employees' health, safety, and wellbeing are a top priority. We establish and administer company-wide policies and processes to protect the health, safety, and security of our employees, subcontractors, and all those who visit our facilities, and to comply with applicable regulations. We review and monitor our performance closely to drive improvement. To help us evaluate how effective our safety efforts are in lowering incidents rates, we use a Total Recordable Incident Rate ("TRIR"). TRIR is a medical incident rate based on the U.S. Occupational Safety and Health Administration (OSHA) record-keeping criteria (injuries per 200,000 hours). Our TRIR globally was 0.53 in 2023 and 2022.

Our global LiveWell program focuses on four wellbeing elements — physical, emotional, financial, and social health — and provides specific programs and resources to support our employees and their families within each of these areas.

Learning and Development:
Through Kraft Heinz Ownerversity, we provide learning opportunities for each of our employees, designed to inspire and grow talent within Kraft Heinz while developing employees' capabilities to help them navigate their career journey. Our learning and development offerings are created to enable employees to live our Value *We dare to do better every day* and own their personal learning and development. We believe this empowers employees to execute with excellence in their current role, accelerate their learning curve, and grow a great career. Through Ownerversity, employees have access to custom Kraft Heinz training, learning and development materials, and external content libraries and articles.

Rewards and Compensation:
Our Total Rewards philosophy is to provide a meaningful and flexible spectrum of programs that equitably support our diverse workforce and their families. Total Rewards includes compensation elements of salary and wages and incentives, healthcare, savings and insurance plans, wellbeing plans, employee recognition programs, and other voluntary elected benefits. We aim for global consistency while respecting local market practices and employee preferences. The plans are designed to be market

competitive and data-driven to promote our high-performance and results-oriented growth culture and realize our Purpose to *Make Life Delicious* for employees and their families.

Ethics and Transparency:
The Kraft Heinz Ethics Helpline is available to our partners, suppliers, customers, and consumers to ask questions or report potential violations of various policies and ethical guidelines, including our Code of Conduct, Supplier Guiding Principles, and Global Human Rights Policy.

We report more detailed information regarding our programs and initiatives related to our people and human capital management in our Environmental Social Governance Report ("ESG Report"). Our 2023 ESG Report, which provides our progress through 2022, is available on our website at www.kraftheinzcompany.com/esg. The information on our website, including our ESG Report, is not, and shall not be deemed to be, a part of this Annual Report on Form 10-K or incorporated into any other filings we make with the Securities and Exchange Commission ("SEC").

Information about our Executive Officers

The following are our executive officers as of February 10, 2024:

Name and Title	Age	Business Experience in the Past Five Years
Carlos Abrams-Rivera, *Chief Executive Officer and Director*	56	Chief Executive Officer (since December 2023); President Kraft Heinz (August to December 2023); Executive Vice President and President, North America (December 2021 to August 2023); and U.S. Zone President (February 2020 to December 2021). Executive Vice President and President, Campbell Snacks (May 2019 to February 2020), and President, Campbell Snacks (March 2018 to May 2019) at Campbell Soup Company ("Campbell"), a food and beverage company.
Andre Maciel, *Executive Vice President and Global Chief Financial Officer*	49	Executive Vice President and Global Chief Financial Officer (since March 2022); Senior Vice President, U.S. Chief Financial Officer, and Head of Digital Transformation (September 2019 to March 2022); Managing Director, Continental Europe (January to August 2019); Chief Financial Officer, U.S. (2017 to January 2019); and Head of U.S. Commercial Finance (2015 to 2017).
Diana Frost, *Global Chief Growth Officer*	41	Global Chief Growth Officer (since December 2023); Chief Growth Officer, North America (August to December 2023); Head of North America Disruption and Canada Chief Marketing Officer (January to August 2022); and Chief Growth Officer, Canada (September 2020 to December 2021). Head of Portfolio Transformation, Mars Wrigley (January 2019 to September 2020) at Mars, Incorporated, a multinational confections company.
Rashida La Lande, *Executive Vice President and Chief Legal and Corporate Affairs Officer*	50	Executive Vice President and Chief Legal and Corporate Affairs Officer (since December 2023); Executive Vice President, Global General Counsel, and Chief Sustainability and Corporate Affairs Officer (December 2021 to December 2023); Corporate Secretary (2018 to May 2022); Senior Vice President, Global General Counsel and Head of ESG (formerly CSR) and Government Affairs (2018 to December 2021); and Senior Vice President and Global General Counsel (2018).
Marcos Eloi Lima, *Executive Vice President and Global Chief Procurement and Sustainability Officer*	46	Executive Vice President and Global Chief Procurement and Sustainability Officer (since December 2023); Executive Vice President and Global Chief Procurement Officer (December 2021 to December 2023); Chief Procurement Officer (October 2019 to December 2023); and Advisor in the area of procurement (July to October 2019). Vice President Procurement & Sustainability Middle Americas Zone (2016 to July 2019) at Anheuser-Busch InBev SA/NV ("AB InBev"), a multinational drink and brewing holdings company.
Pedro Navio, *Executive Vice President and President, North America*	43	Executive Vice President and President, North America (since December 2023); President – Taste, Meals, and Away From Home (March 2022 to December 2023); President, Latin America (November 2019 to February 2022); and President, Brazil (2017 to November 2019).
Cory Onell, *Executive Vice President and Chief Omnichannel Sales and Asian Emerging Markets Officer*	50	Executive Vice President and Chief Omnichannel Sales and Asian Emerging Markets Officer (since December 2023) and Chief Sales Officer, U.S. (August 2020 to December 2023). Senior Vice President and Head of U.S. Retail Sales (April to July 2020) at The J. M. Smucker Company, a food and beverage company. Senior Vice President, Sales (2017 to April 2020) at Campbell.
Flávio Barros Torres, *Executive Vice President and Global Chief Supply Chain Officer*	54	Executive Vice President and Global Chief Supply Chain Officer (since December 2021); and Head of Global Operations (January 2020 to December 2021). Global Operations Vice President (2017 to 2019) at AB InBev.
Melissa Werneck, *Executive Vice President and Global Chief People Officer*	51	Executive Vice President and Global Chief People Officer (since December 2021); Global Chief People Officer (2016 to December 2021); and Head of Global Human Resources, Performance and Information Technology (2015 to 2016).

Available Information

Our website address is www.kraftheinzcompany.com. The information on our website is not, and shall not be deemed to be, a part of this Annual Report on Form 10-K or incorporated into any other filings we make with the SEC. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), are available free of charge on our website as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. In addition, the SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers, including Kraft Heinz, that are electronically filed with the SEC.

Item 1A. Risk Factors.

Our business is subject to various risks and uncertainties. In addition to the risks described elsewhere in this Annual Report on Form 10-K, any of the risks and uncertainties described below could materially adversely affect our business, financial condition, and results of operations and should be considered when evaluating Kraft Heinz. Although the risks are organized and described separately, many of the risks are interrelated. While we believe we have identified and discussed the material risks affecting our business below, there may be additional risks and uncertainties that are not presently known or that are not currently believed to be material that may adversely affect our business, performance, or financial condition in the future.

Industry Risks

We operate in a highly competitive industry.

The food and beverage industry is highly competitive across all of our product offerings. Our principal competitors in these categories are manufacturers and retailers with their own branded and private label products. We compete based on product innovation, price, product quality, nutritional value, service, taste, convenience, brand recognition and loyalty, effectiveness of marketing and distribution, promotional activity, and the ability to identify and satisfy changing consumer preferences.

We may need to reduce our prices, or be restricted or delayed in our ability to increase prices, in response to competitive, customer, consumer, regulatory, or macroeconomic pressures, including pressures related to private label products that are generally sold at lower prices. These pressures have restricted, and may in the future continue to restrict, our ability to increase prices and maintain those price increases in response to commodity and other cost increases, including those related to inflationary pressures. We expect that there could be a difference between the timing of when we take pricing actions and the impact of those beneficial actions on our results of operations. Additionally, the pricing actions we take have, in some instances, negatively impacted, and could continue to negatively impact, our market share. Failure to effectively assess, timely change, and properly set pricing, promotions, or trade incentives may negatively impact our ability to achieve our objectives.

In addition, in order to remain competitive, we rely on our ability to secure new retailers and maintain or add shelf space for our products. If we are unable to secure sufficient and attractive shelf space, adequate product visibility, and attractive pricing for our products with retailers, our products may be disadvantaged against our competitors. Even if we obtain preferred product visibility and shelf space, our new and existing products may fail to achieve the sales expectations set by retailers, which may cause these retailers to remove our products from their shelves.

The rapid emergence of new distribution channels, particularly e-commerce, may create consumer price deflation, affecting our retail customer relationships and presenting additional challenges to increasing prices in response to commodity or other cost increases, including those related to inflationary pressures. We may also need to increase or reallocate spending on marketing, retail trade incentives, materials, advertising, and new product, platform, or channel innovation to maintain or increase market share. These expenditures are subject to risks, including uncertainties about trade and consumer acceptance of our efforts. If we are unable to compete effectively, our profitability, financial condition, and operating results may decline.

Our success depends on our ability to correctly predict, identify, and interpret changes in consumer preferences and demand, to offer new products to meet those changes, and to respond to competitive innovation.

Consumer preferences for food and beverage products change continually and rapidly. Our success depends on our ability to predict, identify, and interpret the tastes and dietary habits of consumers. We must continue to offer products that appeal to consumer preferences, including with respect to health and wellness. If we do not offer products that appeal to consumers, our sales and market share will decrease, which could materially and adversely affect our product sales, financial condition, and operating results.

Moreover, weak economic conditions, recessions, inflation, severe or unusual weather events, global or local pandemics, including COVID-19, as well as other factors, could affect consumer preferences and demand, at times, causing a strain on our supply chain due, in part, to retailers, distributors, or carriers modifying their restocking, fulfillment, or shipping practices. Failure to adequately respond to these changes could adversely affect our product sales, financial condition, and operating results.

We must distinguish between short-term trends and long-term changes in consumer preferences. If we do not accurately predict which shifts in consumer preferences will be long-term, or if we fail to introduce new and improved products to satisfy those preferences, our sales could decline. In addition, because of our varied consumer base, we must offer an array of products that satisfies a broad spectrum of consumer preferences. If we fail to expand our product offerings successfully across product categories or platforms, or if we do not rapidly develop products in faster-growing or more profitable categories, demand for our products could decrease, which could materially and adversely affect our product sales, financial condition, and operating results.

Prolonged negative perceptions concerning the health, environmental, or social implications of certain food and beverage products, ingredients, or packaging materials could influence consumer preferences and acceptance of our products and marketing programs. Our ability to refine the ingredient and nutrition profiles of and packaging for our products as well as to maintain focus on ethical sourcing and supply chain management opportunities to address evolving consumer preferences are important to our growth. We strive to respond to consumer preferences and social expectations, but we may not be successful in our efforts. Continued negative perceptions and failure to satisfy consumer preferences could materially and adversely affect our product sales, financial condition, and operating results.

In addition, our growth depends on our successful development, introduction, and marketing of innovative new products and line extensions. There are inherent risks associated with new product or packaging introductions, including uncertainties about trade and consumer acceptance or potential impacts on our existing product offerings. We may be required to increase expenditures for new product development. Successful innovation depends on our ability to correctly anticipate customer and consumer acceptance, to obtain, protect, and maintain necessary intellectual property rights, and to avoid infringing upon the intellectual property rights of others. We must also be able to respond successfully to technological advances (including artificial intelligence, machine learning, and augmented reality, which may become critical in interpreting consumer preferences in the future) by and intellectual property rights of our competitors, and failure to do so could compromise our competitive position and impact our product sales, financial condition, and operating results.

Changes in the retail landscape or the loss of key retail customers could adversely affect our financial performance.

Retail customers, such as supermarkets, warehouse clubs, and food distributors in our major markets, may continue to consolidate, resulting in fewer but larger customers for our business across various channels. These larger customers may seek to leverage their positions to improve their profitability by demanding improved efficiency, lower pricing, more favorable terms, increased promotional programs, or specifically tailored product offerings. In addition, larger retailers have scale to develop supply chains that permit them to operate with reduced inventories or to develop and market their own private label products. Retail consolidation and increasing retailer power could materially and adversely affect our product sales, financial condition, and operating results.

Retail consolidation also increases the risk that adverse changes in our customers' business operations or financial performance may have a corresponding adverse effect on us, which could be material. For example, if our customers cannot access sufficient funds or financing, then they may delay, decrease, or cancel purchases of our products, or delay or fail to pay us for previous purchases, which could materially and adversely affect our product sales, financial condition, and operating results.

In addition, technology-based systems, which give consumers the ability to shop through e-commerce websites and mobile commerce applications, are also significantly altering the retail landscape in many of our markets. If we are unable to adjust to developments in these changing landscapes, we may be disadvantaged in key channels and with certain consumers, which could materially and adversely affect our product sales, financial condition, and operating results.

Changes in our relationships with significant customers or suppliers, or in other business relationships, could adversely impact us.

We derive significant portions of our sales from certain significant customers (see *Sales and Customers* within Item 1, *Business*). Some or all of our significant customers may not continue to purchase our products in the same mix or quantities or on the same terms as in the past, particularly as increasingly powerful retailers may demand lower pricing and focus on developing their own brands. The loss of a significant customer or a material reduction in sales or a change in the mix of products we sell to a significant customer could materially and adversely affect our product sales, financial condition, and operating results.

Disputes with significant suppliers, including disputes related to pricing or performance, could adversely affect our ability to supply products to our customers and could materially and adversely affect our product sales, financial condition, and operating results. In addition, terminations of relationships with other significant contractual counterparties, including licensors, could adversely affect our portfolio, product sales, financial condition, and operating results.

In addition, the financial condition of such customers, suppliers, and other significant contractual counterparties are affected in large part by conditions and events that are beyond our control. Significant deterioration in the financial conditions of significant customers or suppliers, or in other business relationships, could materially and adversely affect our product sales, financial condition, and operating results.

Maintaining, extending, and expanding our reputation and brand image are essential to our business success.

We have many iconic brands with long-standing consumer recognition across the globe. Our success depends on our ability to maintain brand image for our existing products, extend our brands to new platforms, and expand our brand image with new product offerings.

We seek to maintain, extend, and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. Negative perceptions of food and beverage marketing could adversely affect our brand image or lead to stricter regulations and scrutiny of our marketing practices. Moreover, adverse publicity about legal or regulatory action against us, our quality and safety, our environmental or social impacts, our other environmental, social, human capital, or governance practices or positions, our products becoming unavailable to consumers, or our suppliers (including as a result of human rights issues) and, in some cases, our competitors, could damage our reputation and brand image, undermine our customers' or consumers' confidence, and reduce demand for our products, even if the regulatory or legal action is unfounded or not material to our operations. Furthermore, existing or increased legal or regulatory restrictions on our advertising, consumer promotions, and marketing, or our response to those restrictions, could limit our efforts to maintain, extend, and expand our brands.

In addition, our success in maintaining, extending, and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information, including misinformation, and opinions can be shared. Negative posts or comments about us, our brands or our products, or our suppliers and, in some cases, our competitors, on social or digital media, whether or not valid, could seriously damage our brands and reputation. In addition, we might fail to appropriately target our marketing efforts, anticipate consumer preferences, or invest sufficiently in maintaining, extending, and expanding our brand image. Placement of our advertisements in social and digital media may also result in damage to our brands if the media itself experiences negative publicity. If we do not maintain, extend, and expand our reputation or brand image, then our product sales, financial condition, and operating results could be materially and adversely affected.

We must leverage our brand value to compete against private label products.

In nearly all of our product categories, we compete with branded products as well as private label products, which are typically sold at lower prices. Our products must provide higher value or quality to consumers than alternatives, particularly during periods of economic uncertainty or weakness or inflation. Consumers may not buy our products if relative differences in value or quality between our products and private label products change in favor of competitors' products or if consumers perceive such a change. If consumers prefer private label products, then we could lose market share or sales volume, or our product mix could shift to lower margin offerings. A change in consumer preferences could also cause us to increase capital, marketing, and other expenditures, which could materially and adversely affect our product sales, financial condition, and operating results.

We may be unable to drive revenue growth in our key product categories or platforms, increase our market share, or add products that are in faster-growing and more profitable categories.

Our future results will depend on our ability to drive revenue growth in our key product categories or platforms as well as growth in the food and beverage industry in the geographies in which we operate. Our future results will also depend on our ability to enhance our portfolio by adding innovative new products in faster-growing and more profitable categories or platforms and our ability to increase market share in our existing product categories or platforms. Our failure to drive revenue growth, limit market share decreases in our key product categories or platforms, or develop innovative products for new and existing categories or platforms could materially and adversely affect our product sales, financial condition, and operating results.

Product recalls or other product liability claims could materially and adversely affect us.

Selling products for human consumption involves inherent legal and other risks, including product contamination, spoilage, product tampering, allergens, or other adulteration. We have decided and could in the future decide to, and have been or could in the future be required to, recall products due to suspected or confirmed product contamination, adulteration, product mislabeling or misbranding, tampering, undeclared allergens, or other deficiencies. Product recalls or market withdrawals could result in significant losses due to their costs, the destruction of product inventory, and lost sales due to the unavailability of the product for a period of time.

We could also be adversely affected if consumers lose confidence in the safety and quality of our food products or ingredients, or the food safety system generally. Adverse attention about these types of concerns, whether or not valid, may damage our reputation, discourage consumers from buying our products, or cause production and delivery disruptions that could negatively impact our net sales and financial condition.

We may also suffer losses if our products or operations violate applicable laws or regulations or if our products cause injury, illness, or death. In addition, our marketing could face claims of false or deceptive advertising or other criticism. A significant product liability or other legal judgment or a related regulatory enforcement action against us, or a significant product recall, may materially and adversely affect our reputation and profitability. Moreover, even if a product liability or fraud claim is unsuccessful, has no merit, or is not pursued to conclusion, the negative publicity surrounding assertions against our products or processes could materially and adversely affect our product sales, financial condition, and operating results.

Climate change and legal or regulatory responses may have a long-term adverse impact on our business and results of operations.

Global average temperatures are gradually increasing due to increased concentration of carbon dioxide and other greenhouse gases in the atmosphere, which is projected to contribute to significant changes in weather patterns around the globe, an increase in the frequency and severity of natural disasters, and changes in agricultural productivity. Increasing concern over climate change may adversely impact demand for our products, or increase our operating costs, due to changes in consumer preferences that cause consumers to switch away from products or ingredients considered to have a high climate change impact.

Increased natural disasters and decreased agricultural productivity in certain regions of the world as a result of changing weather patterns may limit the availability or increase the cost of natural resources and commodities, including dairy products, meat products, tomato products, soybean and vegetable oils, sugar and other sweeteners, coffee beans, wheat and processed grains, eggs, and other fruits and vegetables to manufacture our products, and could further decrease food security for communities around the world. Climate change, and its environmental impacts, could also affect our ability, and our suppliers' ability, to procure necessary commodities at costs and in quantities we currently experience and may require us to increase costs or make additional unplanned capital expenditures. Further, an increase in the frequency and severity of natural disasters could result in disruptions for us, our customers, suppliers, vendors, co-manufacturers, and distributors and impact our employees' abilities to commute or work from home effectively. These disruptions could make it more difficult and costly for us to deliver our products, obtain raw materials or other supplies through our supply chain, maintain or resume operations, or perform other critical corporate functions, could reduce customer demand for our products, and could increase the cost of insurance.

Additionally, there is an increased focus by foreign, federal, state, and local regulatory and legislative bodies regarding environmental policies relating to climate change, regulating greenhouse gas emissions (including carbon pricing or a carbon tax), energy policies, disclosure obligations, and sustainability. Increased energy or compliance costs and expenses due to the impacts of climate change, as well as additional legal or regulatory requirements regarding climate change designed to reduce or mitigate the effects of carbon dioxide and other greenhouse gas emissions on the environment could be costly and may cause disruptions in, or an increase in the costs associated with, the running of our manufacturing and processing facilities and our business, as well as increase distribution and supply chain costs. Moreover, compliance with any such legal or regulatory requirements may require us to make significant changes to our business operations and long-term operating plans, which will likely incur substantial time, attention, and costs. Even if we make changes to align ourselves with such legal or regulatory requirements, we may still be subject to significant penalties if such laws and regulations are interpreted and applied in a manner inconsistent with our practices. The effects of climate change and legal or regulatory initiatives to address climate change could have a long-term adverse impact on our business and results of operations.

Finally, we might fail to effectively address increased attention from the media, stockholders, activists, and other stakeholders on climate change and related environmental sustainability matters. Such failure, or the perception that we have failed to act responsibly with respect to such matters or to effectively respond to new or additional regulatory requirements regarding climate change, whether or not valid, could result in adverse publicity and negatively affect our business and reputation. Additionally, from time to time we establish and publicly announce environmental, social, and governance goals, commitments, and aspirations, including to reduce our impact on the environment. Our ability to achieve any stated goal, target, or objective is subject to numerous factors and conditions, many of which are outside of our control. Examples of such factors include evolving regulatory requirements affecting sustainability standards or disclosures or imposing different requirements, the pace of changes in technology, the availability of requisite financing, and the availability of suppliers that can meet our sustainability and other standards. Furthermore, standards for tracking and reporting such matters continue to evolve. Our selection of voluntary disclosure frameworks and standards, and the interpretation or application of those frameworks and standards, may change from time to time or differ from those of others. Methodologies for reporting this data may be updated and previously reported data may be adjusted to reflect improvement in availability and quality of third-party data, changing assumptions, changes in the nature and scope of our operations, and other changes in circumstances. Our processes and controls for reporting sustainability and other matters across our operations and supply chain are evolving along with multiple disparate standards for identifying, measuring, and reporting sustainability metrics, including sustainability-related disclosures that may be required by the SEC, European Union, and other foreign, federal, state, and local regulatory and legislative bodies, and such standards may change over time, which could result in significant revisions to our current goals, reported progress in achieving such goals, or ability to achieve such goals in the future. If we fail to achieve, or are perceived to have failed or been delayed in achieving, or improperly report on our progress toward achieving these goals and commitments, it could negatively affect consumer preference for our products or investor confidence in our stock, as well as expose us to government enforcement actions and private litigation.

Business Risks

We may not successfully identify, complete, or realize the benefits from strategic acquisitions, divestitures, alliances, joint ventures, or investments.

From time to time, we have evaluated and may continue to evaluate acquisition candidates, alliances, joint ventures, or investments that may strategically fit our business objectives, and, as a result of some of these evaluations, we have acquired businesses or assets that we deem to be a strategic fit. We have also divested and may consider divesting businesses that do not meet our strategic objectives or growth or profitability targets. These activities may present financial, managerial, and operational risks including, but not limited to, diversion of management's attention from existing core businesses; difficulties in integrating, or inability to successfully integrate, acquired businesses, including integrating or separating personnel and financial and other systems; inability to effectively and immediately implement control environment processes across a diverse employee population; adverse effects on existing or acquired customer and supplier business relationships; and potential disputes with buyers, sellers, or partners. Activities in such areas are regulated by numerous antitrust and competition laws in the United States, Canada, the European Union, the United Kingdom, and elsewhere. We have in the past and may in the future be required to obtain approval of these transactions by competition authorities or to satisfy other legal requirements, and we may be unable to obtain such approvals or satisfy such requirements, each of which may result in additional costs, time delays, or our inability to complete such transactions, which could materially and adversely affect our financial condition and operating results.

To the extent we undertake acquisitions, alliances, joint ventures, investments, or other developments in new geographies or categories, we may face additional risks related to such developments. For example, risks related to foreign operations are discussed below under the risk factor titled "*Our international operations subject us to additional risks and costs and may cause our profitability to decline.*"

To the extent we undertake divestitures, we may face additional risks related to such activities. For example, risks related to our ability to find appropriate buyers, obtain applicable regulatory and governmental approvals, execute transactions on favorable terms, separate divested business operations with minimal impact to our remaining operations, and effectively manage any transitional service arrangements. Further, our divestiture activities have in the past required, and may in the future require, us to recognize impairment charges. Any of these factors could materially and adversely affect our financial condition and operating results.

We may not be able to successfully execute our strategic initiatives.

We plan to continue to conduct strategic initiatives in various markets. Consumer demands, behaviors, tastes, and purchasing trends may differ in these markets and, as a result, our sales strategies may not be successful and our product sales may not meet expectations, or the margins on those sales may be less than currently anticipated. We may also face difficulties integrating new business operations with our current sourcing, distribution, information technology systems, and other operations. Additionally, we may not successfully complete any planned strategic initiatives, including achieving any previously announced productivity efficiencies and financial targets, any new business may not be profitable or meet our expectations, or any divestiture may not be completed without disruption. Any of these challenges could hinder our success in new markets or new distribution channels, which could adversely affect our results of operations and financial condition.

Our international operations subject us to additional risks and costs and may cause our profitability to decline.

We are a global company with sales and operations in numerous countries within developed and emerging markets. Approximately 31% of our 2023 net sales were generated outside of the United States. As a result, we are subject to risks inherent in global operations. These risks, which can vary substantially by market, are described in many of the risk factors discussed in this section, and also include:

- compliance with U.S. laws affecting operations outside of the United States, including anti-bribery and corruption laws such as the FCPA;
- changes in the mix of earnings in countries with differing statutory tax rates, the valuation of deferred tax assets and liabilities, tax laws or their interpretations, or tax audit implications;
- the imposition of increased or new tariffs, quotas, trade barriers, or similar restrictions on our sales or imports (including those that may affect our sourcing operations and the availability of raw materials and commodities), trade agreements, regulations, taxes, or policies that might negatively affect our sales or costs;
- foreign currency devaluations or fluctuations in foreign currency values, including risks arising from the significant and rapid fluctuations in foreign currency exchange markets and the decisions made and positions taken to hedge such volatility;
- compliance with antitrust and competition laws, data privacy laws, human rights laws, and a variety of other local, national, and multi-national regulations and laws in multiple jurisdictions;
- discriminatory or conflicting fiscal policies in or across foreign jurisdictions;
- changes in capital controls, including foreign currency exchange controls, governmental foreign currency policies, or other limits on our ability to import raw materials or finished product into various countries or repatriate cash from outside the United States;
- challenges associated with cross-border product distribution, including economic sanctions, export controls, and labor restrictions;
- changes in local regulations and laws, the uncertainty of enforcement of remedies in foreign jurisdictions, and foreign ownership restrictions and the potential for nationalization or expropriation of property or other resources;
- risks and costs associated with political and economic instability, military conflict, corruption, anti-American sentiment, and social and ethnic unrest in the countries in which we operate;
- the risks of operating in developing or emerging markets in which there are significant uncertainties regarding the interpretation, application, and enforceability of laws and regulations and the enforceability of contract rights and intellectual property rights;
- changing labor conditions and difficulties in staffing our operations;
- greater risk of uncollectible accounts or trade receivables and longer collection cycles; and
- design, implementation, and use of effective control environment processes across our various operations and employee base.

Slow economic growth or high unemployment in the markets in which we operate could constrain consumer spending, and declining consumer purchasing power could adversely impact our profitability. Any of these factors could result in increased costs or decreased sales, and could materially and adversely affect our product sales, financial condition, and results of operations.

Additionally, forced labor concerns have rapidly become a global area of interest, and have resulted in, and are expected to continue to result in, new regulations in the markets in which we operate. For example, the Uyghur Forced Labor Prevention Act (“UFLPA”) prohibits the import of articles, merchandise, apparel, and goods mined, produced, or manufactured wholly or in part in the Xinjiang Uyghur Autonomous Region (“Xinjiang”) of the People's Republic of China, or by entities identified by the U.S. government on the UFLPA Entity List. As a result of the UFLPA, materials and products we import into the United States could be held by U.S. Customs and Border Protection based on a suspicion that inputs used in such materials or products originated from Xinjiang or that they may have been produced by Chinese suppliers alleged to participate in forced labor, pending our provision of satisfactory evidence to the contrary. Among other consequences, such an outcome could result in negative publicity that harms our brands and reputation and could result in a delay or our complete inability to import such materials or products, which could result in inventory shortages and greater supply chain compliance costs.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products and brands.

We consider our intellectual property rights, particularly and most notably our trademarks, but also our patents, trade secrets, trade dress, copyrights, and licensing agreements, to be a significant and valuable aspect of our business. We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright, trade secret, and trade dress laws, as well as licensing agreements, third-party nondisclosure and assignment agreements, policing of third-party misuses of our intellectual property, and securing our information technology systems. Our failure to develop or adequately protect our trademarks, products, new features of our products, or our technology, or any change in law or other changes that serve to lessen or remove the current legal protections of our intellectual property, may diminish our competitiveness and could materially and adversely affect our product sales, business, and financial condition. We also license certain intellectual property, most notably trademarks, from third parties. To the extent that we are not able to contract with these third parties on favorable terms or maintain our relationships with these third parties, our rights to use certain intellectual property could be impacted, which may adversely impact our results from operations.

We may be unaware of intellectual property rights of others that may cover some of our technology, brands, or products. Any litigation regarding patents or other intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. Third-party claims of intellectual property infringement might also require us to enter into costly license agreements. We also may be subject to significant damages or injunctions against development and sale of certain products.

We may be unable to realize the anticipated benefits from prior or future streamlining actions to reduce fixed costs, simplify or improve processes, or improve our competitiveness.

We have implemented a number of initiatives, including development of an operations center and strategic long-term collaboration with suppliers, that we believe are important to position our business for future success and growth. We have evaluated and continue to evaluate changes to our organizational structure and operations to enable us to reduce costs, simplify or improve processes, and improve our competitiveness. Our future success may depend upon our ability to realize the benefits of these or other cost-saving initiatives. In addition, certain of our initiatives may lead to increased costs in other aspects of our business such as increased conversion, outsourcing, or distribution costs. We must accurately predict costs and be efficient in executing any plans to achieve cost savings and operate efficiently in the highly competitive food and beverage industry, particularly in an environment of increased competition. To capitalize on our efforts, we must carefully evaluate investments in our business and execute in those areas with the most potential return on investment. If we are unable to realize the anticipated benefits from any cost-saving efforts, we could be cost disadvantaged in the marketplace, and our competitiveness, production, profitability, financial condition, and operating results could be adversely affected.

Berkshire Hathaway Inc. has the ability to exert influence over us and significant influence over matters requiring stockholder approval.

As of December 30, 2023, Berkshire Hathaway Inc. (“Berkshire Hathaway”) owns approximately 26.7% of our common stock. Three members of our Board are officers and/or directors of Berkshire Hathaway or its affiliates. As a result, Berkshire Hathaway has the potential to exercise influence over management and Board decisions, including those affecting our capital structure, such as the issuance of additional capital stock, the incurrence of additional indebtedness, the implementation of stock repurchase programs, and the declaration and amount of dividends. Berkshire Hathaway also has influence over any action requiring the approval of the holders of our common stock, including adopting any amendments to our charter, electing directors, and approving mergers or sales of substantially all of our capital stock or assets. In addition, Berkshire Hathaway is in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us. Berkshire Hathaway may also pursue acquisition opportunities that may be complementary to our business, and, as a result, those opportunities may not be available to us.

Financial Risks

Our level of indebtedness, as well as our ability to comply with covenants under our debt instruments, could adversely affect our business and financial condition.

We have a substantial amount of indebtedness and are permitted to incur a substantial amount of additional indebtedness, including secured debt. Our existing debt, together with any incurrence of additional indebtedness, could have important consequences, including, but not limited to:

- increasing our vulnerability to general adverse economic and industry conditions;

- limiting our ability to obtain additional financing for working capital, capital expenditures, research and development, debt service requirements, acquisitions, and general corporate or other purposes;

- resulting in a downgrade to our credit rating, which could adversely affect our cost of funds, including our commercial paper programs, liquidity, and access to capital markets;
- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to adjust to changing market conditions and place us at a competitive disadvantage compared to our competitors who are not as highly leveraged;
- making it more difficult for us to make payments on our existing indebtedness;
- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund our operations, payments of dividends, capital expenditures, and future business opportunities;
- exposing us to risks related to fluctuations in foreign currency, as we earn profits in a variety of foreign currencies and the majority of our debt is denominated in U.S. dollars; and
- in the case of any additional indebtedness, exacerbating the risks associated with our substantial financial leverage.

In addition, we may not generate sufficient cash flow from operations or future debt or equity financings may not be available to us to enable us to pay our indebtedness or to fund other needs. As a result, we may need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness on favorable terms, or at all. Any inability to generate sufficient cash flow or to refinance our indebtedness on favorable terms could have a material adverse effect on our financial condition.

Our debt instruments contain customary representations, warranties, and covenants, including a financial covenant in our senior unsecured revolving credit facility (the "Senior Credit Facility") to maintain a minimum shareholders' equity balance (excluding accumulated other comprehensive income/(losses)). The creditors who hold our debt could accelerate amounts due in the event that we default, which could potentially trigger a default or acceleration of the maturity of our other debt. If our operating performance declines, or if we are unable to comply with any covenant, such as our ability to timely prepare and file our periodic reports with the SEC, we have in the past needed and may in the future need to obtain waivers from the required creditors under our debt instruments to avoid being in default.

If we breach any covenants under our debt instruments and seek a waiver, we may not be able to obtain a waiver from the required creditors, or we may not be able to remedy compliance within the terms of any waivers approved by the required creditors. If this occurs, we would be in default under our debt instruments and unable to access our Senior Credit Facility. In addition, certain creditors could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

Additional impairments of the carrying amounts of goodwill or other indefinite-lived intangible assets could negatively affect our financial condition and results of operations.

As of December 30, 2023, we maintain 11 reporting units, seven of which comprise our goodwill balance. Our indefinite-lived intangible asset balance primarily consists of a number of individual brands. We test our reporting units and brands for impairment annually as of the first day of our third quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit or brand is less than its carrying amount. Such events and circumstances could include a sustained decrease in our market capitalization, increased competition or unexpected loss of market share, increased input costs beyond projections, disposals of significant brands or components of our business, unexpected business disruptions (for example due to a natural disaster, pandemic, or loss of a customer, supplier, or other significant business relationship), unexpected significant declines in operating results, significant adverse changes in the markets in which we operate, changes in income tax rates, changes in interest rates, or changes in management strategy. We test reporting units for impairment by comparing the estimated fair value of each reporting unit with its carrying amount. We test brands for impairment by comparing the estimated fair value of each brand with its carrying amount. If the carrying amount of a reporting unit or brand exceeds its estimated fair value, we record an impairment loss based on the difference between fair value and carrying amount, in the case of reporting units, not to exceed the associated carrying amount of goodwill.

Reporting units and brands that have 20% or less excess fair value over carrying amount as of the 2023 annual impairment test we performed as of July 2, 2023 have a heightened risk of future impairments if any assumptions, estimates, or market factors change in the future. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions, estimates, and market factors. Estimating the fair value of individual reporting units and brands requires us to make assumptions and estimates regarding our future plans, as well as industry, economic, and regulatory conditions. These assumptions and estimates include estimated future annual net cash flows, income tax considerations, discount rates, growth rates, royalty rates, contributory asset charges, and other market factors. Our current expectations also include certain assumptions that could be negatively impacted if we are unable to meet our pricing expectations in relation to inflation. If current expectations of future growth rates and margins are not met, if market factors outside of our control, such as discount rates, market capitalization, income tax rates, foreign currency exchange rates, or inflation, change, or if management's expectations or plans otherwise change, including updates to our long-term operating plans, then one or more of our reporting units or brands might become impaired in the future, which could negatively affect our operating results or net worth. Furthermore, changes in reporting units, including as a result of integrating a new acquisition into an existing reporting unit that has a fair value below carrying amount of goodwill, have led, and could in the future lead, to an impairment of goodwill. Additionally, any decisions to divest certain non-strategic assets has led, and could in the future lead, to goodwill or intangible asset impairments.

Reporting units with 10% or less fair value over carrying amount had an aggregate goodwill carrying amount after impairment of $17.6 billion as of the 2023 annual impairment test and included Taste, Meals, and Away from Home ("TMA"), Northern Europe, Continental Europe, and Canada and North America Coffee ("CNAC"). Reporting units with 10-20% fair value over carrying amount had an aggregate goodwill carrying amount of $12.5 billion as of the 2023 annual impairment test and included Fresh, Beverages, and Desserts ("FBD") and Latin America ("LATAM"). Our Asia reporting unit had between 20-50% fair value over carrying amount with an aggregate goodwill carrying amount of $309 million as of the 2023 annual impairment test. Our reporting units that have less than 5% excess fair value over carrying amount as of the 2023 annual impairment test are considered at a heightened risk of future impairments and include our TMA, Continental Europe, and CNAC reporting units, which had an aggregate goodwill carrying amount of $15.9 billion. Our four remaining reporting units had no goodwill carrying amount at the time of the 2023 annual impairment test. After the 2023 annual impairment test and after reclassifying two indefinite-lived intangible asset brands to definite-lived trademarks, our indefinite-lived brands with 10% or less fair value over carrying amount had an aggregate carrying amount of $16.2 billion as of the 2023 annual impairment test and included *Kraft*, *Oscar Mayer*, *Velveeta*, *Maxwell House*, *Cool Whip*, and *Jet Puffed.* Brands with 10-20% fair value over carrying amount had an aggregate carrying amount of $2.4 billion as of the 2023 annual impairment test and included *Miracle Whip and Ore-Ida*. The aggregate carrying amount of brands with fair value over carrying amount between 20-50% was $4.2 billion as of the 2023 annual impairment test. Although the remaining brands, with a carrying amount of $15.7 billion, have more than 50% excess fair value over carrying amount as of the 2023 annual impairment test, these amounts are also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future. Our brands that have less than 5% excess fair value over carrying amount as of the 2023 annual impairment test are considered at a heightened risk of future impairments and include our *Kraft*, *Velveeta*, *Maxwell House*, *Cool Whip*, and *Jet Puffed* brands, which had an aggregate carrying amount of $13.5 billion.

Our net sales and net income may be exposed to foreign exchange rate fluctuations.

We derive a substantial portion of our net sales from international markets. We hold assets, incur liabilities, earn revenue, and pay expenses in a variety of currencies other than the U.S. dollar, primarily the Canadian dollar, euro, British pound sterling, Brazilian real, Australian dollar, Chinese renminbi, Indonesian rupiah, New Zealand dollar, and Russian ruble. Since our consolidated financial statements are reported in U.S. dollars, fluctuations in foreign currency exchange rates from period to period, which have been more volatile recently, will have an impact on our reported results. We have implemented foreign currency hedges intended to reduce our exposure to changes in foreign currency exchange rates. However, these hedging strategies may not be successful, and any of our unhedged foreign exchange exposures will continue to be subject to market fluctuations. In addition, in certain circumstances, we may incur costs in one currency related to services or products for which we are paid in a different currency. As a result, factors associated with our international operations, including changes in foreign currency exchange rates, could significantly affect our results of operations and financial condition.

Commodity, energy, and other input prices are volatile and could negatively affect our consolidated operating results.

We purchase and use large quantities of commodities, including dairy products, meat products, tomato products, soybean and vegetable oils, sugar and other sweeteners, coffee beans, wheat and processed grains, eggs, and other fruits and vegetables to manufacture our products. In addition, we purchase and use significant quantities of resins, fiberboard, metals, and cardboard to package our products, and we use other inputs, such as electricity, natural gas, and water, to operate our facilities. We are also exposed to changes in oil prices, including diesel fuel, which influence both our packaging and transportation costs. Prices for commodities, energy, and other supplies are volatile and can fluctuate due to conditions that are difficult to predict, including global competition for resources, inflationary pressure, foreign currency fluctuations, geopolitical conditions or conflicts (including the ongoing conflicts between Russia and Ukraine and in the Middle East and rising tensions between China and Taiwan), cybersecurity incidents, severe weather, natural disasters, global climate change, water risk, pandemics, crop failures, crop shortages due to plant disease or insect and other pest infestation, consumer, industrial, or investment demand, and changes in governmental regulation and trade, tariffs, alternative energy, including increased demand for biofuels, and agricultural programs. Additionally, we may be unable to maintain favorable arrangements with respect to the costs of procuring raw materials, packaging, services, and transporting products, which could result in increased expenses and negatively affect our operations. Furthermore, the cost of raw materials and finished products may fluctuate due to changes in cross-currency transaction rates. In addition, disruptions in the global economy caused by the ongoing conflict between Russia and Ukraine have caused, and could continue to cause, increased volatility of commodity and energy costs. Rising commodity, energy, and other input costs could materially and adversely affect our cost of operations, including the manufacture, transportation, and distribution of our products, which could materially and adversely affect our financial condition and operating results.

Although we monitor our exposure to commodity and other input prices as an integral part of our overall risk management program, and seek to hedge against input price increases to the extent we deem appropriate, we do not fully hedge against changes in commodity prices, and our hedging strategies may not protect us from increases in specific raw materials costs. For example, hedging our costs for one of our key commodities, dairy products, is difficult because dairy futures markets are not as liquid as many other commodities futures markets. Continued volatility or sustained increases in the prices of commodities and other supplies we purchase could increase the costs of our products, and our profitability could suffer. Moreover, increases in the prices of our products to cover these increased costs may result in lower sales volumes, or we may be constrained from increasing the prices of our products by competitive and consumer pressures. If we are not successful in our hedging activities, or if we are unable to price our products to cover increased costs, then commodity and other input price volatility or increases could materially and adversely affect our financial condition and operating results.

In 2023, we continued to experience higher commodity costs and supply chain costs, including manufacturing, procurement, and logistics costs largely due to inflationary pressures concentrated in the first half of the year. Although we take measures to mitigate the impact of this inflation through pricing actions and efficiency gains, if these measures are not effective our financial condition, operating results, and cash flows could be materially adversely affected. Even if such measures are effective, we expect that there could be a difference between the timing of when these beneficial actions impact our results of operations and when the cost inflation is incurred. Additionally, the pricing actions we take have, in some instances, negatively impacted and could continue to negatively impact our market share.

Volatility in the market value of all or a portion of the derivatives we use to manage exposures to fluctuations in commodity prices may cause volatility in our gross profit and net income.

We use commodity futures, options, and swaps to economically hedge the price of certain input costs, including dairy products, vegetable oils, corn, coffee beans, wheat products, meat products, sugar cane, and cocoa beans. We recognize gains and losses based on changes in the values of these commodity derivatives. We recognize these gains and losses in cost of products sold in our consolidated statements of income. We recognize the unrealized gains and losses on these commodity derivatives in general corporate expenses until realized; once realized, the gains and losses are recorded in the applicable segment's operating results. Accordingly, changes in the values of our commodity derivatives may cause volatility in our gross profit and net income.

Regulatory Risks

Our compliance with laws and regulations, and related legal claims or regulatory enforcement actions, could expose us to significant liabilities and damage our reputation.

As a large, global food and beverage company, we operate in a highly regulated environment with constantly evolving legal and regulatory frameworks. Various laws and regulations govern our practices including, but not limited to, those related to advertising and marketing, product claims and labeling, food production, environmental matters (including climate change), packaging and waste management (including packaging containing PFAS), intellectual property, consumer protection and product liability, commercial disputes, trade and export controls, anti-trust, data privacy, labor and employment, workplace health and safety, forced labor, such as the UFLPA, and tax. As a consequence, we face a heightened risk of legal claims and regulatory enforcement actions in the ordinary course of business. In addition, the imposition of new laws, changes in laws or regulatory requirements or changing interpretations thereof, and differing or competing regulations and standards across the markets where our products are made, manufactured, distributed, and sold have in the past and could continue to result in higher compliance costs, capital expenditures, and higher production costs, adversely impacting our product sales, financial condition, and results of operations. Furthermore, actions we have taken or may take, or decisions we have made or may make, in response to pandemics (including the COVID-19 pandemic), may result in investigations, legal claims, or litigation against us. In addition, claims about the health impacts of consumption of our products, or ingredients, components, or substances

present or allegedly present in those products or packaging, have resulted in, and could in the future result in, us being subject to regulations, fines, lawsuits, or taxes that could adversely impact our business.

As a result of any such legal claims or regulatory enforcement actions, we could be subject to monetary judgments, settlements, and civil and criminal actions, including fines, injunctions, product recalls, penalties, disgorgement of profits, or activity restrictions, which could materially and adversely affect our reputation, product sales, financial condition, results of operations, and cash flows. We evaluate these legal claims and regulatory enforcement actions to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we establish reserves and disclose relevant material litigation claims, legal proceedings, or regulatory enforcement actions as appropriate and in accordance with SEC rules and accounting principles generally accepted in the United States of America ("U.S. GAAP"). Our assessments and estimates are based on the information available to management at the time and involve a significant amount of judgment. Actual outcomes or losses may differ materially from our current assessments and estimates. In addition, even if a claim is unsuccessful, without merit, or not pursued to completion, the cost of defending against or responding to such a claim, including expenses and management time, could adversely affect our financial condition and operating results.

If we fail to maintain an effective system of internal controls, we may not be able to accurately and timely report our financial results, which could negatively impact our business, investor confidence, and the price of our common stock.

If we are unable to maintain effective internal control over financial reporting or disclosure controls and procedures, our ability to record, process, and report financial information accurately and to prepare financial statements within required time periods could be adversely affected, which could subject us to litigation, investigations, or penalties; negatively affect our liquidity, our access to capital markets, perceptions of our creditworthiness, our ability to complete acquisitions, our ability to maintain compliance with covenants under our debt instruments or derivative arrangements regarding the timely filing of periodic reports, or investor confidence in our financial reporting; or cause defaults, accelerations, or cross-accelerations under our debt instruments or derivative arrangements to the extent we are unable to obtain waivers from the required creditors or counterparties or to cure any breaches, any of which may require management resources or cause our stock price to decline.

A downgrade in our credit rating could adversely impact interest costs or access to future borrowings.

Our borrowing costs can be affected by short and long-term credit ratings assigned by rating organizations. A decrease in these credit ratings could limit our access to capital markets and increase our borrowing costs, which could materially and adversely affect our financial condition and operating results. As of the date of this filing, our long-term debt is rated BBB by S&P Global Ratings and Fitch Ratings and Baa2 by Moody's Investor Services, Inc., with a stable outlook from all three ratings agencies.

Registered Securities Risks

Sales of our common stock in the public market could cause volatility in the price of our common stock or cause the share price to fall.

Sales of a substantial number of shares of our common stock in the public market, including sales of our common stock by Berkshire Hathaway, or the perception that these sales might occur, could depress the market price of our common stock, and could impair our ability to raise capital through the sale of additional equity securities. A sustained depression in the market price of our common stock has happened and could in the future happen, which could also reduce our market capitalization below the book value of net assets, which could increase the likelihood of recognizing goodwill or indefinite-lived intangible asset impairment losses that could negatively affect our financial condition and results of operations.

Kraft Heinz and Berkshire Hathaway are party to a registration rights agreement requiring us to register for resale under the Securities Act all registrable shares held by Berkshire Hathaway, which represents all shares of our common stock held by Berkshire Hathaway as of the date of the closing of the 2015 Merger. As of December 30, 2023, registrable shares represented approximately 26.7% of all outstanding shares of our common stock. Although the registrable shares are subject to certain holdback and suspension periods, the registrable shares are not subject to a "lock-up" or similar restriction under the registration rights agreement. Accordingly, offers and sales of a large number of registrable shares may be made pursuant to an effective registration statement under the Securities Act in accordance with the terms of the registration rights agreement. Sales of our common stock by Berkshire Hathaway to other persons would likely result in an increase in the number of shares being traded in the public market and may increase the volatility of the price of our common stock.

Our share repurchase program may not be fully consummated and the anticipated enhanced long-term stockholder value may not be realized, and share repurchases could increase the volatility of the price of our stock.

In November 2023, the Board authorized the Company to repurchase up to $3.0 billion, exclusive of fees, of our outstanding common stock through December 26, 2026. Our repurchase program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The timing and amount of any repurchases, if any, will depend on factors such as our historical and expected business performance and cash and liquidity positions, the price of our stock, economic and market conditions, and corporate and regulatory requirements. Our share repurchase program could affect the price of our stock and increase volatility and may be suspended or terminated at any time. We cannot guarantee that we will repurchase shares or conduct future share repurchase programs, or that any such programs, even if fully implemented, will result in long-term increases to stockholder value. Any failure to fully implement our repurchase program may negatively impact our reputation, investor confidence, and the price of the Company's common stock.

Our ability to pay regular dividends to our stockholders and the amounts of any such dividends are subject to the discretion of the Board and may be limited by our financial condition, debt agreements, or limitations under Delaware law.

Although it is currently anticipated that we will continue to pay regular quarterly dividends, any such determination to pay dividends and the amounts thereof will be at the discretion of the Board and will be dependent on then-existing conditions, including our financial condition, income, legal requirements, including limitations under Delaware law, debt agreements, and other factors the Board deems relevant. The Board has previously decided, and may in the future decide, in its sole discretion, to change the amount or frequency of dividends or discontinue the payment of dividends entirely. For these reasons, stockholders will not be able to rely on dividends to receive a return on investment. Accordingly, realization of any gain on shares of our common stock may depend on the appreciation of the price of our common stock, which may not occur.

General Risk Factors

Disruptions in the global economy caused by geopolitical conflicts could adversely affect our business, financial condition, and results of operations.

Escalation of geopolitical tensions related to military conflict, including increased trade barriers or restrictions on global trade, could result in, among other things, supply chain disruptions, changes in consumer demand, increased cyberattacks, and impacts on foreign exchange rates and financial markets, any of which may adversely affect our business, financial condition, and results of operations. Although we do not have operations in Ukraine, and our business in Russia generated approximately 1% of our consolidated net sales for the year ended December 30, 2023, the military conflict between Russia and Ukraine has caused, and could continue to cause, negative impacts on our business and the global economy. Governments in the United States, Canada, United Kingdom, and European Union have each imposed export controls and economic sanctions on certain industry sectors and parties in Russia. Further, the Russian government has placed restrictions on the transfer of funds to and from Russian entities, making it more difficult to operate in Russia. Failure to comply with applicable sanctions and measures could subject us to regulatory penalties, temporary or permanent loss of assets, or our ability to conduct business operations in Russia. While less than 1% of consolidated total assets are located in Russia as of December 30, 2023, our Russian assets may be partially or fully impaired in future periods, or our business operations terminated, based on actions taken by Russia, other parties, or us. The effects of current geopolitical conflicts, including the conflicts between Russia and Ukraine and in the Middle East and rising tensions between China and Taiwan, as well as potential future geopolitical tensions, could heighten many of our known risks described in this Item 1A, *Risk Factors*.

Unanticipated business disruptions and natural events in the locations in which we or our customers, suppliers, distributors, or regulators operate could adversely affect our ability to provide products to our customers or our results of operations.

We have a complex network of suppliers, owned and leased manufacturing locations, co-manufacturing locations, distribution networks, and information systems that support our ability to consistently provide our products to our customers. Factors that are hard to predict or beyond our control, such as weather or other geological events or natural disasters, including hurricanes, earthquakes, floods, tsunamis, or wild fires (whether as a result of climate change or otherwise), raw material shortages, fires or explosions, political unrest, geopolitical conflicts (including the ongoing conflicts between Russia and Ukraine and in the Middle East), terrorism, civil strife, acts of war, public corruption, expropriation, generalized labor unrest or labor shortages, or pandemics (including COVID-19), could damage or disrupt our operations or the operations of our customers, suppliers, vendors, co-manufacturers, distributors, or regulators. These factors include, but are not limited to:

- natural disasters, labor strikes, or other disruptions at any of our facilities or our suppliers' or distributors' facilities may impair or delay the delivery of our products; and
- illness of our workforce, or the workforce of third parties with which we do business, due to influenza or pandemics, could disrupt production of our products in one or more of our manufacturing facilities, or cause our suppliers, vendors, distributors, or third-party manufacturers to fail to meet their obligations to us.

These or other disruptions may require additional resources to restore our supply chain or distribution network. While we insure against many of these events and certain business interruption risks and have policies and procedures to manage business continuity planning, such insurance may not compensate us for any losses incurred and our business continuity plans may not effectively resolve the issues in a timely manner. To the extent we are unable to respond to disruptions in our operations, whether by finding alternative suppliers or replacing capacity at key manufacturing or distribution locations; to quickly repair damage to our information, production, or supply systems; or to financially mitigate the likelihood or potential impact of such events, or effectively manage them if they occur, we may be late in delivering, or unable to deliver, products to our customers or to track orders, inventory, receivables, and payables. If that occurs, our customers' confidence in us and long-term demand for our products could decline. Any of these events could materially and adversely affect our product sales, financial condition, and results of operations.

Our performance may be adversely affected by economic and political conditions in the United States and in various other nations where we do business.

Our performance has been in the past and may continue in the future to be impacted by economic and political conditions in the United States and in other nations where we do business. Economic and financial uncertainties in our international markets, changes to major international trade arrangements, and the imposition of tariffs by certain foreign governments could negatively impact our operations and sales. Other factors impacting our operations in the United States and in international locations where we do business include changes in laws, export and import restrictions, foreign currency exchange rates, foreign currency devaluation, cash repatriation restrictions, recessionary conditions, governmental subsidies provided to our consumers, foreign ownership restrictions, nationalization, the impact of hyperinflationary environments, a potential U.S. federal government shutdown, terrorist acts, political unrest, and military conflict. Such factors in either domestic or foreign jurisdictions, and our responses to them, could materially and adversely affect our product sales, financial condition, and operating results.

We rely on our management team and other key personnel and may be unable to hire or retain key personnel or a highly skilled and diverse global workforce.

We depend on the skills, working relationships, and continued services of key personnel, including our experienced management team. In addition, our ability to achieve our operating goals depends on our ability to identify, hire, train, and retain qualified individuals. We compete with other companies both within and outside of our industry for talented personnel, and we may lose key personnel or fail to attract, train, and retain other talented personnel and a diverse global workforce with the skills and in the locations we need to operate and grow our business. Unplanned turnover, failure to attract and develop personnel with key emerging capabilities such as e-commerce and digital marketing skills, or failure to develop adequate succession plans for leadership positions, including the Chief Executive Officer position, could deplete our institutional knowledge base and erode our competitiveness. Further, equity-based compensation is a key component of our compensation program and essential for attracting and retaining qualified personnel. As a result, the lack of positive performance in our stock price may adversely affect our ability to attract or retain key personnel. Changes in immigration laws and policies could also make it more difficult for us to recruit or relocate skilled employees. Any such loss, failure, or limitation could adversely affect our product sales, financial condition, and operating results.

We are significantly dependent on information technology, and we may be unable to protect our information systems against service interruption, misappropriation of data, or breaches of security.

We rely on information technology networks and systems, including the Internet, to process, transmit, and store electronic and financial information, to manage a variety of business processes and activities, and to comply with regulatory, legal, and tax requirements. We also depend on our information technology infrastructure for digital marketing activities and for electronic communications among our locations, personnel, customers, and suppliers. These information technology systems, some of which are managed by third parties, may be susceptible to damage, invasions, disruptions, or shutdowns due to hardware failures, computer viruses, hacker attacks and other cybersecurity risks, telecommunication failures, user errors, catastrophic events, or other factors. Geopolitical tensions or conflicts, and the rapid evolution and increased adoption of artificial intelligence technologies may further heighten the risk of cybersecurity attacks. If our information technology systems suffer severe damage, disruption, or shutdown, by unintentional or malicious actions of employees or contractors or by cyberattacks, and our business continuity plans do not effectively resolve the issues in a timely manner, we could experience business disruptions, reputational damage, transaction errors, processing inefficiencies, the leakage of confidential information, and the loss of customers and sales, causing our product sales, financial condition, and operating results to be adversely affected and the reporting of our financial results to be delayed. While we have developed and implemented security measures and internal controls designed to protect against cyber and other security threats, such measures cannot provide absolute security and may not be successful in preventing future security breaches. Moreover, these threats are constantly evolving, thereby making it more difficult to successfully defend against them or to implement adequate preventative measures. We may not have the current capability to detect certain vulnerabilities, which may allow those vulnerabilities to persist in our systems over long periods of time. In the past, we have experienced security incidents resulting from unauthorized access to or use of our systems or those of third parties, which to date, have not had a material impact on our operations; however, there is no assurance that the impact of any security incidents will not be material in the future.

In addition, if we are unable to prevent security breaches or disclosure of non-public information, we may suffer financial and reputational damage, litigation or remediation costs, fines, or penalties because of the unauthorized disclosure of confidential information belonging to us or to our partners, customers, consumers, or suppliers. While we maintain a cyber insurance policy that provides coverage for security incidents, we cannot be certain that our coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on financially reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim.

Misuse, leakage, or falsification of information could result in violations of data privacy laws and regulations, damage to our reputation and credibility, loss of opportunities to acquire or divest of businesses or brands, and loss of our ability to commercialize products developed through research and development efforts and, therefore, could have a negative impact on net sales. In addition, we may suffer financial and reputational damage because of lost or misappropriated confidential information belonging to us, our current or former employees, or to our suppliers or consumers, and may become subject to legal action and increased regulatory oversight. We could also be required to spend significant financial and other resources to remedy the damage caused by a security breach or to repair or replace networks and information systems.

We are also subject to various laws and regulations that are continuously evolving and developing regarding privacy, data protection, and data security, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personal data. Such laws and regulations, as well as their interpretation and application, may vary from jurisdiction to jurisdiction, which can result in inconsistent or conflicting requirements. The European Union’s General Data Protection Regulation (“GDPR”), and similar regulations implemented in other non-U.S. geographies, adds a broad array of requirements with respect to personal data, including the public disclosure of significant data breaches, and imposes substantial penalties for non-compliance. The California Consumer Privacy Act (“CCPA”) and the California Privacy Rights Act (“CPRA”), which amended the CCPA, among other things, impose additional requirements with respect to disclosure and deletion of personal information of California residents. The CCPA and CPRA provide civil penalties for violations, as well as a private right of action for data breaches. Similar legislation in other states imposes transparency and other obligations with respect to personal data of their respective residents and provide residents with similar rights. GDPR, CCPA, CPRA, and other privacy and data protection laws may increase our costs of compliance and risks of non-compliance, which could result in substantial penalties.

Our results could be adversely impacted as a result of increased pension, labor, and people-related expenses.

Inflationary pressures, shortages in the labor market, increased employee turnover, and changes in the availability of our workers could increase labor costs, which could have a material adverse effect on our consolidated operating results or financial condition. Our labor costs include the cost of providing employee benefits in the United States, Canada, and other foreign jurisdictions, including pension, health and welfare, and severance benefits. Any declines in market returns could adversely impact the funding of pension plans, the assets of which are invested in a diversified portfolio of equity and fixed-income securities and other investments. Additionally, the annual costs of benefits vary with increased costs of health care and the outcome of collectively bargained wage and benefit agreements.

Furthermore, we may be subject to increased costs or experience adverse effects to our operating results if we are unable to renew collectively bargained agreements on satisfactory terms. Our financial condition and ability to meet the needs of our customers could be materially and adversely affected if strikes or work stoppages or interruptions occur as a result of delayed negotiations with union-represented employees both in and outside of the United States.

We continue to observe a competitive labor market. Employee turnover, changes in the availability of our workers, and labor shortages in our supply chain have resulted in, and could continue to result in, increased costs and have, and could again, impact our ability to meet consumer demand, both of which could negatively affect our financial condition, results of operations, or cash flows.

Changes in tax laws and interpretations could adversely affect our business.

We are subject to income and other taxes in the United States and in numerous foreign jurisdictions. Our domestic and foreign tax liabilities are dependent on the jurisdictions in which profits are determined to be earned and taxed. Additionally, the amount of taxes paid is subject to our interpretation of applicable tax laws in the jurisdictions in which we operate. A number of factors influence our effective tax rate, including changes in tax laws and treaties as well as the interpretation of existing laws and rules. Federal, state, and local governments and administrative bodies within the United States, which represents the majority of our operations, and other foreign jurisdictions have implemented, or are considering, a variety of broad tax, trade, and other regulatory reforms that may impact us. Additionally, the Organization for Economic Co-operation and Development (OECD), a global coalition of member countries, proposed a two-pillar plan to reform international taxation. The proposals aim to ensure a fairer distribution of profits among countries and impose a floor on tax competition through the introduction of a global minimum tax. Many countries have enacted or begun the process of enacting laws based on the two-pillar plan proposals. It is not currently possible to accurately determine the potential comprehensive impact of these or future changes, but these changes could have a material impact on our effective tax rate, financial condition, and business.

Significant judgment, knowledge, and experience are required in determining our worldwide provision for income taxes. Our future effective tax rate is impacted by a number of factors including changes in the valuation of our deferred tax assets and liabilities, changes in geographic mix of income, changes in expenses not deductible for tax, including impairment of goodwill, and changes in available tax credits. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are also regularly subject to audits by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits, including transfer pricing matters, and any related litigation could be materially different from our historical income tax provisions and accruals. For example, we are currently under examination for income taxes by the Internal Revenue Service ("IRS") for the years 2018 through 2022. In the third quarter of 2023, we received two Notices of Proposed Adjustment (the "NOPAs") relating to transfer pricing with our foreign subsidiaries. The NOPAs propose an increase to our U.S. taxable income that could result in additional U.S. federal income tax expense and liability of approximately $200 million for 2018 and approximately $210 million for 2019, excluding interest, and assert penalties of approximately $85 million for each of 2018 and 2019. We strongly disagree with the IRS's positions, believe that our tax positions are well documented and properly supported, and intend to vigorously contest the positions taken by the IRS and pursue all available administrative and judicial remedies; however, the ultimate outcome of this matter is uncertain, and if we are required to pay the IRS additional U.S. taxes, interest, and potential penalties, our results of operations and cash flows could be materially affected. We continue to maintain the same operating model and transfer pricing methodology with our foreign subsidiaries that was in place for the years 2018 and 2019, and the IRS began its audit of 2020, 2021, and 2022 during the first quarter of 2024. Economic and political pressures to increase tax revenue in various jurisdictions may make resolving tax disputes more difficult. The results of an audit or litigation could adversely affect our financial statements in the period or periods for which that determination is made.

Volatility of capital markets or macroeconomic factors could adversely affect our business.

Changes in financial and capital markets, including market disruptions, instability in financial institutions, limited liquidity, and interest rate volatility, may increase the cost of financing as well as the risks of refinancing maturing debt. Additionally, some of our customers, suppliers, and counterparties are highly leveraged. Consolidations in some of the industries in which our customers operate have created larger customers, some of which are highly leveraged and facing increased competition and continued credit market volatility. These factors have caused some customers to be less profitable, increasing our exposure to credit risk. A significant adverse change in the financial and/or credit position of a customer, supplier, or counterparty could require us to assume greater credit risk relating to that customer or counterparty and could limit our ability to collect receivables. This could have an adverse impact on our financial condition and liquidity.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity

Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure

The Company assesses, identifies, and manages cybersecurity risk using a data-driven risk management program intended to reduce risks to the following impact classes: the Company's obligations to prevent harm to parties, including employees, customers, and stockholders; and the Company's business objectives.

As part of our cybersecurity strategy, we set risk targets based on our risk thresholds using industry-recognized standards for controlling and evaluating the risk of cybersecurity threats. The Company has developed cybersecurity policies supported by defined standards, including identity and access control, network controls, operational security, information classification, cybersecurity risk management, incident management and reporting, and security in software development lifecycle.

We undertake scheduled and targeted cybersecurity risk assessments to identify and prioritize risks to our three impact classes so that foreseeably harmed parties (which include our employees, contractors, partners, customers, stockholders, consumers, and suppliers) are explicitly included in our risk analysis and risk management priorities. We plan for, implement, and improve safeguards that are designed to reduce unacceptable risks to any foreseeably harmed party. We engage third-party service providers (including contractors and vendors) as part of our normal business operations, including collaborating with third-party experts to assist with evaluating, identifying, and managing our cybersecurity risks.

Our cybersecurity risk management program includes:

- Ongoing audits of third-party service providers, including penetration testing and reviews of program maturity based on the National Institute of Standards and Technology ("NIST") cybersecurity framework;
- Due diligence reviews of third-party service providers' information security programs;
- Regular phishing, social engineering, and cybersecurity awareness training for employees with Company emails and access to connected devices;
- Annual tabletop exercises to educate and train our personnel on response capabilities and inform adjustments to our controls and response;
- Regular consultation with external advisors and specialists regarding opportunities and enhancements to strengthen our cybersecurity practices and policies;
- Ongoing cybersecurity event monitoring, management, and testing of incident response procedures; and
- Ongoing enhancements to cybersecurity capabilities based on evolving threats.

We have adopted an incident response plan that applies in the event of a cybersecurity threat or incident to provide a standardized framework for responding to such cybersecurity incidents. The plan sets out a coordinated approach to investigating, containing, documenting, and mitigating incidents, including reporting findings and keeping senior management, the Board, and other key stakeholders informed and involved as appropriate. The plan is aligned to NIST guidance. It also adheres to standards of practice and includes the involvement of any personnel who may detect incidents, respond to incidents, resolve incidents, and manage communications and responsibilities with authorities about those incidents. The plan applies to all Company personnel (including third-party contractors, vendors, and partners) that perform functions or services requiring access to secure Company information, and to all devices and network services that are owned or managed by the Company.

We also employ systems and processes designed to oversee, identify, and reduce the potential impact of a cybersecurity incident at a third-party service provider. We maintain a third-party cyber risk management process to review and monitor potentially material third-party service providers' security controls. Third-party service providers are required to provide independent attestation reports of their control environment, which are reviewed to validate that the controls meet Company security requirements. In the absence of such reports, third-party service providers are required to complete a detailed questionnaire describing their controls and provide relevant documentation. As part of the third-party risk management process, we request and review annual penetration test reports for the third-party service providers designed to assess whether all high and medium risk findings are addressed. The control environments for third-party service providers are reviewed annually.

Our cybersecurity risk mitigation strategy includes the use of cybersecurity insurance that provides protection against certain potential losses arising from certain cybersecurity incidents.

Risk management concerns, priorities, and progress are reported to the Company's Enterprise Risk Committee quarterly as part of the Company's overall enterprise risk management process. Risk management reports describe cybersecurity priorities, planned safeguards, and resource requirements necessary to achieve acceptable risk outcomes for foreseeably harmed parties.

The Company governs cybersecurity risk through a risk management program designed to enable employees, members of the Audit Committee, Enterprise Risk Committee, executive officers, and other personnel to make informed decisions about cybersecurity risk management that are appropriate for their level of responsibility. Our Chief Information Security Officer ("CISO") oversees the team responsible for leading enterprise-wide information security strategy, policy, standards, architecture, and processes. Our CISO has extensive cybersecurity knowledge and skills gained from more than 20 years of work experience in information security in the consumer goods, banking, legal, healthcare, and education sectors as well as the government. Our CISO holds a master's degree in computer and information systems security/information assurance and designations as a Certified Information Systems Security Professional (CISSP) and Certified Information Security Manager (CISM). The CISO evaluates cybersecurity risks, plans for reduction of risks, directs resources and priorities to improve cybersecurity safeguards, measures the results of those efforts, reports to our senior and executive leaders (including our Global Chief Information Officer and Global Chief Financial Officer), the Enterprise Risk Management Committee, and the Audit Committee regarding our cybersecurity risk priorities and progress, and solicits support from senior and executive leaders to further reduce risks through resources, prioritization, or other means. The CISO receives reports on cybersecurity threats from our Security Operations Center, external threat intel, trusted third-party security suppliers, and a peer network of CISOs at other global companies on an ongoing basis. Our Security Operations Center verifies and validates the threat information and modifies our detection and preventative controls as appropriate. Our CISO works closely with our Chief Global Ethics and Compliance Officer and Chief Legal and Corporate Affairs Officer to oversee compliance with legal, regulatory, and contractual security requirements. The CISO's team evaluates third-party service providers to a degree commensurate with the risk their services pose to us. As part of that program, we also provide feedback to service providers about risks they can reduce using commercially available safeguards. Additionally, the information security team works in partnership with the Company's internal audit team to review information technology-related internal controls as part of our overall internal controls process.

The Audit Committee is responsible for oversight of the Company's information technology and cybersecurity risks. To fulfill its oversight responsibilities, the Audit Committee reviews the measures implemented by the Company to identify and mitigate cybersecurity risks and the Audit Committee receives updates from our Global Chief Information Officer and CISO at least twice a year, which cover topics related to information security, privacy, and cybersecurity risks, and the risk management processes, including the status of significant cybersecurity incidences, the emerging threat landscape, and the status of projects to strengthen the Company's information security posture. The Audit Committee regularly reports to the Board on information technology, cybersecurity, and privacy matters. We have protocols by which certain cybersecurity incidents that meet established reporting thresholds are escalated within the Company and, where appropriate, reported promptly to the Audit Committee or Board, with ongoing updates regarding any such incident until it has been addressed.

We also rely on information technology, third-party service providers, and strategic joint venture partners to support our business and operations, including our secure processing of personal, confidential, financial, sensitive, proprietary, and other types of information, and to enable our service offerings. Despite ongoing efforts to improve our and third parties' ability to protect against cybersecurity threats, we may not be able to protect all information systems, products, and service technologies.

While we have not experienced any material cybersecurity threats or incidents as of the date of this Annual Report on Form 10-K, there can be no guarantee that we will not be the subject of future successful attacks, threats, or incidents that may materially affect the Company or its business strategy, results of operations or financial condition. Additional information on cybersecurity-related risks is discussed under the heading "*We are significantly dependent on information technology, and we may be unable to protect our information systems against service interruption, misappropriation of data, or breaches of security*." under Item 1A, *Risk Factors*.

Item 2. Properties.

Our corporate co-headquarters are located in Pittsburgh, Pennsylvania and Chicago, Illinois. Our co-headquarters are leased and house certain executive offices, our U.S. business units, and our administrative, finance, legal, and human resource functions. We maintain additional owned and leased offices throughout the regions in which we operate.

We manufacture our products in our network of manufacturing and processing facilities located throughout the world. As of December 30, 2023, we operated 75 manufacturing and processing facilities. We own 70 and lease five of these facilities. Our manufacturing and processing facilities count by segment as of December 30, 2023 was:

	Owned	Leased
North America	32	2
International	38	3

We maintain all of our manufacturing and processing facilities in good condition and believe they are suitable and are adequate for our present needs. We also enter into co-manufacturing arrangements with third parties if we determine it is advantageous to outsource the production of any of our products.

In 2023, we ceased operations of our facility in Irvine, California in our North America segment and two manufacturing facilities in China within our International segment as part of our planned restructuring activities. See Note 5, *Restructuring Activities*, in Item 8, *Financial Statements and Supplementary Data*, for additional information on our exit and disposal costs.

Item 3. Legal Proceedings.

See Note 15, *Commitments and Contingencies*, in Item 8, *Financial Statements and Supplementary Data*.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock is listed on The Nasdaq Stock Market LLC (Nasdaq) under the ticker symbol "KHC." At February 10, 2024, there were approximately 37,627 holders of record of our common stock.

See *Equity and Dividends* in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, for a discussion of cash dividends declared on our common stock.

Comparison of Cumulative Total Return

The following graph compares the cumulative total return on our common stock with the cumulative total return of the S&P 500 Index and the S&P Consumer Staples Food and Soft Drink Products, which we consider to be our peer group. Companies included in the S&P Consumer Staples Food and Soft Drink Products index change periodically and are presented on the basis of the index as it is comprised on December 30, 2023. This graph covers the five-year period from December 28, 2018 (the last trading day of our fiscal year 2018) through December 29, 2023 (the last trading day of our fiscal year 2023). The graph shows total shareholder return assuming $100 was invested on December 28, 2018 and the dividends were reinvested on a daily basis.

Screenshot 2024-01-10 164448 1.10.24.gif

	Kraft Heinz	S&P 500	S&P Consumer Staples Food and Soft Drink Products
December 28, 2018	$ 100.00	$ 100.00	$ 100.00
December 27, 2019	76.72	132.97	128.43
December 24, 2020	89.80	154.78	135.53
December 23, 2021	94.37	200.34	153.96
December 30, 2022	113.64	165.48	170.15
December 29, 2023	107.91	208.99	161.89

The above performance graph shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act.

Issuer Purchases of Equity Securities During the Three Months Ended December 30, 2023

Our share repurchase activity in the three months ended December 30, 2023 was:

	Total Number of Shares Purchased[(a)]	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[(b)]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
10/01/2023 — 11/04/2023	143,353	$ 33.74	—	$ —
11/05/2022 — 12/02/2023	2,139,192	35.12	2,135,574	2,925
12/03/2023 — 12/30/2023	6,153,670	36.60	6,149,491	2,700
Total	8,436,215		8,285,065	

(a) Includes (1) shares purchased pursuant to the share repurchase program described in (b) below, (2) shares repurchased to offset the dilutive effect of the exercise of stock options using option exercise proceeds and the vesting restricted stock units ("RSUs") and performance share units ("PSUs"), and (3) shares withheld for tax liabilities associated with the vesting of RSUs and PSUs.

(b) On November 27, 2023, the Company announced that the Board of Directors approved a share repurchase program authorizing the Company to purchase up to $3.0 billion of the Company's common stock through December 26, 2026. The Company is not obligated to repurchase any specific number of shares and the program may be modified, suspended, or discontinued at any time. Under the program, shares may be repurchased in open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act, privately negotiated transactions, transactions structured through investment banking institutions, or other means.

Item 6. [Reserved].

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

Objective:
The following discussion provides an analysis of our financial condition and results of operations from management's perspective and should be read in conjunction with the consolidated financial statements and related notes included in Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K. Our objective is to also provide discussion of material events and uncertainties known to management that are reasonably likely to cause reported financial information not to be indicative of future operating results or of future financial condition and to offer information that provides an understanding of our financial condition, results of operations, and cash flows.

See below for discussion and analysis of our financial condition and results of operations for 2023 compared to 2022. See Item 7, *Management's Discussions and Analysis of Financial Condition and Results of Operations*, in our Annual Report on Form 10-K for the year ended December 31, 2022 for a detailed discussion of our financial condition and results of operations for 2022 compared to 2021.

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

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

During the fourth quarter of 2023, certain organizational changes were announced that are expected to impact our future internal reporting and reportable segments. We expect to divide our International segment into three operating segments — Europe and Pacific Developed Markets ("EPDM" or "International Developed Markets"), West and East Emerging Markets ("WEEM"), and Asia Emerging Markets ("AEM") — in order to enable enhanced focus on the different strategies required for each of these regions as part of our long-term strategic plan.

As a result of these changes, we expect to have two reportable segments: North America and International Developed Markets. We anticipate that our remaining operating segments, consisting of WEEM and AEM, will be combined and disclosed as Emerging Markets. We expect that the change to our reportable segments will be effective in the first quarter of 2024.

See Note 20, *Segment Reporting*, in Item 8, *Financial Statements and Supplementary Data*, for our financial information by segment.

Conflict Between Russia and Ukraine:
For the years ended December 30, 2023 and December 31, 2022, approximately 1% of consolidated net sales, net income/(loss), and Adjusted EBITDA were generated from our business in Russia. As of December 30, 2023, less than 1% of consolidated total assets were located in Russia and we had approximately 1,100 employees in Russia. We have no operations or employees in Ukraine and insignificant net sales through distributors. We will continue to monitor the impact that this conflict has on our business; however, through 2023, the conflict between Russia and Ukraine did not have a material impact on our financial condition, results of operations, or cash flows.

Items Affecting Comparability of Financial Results

Impairment Losses:
Our results of operations reflect goodwill impairment losses of $510 million and intangible asset impairment losses of $152 million in 2023 compared to goodwill impairment losses of $444 million, intangible asset impairment losses of $469 million, and net property, plant, and equipment asset impairment losses of $86 million in 2022. See Note 4, *Acquisitions and Divestitures*, and Note 8, *Goodwill and Intangible Assets*, in Item 8, *Financial Statements and Supplementary Data*, for additional information on these impairment losses.

53rd Week:
We operate on a 52- or 53-week fiscal year ending on the last Saturday in December in each calendar year. Our 2023 fiscal year was a 52-week period that ended on December 30, 2023. Our 2022 fiscal year was a 53-week period that ended on December 31, 2022.

Inflation and Supply Chain Impacts:

During the year ended December 30, 2023, we experienced increased supply chain costs, including procurement, and manufacturing costs, largely due to inflationary pressures concentrated in the first half of the year, as compared to the prior year period. While these costs have a negative impact on our results of operations, we have taken measures to mitigate the impact of this inflation through pricing actions, efficiency gains, and hedging strategies. However, there has been, and we expect that there could continue to be, a difference between the timing of when these beneficial actions impact our results of operations and when the cost inflation is incurred. Additionally, the pricing actions we have taken have, in some instances, negatively impacted, and could continue to negatively impact, our market share.

Results of Operations

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

Consolidated Results of Operations

Summary of Results:

	December 30, 2023	December 31, 2022	% Change
	(in millions, except per share data)		
Net sales	$ 26,640	$ 26,485	0.6 %
Operating income/(loss)	4,572	3,634	25.8 %
Net income/(loss)	2,846	2,368	20.2 %
Net income/(loss) attributable to common shareholders	2,855	2,363	20.8 %
Diluted EPS	2.31	1.91	20.9 %

Net Sales:

	December 30, 2023	December 31, 2022	% Change
	(in millions)		
Net sales	$ 26,640	$ 26,485	0.6 %
Organic Net Sales[(a)]	26,774	25,889	3.4 %

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

Fiscal Year 2023 Compared to Fiscal Year 2022:

Net sales increased 0.6% to $26.6 billion in 2023 compared to $26.5 billion in 2022, including the unfavorable impacts of lapping a 53rd week of shipments in the prior period (1.8 pp), foreign currency (0.9 pp), and acquisitions and divestitures (0.1 pp). Organic Net Sales increased 3.4% to $26.8 billion in 2023 compared to $25.9 billion in 2022, primarily driven by higher pricing (8.9 pp), which more than offset unfavorable volume/mix (5.5 pp). Pricing was higher in both segments, while volume/mix was unfavorable in both segments.

Net Income/(Loss):

	December 30, 2023	December 31, 2022	% Change
	(in millions)		
Operating income/(loss)	$ 4,572	$ 3,634	25.8 %
Net income/(loss)	2,846	2,368	20.2 %
Net income/(loss) attributable to common shareholders	2,855	2,363	20.8 %
Adjusted EBITDA[a]	6,307	6,003	5.1 %

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

Fiscal Year 2023 Compared to Fiscal Year 2022:

Operating income/(loss) increased 25.8% to $4.6 billion in 2023 compared to $3.6 billion in 2022, primarily driven by higher pricing, efficiency gains, lower non-cash impairment losses in the current year period, and the impact of the securities class action lawsuit in the prior year period. These impacts more than offset higher commodity costs, including the impact of realized and unrealized gains and losses on commodity hedges; higher supply chain costs, reflecting inflationary pressure in manufacturing and procurement costs; unfavorable volume/mix; increased selling, general and administrative expenses ("SG&A"), particularly advertising expenses; and the decrease from lapping a 53rd week of shipments in the prior period.

Net income/(loss) increased 20.2% to $2.8 billion in 2023 compared to $2.4 billion in 2022. This increase was driven by the operating income/(loss) factors discussed above and lower interest expense, which more than offset unfavorable changes in other expense/(income) and higher tax expense.

- Interest expense was $912 million in 2023 compared to $921 million in 2022.
- Our effective tax rate was 21.7% in 2023 compared to 20.2% in 2022. Our 2023 effective tax rate was favorably impacted by the geographic mix of pre-tax income in various non-U.S. jurisdictions. These impacts were partially offset by the impact of certain unfavorable rate reconciling items, primarily non-deductible goodwill impairments and the impact of the federal tax on global intangible low-taxed income ("GILTI"). Our 2022 effective tax rate was impacted by the favorable geographic mix of pre-tax income in various non-U.S. jurisdictions and certain favorable items, primarily the decrease in deferred tax liabilities due to the merger of certain foreign entities, the revaluation of deferred tax balances due to changes in state tax laws, and changes in estimates of certain 2021 U.S. income and deductions. This impact was partially offset by the impact of certain unfavorable items, primarily non-deductible goodwill impairments, the impact of the federal tax on GILTI, and the establishment of uncertain tax positions and valuation allowance reserves. The year-over-year increase in the effective tax rate was due primarily to the decrease in deferred tax liabilities due to the merger of certain foreign entities and the revaluation of deferred tax balances due to changes in state tax laws in the prior year versus the current year.
- Other expense/(income) was $27 million of expense in 2023 compared to $253 million of income in 2022. This change was primarily driven by a $67 million net pension and postretirement non-service costs in 2023 compared to a $135 million net pension and postretirement non-service benefit in 2022 due in part to the settlement of one of our U.K. defined benefit pension plans, which resulted in pre-tax losses of $162 million. Further, additional changes in other expense/(income) were driven by a $73 million net foreign exchange loss in 2023 compared to a $106 million net foreign exchange gain in 2022, and a $21 million decrease in gain on sale of businesses. These impacts were partially offset by a $59 million net gain on derivative activities in 2023 compared to an $50 million net loss on derivative activities in 2022, and a $13 million increase in interest income as compared to the prior year period.

Adjusted EBITDA increased 5.1% to $6.3 billion in 2023 compared to $6.0 billion in 2022, primarily due to higher pricing and efficiency gains, which more than offset higher commodity costs, including the impact of realized gains and losses on commodity hedges; higher supply chain costs, reflecting inflationary pressure in manufacturing, procurement, and logistics; unfavorable volume/mix; increased SG&A, particularly in advertising expenses; the decrease from lapping a 53rd week of shipments in the prior period (2.1 pp); and the unfavorable impact of foreign currency (0.9 pp).

Diluted Earnings Per Share ("EPS"):

	December 30, 2023	December 31, 2022	% Change
	(in millions, except per share data)		
Diluted EPS	$ 2.31	$ 1.91	20.9 %
Adjusted EPS[(a)]	2.98	2.78	7.2 %

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

Fiscal Year 2023 Compared to Fiscal Year 2022:

Diluted EPS increased 20.9% to $2.31 in 2023 compared to $1.91 in 2022, primarily driven by the net income/(loss) factors discussed above.

	December 30, 2023	December 31, 2022	$ Change	% Change
Diluted EPS	$ 2.31	$ 1.91	$ 0.40	20.9 %
Restructuring activities	0.16	0.05	0.11	
Unrealized losses/(gains) on commodity hedges	—	0.04	(0.04)	
Impairment losses	0.50	0.70	(0.20)	
Certain non-ordinary course legal and regulatory matters	—	0.13	(0.13)	
Losses/(gains) on sale of business	—	(0.01)	0.01	
Other losses/(gains) related to acquisitions and divestitures	—	(0.02)	0.02	
Nonmonetary currency devaluation	0.02	0.01	0.01	
Debt prepayment and extinguishment (benefit)/costs	—	(0.03)	0.03	
Certain significant discrete income tax items	(0.01)	—	(0.01)	
Adjusted EPS[(a)]	$ 2.98	$ 2.78	$ 0.20	7.2 %
Key drivers of change in Adjusted EPS[(a)]:				
Results of operations			$ 0.27	
53rd week			(0.06)	
Interest expense			0.03	
Other expense/(income)			(0.03)	
Effective tax rate			(0.01)	
			$ 0.20	

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

Adjusted EPS increased 7.2% to $2.98 in 2023 compared to $2.78 in 2022 primarily driven by higher Adjusted EBITDA and lower interest expense, which more than offset the decrease from lapping a 53rd week of shipments in the prior period, unfavorable changes in other expense/(income), and higher taxes on adjusted earnings.

Results of Operations by Segment

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

Under highly inflationary accounting, the financial statements of a subsidiary are remeasured into our reporting currency (U.S. dollars) based on the legally available exchange rate at which we expect to settle the underlying transactions. Exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in other expense/(income) on our consolidated statement of income, as nonmonetary currency devaluation, rather than accumulated other comprehensive income/(losses) on our consolidated balance sheet, until such time as the economy is no longer considered highly inflationary. See Note 2, *Significant Accounting Policies,* in Item 8, *Financial Statements and Supplementary Data*, for additional information. We apply highly inflationary accounting to the results of our subsidiaries in Venezuela, Argentina, and Turkey, which are all in our International segment.

Net Sales:

	December 30, 2023	December 31, 2022
	(in millions)	
Net sales:		
North America	$ 20,126	$ 20,340
International	6,514	6,145
Total net sales	$ 26,640	$ 26,485

Organic Net Sales:

	2023 Compared to 2022	
	December 30, 2023	December 31, 2022
	(in millions)	
Organic Net Sales[a]:		
North America	$ 20,191	$ 19,983
International	6,583	5,906
Total Organic Net Sales	$ 26,774	$ 25,889

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

Drivers of the changes in net sales and Organic Net Sales were:

	Net Sales	Currency	Acquisitions and Divestitures	53rd Week	Organic Net Sales	Price	Volume/ Mix
2023 Compared to 2022							
North America	(1.0) %	(0.3) pp	0.0 pp	(1.7) pp	1.0 %	7.5 pp	(6.5) pp
International	6.0 %	(3.2) pp	(0.5) pp	(1.8) pp	11.5 %	13.6 pp	(2.1) pp
Kraft Heinz	0.6 %	(0.9) pp	(0.1) pp	(1.8) pp	3.4 %	8.9 pp	(5.5) pp

Adjusted EBITDA:

	December 30, 2023	December 31, 2022
	(in millions)	
Segment Adjusted EBITDA:		
North America	$ 5,603	$ 5,284
International	1,094	1,017
General corporate expenses	(390)	(298)
Depreciation and amortization (excluding restructuring activities)	(923)	(922)
Divestiture-related license income	54	56
Restructuring activities	(60)	(74)
Deal costs	—	(9)
Unrealized gains/(losses) on commodity hedges	(1)	(63)
Impairment losses	(662)	(999)
Certain non-ordinary course legal and regulatory matters	(2)	(210)
Equity award compensation expense	(141)	(148)
Operating income/(loss)	4,572	3,634
Interest expense	912	921
Other expense/(income)	27	(253)
Income/(loss) before income taxes	$ 3,633	$ 2,966

North America:

	December 30, 2023	December 31, 2022	% Change
	2023 Compared to 2022		
	(in millions)		
Net sales	$ 20,126	$ 20,340	(1.0) %
Organic Net Sales[(a)]	20,191	19,983	1.0 %
Segment Adjusted EBITDA	5,603	5,284	6.0 %

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

Fiscal Year 2023 Compared to Fiscal Year 2022:

Net sales decreased 1.0% to $20.1 billion in 2023 compared to $20.3 billion in 2022, including the decrease from lapping a 53rd week of shipments in the prior period (1.7 pp) and the unfavorable impacts of foreign currency (0.3 pp). Organic Net Sales increased 1.0% to $20.2 billion in 2023 compared to $20.0 billion in 2022, driven by higher pricing (7.5 pp), which more than offset unfavorable volume/mix (6.5 pp). Higher pricing was primarily driven by increases to mitigate higher input costs, particularly in the first half of 2023. Unfavorable volume/mix was primarily due to elasticity impacts from pricing actions and due, in part, to the reduction of Supplemental Nutrition Assistance Program ("SNAP") benefits.

Segment Adjusted EBITDA increased 6.0% to $5.6 billion in 2023 compared to $5.3 billion in 2022, primarily due to higher pricing and efficiency gains, which more than offset higher commodity costs, including the impact of realized gains and losses on commodity hedges; unfavorable volume/mix; higher supply chain costs, reflecting inflationary pressure in manufacturing costs; increased SG&A, particularly advertising expenses; the decrease from lapping a 53rd week of shipments in the prior period (2.2 pp); and the unfavorable impact of foreign currency (0.3 pp).

International:

	December 30, 2023	December 31, 2022	% Change
	2023 Compared to 2022		
	(in millions)		
Net sales	$ 6,514	$ 6,145	6.0 %
Organic Net Sales[(a)]	6,583	5,906	11.5 %
Segment Adjusted EBITDA	1,094	1,017	7.6 %

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

Fiscal Year 2023 Compared to Fiscal Year 2022:

Net sales increased 6.0% to $6.5 billion in 2023 compared to $6.1 billion in 2022, including the unfavorable impacts of foreign currency (3.2 pp), lapping a 53rd week of shipments in the prior period (1.8 pp), and acquisitions and divestitures (0.5 pp). Organic Net Sales increased 11.5% to $6.6 billion in 2023 compared to $5.9 billion in 2022, driven by higher pricing (13.6 pp), which more than offset unfavorable volume/mix (2.1 pp). Higher pricing included increases across markets primarily to mitigate higher input costs. Unfavorable volume/mix was primarily due to the elasticity impacts from pricing actions, particularly in our Northern Europe region, which more than offset favorable volume/mix growth in emerging markets within our Eastern Europe and LATAM regions.

Segment Adjusted EBITDA increased 7.6% to $1.1 billion in 2023 compared to $1.0 billion in 2022, primarily due to higher pricing and efficiency gains, partially offset by higher supply chain costs, reflecting inflationary pressure in manufacturing and procurement costs; increased SG&A, particularly advertising expenses; higher commodity costs; unfavorable volume/mix; the unfavorable impact of foreign currency (4.3 pp); and the decrease from lapping a 53rd week of shipments in the prior period (1.8 pp).

Liquidity and Capital Resources

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

Acquisitions and Divestitures:
In the first quarter of 2022, we acquired 85% of the shares of Just Spices GmbH ("Just Spices"), a German-based company focused on direct-to-consumer sales of premium spice blends, from certain third-party shareholders (the "Just Spices Acquisition") for cash consideration of approximately $243 million. In the third quarter of 2023, we completed the redemption of an additional 5% of the outstanding shares and own 90% of the controlling interest in Just Spices as of December 30, 2023.

In the second quarter of 2022, we acquired a majority of the outstanding equity interests of Companhia Hemmer Indústria e Comércio ("Hemmer"), a Brazilian food and beverage manufacturing company focused on the condiments and sauces category, from certain third-party shareholders (the "Hemmer Acquisition") for cash consideration of approximately $279 million.

In the fourth quarter of 2022, we sold our business-to-business powdered cheese business to a third party, Kerry Group, for cash consideration of approximately $108 million (the "Powdered Cheese Transaction").

In the fourth quarter of 2021, we closed on our transaction with a third party, an affiliate of Groupe Lactalis, to sell certain assets in our global cheese business, as well as to license certain trademarks (the "Cheese Transaction"). In connection with the Cheese Transaction, we paid approximately $620 million of cash taxes in the second quarter of 2022, primarily to U.S. federal and state tax authorities.

See Note 4, *Acquisitions and Divestitures*, in Item 8, *Financial Statements and Supplementary Data*, for additional information on our acquisitions and divestitures.

Cash Flow Activity for 2023 Compared to 2022:
Net Cash Provided by/Used for Operating Activities:
Net cash provided by operating activities was $4.0 billion for the year ended December 30, 2023 compared to $2.5 billion for the year ended December 31, 2022. This increase was primarily driven by lower cash outflows in the current year for inventories, primarily related to stock rebuilding in the prior year, lower cash outflows in the current year for cash tax payments driven by cash taxes paid in 2022 related to the Cheese Transaction, higher Adjusted EBITDA in 2023, and lower interest payments in the current period due to the reduction of long-term debt throughout 2022. These impacts were partially offset by cash payments associated with the settlement of the consolidated securities class action lawsuit. See Note 15, *Commitments and Contingencies*, in Item 8, *Financial Statements and Supplementary Data*, for additional information on our legal proceedings.

Net Cash Provided by/Used for Investing Activities:
Net cash used for investing activities was $916 million for the year ended December 30, 2023 compared to net cash used for investing activities of $1.1 billion for the year ended December 31, 2022. This change was primarily driven by payments for the Just Spices Acquisition and Hemmer Acquisition in 2022, partially offset by higher proceeds from the settlement of net investment hedges in the prior year period, proceeds from the Powdered Cheese Transaction in 2022, and higher capital expenditures in the current year period. We had 2023 capital expenditures of $1.0 billion compared to 2022 capital expenditures of $916 million. We expect 2024 capital expenditures to be approximately $1.1 billion, primarily driven by capital investments focused on generating growth, including capacity expansion, cost improvement, digital, and automation projects, as well as capital investments in maintenance and technology.

Net Cash Provided by/Used for Financing Activities:
Net cash used for financing activities was $2.7 billion for the year ended December 30, 2023 compared to $3.7 billion for the year ended December 31, 2022. This change was primarily due to proceeds from the issuance of 600 million euro aggregate principal amount floating rate senior notes in 2023 and lower repayments of long-term debt in the current year period, partially offset by increased common stock repurchases primarily driven by our share repurchase program. See Note 16, *Debt*, in Item 8, *Financial Statements and Supplementary Data*, for additional information on our debt transactions and Note 18, *Capital Stock*, in Item 8, *Financial Statements and Supplementary Data*, for additional information on our share repurchase program.

Cash Held by International Subsidiaries:
Of the $1.4 billion cash and cash equivalents on our consolidated balance sheet at December 30, 2023, $980 million was held by international subsidiaries.

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

December 31, 2017 are currently not considered to be indefinitely reinvested. Our deferred tax liability associated with these undistributed historical earnings was insignificant at December 30, 2023 and December 31, 2022, and relates to local withholding taxes that will be owed when this cash is distributed.

Trade Payables Programs:
In order to manage our cash flow and related liquidity, we work with our suppliers to optimize our terms and conditions, which include the extension of payment terms. Our current payment terms with our suppliers, which we deem to be commercially reasonable, generally range from zero to 220 days. We also maintain agreements with third-party administrators that allow participating suppliers to track payment obligations from us, and, at the sole discretion of the supplier, sell one or more of those payment obligations to participating financial institutions. We have no economic interest in a supplier's decision to enter into these agreements and no direct financial relationship with the financial institutions related to these programs. We did not pledge any assets in connection with our trade payable programs. Our obligations to our suppliers, including amounts due and scheduled payment terms, are not impacted. All amounts due to participating suppliers are paid to the third-party on the original invoice due dates, regardless of whether a particular invoice was sold. Supplier participation in these agreements is voluntary. We estimate that the amounts outstanding under these programs were $0.8 billion at December 30, 2023 and $1.1 billion at December 31, 2022. The amounts were included in trade payables on our consolidated balance sheets.

Borrowing Arrangements:
From time to time, we obtain funding through our commercial paper programs. We had no commercial paper outstanding at December 30, 2023 or at December 31, 2022. Under our U.S. commercial paper program, the maximum amount of commercial paper outstanding was $150 million and $198 million during the years ended December 30, 2023 and December 31, 2022.

In July 2022, together with KHFC, our 100% owned operating subsidiary, we entered into a new credit agreement (the "Credit Agreement"), which provides for a five-year senior unsecured revolving credit facility in an aggregate amount of $4.0 billion (the "Senior Credit Facility") and replaced our then-existing credit facility (the "Previous Senior Credit Facility"). On July 21, 2023, we entered into an agreement to extend the maturity date of our Senior Credit Facility from July 8, 2027 to July 8, 2028.

No amounts were drawn on our Senior Credit Facility at December 30, 2023 or December 31, 2022. No amounts were drawn on our Senior Credit Facility during the years ended December 30, 2023 or December 31, 2022, or on the Previous Senior Credit Facility during the year ended December 31, 2022.

Our Credit Agreement contains customary representations, warranties, and covenants that are typical for these types of facilities and could, upon the occurrence of certain events of default, restrict our ability to access our Senior Credit Facility. We were in compliance with all financial covenants as of December 30, 2023.

Long-Term Debt:
Our long-term debt, including the current portion, was $20.0 billion at December 30, 2023 and $20.1 billion at December 31, 2022. This decrease was primarily due to the repayment of 750 million euro aggregate principal amount of senior notes due in June 2023, which more than offset the issuance of 600 million euro aggregate principal amount of floating rate senior notes issued in May 2023.

We have aggregate principal amounts of senior notes of approximately 550 million euros maturing in May 2024.

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

Our long-term debt contains customary representations, covenants, and events of default. We were in compliance with all financial covenants as of December 30, 2023.

See Note 16, *Debt*, in Item 8, *Financial Statements and Supplementary Data*, for additional information on our long-term debt activity.

Equity and Dividends:
We paid dividends on our common stock of $2.0 billion in 2023, 2022, and 2021. Additionally, in the first quarter of 2024, our Board declared a cash dividend of $0.40 per share of common stock, which is payable on March 29, 2024 to stockholders of record on March 8, 2024.

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

On November 27, 2023, we announced that the Board approved a share repurchase program authorizing the Company to purchase up to $3.0 billion, exclusive of fees, of the Company's common stock through December 26, 2026. We are not obligated to repurchase any specific number of shares and the program may be modified, suspended, or discontinued at any time. Under the program, shares may be repurchased in open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act, privately negotiated transactions, transactions structured through investment banking institutions, or other means. As of December 30, 2023, we had remaining authorization under the share repurchase program of approximately $2.7 billion. The share repurchase program is in addition to our share repurchases to offset the dilutive effect of equity-based compensation.

Aggregate Contractual Obligations:

Related to our current and long-term material cash requirements, the following table summarizes our aggregate contractual obligations at December 30, 2023, which we expect to primarily fund with cash from operating activities (in millions):

	Material Cash Requirements				
	2024	2025-2026	2027-2028	2029 and Thereafter	Total
Long-term debt[a]	$ 1,509	$ 4,254	$ 4,960	$ 22,398	$ 33,121
Finance leases[b]	36	55	47	68	206
Operating leases[c]	131	240	197	291	859
Purchase obligations[d]	640	830	477	418	2,365
Other long-term liabilities[e]	67	95	36	97	295
Total	$ 2,383	$ 5,474	$ 5,717	$ 23,272	$ 36,846

(a) Amounts represent the expected cash payments of our long-term debt, including interest on variable and fixed rate long-term debt. Interest on variable rate long-term debt is calculated based on interest rates at December 30, 2023.

(b) Amounts represent the expected cash payments of our finance leases, including expected cash payments of interest expense.

(c) Operating leases represent the minimum rental commitments under non-cancellable operating leases net of sublease income.

(d) We have purchase obligations for materials, supplies, property, plant and equipment, and co-packing, storage, and distribution services based on projected needs to be utilized in the normal course of business. Other purchase obligations include commitments for marketing, advertising, capital expenditures, information technology, and professional services. Arrangements are considered purchase obligations if a contract specifies all significant terms, including fixed or minimum quantities to be purchased, a pricing structure, and approximate timing of the transaction. Several of these obligations are long-term and are based on minimum purchase requirements. Certain purchase obligations contain variable pricing components, and, as a result, actual cash payments are expected to fluctuate based on changes in these variable components. Due to the proprietary nature of some of our materials and processes, certain supply contracts contain penalty provisions for early terminations. We do not believe that a material amount of penalties is reasonably likely to be incurred under these contracts based upon historical experience and current expectations.

(e) Other long-term liabilities primarily consist of estimated payments for the one-time toll charge related to 2017 U.S. tax reform, as well as postretirement benefit commitments. Certain other long-term liabilities related to income taxes, insurance accruals, and other accruals included on the consolidated balance sheet are excluded from the above table as we are unable to estimate the timing of payments for these items.

Pension plan contributions were $11 million in 2023. We estimate that 2024 pension plan contributions will be approximately $10 million. Postretirement benefit plan contributions were $11 million in 2023. We estimate that 2024 postretirement benefit plan contributions will be approximately $12 million. Estimated future contributions take into consideration current economic conditions, which at this time are expected to have minimal impact on expected contributions for 2024. Beyond 2024, we are unable to reliably estimate the timing of contributions to our pension or postretirement plans. Our actual contributions and plans may change due to many factors, including changes in tax, employee benefit, or other laws and regulations, tax deductibility, significant differences between expected and actual pension or postretirement asset performance or interest rates, or other factors. As such, estimated pension and postretirement plan contributions for 2024 have been excluded from the above table.

At December 30, 2023, the amount of net unrecognized tax benefits for uncertain tax positions, including an accrual of related interest and penalties along with positions only impacting the timing of tax benefits, was approximately $543 million. The timing of payments will depend on the progress of examinations with tax authorities. We are unable to make a reasonably reliable estimate as to if or when any significant cash settlements with taxing authorities may occur; therefore, we have excluded the amount of net unrecognized tax benefits from the above table.

Supplemental Guarantor Information:

The Kraft Heinz Company (as the “Parent Guarantor”) fully and unconditionally guarantees all the senior unsecured registered notes (collectively, the “KHFC Senior Notes”) issued by KHFC, our 100% owned operating subsidiary (the “Guarantee”). See Note 16, *Debt*, in Item 8, *Financial Statements and Supplementary Data*, for additional descriptions of these guarantees.

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

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

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

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

Summarized Statement of Income

		For the Year Ended December 30, 2023
Net sales	$	17,350
Gross profit[(a)]		6,307
Intercompany service fees and other recharges		4,355
Operating income/(loss)		1,117
Equity in earnings/(losses) of subsidiaries		2,611
Net income/(loss)		2,855
Net income/(loss) attributable to common shareholders		2,855

(a) In 2023, the Obligor Group recorded $449 million of net sales to the non-guarantor subsidiaries and $45 million of purchases from the non-guarantor subsidiaries.

Summarized Balance Sheets

	December 30, 2023
ASSETS	
Current assets	$ 4,347
Current assets due from affiliates[(a)]	529
Non-current assets	5,665
Goodwill	8,823
Intangible assets, net	1,993
Non-current assets due from affiliates[(b)]	16
LIABILITIES	
Current liabilities	$ 4,461
Current liabilities due to affiliates[(a)]	2,055
Non-current liabilities	21,429
Non-current liabilities due to affiliates[(b)]	500

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

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

Commodity Trends

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

During the year ended December 30, 2023, we experienced higher commodity costs for tomato products, sugar and other sweeteners, vegetables, and fruits, while costs for dairy products, meat products, vegetable oils, and coffee decreased. We manage commodity cost volatility primarily through pricing and risk management strategies including utilizing a range of commodity hedging techniques in an effort to limit the impact of price fluctuations on many of our principal raw materials. However, we do not fully hedge against changes in commodity prices, and our hedging strategies may not protect us from increases in specific raw material costs. As a result of these risk management strategies, our commodity costs may not immediately correlate with market price trends.

Critical Accounting Estimates

Note 2, *Significant Accounting Policies*, in Item 8, *Financial Statements and Supplementary Data*, includes a summary of the significant accounting policies we used to prepare our consolidated financial statements. The following is a review of the more significant assumptions and estimates as well as accounting policies we used to prepare our consolidated financial statements.

Revenue Recognition:
Our revenues are primarily derived from customer orders for the purchase of our products. We recognize revenues as performance obligations are fulfilled when control passes to our customers. We record revenues net of variable consideration, including consumer incentives and performance obligations related to trade promotions, excluding taxes, and including all shipping and handling charges billed to customers (accounting for shipping and handling charges that occur after the transfer of control as fulfillment costs). We also record a refund liability for estimated product returns and customer allowances as reductions to revenues within the same period that the revenue is recognized. We base these estimates principally on historical and current period experience factors. We recognize costs paid to third-party brokers to obtain contracts as expenses as our contracts are generally less than one year.

Advertising, Consumer Incentives, and Trade Promotions:
We promote our products with advertising, consumer incentives, and performance obligations related to trade promotions. Consumer incentives and trade promotions include, but are not limited to, discounts, coupons, rebates, performance-based in-store display activities, and volume-based incentives. Variable consideration related to consumer incentive and trade promotion activities is recorded as a reduction to revenues based on amounts estimated as being due to customers and consumers at the end of a period. We base these estimates principally on historical utilization, redemption rates, and/or current period experience factors. We review and adjust these estimates at least quarterly based on actual experience and other information.

Advertising expenses are recorded in SG&A. For interim reporting purposes, we charge advertising to operations as a percentage of estimated full year sales activity and marketing costs. We then review and adjust these estimates each quarter based on actual experience and other information. Our definition of advertising expenses includes advertising production costs, in-store advertising costs, agency fees, brand promotions and events, and sponsorships, in addition to costs to obtain advertising in television, radio, print, digital, and social channels. We recorded advertising expenses of $1,071 million in 2023, $945 million in 2022, and $1,039 million in 2021. We also incur market research costs, which are recorded in SG&A but are excluded from advertising expenses.

Goodwill and Intangible Assets:
As of December 30, 2023, we maintain 11 reporting units, seven of which comprise our goodwill balance. These seven reporting units had an aggregate goodwill carrying amount of $30.5 billion at December 30, 2023. Our indefinite-lived intangible asset balance primarily consists of a number of individual brands, which had an aggregate carrying amount of $38.5 billion as of December 30, 2023.

We test our reporting units and brands for impairment annually as of the first day of our third quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit or brand is less than its carrying amount. Such events and circumstances could include a sustained decrease in our market capitalization, increased competition or unexpected loss of market share, increased input costs beyond projections, disposals of significant brands or components of our business, unexpected business disruptions (for example due to a natural disaster, pandemic, or loss of a customer, supplier, or other significant business relationship), unexpected significant declines in operating results, significant adverse changes in the markets in which we operate, changes in income tax rates, changes in interest rates, or changes in management strategy. We test reporting units for impairment by comparing the estimated fair value of each reporting unit with its carrying amount. We test brands for impairment by comparing the estimated fair value of each brand with its carrying amount. If the carrying amount of a reporting unit or brand exceeds its estimated fair value, we record an impairment loss based on the difference between fair value and carrying amount, in the case of reporting units, not to exceed the associated carrying amount of goodwill.

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

As detailed in Note 8, *Goodwill and Intangible Assets*, in Item 8, *Financial Statements and Supplementary Data*, we recorded impairment losses related to goodwill and indefinite-lived intangible assets. Our reporting units and brands that were impaired in 2023, 2022, and 2021 were written down to their respective fair values resulting in zero excess fair value over carrying amount as of the applicable impairment test dates. Accordingly, these and other reporting units and brands that have 20% or less excess fair value over carrying amount as of the 2023 annual impairment test have a heightened risk of future impairments if any assumptions, estimates, or market factors change in the future.

Reporting units with 10% or less fair value over carrying amount had an aggregate goodwill carrying amount after impairment of $17.6 billion as of the 2023 annual impairment test and included Taste, Meals, and Away from Home, Northern Europe, Continental Europe, and Canada and North America Coffee. Reporting units with 10-20% fair value over carrying amount had an aggregate goodwill carrying amount of $12.5 billion as of the 2023 annual impairment test and included Fresh, Beverages, and Desserts and LATAM. Our Asia reporting unit had between 20-50% fair value over carrying amount with an aggregate goodwill carrying amount of $309 million as of the 2023 annual impairment test. Our reporting units that have less than 5% excess fair value over carrying amount as of the 2023 annual impairment test are considered at a heightened risk of future impairments and include our TMA, Continental Europe, and CNAC reporting units, which had an aggregate goodwill carrying amount of $15.9 billion. Our four remaining reporting units had no goodwill carrying amount at the time of the 2023 annual impairment test.

After the 2023 annual impairment test and after reclassifying two indefinite-lived intangible asset brands to definite-lived trademarks, our indefinite-lived brands with 10% or less fair value over carrying amount had an aggregate carrying amount of $16.2 billion as of the 2023 annual impairment test and included *Kraft*, *Oscar Mayer*, *Velveeta*, *Maxwell House*, *Cool Whip*, and *Jet Puffed.* Brands with 10-20% fair value over carrying amount had an aggregate carrying amount of $2.4 billion as of the 2023 annual impairment test and included *Miracle Whip and Ore-Ida*. The aggregate carrying amount of brands with fair value over carrying amount between 20-50% was $4.2 billion as of the 2023 annual impairment test. Although the remaining brands, with a carrying amount of $15.7 billion, have more than 50% excess fair value over carrying amount as of the 2023 annual impairment test, these amounts are also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future. Our brands that have less than 5% excess fair value over carrying amount as of the 2023 annual impairment test are considered at a heightened risk of future impairments and include our *Kraft*, *Velveeta*, *Maxwell House*, *Cool Whip*, and *Jet Puffed* brands, which had an aggregate carrying amount of $13.5 billion.

We generally utilize the discounted cash flow method under the income approach to estimate the fair value of our reporting units. Some of the more significant assumptions inherent in estimating the fair values include the estimated future annual net cash flows for each reporting unit (including net sales, cost of products sold, SG&A, depreciation and amortization, working capital, and capital expenditures), income tax rates, long-term growth rates, a discount rate that appropriately reflects the risks inherent in each future cash flow stream, and other market factors. We selected the assumptions used in the financial forecasts using historical data, supplemented by current and anticipated market conditions, estimated product category growth rates, management's plans, and guideline companies.

We utilize the excess earnings method under the income approach to estimate the fair value of certain of our largest brands. Some of the more significant assumptions inherent in estimating the fair values include the estimated future annual net cash flows for each brand (including net sales, cost of products sold, and SG&A), contributory asset charges, income tax considerations, long-term growth rates, a discount rate that reflects the level of risk associated with the future earnings attributable to the brand, management's intent to invest in the brand indefinitely, and other market factors. We selected the assumptions used in the financial forecasts using historical data, supplemented by current and anticipated market conditions, estimated product category growth rates, management's plans, and guideline companies.

We utilize the relief from royalty method under the income approach to estimate the fair value of our remaining brands. Some of the more significant assumptions inherent in estimating the fair values include the estimated future annual net sales for each brand, royalty rates (as a percentage of net sales that would hypothetically be charged by a licensor of the brand to an unrelated licensee), income tax considerations, long-term growth rates, a discount rate that reflects the level of risk associated with the future cost savings attributable to the brand, and management's intent to invest in the brand indefinitely. We selected the assumptions used in the financial forecasts using historical data, supplemented by current and anticipated market conditions, estimated product category growth rates, management's plans, and guideline companies.

The discount rates, long-term growth rates, and royalty rates used to estimate the fair values of our reporting units and our brands with 20% or less excess fair value over carrying amount, as well as the goodwill or brand carrying amounts, as of the 2023 annual impairment test for each reporting unit or brand, were as follows:

		Discount Rate		Long-Term Growth Rate		Royalty Rate	
	Goodwill or Brand Carrying Amount (in billions)	Minimum	Maximum	Minimum	Maximum	Minimum	Maximum
Reporting units	$ 30.1	7.8 %	10.8 %	1.5 %	2.5 %		
Brands (excess earnings method)	14.9	8.3 %	8.6 %	1.0 %	1.9 %		
Brands (relief from royalty method)	3.7	8.3 %	8.6 %	0.5 %	2.0 %	6.0 %	20.0 %

Assumptions used in impairment testing are made at a point in time and require significant judgment; therefore, they are subject to change based on the facts and circumstances present at each annual and interim impairment test date. Additionally, these assumptions are generally interdependent and do not change in isolation. However, as it is reasonably possible that changes in assumptions could occur, as a sensitivity measure, we have presented the estimated effects of isolated changes in discount rates, long-term growth rates, and royalty rates on the fair values of our reporting units and brands with 20% or less excess fair value over carrying amount. These estimated changes in fair value are not necessarily representative of the actual impairment that would be recorded in the event of a fair value decline.

If we had changed the assumptions used to estimate the fair value of our reporting units and brands with 20% or less excess fair value over carrying amount, as of the 2023 annual impairment test for each of these reporting units and brands, these isolated changes, which are reasonably possible to occur, would have led to the following increase/(decrease) in the aggregate fair value of these reporting units and brands (in billions):

	Discount Rate		Long-Term Growth Rate		Royalty Rate	
	50-Basis-Point		25-Basis-Point		100-Basis-Point	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Reporting units	$ (4.9)	$ 5.7	$ 2.4	$ (2.2)		
Brands (excess earnings method)	(1.1)	1.3	0.5	(0.4)		
Brands (relief from royalty method)	(0.2)	0.3	0.1	(0.1)	$ 0.3	$ (0.3)

Definite-lived intangible assets are amortized on a straight-line basis over the estimated periods benefited. We review definite-lived intangible assets for impairment when conditions exist that indicate the carrying amount of the assets may not be recoverable. Such conditions could include significant adverse changes in the business climate, current-period operating or cash flow losses, significant declines in forecasted operations, or a current expectation that an asset group will be disposed of before the end of its useful life. We perform undiscounted operating cash flow analyses to determine if an impairment exists. When testing for impairment of definite-lived intangible assets held for use, we group assets at the lowest level for which cash flows are separately identifiable. If an impairment is determined to exist, the loss is calculated based on estimated fair value. Impairment losses on definite-lived intangible assets to be disposed of, if any, are based on the estimated proceeds to be received, less costs of disposal.

See Note 8, *Goodwill and Intangible Assets*, in Item 8, *Financial Statements and Supplementary Data*, for our impairment testing results.

Postemployment Benefit Plans:
We maintain various retirement plans for the majority of our employees. These include pension benefits, postretirement health care benefits, and defined contribution benefits. The cost of these plans is charged to expense over an appropriate term based on, among other things, the cost component and whether the plan is active or inactive. Changes in the fair value of our plan assets result in net actuarial gains or losses. These net actuarial gains and losses are deferred into accumulated other comprehensive income/(losses) and amortized within other expense/(income) in future periods using the corridor approach. The corridor is 10% of the greater of the market-related value of the plan's asset or projected benefit obligation. Any actuarial gains and losses in excess of the corridor are then amortized over an appropriate term based on whether the plan is active or inactive.

For our postretirement benefit plans, our 2024 health care cost trend rate assumption will be 6.2%. We established this rate based upon our most recent experience as well as our expectation for health care trend rates going forward. We anticipate the weighted average assumed ultimate trend rate will be 4.8%. The year in which the ultimate trend rate is reached varies by plan, ranging between the years 2026 and 2035. Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans.

Our 2024 discount rate assumption will be 5.2% for service cost and 5.1% for interest cost for our postretirement plans. Our 2024 discount rate assumption will be 5.4% for service cost and 5.2% for interest cost for our U.S. pension plans and 5.1% for service cost and 4.7% for interest cost for our non-U.S. pension plans. We model these discount rates using a portfolio of high quality, fixed-income debt instruments with durations that match the expected future cash flows of the plans. Changes in our discount rates were primarily the result of changes in bond yields year-over-year.

Our 2024 expected return on plan assets will be 6.3% (net of applicable taxes) for our postretirement plans. Our 2024 expected rate of return on plan assets will be 6.6% for our U.S. pension plans and 5.6% for our non-U.S. pension plans. We determine our expected rate of return on plan assets from the plan assets' historical long-term investment performance, current and future asset allocation, and estimates of future long-term returns by asset class. We attempt to maintain our target asset allocation by re-balancing between asset classes as we make contributions and monthly benefit payments.

While we do not anticipate further changes in the 2024 assumptions for our U.S. and non-U.S. pension and postretirement benefit plans, as a sensitivity measure, a 100-basis-point change in our discount rate or a 100-basis-point change in the expected rate of return on plan assets would have the following effects, increase/(decrease) in cost (in millions):

	U.S. Plans		Non-U.S. Plans	
	100-Basis-Point		100-Basis-Point	
	Increase	Decrease	Increase	Decrease
Effect of change in discount rate on pension costs	$ 9	$ (11)	$ (3)	$ 3
Effect of change in expected rate of return on plan assets on pension costs	(30)	30	(15)	15
Effect of change in discount rate on postretirement costs	—	—	(1)	1
Effect of change in expected rate of return on plan assets on postretirement costs	(9)	9	—	—

Income Taxes:
We compute our annual tax rate based on the statutory tax rates and tax planning opportunities available to us in the various jurisdictions in which we earn income. Significant judgment is required in determining our annual tax rate and in evaluating the uncertainty of our tax positions. We recognize a benefit for tax positions that we believe will more likely than not be sustained upon examination. The amount of benefit recognized is the largest amount of benefit that we believe has more than a 50% probability of being realized upon settlement. We regularly monitor our tax positions and adjust the amount of recognized tax benefit based on our evaluation of information that has become available since the end of our last financial reporting period. The annual tax rate includes the impact of these changes in recognized tax benefits. When adjusting the amount of recognized tax benefits, we do not consider information that has become available after the balance sheet date, however we do disclose the effects of new information whenever those effects would be material to our financial statements. Unrecognized tax benefits represent the difference between the amount of benefit taken or expected to be taken in a tax return and the amount of benefit recognized for financial reporting. These unrecognized tax benefits are recorded primarily within other non-current liabilities on the consolidated balance sheets.

We record valuation allowances to reduce deferred tax assets to the amount that is more likely than not to be realized. When assessing the need for valuation allowances, we consider future taxable income and ongoing prudent and feasible tax planning strategies. Should a change in circumstances lead to a change in judgment about the realizability of deferred tax assets in future years, we would adjust related valuation allowances in the period that the change in circumstances occurs, along with a corresponding increase or decrease to income. The resolution of tax reserves and changes in valuation allowances could be material to our results of operations for any period but is not expected to be material to our financial position.

New Accounting Pronouncements

See Note 3, *New Accounting Standards*, in Item 8, *Financial Statements and Supplementary Data*, for a discussion of new accounting pronouncements.

Contingencies

See Note 15, *Commitments and Contingencies*, in Item 8, *Financial Statements and Supplementary Data*, for a discussion of our contingencies.

Non-GAAP Financial Measures

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

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

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

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

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

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

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

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

	Net Sales	Currency	Acquisitions and Divestitures	53rd Week	Organic Net Sales	Price
2023						
North America	$ 20,126	$ (65)	$ —	$ —	$ 20,191	
International	6,514	(103)	34	—	6,583	
Kraft Heinz	$ 26,640	$ (168)	$ 34	$ —	$ 26,774	
2022						
North America	$ 20,340	$ —	$ —	$ 357	$ 19,983	
International	6,145	82	60	97	5,906	
Kraft Heinz	$ 26,485	$ 82	$ 60	$ 454	$ 25,889	

Year-over-year growth rates							
North America	(1.0) %	(0.3) pp	0.0 pp	(1.7) pp	1.0 %	7.5 pp	(6.5) pp
International	6.0 %	(3.2) pp	(0.5) pp	(1.8) pp	11.5 %	13.6 pp	(2.1) pp
Kraft Heinz	0.6 %	(0.9) pp	(0.1) pp	(1.8) pp	3.4 %	8.9 pp	(5.5) pp

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

	December 30, 2023	December 31, 2022
Net income/(loss)	$ 2,846	$ 2,368
Interest expense	912	921
Other expense/(income)	27	(253)
Provision for/(benefit from) income taxes	787	598
Operating income/(loss)	4,572	3,634
Depreciation and amortization (excluding restructuring activities)	923	922
Divestiture-related license income	(54)	(56)
Restructuring activities	60	74
Deal costs	—	9
Unrealized losses/(gains) on commodity hedges	1	63
Impairment losses	662	999
Certain non-ordinary course legal and regulatory matters	2	210
Equity award compensation expense	141	148
Adjusted EBITDA	$ 6,307	$ 6,003

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

	December 30, 2023	December 31, 2022
Diluted EPS	$ 2.31	$ 1.91
Restructuring activities[(a)]	0.16	0.05
Unrealized losses/(gains) on commodity hedges[(b)]	—	0.04
Impairment losses[(c)]	0.50	0.70
Certain non-ordinary course legal and regulatory matters[(d)]	—	0.13
Losses/(gains) on sale of business[(e)]	—	(0.01)
Other losses/(gains) related to acquisitions and divestitures[(f)]	—	(0.02)
Nonmonetary currency devaluation[(g)]	0.02	0.01
Debt prepayment and extinguishment (benefit)/costs[(h)]	—	(0.03)
Certain significant discrete income tax items[(i)]	(0.01)	—
Adjusted EPS	$ 2.98	$ 2.78

(a) Gross expenses/(income) included in restructuring activities were expenses of $225 million ($193 million after-tax) in 2023 and $74 million ($56 million after-tax) in 2022 and were recorded in the following income statement line items:

- Cost of products sold included expenses of $57 million in 2023 and $27 million in 2022;
- SG&A included expenses of $3 million in 2023 and $47 million in 2022; and
- Other expense/(income) included expenses of $165 million in 2023. The 2023 expenses primarily relate to the settlement of one of our U.K. defined benefit pension plans. See Note 11, *Postemployment Benefits*, in Item 8, *Financial Statements and Supplementary Data*, for additional information.

(b) Gross expenses/(income) included in unrealized losses/(gains) on commodity hedges were expenses of $1 million ($1 million after-tax) in 2023 and $63 million ($48 million after-tax) in 2022 and were recorded in cost of products sold.

(c) Gross impairment losses included the following:

- Goodwill impairment losses of $510 million ($510 million after-tax) in 2023 and $444 million ($444 million after-tax) in 2022, which were recorded in SG&A;
- Intangible asset impairment losses of $152 million ($116 million after-tax) in 2023 and $469 million ($358 million after-tax) in 2022, which were recorded in SG&A; and
- Property, plant and equipment asset impairment losses of $86 million ($65 million after-tax) in 2022, which were recorded in cost of products sold.

(d) Gross expenses included in certain non-ordinary course legal and regulatory matters were $2 million ($2 million after-tax) in 2023 and $210 million ($161 million after-tax) in 2022 and were recorded in SG&A. The 2022 expenses related to an accrual in connection with the previously disclosed securities class action lawsuit. See Note 15, *Commitments and Contingencies*, in Item 8, *Financial Statements and Supplementary Data*, for additional information.

(e) Gross expenses/(income) included in losses/(gains) on sale of business were income of $4 million ($3 million after-tax) in 2023 and income of $25 million (expenses of $17 million after-tax) in 2022 and were recorded in other expense/(income).

(f) Gross expenses/(income) included in other losses/(gains) related to acquisitions and divestitures were income of $38 million ($29 million after-tax) in 2022 and were recorded in other expense/(income).

(g) Gross expenses included in nonmonetary currency devaluation were $28 million ($28 million after-tax) in 2023 and $17 million ($17 million after-tax) in 2022 and were recorded in other expense/(income).

(h) Gross expenses/(income) included in debt prepayment and extinguishment (benefit)/costs were income of $38 million ($35 million after-tax) in 2022 and were recorded in interest expense.

(i) Certain significant discrete income tax items were a benefit of $17 million in 2023. The benefit represents the reversal of uncertain tax position reserves related to the U.S. Tax Cuts and Jobs Act resulting from a conclusion of the IRS's income tax examination for the year 2017 and the lapsing of the statute of limitations for such year.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks from adverse changes in commodity prices, foreign exchange rates, and interest rates. We monitor and manage these exposures as part of our overall risk management program. Our risk management program focuses on the unpredictability of financial markets and seeks to reduce the potentially adverse effects that volatility in these markets may have on our operating results. We maintain risk management policies that principally use derivative financial instruments to reduce significant, unanticipated fluctuations in earnings and cash flows that may arise from variations in commodity prices, foreign currency exchange rates, and interest rates. We manage market risk by incorporating parameters within our risk management strategy that limit the types of derivative instruments, the derivative strategies we use, and the degree of market risk that we hedge with derivative instruments. See Note 2, *Significant Accounting Policies*, and Note 12, *Financial Instruments*, in Item 8, *Financial Statements and Supplementary Data*, for details of our market risk management policies and the financial instruments used to hedge those exposures.

When we use financial instruments, we are exposed to credit risk that a counterparty might fail to fulfill its performance obligations under the terms of our agreement. We minimize our credit risk by entering into transactions with counterparties with investment grade credit ratings, limiting the amount of exposure we have with each counterparty, and monitoring the financial condition of our counterparties. We maintain a policy of requiring that all significant, non-exchange traded derivative contracts are governed by an International Swaps and Derivatives Association master agreement. By policy, we do not engage in speculative or leveraged transactions, nor do we hold or issue financial instruments for trading purposes.

Effect of Hypothetical 10% Fluctuation in Market Prices:
The potential gain or loss on the fair value of our outstanding commodity contracts, foreign exchange contracts, and cross-currency swap contracts, assuming a hypothetical 10% fluctuation in commodity prices and foreign currency exchange rates, would have been (in millions):

	December 30, 2023	December 31, 2022
Commodity contracts	$ 77	$ 94
Foreign currency contracts	37	71
Cross-currency swap contracts	115	211

It should be noted that any change in the fair value of our derivative contracts, real or hypothetical, would be significantly offset by an inverse change in the value of the underlying hedged items. In relation to foreign currency contracts, this hypothetical calculation assumes that each exchange rate would change in the same direction relative to the U.S. dollar. Our utilization of financial instruments in managing market risk exposures described above is consistent with the prior year. Changes in our portfolio of financial instruments are a function of our results of operations, debt repayments and debt issuances, market effects on debt and foreign currency, and our acquisition and divestiture activities.

Effect of Hypothetical 1% Fluctuation in EURIBOR:
Based on our current variable rate debt balance as of December 30, 2023, a hypothetical 1% increase in EURIBOR would have an insignificant impact on our annual interest expense.

Item 8. Financial Statements and Supplementary Data.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of The Kraft Heinz Company

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of The Kraft Heinz Company and its subsidiaries (the "Company") as of December 30, 2023 and December 31, 2022, and the related consolidated statements of income, of comprehensive income, of equity and of cash flows for each of the three years in the period ended December 30, 2023, including the related notes and financial statement schedule listed in the index appearing under Item 15(a) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 30, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 30, 2023 and December 31, 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 30, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 30, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Goodwill Impairment Assessments for Certain Reporting Units

As described in Notes 2 and 8 to the consolidated financial statements, the Company's goodwill balance was $30.5 billion as of December 30, 2023. Management tests reporting units for impairment annually as of the first day of the third quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Reporting units are tested for impairment by comparing the estimated fair value of each reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its estimated fair value, an impairment loss is recorded based on the difference between the fair value and carrying amount, not to exceed the associated carrying amount of goodwill. Management recognized non-cash goodwill impairment losses of $510 million for the year ended December 30, 2023. Management utilizes the discounted cash flow method under the income approach to estimate the fair value of reporting units. As disclosed by management, management's cash flow projections included significant assumptions related to net sales, cost of products sold, selling, general, and administrative costs (SG&A), depreciation and amortization, working capital, capital expenditures, income tax rates, discount rates, long-term growth rates, and other market factors.

The principal considerations for our determination that performing procedures relating to the goodwill impairment assessments for certain reporting units is a critical audit matter are (i) the significant judgment by management when developing the fair value of the reporting units; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to net sales, cost of products sold, SG&A, discount rates, and long-term growth rates; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill impairment assessments, including controls over the valuation of the Company's reporting units. These procedures also included, among others (i) testing management's process for developing the fair value of the reporting units; (ii) evaluating the appropriateness of the discounted cash flow method used by management; (iii) testing the completeness and accuracy of underlying data used in the method; and (iv) evaluating the reasonableness of the significant assumptions used by management related to net sales, cost of products sold, SG&A, discount rates and long-term growth rates. Evaluating management's assumptions related to net sales, cost of products sold, SG&A, discount rates and long-term growth rates involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the reporting unit; (ii) the consistency with external market and industry data; and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the Company's discounted cash flow method and (ii) the reasonableness of the discount rate and long-term growth rate assumptions.

Impairment Assessments for Certain Indefinite-Lived Intangible Assets

As described in Notes 2 and 8 to the consolidated financial statements, the Company's indefinite-lived intangible assets balance, which consists primarily of individual brands, was $38.5 billion as of December 30, 2023, a majority of which relates to indefinite-lived intangible assets valued using the excess earnings method. Management tests brands for impairment annually as of the first day of the third quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a brand is less than its carrying amount. Brands are tested for impairment by comparing the estimated fair value of each brand with its carrying amount. If the carrying amount of a brand exceeds its estimated fair value, an impairment loss is recorded based on the difference between the fair value and carrying amount. Management recognized non-cash indefinite-lived intangible asset impairment losses of $152 million for the year ended December 30, 2023, a portion of which relates to indefinite-lived intangible assets valued using the excess earnings method. As disclosed by management, management utilizes either an excess earnings method or relief from royalty method to estimate the fair value of its brands. Using the excess earnings method, management's cash flow projections included significant assumptions relating to net sales, cost of products sold, SG&A, contributory asset charges, income tax considerations, long-term growth rates, discount rates, and other market factors. Using the relief from royalty method, management's cash flow projections included significant assumptions related to net sales, royalty rates, income tax considerations, long-term growth rates, discount rates, and other market factors.

The principal considerations for our determination that performing procedures relating to the impairment assessments for certain indefinite-lived intangible assets is a critical audit matter are (i) the significant judgment by management when developing the fair value estimate of the brands; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management’s significant assumptions related to net sales, cost of products sold, SG&A, long-term growth rates and discount rates for the excess earnings method; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management’s indefinite-lived intangible assets impairment assessment, including controls over the valuation of the Company’s indefinite-lived intangible assets. These procedures also included, among others (i) testing management’s process for developing the fair value estimate of the brands; (ii) evaluating the appropriateness of the excess earnings method used by management; (iii) testing the completeness and accuracy of underlying data used in the methods; and (iv) evaluating the reasonableness of the significant assumptions used by management related to net sales, cost of products sold, SG&A, long-term growth rates and discount rates for the excess earnings method. Evaluating management’s assumptions related to net sales, cost of products sold, SG&A, long-term growth rates and discount rates for the excess earnings method involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the individual brands; (ii) the consistency with external market and industry data; and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the Company’s excess earnings method and (ii) the reasonableness of the long-term growth rate and discount rate assumptions for the excess earnings method.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
February 15, 2024

We have served as the Company’s or its predecessors' auditor since 1979.

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

	December 30, 2023	December 31, 2022	December 25, 2021
Net sales	$ 26,640	$ 26,485	$ 26,042
Cost of products sold	17,714	18,363	17,360
Gross profit	8,926	8,122	8,682
Selling, general and administrative expenses, excluding impairment losses	3,692	3,575	3,588
Goodwill impairment losses	510	444	318
Intangible asset impairment losses	152	469	1,316
Selling, general and administrative expenses	4,354	4,488	5,222
Operating income/(loss)	4,572	3,634	3,460
Interest expense	912	921	2,047
Other expense/(income)	27	(253)	(295)
Income/(loss) before income taxes	3,633	2,966	1,708
Provision for/(benefit from) income taxes	787	598	684
Net income/(loss)	2,846	2,368	1,024
Net income/(loss) attributable to noncontrolling interest	(9)	5	12
Net income/(loss) attributable to common shareholders	$ 2,855	$ 2,363	$ 1,012
Per share data applicable to common shareholders:			
Basic earnings/(loss)	$ 2.33	$ 1.93	$ 0.83
Diluted earnings/(loss)	2.31	1.91	0.82

See accompanying notes to the consolidated financial statements.

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

	December 30, 2023	December 31, 2022	December 25, 2021
Net income/(loss)	$ 2,846	$ 2,368	$ 1,024
Other comprehensive income/(loss), net of tax:			
Foreign currency translation adjustments	309	(914)	(236)
Net deferred gains/(losses) on net investment hedges	(119)	343	169
Amounts excluded from the effectiveness assessment of net investment hedges	28	32	35
Net deferred losses/(gains) on net investment hedges reclassified to net income/(loss)	(27)	(28)	(29)
Net deferred gains/(losses) on cash flow hedges	3	(72)	(91)
Amounts excluded from the effectiveness assessment of cash flow hedges	19	14	27
Net deferred losses/(gains) on cash flow hedges reclassified to net income/(loss)	(50)	26	68
Net actuarial gains/(losses) arising during the period	(70)	(386)	232
Net postemployment benefit losses/(gains) reclassified to net income/(loss)	115	(8)	(26)
Total other comprehensive income/(loss)	208	(993)	149
Total comprehensive income/(loss)	3,054	1,375	1,173
Comprehensive income/(loss) attributable to noncontrolling interest	(7)	(2)	18
Comprehensive income/(loss) attributable to common shareholders	$ 3,061	$ 1,377	$ 1,155

See accompanying notes to the consolidated financial statements.

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

	December 30, 2023	December 31, 2022
ASSETS		
Cash and cash equivalents	$ 1,400	$ 1,040
Trade receivables (net of allowances of $38 at December 30, 2023 and $46 at December 31, 2022)	2,112	2,120
Inventories	3,614	3,651
Prepaid expenses	234	240
Other current assets	566	842
Assets held for sale	3	4
Total current assets	7,929	7,897
Property, plant and equipment, net	7,122	6,740
Goodwill	30,459	30,833
Intangible assets, net	42,448	42,649
Other non-current assets	2,381	2,394
TOTAL ASSETS	$ 90,339	$ 90,513
LIABILITIES AND EQUITY		
Commercial paper and other short-term debt	$ —	$ 6
Current portion of long-term debt	638	831
Trade payables	4,627	4,848
Accrued marketing	733	749
Interest payable	258	264
Other current liabilities	1,781	2,330
Total current liabilities	8,037	9,028
Long-term debt	19,394	19,233
Deferred income taxes	10,201	10,152
Accrued postemployment costs	143	144
Long-term deferred income	1,424	1,477
Other non-current liabilities	1,418	1,609
TOTAL LIABILITIES	40,617	41,643
Commitments and Contingencies (Note 15)		
Redeemable noncontrolling interest	34	40
Equity:		
Common stock, $0.01 par value (5,000 shares authorized; 1,249 shares issued and 1,218 shares outstanding at December 30, 2023; 1,243 shares issued and 1,225 shares outstanding at December 31, 2022)	12	12
Additional paid-in capital	52,037	51,834
Retained earnings/(deficit)	1,367	489
Accumulated other comprehensive income/(losses)	(2,604)	(2,810)
Treasury stock, at cost (31 shares at December 30, 2023 and 18 shares at December 31, 2022)	(1,286)	(847)
Total shareholders' equity	49,526	48,678
Noncontrolling interest	162	152
TOTAL EQUITY	49,688	48,830
TOTAL LIABILITIES AND EQUITY	$ 90,339	$ 90,513

See accompanying notes to the consolidated financial statements.

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

	Common Stock	Additional Paid-in Capital	Retained Earnings/ (Deficit)	Accumulated Other Comprehensive Income/(Losses)	Treasury Stock, at Cost	Noncontrolling Interest
Balance at December 26, 2020	$ 12	$ 55,096	$ (2,694)	$ (1,967)	$ (344)	$ 140
Net income/(loss) excluding redeemable noncontrolling interest	—	—	1,012	—	—	12
Other comprehensive income/(loss) excluding redeemable noncontrolling interest	—	—	—	143	—	6
Dividends declared-common stock ($1.60 per share)	—	(1,979)	—	—	—	—
Dividends declared-noncontrolling interest ($108.71 per share)	—	—	—	—	—	(8)
Exercise of stock options, issuance of other stock awards, repurchase of common stock, and other	—	262	—	—	(243)	—
Balance at December 25, 2021	12	53,379	(1,682)	(1,824)	(587)	150
Net income/(loss) excluding redeemable noncontrolling interest	—	—	2,363	—	—	9
Other comprehensive income/(loss) excluding redeemable noncontrolling interest	—	—	—	(986)	—	(4)
Dividends declared-						

See accompanying notes to the consolidated financial statements.

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

	December 30, 2023	December 31, 2022	December 25, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income/(loss)	$ 2,846	$ 2,368	$ 1,024
Adjustments to reconcile net income/(loss) to operating cash flows:			
Depreciation and amortization	961	933	910
Amortization of postemployment benefit plans prior service costs/(credits)	(14)	(14)	(7)
Divestiture-related license income	(54)	(56)	(4)
Equity award compensation expense	141	148	197
Deferred income tax provision/(benefit)	17	(278)	(1,042)
Postemployment benefit plan contributions	(22)	(23)	(27)
Goodwill and intangible asset impairment losses	662	913	1,634
Nonmonetary currency devaluation	28	17	—
Loss/(gain) on sale of business	(4)	(25)	(44)
Proceeds from sale of license	—	—	1,587
Loss/(gain) on extinguishment of debt	—	(38)	917
Other items, net	221	7	(187)
Changes in current assets and liabilities:			
Trade receivables	18	(228)	87
Inventories	(106)	(1,121)	(144)
Accounts payable	(295)	152	408
Other current assets	139	(314)	(32)
Other current liabilities	(562)	28	87
Net cash provided by/(used for) operating activities	3,976	2,469	5,364
CASH FLOWS FROM INVESTING ACTIVITIES:			
Capital expenditures	(1,013)	(916)	(905)
Payments to acquire business, net of cash acquired	—	(481)	(74)
Settlement of net investment hedges	31	208	(28)
Proceeds from sale of business, net of cash disposed and working capital adjustments	—	88	5,014
Other investing activities, net	66	10	31
Net cash provided by/(used for) investing activities	(916)	(1,091)	4,038
CASH FLOWS FROM FINANCING ACTIVITIES:			
Repayments of long-term debt	(848)	(1,465)	(6,202)
Proceeds from issuance of long-term debt	657	—	—
Debt prepayment and extinguishment benefit/(costs)	—	10	(924)
Proceeds from issuance of commercial paper	150	228	—
Repayments of commercial paper	(150)	(228)	—
Dividends paid	(1,965)	(1,960)	(1,959)
Repurchases of common stock	(455)	(280)	(271)
Other financing activities, net	(67)	(19)	12
Net cash provided by/(used for) financing activities	(2,678)	(3,714)	(9,344)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(19)	(69)	(30)
Cash, cash equivalents, and restricted cash			
Net increase/(decrease)	363	(2,405)	28
Balance at beginning of period	1,041	3,446	3,418

See accompanying notes to the consolidated financial statements.

Note 1. Basis of Presentation

Organization

On July 2, 2015 (the "2015 Merger Date"), through a series of transactions, we consummated the merger of Kraft Foods Group, Inc. ("Kraft") with and into a wholly-owned subsidiary of H.J. Heinz Holding Corporation ("Heinz") (the "2015 Merger"). At the closing of the 2015 Merger, Heinz was renamed The Kraft Heinz Company.

We operate on a 52- or 53-week fiscal year ending on the last Saturday in December in each calendar year. Unless the context requires otherwise, references to years and quarters contained herein pertain to our fiscal years and fiscal quarters. Our 2023 fiscal year was a 52-week period that ended on December 30, 2023, our 2022 fiscal year was a 53-week period that ended on December 31, 2022, and our 2021 fiscal year was a 52-week period that ended on December 25, 2021.

Principles of Consolidation

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

Reportable Segments

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

During the fourth quarter of 2023, certain organizational changes were announced that are expected to impact our future internal reporting and reportable segments. We expect to divide our International segment into three operating segments — Europe and Pacific Developed Markets ("EPDM" or "International Developed Markets"), West and East Emerging Markets ("WEEM"), and Asia Emerging Markets ("AEM") — in order to enable enhanced focus on the different strategies required for each of these regions as part of our long-term strategic plan.

As a result of these changes, we expect to have two reportable segments: North America and International Developed Markets. We anticipate that our remaining operating segments, consisting of WEEM and AEM, will be combined and disclosed as Emerging Markets. We expect that the change to our reportable segments will be effective in the first quarter of 2024.

Use of Estimates

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

Reclassifications

We made reclassifications and adjustments to certain previously reported financial information to conform to our current period presentation, including certain updates to our fair value of pension and postretirement benefit plan assets tables to expand and clarify our asset categories. We have reflected these changes in all historical periods presented and these updates have no net impact on the total plan assets at fair value or leveling disclosed. See Note 11, *Postemployment Benefits*, for additional information.

Held for Sale

At December 30, 2023 and December 31, 2022, we classified certain assets as held for sale in our consolidated balance sheet, primarily relating to land use rights across the globe.

Cash, Cash Equivalents, and Restricted Cash

Cash equivalents include term deposits with banks, money market funds, and all highly liquid investments with original maturities of three months or less. The fair value of cash equivalents approximates the carrying amount. Cash and cash equivalents that are legally restricted as to withdrawal or usage are classified in other current assets or other non-current assets, as applicable, on the consolidated balance sheets. Restricted cash recorded in other current assets was $3 million at December 30, 2023 and restricted cash recorded in other non-current assets was $1 million at December 30, 2023 and $1 million at December 31, 2022. Total cash, cash equivalents, and restricted cash was $1,404 million at December 30, 2023 and $1,041 million at December 31, 2022.

Note 2. Significant Accounting Policies

Revenue Recognition:
Our revenues are primarily derived from customer orders for the purchase of our products. We recognize revenues as performance obligations are fulfilled when control passes to our customers. We record revenues net of variable consideration, including consumer incentives and performance obligations related to trade promotions, excluding taxes, and including all shipping and handling charges billed to customers (accounting for shipping and handling charges that occur after the transfer of control as fulfillment costs). We also record a refund liability for estimated product returns and customer allowances as reductions to revenues within the same period that the revenue is recognized. We base these estimates principally on historical and current period experience factors. We recognize costs paid to third-party brokers to obtain contracts as expenses as our contracts are generally less than one year.

Advertising, Consumer Incentives, and Trade Promotions:
We promote our products with advertising, consumer incentives, and performance obligations related to trade promotions. Consumer incentives and trade promotions include, but are not limited to, discounts, coupons, rebates, performance-based in-store display activities, and volume-based incentives. Variable consideration related to consumer incentive and trade promotion activities is recorded as a reduction to revenues based on amounts estimated as being due to customers and consumers at the end of a period. We base these estimates principally on historical utilization, redemption rates, and/or current period experience factors. We review and adjust these estimates at least quarterly based on actual experience and other information.

Advertising expenses are recorded in selling, general and administrative expenses ("SG&A"). For interim reporting purposes, we charge advertising to operations as a percentage of estimated full year sales activity and marketing costs. We then review and adjust these estimates each quarter based on actual experience and other information. Our definition of advertising expenses includes advertising production costs, in-store advertising costs, agency fees, brand promotions and events, and sponsorships, in addition to costs to obtain advertising in television, radio, print, digital, and social channels. We recorded advertising expenses of $1,071 million in 2023, $945 million in 2022, and $1,039 million in 2021. We also incur market research costs, which are recorded in SG&A but are excluded from advertising expenses.

Research and Development Expense:
We expense costs as incurred for product research and development within SG&A. Research and development expenses were approximately $147 million in 2023, $127 million in 2022, and $140 million in 2021.

Stock-Based Compensation:
We recognize compensation costs related to equity awards on a straight-line basis over the vesting period of the award, which is generally three to five years, or on a straight-line basis over the requisite service period for each separately vesting portion of the awards. These costs are primarily recognized within SG&A. We estimate expected forfeitures rather than recognizing forfeitures as they occur in determining our equity award compensation costs. We classify equity award compensation costs primarily within general corporate expenses. See Note 10, *Employees' Stock Incentive Plans*, for additional information.

Postemployment Benefit Plans:
We maintain various retirement plans for the majority of our employees. These include pension benefits, postretirement health care benefits, and defined contribution benefits. The cost of these plans is charged to expense over an appropriate term based on, among other things, the cost component and whether the plan is active or inactive. Changes in the fair value of our plan assets result in net actuarial gains or losses. These net actuarial gains and losses are deferred into accumulated other comprehensive income/(losses) and amortized within other expense/(income) in future periods using the corridor approach. The corridor is 10% of the greater of the market-related value of the plan's asset or projected benefit obligation. Any actuarial gains and losses in excess of the corridor are then amortized over an appropriate term based on whether the plan is active or inactive. See Note 11, *Postemployment Benefits*, for additional information.

Income Taxes:
We recognize income taxes based on amounts refundable or payable for the current year and record deferred tax assets or liabilities for any difference between the financial reporting and tax basis of our assets and liabilities. We also recognize deferred tax assets for temporary differences, operating loss carryforwards, and tax credit carryforwards. Inherent in determining our annual tax rate are judgments regarding business plans, planning opportunities, and expectations about future outcomes. Realization of certain deferred tax assets, primarily net operating loss and other carryforwards, is dependent upon generating sufficient taxable income in the appropriate jurisdiction prior to the expiration of the carryforward periods.

We apply a more-likely-than-not threshold to the recognition and derecognition of uncertain tax positions. Accordingly, we recognize the amount of tax benefit that has a greater than 50 percent likelihood of being ultimately realized upon settlement. Future changes in judgment related to the expected ultimate resolution of uncertain tax positions will affect our results in the quarter of such change.

We record valuation allowances to reduce deferred tax assets to the amount that is more likely than not to be realized. When assessing the need for valuation allowances, we consider future taxable income and ongoing prudent and feasible tax planning strategies. Should a change in circumstances lead to a change in judgment about the realizability of deferred tax assets in future years, we would adjust related valuation allowances in the period that the change in circumstances occurs, along with a corresponding adjustment to our provision for/(benefit from) income taxes. The resolution of tax reserves and changes in valuation allowances could be material to our results of operations for any period, but is not expected to be material to our financial position.

Common Stock and Preferred Stock Dividends:
Dividends are recorded as a reduction to retained earnings. When we have an accumulated retained deficit, dividends are recorded as a reduction of additional paid-in capital.

Inventories:
Inventories are stated at the lower of cost or net realizable value. We value inventories primarily using the average cost method.

Property, Plant and Equipment:
Property, plant and equipment are stated at historical cost and depreciated on the straight-line method over the estimated useful lives of the assets. Machinery and equipment are depreciated over periods ranging from three years to 20 years and buildings and improvements over periods up to 40 years. Capitalized software costs are included in property, plant and equipment if we have the contractual right to take possession of the software at any time and it is feasible for us to either run the software on our own hardware or contract with a third party to host the software. These costs are amortized on a straight-line basis over the estimated useful lives of the software, which do not exceed seven years. We review long-lived assets for impairment when conditions exist that indicate the carrying amount of the assets may not be fully recoverable. Such conditions could include significant adverse changes in the business climate, current-period operating or cash flow losses, significant declines in forecasted operations, or a current expectation that an asset group will be disposed of before the end of its useful life. We perform undiscounted operating cash flow analyses to determine if an impairment exists. When testing for impairment of assets held for use, we group assets at the lowest level for which cash flows are separately identifiable. If an impairment is determined to exist, the loss is calculated based on estimated fair value. Impairment losses on assets to be disposed of, if any, are based on the estimated proceeds to be received, less costs of disposal.

Hosted Cloud Computing Arrangement that is a Service Contract:
Deferred implementation costs for hosted cloud computing service arrangements are stated at historical cost and amortized on a straight-line basis over the term of the hosting arrangement that the implementation costs relate to. Deferred implementation costs to be amortized during the next 12 months for these arrangements are included in prepaid expenses and amortized to SG&A. All remaining amounts to be amortized are included in other non-current assets. The corresponding cash flows related to these arrangements will be reported within operating activities. We review the deferred implementation costs for impairment when we believe the deferred costs may no longer be recoverable. Such conditions could include situations where the arrangement is not expected to provide substantive service potential, a significant change occurs in the manner in which the arrangement is used or expected to be used, including early cancellation or termination of the arrangement, or situations where the arrangement has had, or will have, a significant change made to it. In instances where we have concluded that an impairment exists, we accelerate the deferred costs on the consolidated balance sheet for immediate expense recognition in SG&A.

***Goodwill and Intangible Assets*:**
We maintain 11 reporting units, seven of which comprise our goodwill balance. Our indefinite-lived intangible asset balance primarily consists of a number of individual brands. We test our reporting units and brands for impairment annually as of the first day of our third quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit or brand is less than its carrying amount. Such events and circumstances could include a sustained decrease in our market capitalization, increased competition or unexpected loss of market share, increased input costs beyond projections, disposals of significant brands or components of our business, unexpected business disruptions (for example due to a natural disaster, pandemic, or loss of a customer, supplier, or other significant business relationship), unexpected significant declines in operating results, significant adverse changes in the markets in which we operate, changes in income tax rates, changes in interest rates, or changes in management strategy. We test reporting units for impairment by comparing the estimated fair value of each reporting unit with its carrying amount. We test brands for impairment by comparing the estimated fair value of each brand with its carrying amount. If the carrying amount of a reporting unit or brand exceeds its estimated fair value, we record an impairment loss based on the difference between fair value and carrying amount, in the case of reporting units, not to exceed the associated carrying amount of goodwill.

Definite-lived intangible assets are amortized on a straight-line basis over the estimated periods benefited. We review definite-lived intangible assets for impairment when conditions exist that indicate the carrying amount of the assets may not be recoverable. Such conditions could include significant adverse changes in the business climate, current-period operating or cash flow losses, significant declines in forecasted operations, or a current expectation that an asset group will be disposed of before the end of its useful life. We perform undiscounted operating cash flow analyses to determine if an impairment exists. When testing for impairment of definite-lived intangible assets held for use, we group assets at the lowest level for which cash flows are separately identifiable. If an impairment is determined to exist, the loss is calculated based on estimated fair value. Impairment losses on definite-lived intangible assets to be disposed of, if any, are based on the estimated proceeds to be received, less costs of disposal.

See Note 8, *Goodwill and Intangible Assets*, for additional information.

Leases:
We determine whether a contract is or contains a lease at contract inception based on the presence of identified assets and our right to obtain substantially all the economic benefit from and to direct the use of such assets. When we determine a lease exists, we record a right-of-use ("ROU") asset and corresponding lease liability on our consolidated balance sheet. ROU assets represent our right to use an underlying asset for the lease term. Lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets are recognized at the lease commencement date at the value of the lease liability and are adjusted for any prepayments, lease incentives received, and initial direct costs incurred. Lease liabilities are recognized at the lease commencement date based on the present value of remaining lease payments over the lease term. As the discount rate implicit in the lease is not readily determinable in most of our leases, we use our incremental borrowing rate (dependent on tenor and currency and adjusted to reflect collateralization) based on the information available at the lease commencement date in determining the present value of lease payments. Our lease terms include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

We do not record lease contracts with a term of 12 months or less on our consolidated balance sheets.

We recognize fixed lease expense for operating leases on a straight-line basis over the lease term. For finance leases, we recognize amortization expense over the shorter of the estimated useful life of the underlying assets or the lease term. In instances of title transfer, expense is recognized over the useful life. Interest expense on a finance lease is recognized using the effective interest method over the lease term.

We have lease agreements with non-lease components that relate to the lease components (e.g., common area maintenance such as cleaning or landscaping, insurance, etc.). We account for each lease and any non-lease components associated with that lease as a single lease component for all underlying asset classes. Accordingly, all costs associated with a lease contract are accounted for as lease costs.

Certain leasing arrangements require variable payments that are dependent on usage or output or may vary for other reasons, such as insurance and tax payments. Variable lease payments that do not depend on an index or rate are excluded from lease payments in the measurement of the ROU asset and lease liability and are recognized as expense in the period in which the payment occurs.

Our lease agreements typically do not include significant restrictions or covenants, and residual value guarantees are generally not included within our leases.

See Note 17, *Leases*, for additional information.

Financial Instruments:
As we source our commodities on global markets and periodically enter into financing or other arrangements abroad, we use a variety of risk management strategies and financial instruments to manage commodity price, foreign currency exchange rate, and interest rate risks. Our risk management program focuses on the unpredictability of financial markets and seeks to reduce the potentially adverse effects that the volatility of these markets may have on our operating results. One way we do this is through actively hedging our risks through the use of derivative instruments. As a matter of policy, we do not use highly leveraged derivative instruments, nor do we use financial instruments for speculative purposes.

Derivatives are recorded on our consolidated balance sheets as assets or liabilities at fair value, which fluctuates based on changing market conditions.

Certain derivatives are designated as cash flow hedges and qualify for hedge accounting treatment, while others are not designated as hedging instruments and are marked to market through net income/(loss). The gains and losses on cash flow hedges are deferred as a component of accumulated other comprehensive income/(losses) and are recognized in net income/(loss) at the time the hedged item affects net income/(loss), in the same line item as the underlying hedged item. The excluded component on cash flow hedges is recognized in net income/(loss) over the life of the hedging relationship in the same income statement line item as the underlying hedged item. We also designate certain derivatives and non-derivatives as net investment hedges to hedge the net assets of certain foreign subsidiaries which are exposed to volatility in foreign currency exchange rates. Changes in the value of these derivatives and remeasurements of our non-derivatives designated as net investment hedges are calculated each period using the spot method, with changes reported in foreign currency translation adjustments within accumulated other comprehensive income/(losses). Such amounts will remain in accumulated other comprehensive income/(losses) until the complete or substantially complete liquidation of our investment in the underlying foreign operations. The excluded component on derivatives designated as net investment hedges is recognized in net income/(loss) within interest expense. The income statement classification of gains and losses related to derivative instruments not designated as hedging instruments is determined based on the underlying intent of the contracts. Cash flows related to the settlement of derivative instruments designated as net investment hedges of foreign operations are classified in the consolidated statements of cash flows within investing activities. All other cash flows related to derivative instruments are classified in the same line item as the cash flows of the related hedged item, which can be within operating, investing, or financing activities.

To qualify for hedge accounting, a specified level of hedging effectiveness between the hedging instrument and the item being hedged must be achieved at inception and maintained throughout the hedged period. When a hedging instrument no longer meets the specified level of hedging effectiveness, we reclassify the related hedge gains or losses previously deferred into other comprehensive income/(losses) to net income/(loss) within other expense/(income). We formally document our risk management objectives, our strategies for undertaking the various hedge transactions, the nature of and relationships between the hedging instruments and hedged items, and the method for assessing hedge effectiveness. Additionally, for qualified hedges of forecasted transactions, we specifically identify the significant characteristics and expected terms of the forecasted transactions. If it becomes probable that a forecasted transaction will not occur, the hedge will no longer be effective and all of the derivative gains or losses would be recognized in net income/(loss) in the current period.

Unrealized gains and losses on our commodity derivatives not designated as hedging instruments are recorded in cost of products sold and are included within general corporate expenses until realized. Once realized, the gains and losses are included within the applicable segment operating results.

Our designated and undesignated derivative contracts include:

- *Net investment hedges.* We have numerous investments in our foreign subsidiaries, the net assets of which are exposed to volatility in foreign currency exchange rates. We manage this risk by utilizing derivative and non-derivative instruments, including cross-currency swap contracts, foreign exchange contracts, and certain foreign currency denominated debt designated as net investment hedges. We exclude the interest accruals and any off-market values on cross-currency swap contracts and the forward points on foreign exchange forward contracts from the assessment and measurement of hedge effectiveness. We recognize the interest accruals and any amortization of off-market values on cross-currency swap contracts in net income/(loss) within interest expense. We amortize the forward points on foreign exchange contracts into net income/(loss) within interest expense over the life of the hedging relationship.

- *Foreign currency cash flow hedges.* We use various financial instruments to mitigate our exposure to changes in exchange rates from third-party and intercompany actual and forecasted transactions. Our principal foreign currency exposures that are hedged include the euro, Canadian dollar, and British pound sterling. These instruments include cross-currency swap contracts and foreign exchange forward and option contracts. Substantially all of these derivative instruments are highly effective and qualify for hedge accounting treatment. We exclude the interest accruals on cross-currency swap contracts (when interest is not a hedged item) and the forward points and option premiums or discounts on foreign exchange contracts from the assessment and measurement of hedge effectiveness and amortize such amounts into net income/(loss) in the same line item as the underlying hedged item over the life of the hedging relationship.
- *Interest rate cash flow hedges.* From time to time, we have used derivative instruments, including interest rate swaps and treasury locks, as part of our interest rate risk management strategy. We have primarily used interest rate swaps and treasury locks to hedge the variability of interest payment cash flows on a portion of our future debt obligations.
- *Commodity derivatives.* We are exposed to price risk related to forecasted purchases of certain commodities that we primarily use as raw materials. We enter into commodity purchase contracts primarily for dairy products, vegetable oils, corn, coffee beans, wheat products, meat products, sugar cane, and cocoa beans. These commodity purchase contracts generally are not subject to the accounting requirements for derivative instruments and hedging activities under the normal purchases and normal sales exception. We also use commodity futures, options, and swaps to economically hedge the price of certain commodity costs, including the commodities noted above, as well as diesel fuel, packaging products, and natural gas. We do not designate these commodity contracts as hedging instruments. We also occasionally use futures to economically cross hedge a commodity exposure.

See Note 12, *Financial Instruments*, for additional information.

Translation of Foreign Currencies:
For all significant foreign operations, the functional currency is the local currency. Assets and liabilities of these operations are translated at the exchange rate in effect at each period end. Income statement accounts are translated at the average rate of exchange prevailing during the period. Foreign currency translation adjustments arising from the use of differing exchange rates from period to period are included as a component of accumulated other comprehensive income/(losses) on our consolidated balance sheet. Gains and losses from foreign currency transactions are included in net income/(loss) for the period.

Highly Inflationary Accounting:
We apply highly inflationary accounting if the cumulative inflation rate in an economy for a three-year period meets or exceeds 100%. Under highly inflationary accounting, the financial statements of a subsidiary are remeasured into our reporting currency (U.S. dollars) based on the legally available exchange rate at which we expect to settle the underlying transactions. Exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in other expense/(income) on our consolidated statement of income, rather than accumulated other comprehensive income/(losses) on our consolidated balance sheet, until such time as the economy is no longer considered highly inflationary. Certain non-monetary assets and liabilities are recorded at the applicable historical exchange rates. We applied highly inflationary accounting to the results of our subsidiaries in Turkey, Venezuela, and Argentina which resulted in nonmonetary currency devaluation losses in other expense/(income) of $28 million as of December 30, 2023, $17 million as of December 31, 2022, and an insignificant amount as of December 25, 2021. The net monetary assets of each of our subsidiaries in Turkey, Venezuela, and Argentina were insignificant at December 30, 2023. Our results of operations in Turkey, Venezuela, and Argentina reflect those of controlled subsidiaries.

Note 3. New Accounting Standards

Accounting Standards Adopted in the Current Year

Supplier Finance Programs (Topic 405-50) - Disclosure of Supplier Finance Program Obligations:
In September 2022, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2022-04 to add disclosure requirements relative to supplier financing programs under Accounting Standards Codification (“ASC”) 405, *Liabilities*. The guidance requires entities that maintain supplier financing programs to provide information in their financial statements about their use of supplier finance programs and their effect on the entity’s working capital, liquidity, and cash flows. Specifically, the amendment requires entities to disclose the key terms of their programs, amounts outstanding, balance sheet presentation, and a rollforward of amounts outstanding during the annual period. Only the amount outstanding at the end of the period is required to be disclosed in interim periods. We adopted this ASU when it became effective in the first quarter of 2023, except for the rollforward requirement, which is effective in 2024. The adoption of this ASU did not have a significant impact on our financial statements and related disclosures.

Accounting Standards Not Yet Adopted

Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures:
In November 2023, the FASB issued ASU 2023-07 to improve segment disclosure requirements under ASC 280, *Segment Reporting,* through enhancing disclosures about significant segment expenses. The guidance requires entities to provide significant segment expenses that are regularly provided to the chief operating decision maker and other segment expenses included in each reported measure of segment profitability. The ASU also enhances interim segment reporting requirements by aligning interim disclosures with information that must be disclosed annually in accordance with ASC 280. The ASU will be effective beginning in 2024 for annual disclosures, and in 2025 for interim disclosures. Early adoption is permitted. The new guidance must be applied retrospectively to all prior periods presented in the financial statements, with the significant segment expense and other segment item amounts disclosed based on categories identified in the period of adoption. We are still evaluating the impacts this ASU will have on our financial statements and related disclosures.

Income Taxes (Topic 740) – Improvements to Income Tax Disclosures:
In December 2023, the FASB issued ASU 2023-09 to improve income tax disclosure requirements under ASC 740, *Income Taxes*. The guidance requires entities to provide disaggregated information about a reporting entity's effective tax rate reconciliation and about income taxes paid. The ASU will be effective for annual periods beginning after December 15, 2024 and will impact our 2025 annual filing. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. We are still evaluating the impacts this ASU will have on our financial statements and related disclosures.

Note 4. Acquisitions and Divestitures

Acquisitions

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

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

We entered into foreign exchange derivative contracts to economically hedge the foreign currency exposure related to the cash consideration for the Hemmer Acquisition. See Note 12, *Financial Instruments*, for additional information.

We utilized fair values at the Hemmer Acquisition Date to allocate the total consideration exchanged to the net tangible and intangible assets acquired and liabilities assumed.

The purchase price allocation for the Hemmer Acquisition was final as of the first quarter of 2023.

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

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

The Hemmer Acquisition preliminarily resulted in $219 million of non-tax deductible goodwill relating principally to Hemmer's long-term experience and large presence operating in emerging markets. This goodwill was assigned to the Latin America ("LATAM") reporting unit within our International segment. In 2022, certain insignificant measurement period adjustments were made to the initial allocation, and the final amount of goodwill was adjusted to $215 million. In the fourth quarter of 2022, a portion of the goodwill became tax deductible following the merger of Hemmer into our existing legal entity structure. See Note 8, *Goodwill and Intangible Assets*, for additional information.

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

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

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

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

Just Spices Acquisition:

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

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

Subsequent to the Just Spices Acquisition, the redeemable noncontrolling interest is measured at the greater of the amount that would be paid if settlement occurred as of the balance sheet date based on the contractually defined redemption value and its carrying amount adjusted for the net income/(loss) attributable to the noncontrolling interest. In the third quarter of 2023, we completed the redemption of an additional 5% of the outstanding shares and own 90% of the controlling interest in Just Spices as of December 30, 2023.

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

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

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

The Just Spices Acquisition preliminarily resulted in $167 million of non-tax deductible goodwill relating principally to Just Spices' social media presence. This goodwill was assigned to the Continental Europe reporting unit within our International segment. In 2022, certain insignificant measurement period adjustments were made to the initial allocation, and the final amount of goodwill was adjusted to $156 million. See Note 8, *Goodwill and Intangible Assets*, for additional information.

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

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

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

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

Assan Foods Acquisition:

On October 1, 2021 (the "Assan Foods Acquisition Date"), we acquired all of the outstanding equity interests in Assan Gıda Sanayi ve Ticaret A.Ş. ("Assan Foods"), a condiments and sauces manufacturer based in Turkey, from third parties Kibar Holding Anonim Şirketi and a holder of registered shares of Assan Foods (the "Assan Foods Acquisition").

The Assan Foods Acquisition was accounted for under the acquisition method of accounting for business combinations. Total consideration related to the Assan Foods Acquisition was approximately $79 million, including cash consideration of $70 million and contingent consideration of approximately $9 million. We utilized fair values at the Assan Foods Acquisition Date to allocate the total consideration exchanged to the net tangible and intangible assets acquired and liabilities assumed. The purchase price allocation for the Assan Foods Acquisition was final as of the third quarter of 2022.

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

	Final Allocation
Cash	$ 4
Trade receivables	24
Inventories	26
Other current assets	2
Property, plant and equipment, net	12
Identifiable intangible assets	16
Other non-current assets	5
Short-term debt	(21)
Current portion of long-term debt	(5)
Trade payables	(25)
Other current liabilities	(2)
Long-term debt	(4)
Other non-current liabilities	(4)
Net assets acquired	28
Goodwill on acquisition	51
Total consideration	$ 79

The Assan Foods Acquisition preliminarily resulted in $64 million of non-tax deductible goodwill relating principally to additional capacity that the Assan Foods manufacturing facilities will provide for our brands in the EMEA East region. This goodwill was assigned to the EMEA East reporting unit within our International segment. In 2022, certain insignificant measurement period adjustments were made to the initial allocation, and the final amount of goodwill was adjusted to $51 million. See Note 8, *Goodwill and Intangible Assets*, for additional information.

Deal Costs:

Related to our acquisitions, we incurred insignificant deal costs in 2023, 2022 and 2021. We recognized these deal costs in SG&A.

Divestitures

Potential Dispositions:
In 2023, we entered into agreements to sell two separate businesses within our International segment. For the twelve months ended December 30, 2023, the two businesses collectively generated approximately 1% of net sales and an insignificant amount of Segment Adjusted EBITDA for our International segment, and an insignificant amount of consolidated net sales and operating income/(loss). As of December 30, 2023, the expected timing for when each of these transactions would close remained uncertain, and therefore the related assets and liabilities were classified as held and used on the consolidated balance sheet at December 30, 2023. We anticipate the collective pre-tax loss on sale of businesses to be approximately $100 million, of which approximately $60 million relates to the release of accumulated foreign currency translation losses.

On February 5, 2024, we closed on one of the two transactions and finalized the sale of 100% of the equity interests in our Papua New Guinea subsidiary, Hugo Canning Company Ltd. The estimated pre-tax loss on sale for this business is approximately $80 million, of which approximately $40 million relates to the release of accumulated foreign currency translation losses.

Powdered Cheese Transaction:
In August 2022, we entered into a definitive agreement with a third party, Kerry Group, to sell our business-to-business powdered cheese business (the "Powdered Cheese Transaction"). The net assets transferred in the Powdered Cheese Transaction include, among other things, the Albany, Minnesota manufacturing facility (collectively, the "Powdered Cheese Disposal Group").

The Powdered Cheese Transaction closed in the fourth quarter of 2022 for total cash consideration of approximately $108 million. As a result of the Powered Cheese Transaction closing, we recognized a pre-tax gain on sale of business of approximately $26 million in other expense/(income) on our consolidated statement of income.

Cheese Transaction:
In September 2020, we entered into a definitive agreement with a third party, an affiliate of Groupe Lactalis ("Lactalis"), to sell certain assets in our global cheese business, as well as to license certain trademarks, for total consideration of approximately $3.3 billion, including approximately $3.2 billion of cash consideration and approximately $141 million related to a perpetual license for the *Cracker Barrel* brand that Lactalis granted to us for certain products (the "Cheese Transaction"). The Cheese Transaction had two primary components. The first component related to the perpetual licenses for the *Kraft* and *Velveeta* brands that we granted to Lactalis for certain cheese products (the "*Kraft* and *Velveeta* Licenses"), along with a three-year transitional license that we granted to Lactalis for the *Philadelphia* brand (the "*Philadelphia* License" and collectively, the "Cheese Divestiture Licenses"). The second component related to the net assets transferred to Lactalis (the "Cheese Disposal Group").

Of the $3.3 billion total consideration, approximately $1.6 billion was attributed to the Cheese Divestiture Licenses based on the estimated fair value of the licensed portion of each brand. As of the Cheese Transaction Closing Date, the license income related to the *Kraft* and *Velveeta* Licenses will be recognized over approximately 30 years and the license income related to the *Philadelphia* License will be recognized over approximately three years. Related to the Cheese Divestiture Licenses, we recognized license income of approximately $54 million in 2023, $56 million in 2022, and an insignificant amount of license income in 2021, which was recorded as a reduction to SG&A and classified as divestiture-related license income. Additionally, at December 30, 2023, we have recorded approximately $1.4 billion in long-term deferred income and $55 million in other current liabilities on the consolidated balance sheet related to the Cheese Divestiture Licenses.

The Cheese Transaction closed on November 29, 2021 (the "Cheese Transaction Closing Date"). In 2021, the total gain/loss on sale of business related to the Cheese Transaction was insignificant. In the fourth quarter of 2021, at the time the licensed rights were granted, we reassessed the remaining fair value of the retained portions of the *Kraft* and *Velveeta* brands and recorded a non-cash intangible asset impairment loss related to the *Kraft* brand of approximately $1.24 billion, which was recognized in SG&A.

Nuts Transaction:
In February 2021, we entered into a definitive agreement with a third party, Hormel Foods Corporation, to sell certain assets in our global nuts business for total consideration of approximately $3.4 billion (the "Nuts Transaction"). The net assets transferred in the Nuts Transaction included, among other things, our intellectual property rights to the *Planters* brand and to the *Corn Nuts* brand, three manufacturing facilities in the United States, and the associated inventories (collectively, the "Nuts Disposal Group").

In 2021, we determined that the goodwill within the Nuts Disposal Group was partially impaired. As a result, we recorded a non-cash goodwill impairment loss of $230 million, which was recognized in SG&A. The Nuts Transaction closed in the second quarter of 2021. In 2021, the total pre-tax loss on sale of business for the Nuts Transaction was $34 million primarily related to estimated costs to sell, which was recognized in other expense/(income) on our consolidated statement of income.

Deal Costs:
Related to our divestitures, we incurred insignificant deal costs in 2023, 2022, and 2021. We recognized these deal costs in SG&A.

Note 5. Restructuring Activities

As part of our restructuring activities, we incur expenses that qualify as exit and disposal costs under U.S. GAAP. These include severance and employee benefit costs and other exit costs. Severance and employee benefit costs primarily relate to cash severance, non-cash severance, and pension and other termination benefits. Other exit costs primarily relate to lease and contract terminations. We also incur expenses that are an integral component of, and directly attributable to, our restructuring activities, which do not qualify as exit and disposal costs under U.S. GAAP. These include asset-related costs and other restructuring costs. Asset-related costs primarily relate to accelerated depreciation and asset impairment charges. Other restructuring costs primarily relate to start-up costs of new facilities, professional fees, asset relocation costs, costs to exit facilities, and costs associated with restructuring benefit plans.

Employee severance and other termination benefit packages are primarily determined based on established benefit arrangements, local statutory requirements, and historical benefit practices. We recognize the contractual component of these benefits when payment is probable and estimable; additional elements of severance and termination benefits associated with non-recurring benefits are recognized ratably over each employee's required future service period. Charges for accelerated depreciation are recognized on long-lived assets that will be taken out of service before the end of their normal service, in which case depreciation estimates are revised to reflect the use of the asset over its shortened useful life. Asset impairments establish a new fair value basis for assets held for disposal or sale, and those assets are written down to expected net realizable value if carrying value exceeds fair value. All other costs are recognized as incurred.

Restructuring Activities:
We have restructuring programs globally, which are focused primarily on streamlining our organizational design. We eliminated approximately 690 positions in 2023 and 575 positions in 2022 related to these programs. As of December 30, 2023, we expect to eliminate approximately 200 additional positions in 2024. In 2023, restructuring activities resulted in expenses of $225 million and included $21 million of severance and employee benefit costs, $41 million of asset-related costs, $156 million of other restructuring costs, and $7 million of other exit costs. Other restructuring costs included non-cash charges related to the settlement of one of our U.K. defined benefit pension plans in 2023. See Note 11, *Postemployment Benefits*, for additional information. Restructuring activities resulted in expenses of $74 million in 2022 and $84 million in 2021.

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

	Severance and Employee Benefit Costs	Other Exit Costs	Total
Balance at December 31, 2022	$ 28	$ 11	$ 39
Charges/(credits)	21	7	28
Cash payments	(23)	(2)	(25)
Non-cash utilization	(3)	(2)	(5)
Balance at December 30, 2023	$ 23	$ 14	$ 37

We expect the majority of the liability for severance and employee benefit costs as of December 30, 2023 to be paid by the second quarter of 2024. The liability for other exit costs primarily relates to lease obligations. The cash impact of these obligations will continue for the duration of the lease terms, which expire between 2024 and 2031.

Total Expenses/(Income):

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

	December 30, 2023	December 31, 2022	December 25, 2021
Severance and employee benefit costs - Cost of products sold	$ 9	$ 1	$ 12
Severance and employee benefit costs - SG&A	9	33	21
Severance and employee benefit costs - Other expense/(income)	3	—	1
Asset-related costs - Cost of products sold	42	12	—
Asset-related costs - SG&A	(1)	—	—
Other costs - Cost of products sold	6	14	1
Other costs - SG&A	(5)	14	49
Other costs - Other expense/(income)	162	—	—
	$ 225	$ 74	$ 84

We do not include our restructuring activities within Segment Adjusted EBITDA (as defined in Note 20, *Segment Reporting*). The pre-tax impact of allocating such expenses/(income) to our segments would have been (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
North America	$ 15	$ 40	$ 15
International	220	25	22
General corporate expenses	(10)	9	47
	$ 225	$ 74	$ 84

Note 6. Inventories

Inventories consisted of the following (in millions):

	December 30, 2023	December 31, 2022
Packaging and ingredients	$ 1,014	$ 1,032
Spare parts	233	208
Work in process	338	334
Finished products	2,029	2,077
Inventories	$ 3,614	$ 3,651

Note 7. Property, Plant and Equipment

Property, plant and equipment, net consisted of the following (in millions):

	December 30, 2023	December 31, 2022
Land	$ 203	$ 200
Buildings and improvements	2,705	2,536
Equipment, software and other	7,735	7,055
Construction in progress	1,282	1,161
	11,925	10,952
Accumulated depreciation	(4,803)	(4,212)
Property, plant and equipment, net	$ 7,122	$ 6,740

At December 30, 2023 and December 31, 2022, property, plant and equipment, net, excluded amounts classified as held for sale. Depreciation expense was $710 million in 2023, $672 million in 2022, and $671 million in 2021.

Note 8. Goodwill and Intangible Assets

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

	North America	International	Total
Balance at December 25, 2021	$ 28,242	$ 3,054	$ 31,296
Impairment losses	(455)	—	(455)
Acquisitions	—	386	386
Measurement period adjustments	—	(18)	(18)
Divestitures	(37)	—	(37)
Translation adjustments and other	(65)	(274)	(339)
Balance at December 31, 2022	$ 27,685	$ 3,148	$ 30,833
Impairment losses	(452)	(58)	(510)
Translation adjustments and other	15	121	136
Balance at December 30, 2023	$ 27,248	$ 3,211	$ 30,459

In 2023, we recorded non-cash goodwill impairment losses of $452 million within our North America segment and $58 million within our International segment as a result of our 2023 goodwill impairment testing discussed below. The remaining impact to goodwill in 2023 primarily related to translation adjustments.

In 2022, we recorded non-cash goodwill impairment losses of $455 million within our North America segment as a result of our 2022 goodwill impairment testing discussed below. We recorded $386 million of additional goodwill in association with the Just Spices Acquisition and the Hemmer Acquisition within our International segment. In addition, we recorded measurement period adjustments related to the Just Spices Acquisition, the Hemmer Acquisition, and the Assan Acquisition that cumulatively reduced goodwill by $18 million in our International segment. Further, we recorded a $37 million reduction of goodwill within our North America segment related to the Powdered Cheese Transaction. The remaining impact to goodwill in 2022 primarily related to translation adjustments. See Note 4, *Acquisitions and Divestitures*, for additional information related to these transactions and the related financial statement impacts.

2023 Goodwill Impairment Testing

We performed our 2023 annual impairment test as of July 2, 2023, which was the first day of our third quarter of 2023. In performing this test, we incorporated information that was known through the date of filing of our Quarterly Report on Form 10-Q for the period ended September 30, 2023. We utilized the discounted cash flow method under the income approach to estimate the fair value of our reporting units. As a result of our 2023 annual impairment test, we recognized a non-cash goodwill impairment loss of approximately $510 million in SG&A, which included a $452 million impairment loss in our Canada and North America Coffee ("CNAC") reporting unit within our North America segment and a $58 million impairment loss in our Continental Europe reporting unit within our International segment. These impairments were primarily driven by an increase in the discount rate, which was impacted by higher interest rates, a decline in market capitalization, and other market inputs. After these impairments, the goodwill carrying amount of our CNAC reporting unit is approximately $909 million and the goodwill carrying amount of our Continental Europe reporting unit is approximately $958 million.

As of our 2023 annual impairment test, our reporting units with 20% or less fair value over carrying amount had an aggregate goodwill carrying amount of $30.1 billion and included Taste, Meals, and Away From Home ("TMA"), Fresh, Beverages, and Desserts ("FBD"), Northern Europe, Continental Europe, CNAC, and LATAM. Our Asia reporting unit had between 20-50% fair value over carrying amount with an aggregate goodwill carrying amount of $309 million as of our 2023 annual impairment test date.

As of December 30, 2023, we maintain 11 reporting units, seven of which comprise our goodwill balance. These seven reporting units had an aggregate goodwill carrying amount of $30.5 billion at December 30, 2023. Accumulated impairment losses to goodwill were $11.8 billion as of December 30, 2023 and $11.3 billion at December 31, 2022.

2022 Goodwill Impairment Testing

We historically tested our reporting units and brands for impairment annually as of the first day of our second quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit or brand is less than its carrying amount. As discussed in further detail below, we performed an annual test as of March 27, 2022, the first day of our second quarter (the "Q2 2022 Annual Impairment Test"). Beginning in the third quarter of 2022 and for subsequent annual periods, we voluntarily changed the annual impairment assessment date to the first day of our third quarter and performed an additional annual impairment test as of June 26, 2022 (the "Q3 2022 Annual Impairment Test").

In the second quarter of 2022, we changed our reporting and reportable segments and combined our United States and Canada zones to form the North America zone. As a result of these changes, the composition of certain reporting units changed and we performed an interim impairment test (or transition test) on the affected reporting units on both a pre- and post-reorganization basis.

We performed our pre-reorganization impairment test as of March 27, 2022, which was our first day of the second quarter of 2022. There were six reporting units affected by the reassignment of assets and liabilities that maintained a goodwill balance as of our pre-reorganization impairment test date. These reporting units were Enhancers, Specialty, and Away From Home ("ESA"); Kids, Snacks, and Beverages ("KSB"); Meal Foundations and Coffee ("MFC"); Puerto Rico; Canada Retail; and Canada Foodservice. One other reporting unit did not have a goodwill balance as of our pre-reorganization impairment test date.

As part of our pre-reorganization impairment test, we utilized the discounted cash flow method under the income approach to estimate the fair values as of March 27, 2022 for the six reporting units noted above. As a result of our pre-reorganization impairment test, we recognized a non-cash impairment loss of approximately $235 million in SG&A in our North America segment in the second quarter of 2022. This included a $221 million impairment loss related to our Canada Retail reporting unit, and a $14 million impairment loss related to our Puerto Rico reporting unit. The impairment of our Canada Retail reporting unit was primarily driven by an increase in the discount rate, which was impacted by higher interest rates and other market inputs, as well as a revised downward outlook for operating margin. The impairment of our Puerto Rico reporting unit was primarily driven by a revised downward outlook for operating margin. The remaining reporting units tested as part of our pre-reorganization impairment test each had excess fair value over carrying amount as of March 27, 2022.

We performed our post-reorganization impairment test in conjunction with our Q2 2022 Annual Impairment Test and tested the new North America reporting units (TMA, FBD, CNAC, and Other North America) along with the reporting units in our International segment. The new North America reporting units' goodwill carrying amounts for the post-reorganization and Q2 2022 Annual Impairment Test reflected the pre-reorganization test results, including impairments recorded. We tested our reporting units for impairment as of the first day of our second quarter, which was March 27, 2022 for our Q2 2022 Annual Impairment Test. In performing this test, we incorporated information that was known through the date of filing our Quarterly Report on Form 10-Q for the period ended June 25, 2022. We utilized the discounted cash flow method under the income approach to estimate the fair value of our reporting units. As a result of our Q2 2022 Annual Impairment Test, we determined that the fair value of each of the reporting units tested was in excess of its carrying amount.

We performed our Q3 2022 Annual Impairment Test as of June 26, 2022, which was the first day of our third quarter of 2022. In performing this test, we incorporated information that was known through the date of filing of our Quarterly Report on Form 10-Q for the period ended September 24, 2022. We utilized the discounted cash flow method under the income approach to estimate the fair value of our reporting units. As a result of our Q3 2022 Annual Impairment Test, we recognized a non-cash impairment loss of approximately $220 million in SG&A in our North America segment related to our CNAC reporting unit. The impairment of our CNAC reporting unit was primarily driven by reduced revenue growth assumptions and negative macroeconomic factors, including increased interest rates and foreign currency exchange rates for the Canadian dollar relative to the U.S. dollar.

2021 Goodwill Impairment Testing

In the first quarter of 2021, we announced the Nuts Transaction and determined that the Nuts Disposal Group was held for sale. Accordingly, based on a relative fair value allocation, we reclassified $1.7 billion of goodwill to assets held for sale, which included a portion of goodwill from four of our reporting units. The 2021 amounts included in divestitures in the table above represent the $230 million of goodwill that was impaired in connection with the Nuts Transaction that closed in 2021. The Nuts Transaction primarily affected our KSB reporting unit but also affected, to a lesser extent, our ESA, Canada Foodservice, and Puerto Rico reporting units. These reporting units were evaluated for impairment prior to their representative inclusion in the Nuts Disposal Group as well as on a post-reclassification basis. The fair value of all reporting units was determined to be in excess of their carrying amounts in both scenarios and, therefore, no impairment was recorded.

We performed our 2021 annual impairment test as of March 28, 2021, which was the first day of our second quarter in 2021. We utilized the discounted cash flow method under the income approach to estimate the fair value of our reporting units. As a result of our 2021 annual impairment test, we recognized a non-cash impairment loss of approximately $35 million in SG&A in the second quarter of 2021 related to our Puerto Rico reporting unit within our North America segment. With the update of our five-year operating plan in the second quarter of 2021, we established a revised downward outlook for net sales for this reporting unit.

In the fourth quarter of 2021, we completed the Assan Foods Acquisition and the acquisition of BR Spices Indústria e Comércio de Alimentos Ltda. ("BR Spices"), both in our International segment. We assigned the goodwill related to the Assan Foods Acquisition to our EMEA East reporting unit and the goodwill related to the acquisition of BR Spices to our LATAM reporting unit. Prior to these acquisitions, the EMEA East and LATAM reporting units had no goodwill carrying amounts due to previous impairments. The acquisitions changed the composition of each of the reporting units, triggering an interim impairment test. We determined that the carrying amount of each reporting unit exceeded its fair value as of December 25, 2021. As a result, we recognized a non-cash impairment loss of $53 million in SG&A in our International segment, which represented all of the goodwill of the EMEA East and LATAM reporting units.

Additional Goodwill Considerations

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

Our reporting units that were impaired in 2023, 2022, and 2021 were written down to their respective fair values resulting in zero excess fair value over carrying amount as of the applicable impairment test dates. Accordingly, our reporting units that have 20% or less excess fair value over carrying amount as of our 2023 annual impairment test have a heightened risk of future impairments if any assumptions, estimates, or market factors change in the future. Although the remaining reporting unit has more than 20% excess fair value over carrying amount as of our 2023 annual impairment test, this amount is also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future.

During the fourth quarter of 2023, certain organizational changes were announced that are expected to impact our future internal reporting and reportable segments. We expect to divide our International segment into three operating segments — Europe and Pacific Developed Markets (International Developed Markets), West and East Emerging Markets (WEEM), and Asia Emerging Markets (AEM) — in order to enable enhanced focus on the different strategies required for each of these regions as part of our long-term strategic plan.

As a result of these changes, we expect to have two reportable segments: North America and International Developed Markets. We anticipate that our remaining operating segments, consisting of WEEM and AEM, will be combined and disclosed as Emerging Markets. We expect that the change to our reportable segments will be effective in the first quarter of 2024. We will continue to evaluate for possible goodwill impairment triggering events that this reorganization may cause as a result of the potential changes to our existing reporting unit composition.

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

Balance at December 25, 2021	$	39,419
Impairment losses		(462)
Divestitures		—
Translation adjustments and other		(405)
Balance at December 31, 2022	$	38,552
Impairment losses		(152)
Transfers to definite-lived intangible assets		(73)
Translation adjustments and other		175
Balance at December 30, 2023	$	38,502

2023 Indefinite-Lived Intangible Asset Impairment Testing

Our indefinite-lived intangible asset balance primarily consists of a number of individual brands, which had an aggregate carrying amount of $38.5 billion at December 30, 2023.

As a result of our 2023 annual impairment test as of July 2, 2023, we recognized non-cash intangible asset impairment losses of $152 million in SG&A in the third quarter of 2023 related to *Maxwell House, Cool Whip,* and two other brands. We utilized the relief from royalty method under the income approach to estimate the fair values and recorded non-cash impairment losses of $139 million in our North America segment and $13 million in our International segment, consistent with ownership of the trademarks. The impairment of these four brands was primarily due to an increase in the discount rate, which was impacted by higher interest rates, a decline in market capitalization, and other market inputs, as well as sustained expectations of declining revenue growth in future years, and decreased margin expectations. After these impairments, the aggregate carrying amount of these brands was $942 million.

As of our 2023 annual impairment test, brands with 20% or less fair value over carrying amount had an aggregate carrying amount after impairment of $18.7 billion, brands with between 20-50% fair value over carrying amount had an aggregate carrying amount of $4.2 billion, and brands that had over 50% fair value over carrying amount had an aggregate carrying amount of $15.7 billion.

As part of our 2023 annual impairment test, we reclassified two indefinite-lived intangible assets to definite-lived intangible assets related to trademarks in our International segment that had a history of impairment and expectations of limited capital investment. After the fair value assessment of these brands as part of our 2023 annual impairment test, we transferred $73 million from indefinite-lived intangible assets to definite-lived trademarks as of July 2, 2023 and recognized six months of amortization expense as of December 30, 2023.

2022 Indefinite-Lived Intangible Asset Impairment Testing

We performed our Q2 2022 Annual Impairment Test as of March 27, 2022, which was the first day of our second quarter in 2022. As a result of our Q2 2022 Annual Impairment Test, we recognized a non-cash impairment loss of $395 million in SG&A in our North America segment in the second quarter of 2022 related to four brands, *Maxwell House*, *Miracle Whip*, *Jet Puffed*, and *Classico.* We utilized the relief from royalty method under the income approach to estimate the fair values of the *Maxwell House, Jet Puffed*, and *Classico* brands and the excess earnings method under the income approach to estimate the fair value of the *Miracle Whip* brand. The impairments of the *Maxwell House, Jet Puffed*, and *Classico* brands were primarily due to downward revisions in expected future operating margins as well as an increase in the discount rate, which was impacted by higher interest rates and other market inputs. The impairment of the *Miracle Whip* brand was primarily due to an increase in the discount rate as well as downward revisions in expected future operating margins due to changes in expectations for commodity input costs, including soybean oil.

We performed our Q3 2022 Annual Impairment Test as of June 26, 2022, which was our first day of the third quarter of 2022. As a result of our Q3 2022 Annual Impairment Test we recognized a non-cash impairment loss of $67 million in SG&A in the third quarter of 2022 related to two brands, *Jet Puffed* and *Plasmon*. We utilized the relief from royalty method under the income approach to estimate the fair values and recorded non-cash impairment losses of $50 million in our North America segment and $17 million in our International segment, consistent with ownership of the trademarks. The impairment of these brands was primarily due to reduced revenue growth assumptions.

2021 Indefinite-Lived Intangible Asset Impairment Testing

We performed our 2021 annual impairment test as of March 28, 2021, which was the first day of our second quarter in 2021. As a result of our 2021 annual impairment test, we recognized a non-cash impairment loss of $69 million in SG&A in the second quarter of 2021 related to two brands, *Plasmon* and *Maxwell House*. We utilized the relief from royalty method under the income approach to estimate the fair values and recorded non-cash impairment losses of $45 million in our International segment related to *Plasmon* and $24 million in our North America segment related to *Maxwell House*, consistent with the ownership of the trademarks. The impairment of the *Plasmon* brand was largely due to downward revised revenue expectations for infant nutrition in Italy. The impairment of the *Maxwell House* brand was primarily due to downward revised revenue expectations for mainstream coffee in the U.S.

In the fourth quarter of 2021, following the monetization of the licensed portions of the *Kraft* and *Velveeta* brands in connection with the closing of the Cheese Transaction, we performed an interim impairment test and utilized the excess earnings method under the income approach to estimate the fair value on these brands as of November 29, 2021, the Cheese Transaction Closing Date. While the *Velveeta* brand had a fair value in excess of its carrying amount, the *Kraft* brand had a fair value below its carrying amount. Accordingly, we recorded a non-cash impairment loss of $1.2 billion in SG&A in the fourth quarter of 2021 related to the *Kraft* brand. We recognized this impairment loss in our North America segment, consistent with the ownership of the *Kraft* trademark.

Additional Indefinite-Lived Intangible Asset Considerations

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

Our brands that were impaired in 2023, 2022, and 2021 were written down to their respective fair values resulting in zero excess fair value over carrying amount as of the applicable impairment test dates. Accordingly, these and other individual brands that have 20% or less excess fair value over carrying amount as of our 2023 annual impairment test have a heightened risk of future impairments if any assumptions, estimates, or market factors change in the future. Although the remaining brands have more than 20% excess fair value over carrying amount as of our 2023 annual impairment test, these amounts are also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future.

Definite-lived intangible assets:
Definite-lived intangible assets were (in millions):

	December 30, 2023			December 31, 2022		
	Gross	**Accumulated Amortization**	**Net**	**Gross**	**Accumulated Amortization**	**Net**
Trademarks	$ 2,313	$ (755)	$ 1,558	$ 2,223	$ (649)	$ 1,574
Customer-related assets	3,710	(1,331)	2,379	3,690	(1,177)	2,513
Other	12	(3)	9	13	(3)	10
	$ 6,035	$ (2,089)	$ 3,946	$ 5,926	$ (1,829)	$ 4,097

Amortization expense for definite-lived intangible assets was $251 million in 2023, $261 million in 2022, and $239 million in 2021. Aside from amortization expense, the change in definite-lived intangible assets from December 31, 2022 to December 30, 2023 primarily reflects the transfer of $73 million from indefinite-lived intangible assets to definite-lived intangible assets related to the trademarks in our International segment and the impact of foreign currency

In the third quarter of 2022, we recorded $7 million of non-cash intangible asset impairment losses to SG&A related to two trademarks in our International segment that had net carrying values that were deemed not to be recoverable.

In the second quarter of 2021, we recorded $9 million of non-cash impairment losses to SG&A related to a trademark in our International segment that had a net carrying value that was deemed not to be recoverable.

We estimate that amortization expense related to definite-lived intangible assets will be approximately $260 million in 2024 and for the following three years and $250 million in 2028.

Note 9. Income Taxes

Provision for/(Benefit from) Income Taxes:

Income/(loss) before income taxes and the provision for/(benefit from) income taxes, consisted of the following (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Income/(loss) before income taxes:			
United States	$ 2,324	$ 1,575	$ (215)
Non-U.S.	1,309	1,391	1,923
Total	$ 3,633	$ 2,966	$ 1,708
Provision for/(benefit from) income taxes:			
Current:			
U.S. federal	$ 449	$ 620	$ 1,421
U.S. state and local	88	79	120
Non-U.S.	233	177	185
	770	876	1,726
Deferred:			
U.S. federal	30	(192)	(1,086)
U.S. state and local	11	(35)	(211)
Non-U.S.	(24)	(51)	255
	17	(278)	(1,042)
Total provision for/(benefit from) income taxes	$ 787	$ 598	$ 684

We record tax expense/(benefits) related to the exercise of stock options and other equity instruments within our tax provision. Accordingly, we recognized an insignificant tax expense in our consolidated statements of income in 2023 and an insignificant tax benefit in both 2022 and 2021 related to the exercise of stock options and other equity instruments.

Effective Tax Rate:

The effective tax rate on income/(loss) before income taxes differed from the U.S. federal statutory tax rate for the following reasons:

	December 30, 2023	December 31, 2022	December 25, 2021
U.S. federal statutory tax rate	21.0 %	21.0 %	21.0 %
Tax on income of foreign subsidiaries	(6.6) %	(8.2) %	(12.9) %
U.S. state and local income taxes, net of federal tax benefit	1.8 %	1.8 %	(0.5) %
Audit settlements and changes in uncertain tax positions	0.3 %	1.3 %	0.4 %
Global intangible low-taxed income	1.4 %	1.8 %	5.5 %
Goodwill impairment	3.6 %	3.9 %	4.7 %
(Losses)/gains related to acquisitions and divestitures	— %	0.3 %	12.9 %
Deferred tax effect of tax law changes	0.1 %	(0.9) %	9.8 %
Deferred tax adjustments	— %	(1.1) %	0.3 %
Other	0.1 %	0.3 %	(1.1) %
Effective tax rate	21.7 %	20.2 %	40.1 %

The provision for income taxes consists of provisions for federal, state, and foreign income taxes. We operate in an international environment; accordingly, the consolidated effective tax rate is a composite rate reflecting the earnings in various locations and the applicable tax rates. Additionally, the calculation of the percentage point impact of goodwill impairment and other items on the effective tax rate shown in the table above are affected by income/(loss) before income taxes. The percentage point impacts on the effective tax rates fluctuate due to income/(loss) before income taxes, which included goodwill and intangible asset impairment losses in all years presented in the table. Fluctuations in the amount of income generated across locations around the world could impact comparability of reconciling items between periods. Additionally, small movements in tax rates due to a change in tax law or a change in tax rates that causes us to revalue our deferred tax balances produces volatility in our effective tax rate.

Our 2023 effective tax rate was an expense of 21.7% on pre-tax income. Our effective tax rate was favorably impacted by the geographic mix of pre-tax income in various non-U.S. jurisdictions. These impacts were partially offset by the impact of certain unfavorable rate reconciling items, primarily non-deductible goodwill impairments and the impact of the federal tax on global intangible low-taxed income ("GILTI").

Our 2022 effective tax rate was an expense of 20.2% on pre-tax income. Our effective tax rate was impacted by the favorable geographic mix of pre-tax income in various non-U.S. jurisdictions and certain favorable items, primarily the decrease in deferred tax liabilities due to the merger of certain foreign entities, the revaluation of deferred tax balances due to changes in state tax laws, and changes in estimates of certain 2021 U.S. income and deductions. This impact was partially offset by the impact of certain unfavorable items, primarily non-deductible goodwill impairments, the impact of the federal tax on GILTI, and the establishment of uncertain tax positions and valuation allowance reserves.

The 2023 and 2022 year-over-year increase in the effective tax rate was due primarily to the decrease in deferred tax liabilities due to the merger of certain foreign entities and the revaluation of deferred tax balances due to changes in state tax laws in the prior year versus the current year.

Our 2021 effective tax rate was an expense of 40.1% on pre-tax income. Our effective tax rate was unfavorably impacted by rate reconciling items, primarily the tax impacts related to acquisitions and divestitures, which mainly reflect the impacts of the Nuts Transaction and Cheese Transaction, partially offset by 2021 capital losses; the revaluation of our deferred tax balances due to changes in international and state tax rates, mainly an increase in U.K. tax rates; the impact of the federal tax on GILTI; and non-deductible goodwill impairments. These impacts were partially offset by a favorable geographic mix of pre-tax income in various non-U.S. jurisdictions.

The 2022 and 2021 year-over-year decrease in the effective tax rate was due primarily to the tax impacts related to acquisitions and divestitures, which mainly reflect the impacts of the Nuts Transaction and Cheese Transaction, partially offset by 2021 capital losses, and the revaluation of our deferred tax balances due to changes in international and state tax rates, mainly an increase in U.K. tax rates in the prior year versus the current year.

See Note 8, *Goodwill and Intangible Assets*, for additional information related to our impairment losses. See Note 4, *Acquisitions and Divestitures*, for additional information on our acquisitions and divestitures.

Deferred Income Tax Assets and Liabilities:
The tax effects of temporary differences and carryforwards that gave rise to deferred income tax assets and liabilities consisted of the following (in millions):

	December 30, 2023	December 31, 2022
Deferred income tax liabilities:		
Intangible assets, net	$ 9,967	$ 9,985
Property, plant and equipment, net	707	680
Right-of-use assets	110	131
Other	361	408
Deferred income tax liabilities	11,145	11,204
Deferred income tax assets:		
Other employee benefits	(100)	(111)
Deferred income	(343)	(356)
Lease liabilities	(119)	(139)
Other	(645)	(693)
Deferred income tax assets	(1,207)	(1,299)
Valuation allowance	102	96
Net deferred income tax liabilities	$ 10,040	$ 10,001

The increase in net deferred income tax liabilities from December 31, 2022 to December 30, 2023 was primarily driven by a legal settlement in 2023 resulting in the removal of the corresponding deferred tax asset. See Note 15, *Commitments and Contingencies*, for additional information on the legal settlement.

As of December 30, 2023, foreign operating loss carryforwards totaled $810 million. Of that amount, $59 million expire between 2024 and 2043; the other $751 million do not expire. We have recorded $237 million of deferred tax assets related to these foreign operating loss carryforwards. Deferred tax assets of $21 million have been recorded for U.S. state and local operating loss carryforwards. These losses expire between 2024 and 2043. As of December 30, 2023, tax credit carryforwards totaled $43 million, which primarily include state tax credits of $20 million, and $23 million in other tax credits.

Uncertain Tax Positions:
At December 30, 2023, our unrecognized tax benefits for uncertain tax positions were $443 million. If we had recognized all of these benefits, the impact on our effective tax rate would have been $412 million. It is reasonably possible that our unrecognized tax benefits will decrease by as much as $82 million in the next 12 months primarily due to the progression of foreign audits in process. Our unrecognized tax benefits for uncertain tax positions are included in income taxes payable and other non-current liabilities on our consolidated balance sheets.

The changes in our unrecognized tax benefits were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Balance at the beginning of the period	$ 455	$ 441	$ 421
Increases for tax positions of prior years	46	8	13
Decreases for tax positions of prior years	(5)	(27)	(51)
Increases based on tax positions related to the current year	67	53	75
Decreases due to settlements with taxing authorities	(28)	(6)	(1)
Decreases due to lapse of statute of limitations	(92)	(14)	(16)
Balance at the end of the period	$ 443	$ 455	$ 441

Our unrecognized tax benefits decreased during 2023 mainly related to audit settlements with federal, state, and foreign taxing authorities and statute of limitations expirations partially offset by a net increase for tax positions related to the current and prior years in the U.S. and certain state and foreign jurisdictions.

Our unrecognized tax benefits increased during 2022 and 2021 mainly as a result of a net increase for tax positions related to the current and prior years in the U.S. and certain state and foreign jurisdictions, which were partially offset by decreases related to audit settlements with federal, state, and foreign taxing authorities and statute of limitations expirations.

We include interest and penalties related to uncertain tax positions in our tax provision. Our provision for/(benefit from) income taxes included a $1 million expense in 2023, a $20 million expense in 2022, and a $9 million expense in 2021 related to interest and penalties. Accrued interest and penalties were $102 million as of December 30, 2023 and $100 million as of December 31, 2022.

Other Income Tax Matters:
Tax Examinations:
We are currently under examination for income taxes by the Internal Revenue Service ("IRS") for the years 2018 through 2022. In the third quarter of 2023, we received two Notices of Proposed Adjustment (the "NOPAs") relating to transfer pricing with our foreign subsidiaries. The NOPAs propose an increase to our U.S. taxable income that could result in additional U.S. federal income tax expense and liability of approximately $200 million for 2018 and approximately $210 million for 2019, excluding interest, and assert penalties of approximately $85 million for each of 2018 and 2019. We strongly disagree with the IRS's positions, believe that our tax positions are well documented and properly supported, and intend to vigorously contest the positions taken by the IRS and pursue all available administrative and judicial remedies. Therefore, we have not recorded any reserves related to this issue. We continue to maintain the same operating model and transfer pricing methodology with our foreign subsidiaries that was in place for the years 2018 and 2019, and the IRS began its audit of 2020, 2021, and 2022 during the first quarter of 2024. We believe our income tax reserves are appropriate for all open tax years and that final adjudication of this matter will not have a material impact on our results of operations and cash flows. However, the ultimate outcome of this matter is uncertain, and if we are required to pay the IRS additional U.S. taxes, interest, and/or potential penalties, our results of operations and cash flows could be materially affected.

In the normal course of business, we are subject to examination by taxing authorities throughout the world, including such major jurisdictions as Brazil, Canada, Italy, the Netherlands, the United Kingdom, and the United States. As of December 30, 2023, we have substantially concluded all national income tax matters through 2021 for the Netherlands, through 2017 for the United States, through 2015 for Canada, through 2014 for Italy, through 2012 for the United Kingdom, and through 2013, with the exception of 2007 and 2008 which are under litigation, for Brazil. We have substantially concluded all U.S. state income tax matters through 2007.

Cash Held by International Subsidiaries:

Subsequent to January 1, 2018, we consider the unremitted earnings of certain international subsidiaries that impose local country taxes on dividends to be indefinitely reinvested. For those undistributed earnings considered to be indefinitely reinvested, our intent is to reinvest these funds in our international operations, and our current plans do not demonstrate a need to repatriate the accumulated earnings to fund our U.S. cash requirements. The amount of unrecognized deferred tax liabilities for local country withholding taxes that would be owed, if repatriated, related to our 2018 through 2023 accumulated earnings of certain international subsidiaries is approximately $60 million. Our undistributed historical earnings in foreign subsidiaries through December 31, 2017 are currently not considered to be indefinitely reinvested. Our deferred tax liability associated with these undistributed historical earnings was insignificant at December 30, 2023 and December 31, 2022, and relates to local withholding taxes that will be owed when this cash is distributed.

Divestitures:

Related to the Cheese Transaction, we paid cash taxes of approximately $620 million in the second quarter of 2022.

Related to the Nuts Transaction, we paid cash taxes of approximately $700 million in the second half of 2021.

Note 10. Employees' Stock Incentive Plans

We grant equity awards, including stock options, restricted stock units ("RSUs"), and performance share units ("PSUs"), to select employees to provide long-term performance incentives to our employees.

Stock Plans

We had activity related to equity awards from the following plans in 2023, 2022, and 2021:

2020 Omnibus Incentive Plan:

In May 2020, our stockholders approved The Kraft Heinz Company 2020 Omnibus Incentive Plan (the "2020 Omnibus Plan"), which was adopted by our Board of Directors ("Board") in March 2020. The 2020 Omnibus Plan became effective March 2, 2020 (the "Plan Effective Date") and will expire on the tenth anniversary of the Plan Effective Date. The 2020 Omnibus Plan authorizes the issuance of up to 36 million shares of our common stock for awards to employees, non-employee directors, and other key personnel. The 2020 Omnibus Plan provides for the grant of options, stock appreciation rights, restricted stock, RSUs, deferred stock, performance awards, other stock-based awards, and cash-based awards. Equity awards granted under the 2020 Omnibus Plan include awards that vest in full at the end of a three-year period as well as awards that vest in annual installments over three or four years beginning on the second anniversary of the original grant date. Non-qualified stock options have a maximum exercise term of 10 years from the date of the grant. As of the Plan Effective Date, awards will no longer be granted under The Kraft Heinz Company 2016 Omnibus Incentive Plan, the H. J. Heinz Holding Corporation 2013 Omnibus Incentive Plan, Kraft Foods Group, Inc. 2012 Performance Incentive Plan ("2012 Performance Incentive Plan"), or any other equity plans other than the 2020 Omnibus Plan.

2016 Omnibus Incentive Plan:

In April 2016, our stockholders approved The Kraft Heinz Company 2016 Omnibus Incentive Plan ("2016 Omnibus Plan"), which was adopted by our Board in February 2016. The 2016 Omnibus Plan authorized grants of up to 18 million shares of our common stock pursuant to options, stock appreciation rights, RSUs, deferred stock, performance awards, investment rights, other stock-based awards, and cash-based awards. Equity awards granted under the 2016 Omnibus Plan prior to 2019 generally vest in full at the end of a five-year period. Equity awards granted under the 2016 Omnibus Plan in 2019 include awards that vest in full at the end of three and five-year periods as well as awards that become exercisable in annual installments over three to four years beginning on the second anniversary of the original grant date. Non-qualified stock options have a maximum exercise term of 10 years. Equity awards granted under the 2016 Omnibus Plan since inception include non-qualified stock options, RSUs, and PSUs.

2013 Omnibus Incentive Plan:

Prior to approval of the 2016 Omnibus Plan, we issued non-qualified stock options to select employees under the H. J. Heinz Holding Corporation 2013 Omnibus Incentive Plan ("2013 Omnibus Plan"). As a result of the 2015 Merger, each outstanding Heinz stock option was converted into 0.443332 of a Kraft Heinz stock option. Following this conversion, the 2013 Omnibus Plan authorized the issuance of up to 17,555,947 shares of our common stock. Non-qualified stock options awarded under the 2013 Omnibus Plan vest in full at the end of a five-year period and have a maximum exercise term of 10 years. These non-qualified stock options have vested and become exercisable in accordance with the terms and conditions of the 2013 Omnibus Plan and the relevant award agreements.

Kraft 2012 Performance Incentive Plan:

Prior to the 2015 Merger, Kraft issued equity-based awards, including stock options and RSUs, under the 2012 Performance Incentive Plan. As a result of the 2015 Merger, each outstanding Kraft stock option was converted into an option to purchase a number of shares of our common stock based upon an option adjustment ratio, and each outstanding Kraft RSU was converted into one Kraft Heinz RSU. These options generally become exercisable in three annual installments beginning on the first anniversary of the original grant date, and have a maximum exercise term of 10 years. These RSUs generally vest in full on the third anniversary of the original grant date. In accordance with the terms of the 2012 Performance Incentive Plan, vesting generally accelerated for holders of Kraft awards who were terminated without cause within 2 years of the 2015 Merger Date. These Kraft Heinz equity awards have vested and become exercisable in accordance with the terms and conditions that were applicable immediately prior to the completion of the 2015 Merger.

In addition, prior to the 2015 Merger, Kraft issued performance-based, long-term incentive awards ("Kraft Performance Shares"), which vested based on varying performance, market, and service conditions. In connection with the 2015 Merger, all outstanding Kraft Performance Shares were converted into cash awards, payable in two installments: (i) a 2015 pro-rata payment based upon the portion of the Kraft Performance Share cycle completed prior to the 2015 Merger and (ii) the remaining value of the award to be paid on the earlier of the first anniversary of the closing of the 2015 Merger and a participant's termination without cause.

Stock Options

We use the Black-Scholes model to estimate the fair value of stock option grants. Our weighted average Black-Scholes fair value assumptions were:

	December 30, 2023	December 31, 2022	December 25, 2021
Risk-free interest rate	4.08 %	1.64 %	1.03 %
Expected term	6.5 years	6.5 years	6.5 years
Expected volatility	26.7 %	28.5 %	32.1 %
Expected dividend yield	4.0 %	4.4 %	4.6 %
Weighted average grant date fair value per share	$ 8.00	$ 6.46	$ 6.63

The risk-free interest rate represented the constant maturity U.S. Treasury rate in effect at the grant date, with a remaining term equal to the expected term of the options. The expected term is the period over which our employees are expected to hold their options. Due to the lack of historical data, we calculated expected term using the weighted average vesting period and the contractual term of the options. We estimated volatility using a blended volatility approach of term-matched historical volatility from our daily stock prices and weighted average implied volatility. We estimated the expected dividend yield using the quarterly dividend divided by the three-month average stock price, annualized and continuously compounded.

Our stock option activity and related information was:

	Number of Stock Options	Weighted Average Exercise Price (per share)	Aggregate Intrinsic Value (in millions)	Average Remaining Contractual Term
Outstanding at December 31, 2022	9,559,063	$ 46.80		
Granted	794,301	38.40		
Forfeited	(786,857)	64.67		
Exercised	(1,543,967)	33.02		
Outstanding at December 30, 2023	8,022,540	46.87	$ 15	4 years
Exercisable at December 30, 2023	5,735,447	50.37	15	2 years

The aggregate intrinsic value of stock options exercised during the period was $11 million in 2023, $24 million in 2022, and $23 million in 2021.

Cash received from options exercised was $43 million in 2023, $57 million in 2022, and $53 million in 2021. The tax benefit realized from stock options exercised were insignificant in 2023, 2022, and 2021.

Our unvested stock options and related information was:

	Number of Stock Options	Weighted Average Grant Date Fair Value (per share)
Unvested options at December 31, 2022	2,937,357	$ 7.53
Granted	794,301	8.00
Forfeited	(184,413)	6.94
Vested	(1,260,152)	8.81
Unvested options at December 30, 2023	2,287,093	7.04

Restricted Stock Units

RSUs represent a right to receive one share or the value of one share upon the terms and conditions set forth in the applicable plan and award agreement.

We used the stock price on the grant date to estimate the fair value of our RSUs. Certain of our RSUs are not dividend eligible. We discounted the fair value of these RSUs based on the dividend yield. Dividend yield was estimated using the quarterly dividend divided by the three-month average stock price, annualized and continuously compounded. The grant date fair value of RSUs is amortized to expense over the vesting period.

The weighted average grant date fair value per share of our RSUs granted during the year was $38.24 in 2023, $37.50 in 2022, and $36.36 in 2021. All RSUs granted in 2023, 2022, and 2021 were dividend eligible.

Our RSU activity and related information was:

	Number of Units	Weighted Average Grant Date Fair Value (per share)
Outstanding at December 31, 2022	9,330,718	$ 34.36
Granted	2,661,265	38.24
Forfeited	(629,148)	36.56
Vested	(3,639,965)	31.64
Outstanding at December 30, 2023	7,722,870	36.80

The aggregate fair value of RSUs that vested during the period was $134 million in 2023, $163 million in 2022, and $135 million in 2021.

Performance Share Units

PSUs represent a right to receive one share or the value of one share upon the terms and conditions set forth in the applicable plan and award agreement and are subject to achievement or satisfaction of performance or market conditions specified by the Compensation Committee of our Board.

For our PSUs that are tied to performance conditions, we used the stock price on the grant date to estimate the fair value. The PSUs are not dividend eligible; therefore, we discounted the fair value of the PSUs based on the dividend yield. Dividend yield was estimated using the quarterly dividend divided by the three-month average stock price, annualized and continuously compounded. The grant date fair value of PSUs is amortized to expense on a straight-line basis over the requisite service period for each separately vesting portion of the awards. We adjust the expense based on the likelihood of future achievement of performance metrics.

For our PSUs that are tied to market-based conditions, the grant date fair value was determined based on a Monte Carlo simulation model, which takes into account expected volatility and dividend yield, among other things. The related compensation expense is recognized regardless of whether the market condition is satisfied, provided that the requisite service has been provided. The final award is based on the achievement of market-based components and service-based vesting conditions and may equal 0% to 150% of the target grant amount, based on achievement of the market-based conditions.

The weighted average grant date fair value per share of our PSUs granted during the year was $33.33 in 2023, $34.45 in 2022, and $35.03 in 2021. Our expected dividend yield was 3.95% in 2023, 4.41% in 2022, and 4.63% in 2021. For our PSUs that are tied to market-based conditions, our expected volatility was 24.48% in 2023 and 32.92% in 2022 and 38.90% in 2021.

Our PSU activity and related information was:

	Number of Units	Weighted Average Grant Date Fair Value (per share)
Outstanding at December 31, 2022	4,018,654	$ 32.15
Granted	2,234,387	33.33
Forfeited	(450,909)	33.39
Vested	(946,700)	26.72
Outstanding at December 30, 2023	4,855,432	33.65

The aggregate fair value of PSUs that vested during the period was $33 million in 2023, $58 million in 2022, and $69 million in 2021.

Total Equity Awards

Equity award compensation cost and the related tax benefit was (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Pre-tax compensation cost	$ 141	$ 148	$ 197
Related tax benefit	(32)	(34)	(43)
After-tax compensation cost	$ 109	$ 114	$ 154

Unrecognized compensation cost related to unvested equity awards was $222 million at December 30, 2023 and is expected to be recognized over a weighted average period of two years.

Note 11. Postemployment Benefits

We maintain various retirement plans for the majority of our employees. Current defined benefit pension plans are provided primarily for certain domestic union and foreign employees. Local statutory requirements govern many of these plans. The pension benefits of our unionized workers are in accordance with the applicable collective bargaining agreement covering their employment. Defined contribution plans are provided for certain domestic unionized, non-union hourly, and salaried employees as well as certain employees in foreign locations.

We provide health care and other postretirement benefits to certain of our eligible retired employees and their eligible dependents. Certain of our U.S. and Canadian employees may become eligible for such benefits. We may modify plan provisions or terminate plans at our discretion. The postretirement benefits of our unionized workers are in accordance with the applicable collective bargaining agreement covering their employment.

We remeasure our postemployment benefit plans at least annually.

Pension Plans

In 2023, we settled one of our U.K. defined benefit pension plans, which resulted in pre-tax losses of $162 million, including settlement charges of $146 million and $16 million in other related costs, which were recorded in other expense/income. Additionally, the settlement of this plan impacted the projected benefit obligation, accumulated benefit obligation, and fair value of plan assets associated with our non-U.S. pension plans. At December 30, 2023, we had a net surplus asset of approximately $27 million remaining in the related trust that is reflected in the fair value of plan assets for non-U.S. plans at December 30, 2023.

Obligations and Funded Status:
The projected benefit obligations, fair value of plan assets, and funded status of our pension plans were (in millions):

	U.S. Plans		Non-U.S. Plans	
	December 30, 2023	December 31, 2022	December 30, 2023	December 31, 2022
Benefit obligation at beginning of year	$ 2,653	$ 3,852	$ 1,326	$ 2,224
Service cost	2	4	7	14
Interest cost	142	118	65	36
Benefits paid	(235)	(156)	(81)	(79)
Actuarial losses/(gains)[(a)]	113	(988)	105	(632)
Plan amendments	6	—	7	—
Currency	—	—	61	(191)
Settlements[(b)]	—	(176)	(282)	(46)
Curtailments	—	(1)	—	—
Special/contractual termination benefits	—	—	2	—
Benefit obligation at end of year	2,681	2,653	1,210	1,326
Fair value of plan assets at beginning of year	3,113	4,445	1,709	2,910
Actual return on plan assets	261	(1,000)	105	(832)
Employer contributions	—	—	11	11
Benefits paid	(235)	(156)	(81)	(79)
Currency	—	—	82	(255)
Settlements[(b)]	—	(176)	(282)	(46)
Other	—	—	(16)	—
Fair value of plan assets at end of year	3,139	3,113	1,528	1,709
Net pension liability/(asset) recognized at end of year	$ (458)	$ (460)	$ (318)	$ (383)

(a) Actuarial losses/(gains) were primarily due to a change in the discount rate assumption utilized in measuring plan obligations.

(b) Settlements represent the settlement of our pension benefit obligation of $282 million for one of our U.K. pension plans in 2023 and lump sum payments of $222 million in 2022.

The accumulated benefit obligation, which represents benefits earned to the measurement date, was $2.7 billion at December 30, 2023 and $2.6 billion at December 31, 2022 for the U.S. pension plans. The accumulated benefit obligation for the non-U.S. pension plans was $1.2 billion at December 30, 2023 and $1.3 billion at December 31, 2022.

The combined U.S. and non-U.S. pension plans resulted in net pension assets of $776 million at December 30, 2023 and $843 million at December 31, 2022. We recognized these amounts on our consolidated balance sheets as follows (in millions):

	December 30, 2023	December 31, 2022
Other non-current assets	$ 840	$ 908
Other current liabilities	(4)	(4)
Accrued postemployment costs	(60)	(61)
Net pension asset/(liability) recognized	$ 776	$ 843

We expect a return of net surplus assets of approximately $27 million in 2024 related to our U.K. pension plan settlement.

For certain of our U.S. and non-U.S. plans that were underfunded based on accumulated benefit obligations in excess of plan assets, the projected benefit obligations, accumulated benefit obligations, and the fair value of plan assets were (in millions):

	U.S. Plans		Non-U.S. Plans	
	December 30, 2023	December 31, 2022	December 30, 2023	December 31, 2022
Projected benefit obligation	$ —	$ —	$ 96	$ 96
Accumulated benefit obligation	—	—	90	91
Fair value of plan assets	—	—	31	31

All of our U.S. plans were overfunded based on plan assets in excess of accumulated benefit obligations as of December 30, 2023 and December 31, 2022.

For certain of our U.S. and non-U.S. plans that were underfunded based on projected benefit obligations in excess of plan assets, the projected benefit obligations, accumulated benefit obligations, and the fair value of plan assets were (in millions):

	U.S. Plans		Non-U.S. Plans	
	December 30, 2023	December 31, 2022	December 30, 2023	December 31, 2022
Projected benefit obligation	$ —	$ —	$ 96	$ 96
Accumulated benefit obligation	—	—	90	91
Fair value of plan assets	—	—	31	31

All of our U.S. plans were overfunded based on plan assets in excess of projected benefit obligations as of December 30, 2023 and December 31, 2022.

We used the following weighted average assumptions to determine our projected benefit obligations under the pension plans:

	U.S. Plans		Non-U.S. Plans	
	December 30, 2023	December 31, 2022	December 30, 2023	December 31, 2022
Discount rate	5.3 %	5.6 %	4.7 %	4.9 %
Rate of compensation increase	4.0 %	4.0 %	3.6 %	3.8 %

Discount rates for our U.S. and non-U.S. plans were developed from a model portfolio of high quality, fixed-income debt instruments with durations that match the expected future cash flows of the plans.

Components of Net Pension Cost/(Benefit):
Net pension cost/(benefit) consisted of the following (in millions):

	U.S. Plans			Non-U.S. Plans		
	December 30, 2023	December 31, 2022	December 25, 2021	December 30, 2023	December 31, 2022	December 25, 2021
Service cost	$ 2	$ 4	$ 5	$ 7	$ 14	$ 16
Interest cost	142	118	90	65	36	29
Expected return on plan assets	(196)	(193)	(186)	(88)	(69)	(94)
Amortization of prior service costs/(credits)	—	—	—	1	1	1
Amortization of unrecognized losses/(gains)	—	—	—	13	1	2
Settlements	—	(1)	(11)	146	15	1
Special/ contractual termination benefits	—	—	3	2	—	1
Other	—	—	—	16	—	—
Net pension cost/(benefit)	$ (52)	$ (72)	$ (99)	$ 162	$ (2)	$ (44)

We present all non-service cost components of net pension cost/(benefit) within other expense/(income) on our consolidated statements of income. In 2023, we recognized settlement charges of $146 million and other related costs of $16 million related to the settlement of one of our U.K. defined benefit pension plans, which resulted in pre-tax losses of $162 million within other expense/(income). In 2021, we recognized special/contractual termination benefits for our U.S plans related to the Nuts Transaction, including a loss of $3 million. These special/contractual termination benefits are recorded in other expense/(income) as a component of our pre-tax loss/(gain) on sale of business on the consolidated statement of income for the year ended December 25, 2021.

We used the following weighted average assumptions to determine our net pension costs for the years ended:

	U.S. Plans			Non-U.S. Plans		
	December 30, 2023	December 31, 2022	December 25, 2021	December 30, 2023	December 31, 2022	December 25, 2021
Discount rate - Service cost	5.7 %	4.0 %	3.1 %	5.3 %	2.4 %	2.1 %
Discount rate - Interest cost	5.5 %	4.0 %	2.3 %	5.0 %	1.8 %	1.2 %
Expected rate of return on plan assets	6.6 %	5.3 %	4.2 %	5.1 %	2.6 %	3.1 %
Rate of compensation increase	4.0 %	4.0 %	4.0 %	3.8 %	3.8 %	3.5 %

Discount rates for our U.S. and non-U.S. plans were developed from a model portfolio of high quality, fixed-income debt instruments with durations that match the expected future cash flows of the plans. We determine our expected rate of return on plan assets from the plan assets' historical long-term investment performance, target asset allocation, and estimates of future long-term returns by asset class.

Plan Assets:

The underlying basis of the investment strategy of our defined benefit plans is to ensure that pension funds are available to meet the plans' benefit obligations when they are due. Our investment objectives include: investing plan assets in a high-quality, diversified manner in order to maintain the security of the funds; achieving an optimal return on plan assets within specified risk tolerances; and investing according to local regulations and requirements specific to each country in which a defined benefit plan operates. The investment strategy expects equity investments to yield a higher return over the long term than fixed-income securities, while fixed-income securities are expected to provide certain matching characteristics to the plans' benefit payment cash flow requirements. Our investment policy specifies the type of investment vehicles appropriate for the applicable plan, asset allocation guidelines, criteria for the selection of investment managers, procedures to monitor overall investment performance as well as investment manager performance. It also provides guidelines enabling the applicable plan fiduciaries to fulfill their responsibilities.

Our weighted average asset allocations were:

	U.S. Plans		Non-U.S. Plans	
	December 30, 2023	December 31, 2022	December 30, 2023	December 31, 2022
Fixed-income securities	73 %	72 %	77 %	52 %
Equity securities	10 %	10 %	7 %	3 %
Alternative investments, including real assets and other fixed income	17 %	16 %	9 %	10 %
Cash and cash equivalents	— %	2 %	6 %	19 %
Certain insurance contracts	— %	— %	1 %	16 %
Total	100 %	100 %	100 %	100 %

Our pension investment strategy for U.S. plans is designed to align our pension assets with our projected benefit obligation to reduce volatility. We target an investment of approximately 75% of our U.S. plan assets in fixed-income securities, approximately 15% in alternatives, primarily real assets and diversified credit, and approximately 10% in return-seeking assets, primarily equity securities. Prior to 2022, we targeted an investment of approximately 85% of our U.S. plan assets in fixed-income securities and approximately 15% in return-seeking assets, primarily equity securities.

For pension plans outside the United States, our investment strategy is subject to local regulations and the asset/liability profiles of the plans in each individual country. In aggregate, the long-term asset allocation targets of our non-U.S. plans are broadly characterized as a mix of approximately 79% fixed-income securities and certain insurance contracts, approximately 10% in alternatives, primarily multi-asset credit, and approximately 11% in return-seeking assets, primarily equity securities.

The fair value of pension plan assets at December 30, 2023 was determined using the following fair value measurements (in millions):

Asset Category	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Government bonds	$ 902	$ 387	$ 515	$ —
Corporate bonds and other fixed-income securities	2,115	—	2,115	—
Total fixed-income securities	3,017	387	2,630	—
Cash and cash equivalents	46	46	—	—
Other	3	—	3	—
Certain insurance contracts	27	—	—	27
Fair value excluding investments measured at net asset value	3,093	433	2,633	27
Investments measured at net asset value[(a)]	1,574			
Total plan assets at fair value	$ 4,667			

(a) Amount includes cash collateral of $192 million associated with our securities lending program, which is reflected as an asset, and a corresponding securities lending payable of $192 million, which is reflected as a liability. The net impact on total plan assets at fair value is zero.

The fair value of pension plan assets at December 31, 2022 was determined using the following fair value measurements (in millions):

Asset Category	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Government bonds	$ 633	$ 371	$ 262	$ —
Corporate bonds and other fixed-income securities	2,035	—	2,035	—
Total fixed-income securities	2,668	371	2,297	—
Cash and cash equivalents	327	327	—	—
Other	(2)	—	(2)	—
Certain insurance contracts	275	—	—	275
Fair value excluding investments measured at net asset value	3,268	698	2,295	275
Investments measured at net asset value[(a)]	1,554			
Total plan assets at fair value	$ 4,822			

(a) Amount includes cash collateral of $163 million associated with our securities lending program, which is reflected as an asset, and a corresponding securities lending payable of $163 million, which is reflected as a liability. The net impact on total plan assets at fair value is zero.

The following section describes the valuation methodologies used to measure the fair value of pension plan assets, including an indication of the level in the fair value hierarchy in which each type of asset is generally classified.

Government Bonds. These securities consist of direct investments in publicly traded U.S. fixed interest obligations (principally debentures) and non-U.S. government bonds, including any related repurchases agreements. U.S. government bonds are valued using quoted prices in active markets and are included in Level 1. Non-U.S. government bonds are generally valued using observable inputs and are included in Level 2. Additionally, repurchase agreements related to the non-U.S. government bonds are valued at the contract price plus accrued interest and are included in Level 2.

Corporate Bonds and Other Fixed-Income Securities. These securities consist of publicly traded U.S. and non-U.S. fixed interest obligations (principally corporate bonds). Such investments are valued through consultation and evaluation with brokers in the institutional market using quoted prices and other observable market data. As such, these securities are included in Level 2.

Cash and Cash Equivalents. This consists of direct cash holdings and institutional short-term investment vehicles. Direct cash holdings are valued based on cost, which approximates fair value and are classified as Level 1. Certain institutional short-term investment vehicles are valued daily and are classified as Level 1. Other cash equivalents that are not traded on an active exchange, such as bank deposits, are classified as Level 2.

Other. This consists of derivative financial instruments including foreign currency forward contracts, futures contracts, options contracts, interest rate swaps, inflation swaps and credit default swaps. Derivative financial instruments are valued based on observable market transactions or prices and classified as Level 2.

Certain Insurance Contracts. This category consists of group annuity contracts that have been purchased to cover a portion of the plan members and have been classified as Level 3.

Investments Measured at Net Asset Value. This category consists of pooled funds, short-term investments, and corporate feeder interests.

- *Pooled funds.* The fair values of participation units held in collective trusts are based on their net asset values, as reported by the managers of the collective trusts and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. The fair value of these investments measured at net asset value is excluded from the fair value hierarchy. Investments in the collective trusts can be redeemed daily, monthly, or quarterly based upon the applicable net asset value per unit and the terms of the specific trust agreements.

  The mutual fund investments are not traded on an exchange, and a majority of these funds are held in a separate account managed by a fixed income manager. The fair values of these investments are based on their net asset values, as reported by the managers and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. The fair value of these investments measured at net asset value is excluded from the fair value hierarchy. The objective of the account is to provide superior return with reasonable risk, where performance is expected to exceed Barclays Long U.S. Credit Index. Investments in this account can be redeemed with a written notice to the investment manager.
- *Short-term investments.* Short-term investments largely consist of a money market fund, the fair value of which is based on the net asset value reported by the manager of the fund and supported by the unit prices of actual purchase and sale transactions. The fair value of these investments measured at net asset value is excluded from the fair value hierarchy. The money market fund is designed to provide safety of principal, daily liquidity, and a competitive yield by investing in high quality money market instruments. The investment objective of the money market fund is to provide the highest possible level of current income while still maintaining liquidity and preserving capital.
- *Corporate feeder interests.* The fair values of the corporate feeder are based upon the net asset values of the equity master fund in which it invests. The fair value of these investments measured at net asset value is excluded from the fair value hierarchy. Investments in the corporate feeder can be redeemed quarterly with at least 90 days' notice. The investment objective of the corporate feeder is to generate long-term returns by investing in large, liquid equity securities with attractive fundamentals.

Changes in our Level 3 plan assets for the year ended December 30, 2023 included (in millions):

Asset Category	December 31, 2022	Additions	Net Realized Gain/ (Loss)	Net Unrealized Gain/ (Loss)	Net Purchases, Issuances and Settlements	Transfers Into/(Out of) Level 3	Decembe 30, 2023
Certain insurance contracts	$ 275	$ —	$ 45	$ 2	$ (295)	$ —	$ 27
Total Level 3 investments	$ 275	$ —	$ 45	$ 2	$ (295)	$ —	$ 27

Changes in our Level 3 plan assets for the year ended December 31, 2022 included (in millions):

Asset Category	December 25, 2021	Additions	Net Realized Gain/ (Loss)	Net Unrealized Gain/(Loss)	Net Purchases, Issuances and Settlements	Transfers Into/(Out of) Level 3	Decemb 31, 202
Real estate	$ 6	$ —	$ 2	$ (5)	$ (3)	$ —	$ —
Certain insurance contracts	488	—	—	(198)	(15)	—	275
Total Level 3 investments	$ 494	$ —	$ 2	$ (203)	$ (18)	$ —	$ 275

Employer Contributions:

In 2023, we contributed $11 million to our non-U.S. pension plans. We did not contribute to our U.S. pension plans. We estimate that 2024 pension contributions will be approximately $10 million to our non-U.S. pension plans. We do not plan to make contributions to our U.S. pension plans in 2024. Estimated future contributions take into consideration current economic conditions, which at this time are expected to have minimal impact on expected contributions for 2024. Our actual contributions and plans may change due to many factors, including changes in tax, employee benefit, or other laws and regulations, tax deductibility, significant differences between expected and actual pension asset performance or interest rates, or other factors.

Future Benefit Payments:
The estimated future benefit payments from our pension plans at December 30, 2023 were (in millions):

	U.S. Plans	Non-U.S. Plans
2024	$ 267	$ 74
2025	259	71
2026	242	71
2027	234	75
2028	215	76
2029-2033	959	393

Postretirement Plans

Obligations and Funded Status:
The accumulated benefit obligation, fair value of plan assets, and funded status of our postretirement benefit plans were (in millions):

	December 30, 2023	December 31, 2022
Benefit obligation at beginning of year	$ 733	$ 995
Service cost	3	4
Interest cost	37	27
Benefits paid	(73)	(80)
Actuarial losses/(gains)[(a)]	(19)	(205)
Plan amendments	—	(2)
Currency	2	(6)
Benefit obligation at end of year	683	733
Fair value of plan assets at beginning of year	887	1,151
Actual return on plan assets	101	(196)
Employer contributions	11	12
Benefits paid	(73)	(80)
Fair value of plan assets at end of year	926	887
Net postretirement benefit liability/(asset) recognized at end of year	$ (243)	$ (154)

(a) Actuarial losses/(gains) were primarily due to a change in the discount rate assumption utilized in measuring plan obligations.

We recognized the net postretirement benefit asset/(liability) on our consolidated balance sheets as follows (in millions):

	December 30, 2023	December 31, 2022
Other non-current assets	$ 332	$ 244
Other current liabilities	(7)	(7)
Accrued postemployment costs	(82)	(83)
Net postretirement benefit asset/(liability) recognized	$ 243	$ 154

For certain of our postretirement benefit plans that were underfunded based on accumulated postretirement benefit obligations in excess of plan assets, the accumulated benefit obligations and the fair value of plan assets were (in millions):

	December 30, 2023	December 31, 2022
Accumulated benefit obligation	$ 89	$ 90
Fair value of plan assets	—	—

We used the following weighted average assumptions to determine our postretirement benefit obligations:

	December 30, 2023	December 31, 2022
Discount rate	5.2 %	5.5 %
Health care cost trend rate assumed for next year	6.2 %	6.6 %
Ultimate trend rate	4.8 %	4.8 %

Discount rates for our plans were developed from a model portfolio of high-quality, fixed-income debt instruments with durations that match the expected future cash flows of the plans. Our expected health care cost trend rate is based on historical costs and our expectation for health care cost trend rates going forward.

The year that the health care cost trend rate reaches the ultimate trend rate varies by plan and ranges between 2026 and 2035 as of December 30, 2023. Assumed health care costs trend rates have a significant impact on the amounts reported for the postretirement benefit plans.

Components of Net Postretirement Cost/(Benefit):
Net postretirement cost/(benefit) consisted of the following (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Service cost	$ 3	$ 4	$ 6
Interest cost	37	27	20
Expected return on plan assets	(53)	(54)	(49)
Amortization of prior service costs/(credits)	(15)	(15)	(8)
Amortization of unrecognized losses/(gains)	(17)	(15)	(16)
Curtailments	—	—	(4)
Net postretirement cost/(benefit)	$ (45)	$ (53)	$ (51)

We present all non-service cost components of net postretirement cost/(benefit) within other expense/(income) on our consolidated statements of income. In 2021, we recognized a curtailment gain of $4 million related to the Nuts Transaction. This gain is recorded in other expense/(income) as a component of our pre-tax loss/(gain) on sale of business on the consolidated statement of income for the year ended December 25, 2021.

We used the following weighted average assumptions to determine our net postretirement benefit plans cost for the years ended:

	December 30, 2023	December 31, 2022	December 25, 2021
Discount rate - Service cost	5.5 %	2.8 %	2.7 %
Discount rate - Interest cost	5.4 %	3.4 %	1.6 %
Expected rate of return on plan assets	6.3 %	5.4 %	4.4 %
Health care cost trend rate	6.2 %	6.6 %	5.9 %

Discount rates for our plans were developed from a model portfolio of high-quality, fixed-income debt instruments with durations that match the expected future cash flows of the plans. We determine our expected rate of return on plan assets from the plan assets' target asset allocation and estimates of future long-term returns by asset class. Our expected health care cost trend rate is based on historical costs and our expectation for health care cost trend rates going forward.

Plan Assets:
The underlying basis of the investment strategy of our U.S. postretirement plans is to ensure that funds are available to meet the plans' benefit obligations when they are due by investing plan assets in a high-quality, diversified manner in order to maintain the security of the funds. The investment strategy expects equity investments to yield a higher return over the long term than fixed-income securities, while fixed-income securities are expected to provide certain matching characteristics to the plans' benefit payment cash flow requirements.

Our weighted average asset allocations were:

	December 30, 2023	December 31, 2022
Fixed-income securities	58 %	61 %
Equity securities	34 %	33 %
Cash and cash equivalents	8 %	6 %

Our postretirement benefit plan investment strategy is subject to local regulations and the asset/liability profiles of the plans in each individual country. Our investment strategy is designed to align our postretirement benefit plan assets with our postretirement benefit obligation to reduce volatility. In aggregate, our long-term asset allocation targets are broadly characterized as a mix of approximately 70% in fixed-income securities and approximately 30% in return-seeking assets, primarily equity securities.

The fair value of postretirement benefit plan assets at December 30, 2023 was determined using the following fair value measurements (in millions):

Asset Category	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Government bonds	$ 90	$ 82	$ 8	$ —
Corporate bonds and other fixed-income securities	445	—	445	—
Total fixed-income securities	535	82	453	—
Equity securities	137	137	—	—
Cash and cash equivalents	1	1	—	—
Fair value excluding investments measured at net asset value	673	220	453	—
Investments measured at net asset value	253			
Total plan assets at fair value	$ 926			

The fair value of postretirement benefit plan assets at December 31, 2022 was determined using the following fair value measurements (in millions):

Asset Category	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Government bonds	$ 110	$ 102	$ 8	$ —
Corporate bonds and other fixed-income securities	429	—	429	—
Total fixed-income securities	539	102	437	—
Equity securities	163	163	—	—
Fair value excluding investments measured at net asset value	702	265	437	—
Investments measured at net asset value	185			
Total plan assets at fair value	$ 887			

The following section describes the valuation methodologies used to measure the fair value of postretirement benefit plan assets, including an indication of the level in the fair value hierarchy in which each type of asset is generally classified.

Government Bonds. These securities consist of direct investments in publicly traded U.S. fixed interest obligations (principally debentures) and non-U.S. government bonds. U.S. government bonds are valued using quoted prices in active markets and are included in Level 1. Non-U.S. government bonds are generally valued using observable inputs and are included in Level 2.

Corporate Bonds and Other Fixed-Income Securities. These securities consist of publicly traded U.S. and non-U.S. fixed interest obligations (principally corporate bonds and tax-exempt municipal bonds). Such investments are valued through consultation and evaluation with brokers in the institutional market using quoted prices and other observable market data. As such, these securities are included in Level 2.

Equity Securities. These securities consist of direct investments in the stock of publicly traded companies. Such investments are valued based on the closing price reported in an active market on which the individual securities are traded. As such, the direct investments are classified as Level 1.

Cash and Cash Equivalents. This consists of direct cash holdings and institutional short-term investment vehicles. Direct cash holdings are valued based on cost, which approximates fair value and are classified as Level 1. Certain institutional short-term investment vehicles are valued daily and are classified as Level 1. Other cash equivalents that are not traded on an active exchange, such as bank deposits, are classified as Level 2.

Investments Measured at Net Asset Value. This category consists of pooled funds and short-term investments.

- *Pooled funds.* The fair values of participation units held in collective trusts are based on their net asset values, as reported by the managers of the collective trusts and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. The fair value of these investments measured at net asset value is excluded from the fair value hierarchy. Investments in the collective trusts can be redeemed on each business day based upon the applicable net asset value per unit.

The mutual fund investments are not traded on an exchange. The fair values of the mutual fund investments that are not traded on an exchange are based on their net asset values, as reported by the managers and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. The fair value of these investments measured at net asset value is excluded from the fair value hierarchy.

- *Short-term investments.* Short-term investments largely consist of a money market fund, the fair value of which is based on the net asset value reported by the manager of the fund and supported by the unit prices of actual purchase and sale transactions. The fair value of these investments measured at net asset value is excluded from the fair value hierarchy. The money market fund is designed to provide safety of principal, daily liquidity, and a competitive yield by investing in high quality money market instruments. The investment objective of the money market fund is to provide the highest possible level of current income while still maintaining liquidity and preserving capital.

Employer Contributions:
In 2023, we contributed $11 million to our postretirement benefit plans. We estimate that 2024 postretirement benefit plan contributions will be approximately $12 million. Estimated future contributions take into consideration current economic conditions, which at this time are expected to have minimal impact on expected contributions for 2024. Our actual contributions and plans may change due to many factors, including changes in tax, employee benefit, or other laws and regulations, tax deductibility, significant differences between expected and actual postretirement plan asset performance or interest rates, or other factors.

Future Benefit Payments:
Our estimated future benefit payments for our postretirement plans at December 30, 2023 were (in millions):

2024	$	81
2025		76
2026		71
2027		67
2028		63
2029-2033		265

Other Plans

We sponsor and contribute to employee savings plans that cover eligible salaried, non-union, and union employees. Our contributions and costs are determined by the matching of employee contributions, as defined by the plans. Amounts charged to expense for defined contribution plans totaled $103 million in 2023, $98 million in 2022, and $103 million in 2021.

Accumulated Other Comprehensive Income/(Losses)

Our accumulated other comprehensive income/(losses) pension and postretirement benefit plans balances, before tax, consisted of the following (in millions):

	Pension Benefits		Postretirement Benefits		Total	
	December 30, 2023	December 31, 2022	December 30, 2023	December 31, 2022	December 30, 2023	December 31, 2022
Net actuarial gain/(loss)	$ (414)	$ (424)	$ 466	$ 416	$ 52	$ (8)
Prior service credit/(cost)	(12)	(13)	(7)	8	(19)	(5)
	$ (426)	$ (437)	$ 459	$ 424	$ 33	$ (13)

The net postemployment benefits recognized in other comprehensive income/(loss), consisted of the following (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Net postemployment benefit gains/(losses) arising during the period:			
Net actuarial gains/(losses) arising during the period - Pension Benefits	$ (145)	$ (468)	$ 39
Net actuarial gains/(losses) arising during the period - Postretirement Benefits	67	(44)	267
	(78)	(512)	306
Tax benefit/(expense)	8	126	(77)
	$ (70)	$ (386)	$ 229
Reclassification of net postemployment benefit losses/(gains) to net income/(loss):			
Amortization of unrecognized losses/(gains) - Pension Benefits	$ 13	$ 1	$ 3
Amortization of unrecognized losses/(gains) - Postretirement Benefits	(17)	(15)	(16)
Amortization of prior service costs/(credits) - Pension Benefits	1	1	—
Amortization of prior service costs/(credits) - Postretirement Benefits	(15)	(15)	(8)
Net settlement and curtailment losses/(gains) - Pension Benefits	146	15	(11)
	128	(13)	(32)
Tax (benefit)/expense	(13)	5	6
	$ 115	$ (8)	$ (26)

Note 12. Financial Instruments

We maintain a policy of requiring that all significant, non-exchange traded derivative contracts be governed by an International Swaps and Derivatives Association master agreement, and these master agreements and their schedules contain certain obligations regarding the delivery of certain financial information upon demand.

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

	Notional Amount	
	December 30, 2023	December 31, 2022
Commodity contracts	$ 954	$ 1,166
Foreign exchange contracts	4,618	3,139
Cross-currency contracts	6,133	6,336

Fair Value of Derivative Instruments:
Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values and the levels within the fair value hierarchy of derivative instruments recorded on the consolidated balance sheets were (in millions):

	December 30, 2023					
	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)		Significant Other Observable Inputs (Level 2)		Total Fair Value	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Derivatives designated as hedging instruments:						
Foreign exchange contracts[a]	$ —	$ —	$ 12	$ 42	$ 12	$ 42
Cross-currency contracts[b]	—	—	140	165	140	165
Derivatives not designated as hedging instruments:						
Commodity contracts[c]	20	59	3	7	23	66
Foreign exchange contracts[a]	—	—	17	23	17	23
Total fair value	$ 20	$ 59	$ 172	$ 237	$ 192	$ 296

(a) At December 30, 2023, the fair value of our derivative assets was recorded in other current assets ($21 million) and other non-current assets ($8 million), and the fair value of our derivative liabilities was recorded in other current liabilities ($51 million) and other non-current liabilities ($14 million).

(b) At December 30, 2023, the fair value of our derivative assets was recorded in other current assets ($37 million) and other non-current assets ($103 million), and the fair value of our derivative liabilities was recorded in other current liabilities ($31 million) and other non-current liabilities ($134 million).

(c) At December 30, 2023, the fair value of our derivative assets was recorded in other current assets and the fair value of derivative liabilities was recorded in other current liabilities ($64 million) and other non-current liabilities ($2 million).

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

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

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

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

Our derivative financial instruments are subject to master netting arrangements that allow for the offset of assets and liabilities in the event of default or early termination of the contract. We elect to record the gross assets and liabilities of our derivative financial instruments on the consolidated balance sheets. If the derivative financial instruments had been netted on the consolidated balance sheets, the asset and liability positions each would have been reduced by $130 million at December 30, 2023 and $222 million at December 31, 2022. We had posted collateral related to commodity derivative margin requirements of $41 million at December 30, 2023 and $43 million at December 31, 2022, which were included in prepaid expenses on our consolidated balance sheets.

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

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

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

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

Net Investment Hedging:
At December 30, 2023, we had the following items designated as net investment hedges:

- Non-derivative foreign currency denominated debt with principal amounts of €100 million and £400 million; and
- Cross-currency contracts with notional amounts of C$1.4 billion ($1.0 billion), €2.3 billion ($2.5 billion), and JPY9.6 billion ($68 million).

We periodically use non-derivative instruments such as non-U.S. dollar financing transactions or non-U.S. dollar assets or liabilities, including intercompany loans, to hedge the exposure of changes in underlying foreign currency denominated subsidiary net assets, and they are designated as net investment hedges. At December 30, 2023, we had euro intercompany loans with an aggregate notional amount of $800 million designed as net investment hedges.

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

Interest Rate Hedging:
From time to time we have had derivatives designated as interest rate hedges, including interest rate swaps and treasury locks. We no longer have any outstanding interest rate swaps or treasury locks. We continue to amortize the realized hedge losses that were deferred into accumulated other comprehensive income/(losses) into interest expense through the original maturity of the related long-term debt instruments.

Cash Flow Hedge Coverage:
At December 30, 2023, we had entered into foreign exchange contracts designated as cash flow hedges for periods not exceeding the next 25 months and into cross-currency contracts designated as cash flow hedges for periods not exceeding the next 53 months.

Deferred Hedging Gains and Losses on Cash Flow Hedges:
Based on our valuation at December 30, 2023 and assuming market rates remain constant through contract maturities, we expect transfers to net income/(loss) of the existing losses reported in accumulated other comprehensive income/(losses) during the next 12 months on foreign currency cash flow hedges, cross-currency cash flow hedges, and interest rate cash flow hedges to be insignificant.

Concentration of Credit Risk:
Counterparties to our foreign exchange derivatives consist of major international financial institutions. We continually monitor our positions and the credit ratings of the counterparties involved and, by policy, limit the amount of our credit exposure to any one party. While we may be exposed to potential losses due to the credit risk of non-performance by these counterparties, losses are not anticipated. We closely monitor the credit risk associated with our counterparties and customers and to date have not experienced material losses.

Economic Hedging:
We enter into certain derivative contracts not designated as hedging instruments in accordance with our risk management strategy, which have an economic impact of largely mitigating commodity price risk and foreign currency exposures. Gains and losses are recorded in net income/(loss) as a component of cost of products sold for our commodity contracts and other expense/(income) for our cross currency and foreign exchange contracts.

Acquisition Hedging:
We entered into foreign exchange derivative contracts to economically hedge the foreign currency exposure related to the cash consideration for the Hemmer Acquisition. These derivative contracts settled in our second quarter of 2022. The related derivative gains were $38 million, and were recorded within other expense/(income). These gains are classified as other losses/(gains) related to acquisitions and divestitures. The related cash flows were classified as cash inflows from investing activities on the consolidated statement of cash flows. See Note 4, *Acquisitions and Divestitures*, for additional information related to the Hemmer Acquisition.

Derivative Impact on the Statements of Comprehensive Income:

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

Accumulated Other Comprehensive Income/(Losses) Component	**Gains/(Losses) Recognized in Other Comprehensive Income/(Losses) Related to Derivatives Designated as Hedging Instruments**			**Location of Gains/(Losses) When Reclassified to Net Income/(Loss)**
	December 30, 2023	**December 31, 2022**	**December 25, 2021**	
Cash flow hedges:				
Foreign exchange contracts	$ —	$ 1	$ (1)	Net sales
Foreign exchange contracts	(12)	46	(11)	Cost of products sold
Foreign exchange contracts (excluded component)	(6)	(17)	—	Cost of products sold
Foreign exchange contracts	(1)	1	1	SG&A
Foreign exchange contracts	(22)	—	—	Other expense/(income)
Foreign exchange contracts (excluded component)	2	—	—	Other expense/(income)
Cross-currency contracts	83	(132)	(119)	Other expense/(income)
Cross-currency contracts (excluded component)	24	30	28	Other expense/(income)
Cross-currency contracts	(26)	(28)	(22)	Interest expense
Interest rate contracts	(3)	—	—	Interest expense
Net investment hedges:				
Foreign exchange contracts	(1)	17	1	Other expense/(income)
Foreign exchange contracts (excluded component)	1	—	2	Interest expense
Cross-currency contracts	(117)	324	144	Other expense/(income)
Cross-currency contracts (excluded component)	35	42	44	Interest expense
Total gains/(losses) recognized in statements of comprehensive income	$ (43)	$ 284	$ 67	

Derivative Impact on the Statements of Income:

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

	December 30, 2023			December 31, 2022		
	Cost of products sold	Interest expense	Other expense/ (income)	Cost of products sold	SG&A	Interest expense
Total amounts presented in the consolidated statements of income in which the following effects were recorded	$ 17,714	$ 912	$ 27	$ 18,363	$ 4,488	$ 921
Gains/ (losses) related to derivatives designated as hedging instruments:						
Cash flow hedges:						
Foreign exchange contracts	$ 38	$ —	$ (20)	$ (2)	$ 2	$ —
Foreign exchange contracts (excluded component)	(10)	—	—	(7)	—	—
Interest rate contracts	—	—	—	—	—	(1)
Cross-currency contracts	—	(27)	63	—	—	(28)
Cross-currency contracts (excluded component)	—	—	25	—	—	—
Net investment hedges:						
Foreign exchange contracts (excluded component)	—	1	—	—	—	(1)
Cross-currency contracts (excluded component)	—	34	—	—	—	37
Gains/						

		December 25, 2021			
	Net sales	Cost of products sold	SG&A	Interest expense	Other expense/ (income)
Total amounts presented in the consolidated statements of income in which the following effects were recorded	$ 26,042	$ 17,360	$ 5,222	$ 2,047	$ (295)
Gains/(losses) related to derivatives designated as hedging instruments:					
Cash flow hedges:					
Foreign exchange contracts	$ (1)	$ (46)	$ (1)	$ —	$ —
Foreign exchange contracts (excluded component)	—	(3)	—	—	—
Cross-currency contracts	—	—	—	(23)	(91)
Cross-currency contracts (excluded component)	—	—	—	—	27
Net investment hedges:					
Foreign exchange contracts (excluded component)	—	—	—	2	—
Cross-currency contracts (excluded component)	—	—	—	36	—
Gains/(losses) related to derivatives not designated as hedging instruments:					
Commodity contracts	—	158	—	—	—
Foreign exchange contracts	—	—	—	—	(31)
Cross-currency contracts	—	—	—	—	9
Total gains/(losses) recognized in statements of income	$ (1)	$ 109	$ (1)	$ 15	$ (86)

Non-Derivative Impact on Statements of Comprehensive Income:

Related to our non-derivative foreign currency denominated debt instruments designated as net investment hedges, we recognized pre-tax losses of $39 million in 2023, pre-tax gains of $111 million in 2022, and pre-tax gains of $75 million in 2021. These amounts were recognized in other comprehensive income/(loss).

Note 13. Accumulated Other Comprehensive Income/(Losses)

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

	Foreign Currency Translation Adjustments	Net Postemployment Benefit Plan Adjustments	Net Cash Flow Hedge Adjustments	Total
Balance at December 26, 2020	$ (2,218)	$ 158	$ 93	$ (1,967)
Foreign currency translation adjustments	(242)	—	—	(242)
Net deferred gains/(losses) on net investment hedges	169	—	—	169
Amounts excluded from the effectiveness assessment of net investment hedges	35	—	—	35
Net deferred losses/(gains) on net investment hedges reclassified to net income/(loss)	(29)	—	—	(29)
Net deferred gains/(losses) on cash flow hedges	—	—	(91)	(91)
Amounts excluded from the effectiveness assessment of cash flow hedges	—	—	27	27
Net deferred losses/(gains) on cash flow hedges reclassified to net income/(loss)	—	—	68	68
Net actuarial gains/(losses) arising during the period	—	232	—	232
Net postemployment benefit losses/(gains) reclassified to net income/(loss)	—	(26)	—	(26)
Total other comprehensive income/(loss)	(67)	206	4	143
Balance at December 25, 2021	(2,285)	364	97	(1,824)
Foreign currency translation adjustments	(907)	—	—	(907)
Net deferred gains/(losses) on net investment hedges	343	—	—	343
Amounts excluded from the effectiveness assessment of net investment hedges	32	—	—	32
Net deferred losses/(gains) on net investment hedges reclassified to net income/(loss)	(28)	—	—	(28)
Net deferred gains/(losses) on cash flow hedges	—	—	(72)	(72)
Amounts excluded from the effectiveness assessment of cash flow hedges	—	—	14	14
Net deferred losses/(gains) on cash flow hedges reclassified to net income/(loss)	—	—	26	26
Net actuarial gains/(losses) arising during the period	—	(386)	—	(386)
Net postemployment benefit losses/(gains) reclassified to net income/(loss)	—	(8)	—	(8)
Total other comprehensive income/(loss)	(560)	(394)	(32)	(986)

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

	December 30, 2023			December 31, 2022		
	Before Tax Amount	Tax	Net of Tax Amount	Before Tax Amount	Tax	Net of Tax Amount
Foreign currency translation adjustments	$ 307	$ —	$ 307	$ (907)	$ —	$ (907)
Net deferred gains/(losses) on net investment hedges	(157)	38	(119)	452	(109)	343
Amounts excluded from the effectiveness assessment of net investment hedges	36	(8)	28	42	(10)	32
Net deferred losses/(gains) on net investment hedges reclassified to net income/(loss)	(35)	8	(27)	(36)	8	(28)
Net deferred gains/(losses) on cash flow hedges	19	(16)	3	(112)	40	(72)
Amounts excluded from the effectiveness assessment of cash flow hedges	20	(1)	19	13	1	14
Net deferred losses/(gains) on cash flow hedges reclassified to net income/(loss)	(69)	19	(50)	60	(34)	26
Net actuarial gains/(losses) arising during the period	(78)	8	(70)	(512)	126	(386)
Net postemployment benefit losses/(gains) reclassified to net income/(loss)	128	(13)	115	(13)	5	(8)

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

Accumulated Other Comprehensive Income/(Losses) Component	Reclassified from Accumulated Other Comprehensive Income/(Losses) to Net Income/(Loss)			Affected Line Item in the Statements of Income
	December 30, 2023	December 31, 2022	December 25, 2021	
Losses/(gains) on net investment hedges:				
Foreign exchange contracts[a]	$ (1)	$ 1	$ (2)	Interest expense
Cross-currency contracts[a]	(34)	(37)	(36)	Interest expense
Losses/(gains) on cash flow hedges:				
Foreign exchange contracts[b]	—	—	1	Net sales
Foreign exchange contracts[b]	(28)	9	49	Cost of products sold
Foreign exchange contracts[b]	—	(2)	1	SG&A
Foreign exchange contracts[b]	20	—	—	Other expense/(income)
Cross-currency contracts[b]	(88)	24	64	Other expense/(income)
Cross-currency contracts[b]	27	28	22	Interest expense
Interest rate contracts[c]	—	1	1	Interest expense
Losses/(gains) on hedges before income taxes	(104)	24	100	
Losses/(gains) on hedges, income taxes	27	(26)	(61)	
Losses/(gains) on hedges	$ (77)	$ (2)	$ 39	
Losses/(gains) on postemployment benefits:				
Amortization of unrecognized losses/(gains)[d]	$ (4)	$ (14)	$ (13)	
Amortization of prior service costs/(credits)[d]	(14)	(14)	(8)	
Settlement and curtailment losses/(gains)[d]	146	15	(11)	
Losses/(gains) on postemployment benefits before income taxes	128	(13)	(32)	
Losses/(gains) on postemployment benefits, income taxes	(13)	5	6	
Losses/(gains) on postemployment benefits	$ 115	$ (8)	$ (26)	

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

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

(c) Represents amortization of realized hedge losses that were deferred into accumulated other comprehensive income/(losses) through the maturity of the related long-term debt instruments.

(d) These components are included in the computation of net periodic postemployment benefit costs. See Note 11, *Postemployment Benefits*, for additional information.

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

Note 14. Financing Arrangements

Product Financing Arrangements:

We enter into various product financing arrangements to facilitate supply from our vendors. Balance sheet classification is based on the nature of the arrangements. We have concluded that our obligations to our suppliers, including amounts due and scheduled payment terms, are impacted by their participation in the program and therefore we classify amounts outstanding within other current liabilities on our consolidated balance sheets. We had an insignificant amount at December 30, 2023 and approximately $87 million at December 31, 2022 on our consolidated balance sheets related to these arrangements.

Transfers of Financial Assets:
Since 2020, we have had a nonrecourse accounts receivable factoring program whereby certain eligible receivables are sold to third-party financial institutions in exchange for cash. The program provides us with an additional means for managing liquidity. Under the terms of the arrangement, we act as the collecting agent on behalf of the financial institutions to collect amounts due from customers for the receivables sold. We account for the transfer of receivables as a true sale at the point control is transferred through derecognition of the receivable on our consolidated balance sheet. Receivables sold under this accounts receivable factoring program were approximately $863 million during 2023, with no amounts outstanding as of December 30, 2023. The incremental costs of factoring receivables under this arrangement were insignificant for the year ended December 30, 2023. Receivables sold under this accounts receivable factoring program were approximately $197 million during 2022, with an insignificant amount outstanding as of December 31, 2022. The incremental costs of factoring receivables under this arrangement were insignificant for the year ended December 31, 2022. No receivables were sold under this accounts receivable factoring program during 2021. The proceeds from the sales of receivables are included in cash from operating activities in the consolidated statement of cash flows.

Trade Payables Programs:
In order to manage our cash flow and related liquidity, we work with our suppliers to optimize our terms and conditions, which include the extension of payment terms. Our current payment terms with our suppliers, which we deem to be commercially reasonable, generally range from 0 to 220 days. We also maintain agreements with third-party administrators that allow participating suppliers to track payment obligations from us, and, at the sole discretion of the supplier, sell one or more of those payment obligations to participating financial institutions. We have no economic interest in a supplier's decision to enter into these agreements and no direct financial relationship with the financial institutions related to these programs. We pledged no assets in connection with our trade payable programs. Our obligations to our suppliers, including amounts due and scheduled payment terms, are not impacted. All amounts due to participating suppliers are paid to the third party on the original invoice due dates, regardless of whether a particular invoice was sold. Supplier participation in these agreements is voluntary. We estimate that the amounts outstanding under these programs were $0.8 billion at December 30, 2023 and $1.1 billion at December 31, 2022. The amounts were included in trade payables on our consolidated balance sheets.

Note 15. Commitments and Contingencies

Legal Proceedings

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

Class Actions and Stockholder Derivative Actions:
The Kraft Heinz Company and certain of our current and former officers and directors were defendants in a consolidated securities class action lawsuit pending in the United States District Court for the Northern District of Illinois, *Union Asset Management Holding AG, et al. v. The Kraft Heinz Company, et al.* The consolidated amended class action complaint, which was filed on August 14, 2020 and also named 3G Capital, Inc. and several of its subsidiaries and affiliates (the "3G Entities") as defendants, asserted claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10b-5 promulgated thereunder, based on allegedly materially false or misleading statements and omissions in public statements, press releases, investor presentations, earnings calls, Company documents, and SEC filings regarding the Company's business, financial results, and internal controls, and further alleged the 3G Entities engaged in insider trading and misappropriated the Company's material, non-public information. In February 2023, the parties to the litigation reached a preliminary class settlement agreement. Related to that agreement, we recorded a net expense of $210 million within SG&A in our consolidated statements of income for the fourth quarter of 2022, representative of the Company's then-estimated liability after insurance recoveries and contributions from other defendants. The Company's then-estimated liability and the insurance recoveries are reflected in current liabilities and current assets on the condensed consolidated balance sheets at December 31, 2022. In the third quarter of 2023, we paid our remaining liability after insurance recoveries. On September 12, 2023, the United States District Court for the Northern District of Illinois issued a Judgment Approving Class Action Settlement, wherein it granted final approval of the class settlement and dismissed the lawsuit with prejudice.

Certain of The Kraft Heinz Company's current and former officers and directors and the 3G Entities are named as defendants in two stockholder derivative actions pending in the Delaware Court of Chancery, *Datnoff, et al. v. Behring, et al.*, which was filed on May 6, 2022, and *Felicetti, et al. v. Behring, et al.*, which was filed on March 6, 2023. The complaints allege state law claims and contend that The Kraft Heinz Company's Board of Directors wrongfully refused plaintiffs' demands to pursue legal action against the named defendants. Specifically, the complaints allege that certain of the Company's current and former officers and directors breached their fiduciary duties to the Company by purportedly making materially misleading statements and omissions regarding the Company's financial performance and the impairment of its goodwill and intangible assets. The complaints further allege that the 3G Entities and certain of the Company's current and former officers and directors breached their fiduciary duties by engaging in insider trading and misappropriating the Company's material, non-public information, or aided and abetted such alleged breaches of fiduciary duty. The complaints seek relief against the defendants, principally in the form of damages, disgorgement of all profits obtained from the alleged insider trading, contribution and indemnification, and an award of attorneys' fees and costs. We intend to vigorously defend against these lawsuits; however, we cannot reasonably estimate the potential range of loss, if any, due to the early stage of the proceedings.

Certain of The Kraft Heinz Company's current and former officers and directors and the 3G Entities were also named as defendants in a consolidated stockholder derivative action, *In re Kraft Heinz Company Derivative Litigation*, which was filed in the Delaware Court of Chancery. The consolidated amended complaint, which was filed on April 27, 2020, alleged state law claims, contending that the 3G Entities were controlling stockholders who owed fiduciary duties to the Company, and that they breached those duties by allegedly engaging in insider trading and misappropriating the Company's material, non-public information. The complaint further alleged that certain of The Kraft Heinz Company's current and former officers and directors breached their fiduciary duties to the Company by purportedly making materially misleading statements and omissions regarding the Company's financial performance and the impairment of its goodwill and intangible assets, and by supposedly approving or allowing the 3G Entities' alleged insider trading. The complaint sought relief against the defendants in the form of damages, disgorgement of all profits obtained from the alleged insider trading, contribution and indemnification, and an award of attorneys' fees and costs. The defendants filed a motion to dismiss the consolidated amended complaint, which motion the Delaware Chancery Court granted in an order dated December 15, 2021. The plaintiffs filed a notice of appeal on January 13, 2022, and the Delaware Supreme Court affirmed the trial court's dismissal with prejudice of the consolidated amended complaint in an order dated August 1, 2022. One of the plaintiffs in said dismissed derivative litigation subsequently filed a new complaint, *Erste Asset Management v. Hees, et al.*, against certain current and former officers and directors of The Kraft Heinz Company on November 28, 2023 in the Delaware Court of Chancery, seeking to reinstate the plaintiff's previously-dismissed claims and recover attorneys' fees and costs incurred in the dismissed litigation on the basis of alleged newly discovered evidence. Specifically, the plaintiff alleges the 3G Entities caused the Company to make false and misleading public disclosures regarding the independence of two directors of The Kraft Heinz Company, one of whose independence plaintiff contends formed a basis for the court's prior dismissal of the consolidated amended complaint. We intend to vigorously defend against this lawsuit; however, we cannot reasonably estimate the potential range of loss, if any, due to the early stage of the proceedings.

2021 United States Government Settlement:
On September 3, 2021, The Kraft Heinz Company reached a settlement with the SEC, concluding and resolving in its entirety the previously disclosed SEC investigation. Under the terms of the settlement, we, without admitting or denying the findings in the administrative order issued by the SEC, agreed to pay a civil penalty of $62 million and to cease and desist from violations of specified provisions of the federal securities laws and rules promulgated thereunder. We recognized the full amount of the penalty in the second quarter of 2021 in SG&A, and paid the penalty in the third quarter of 2021.

Other Commitments and Contingencies

Purchase Obligations:
We have purchase obligations for materials, supplies, property, plant and equipment, and co-packing, storage, and distribution services based on projected needs to be utilized in the normal course of business. Other purchase obligations include commitments for marketing, advertising, capital expenditures, information technology, and professional services.

As of December 30, 2023, our take-or-pay purchase obligations were as follows (in millions):

2024	$ 640
2025	468
2026	362
2027	330
2028	147
Thereafter	418
Total	$ 2,365

Note 16. Debt

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

Borrowing Arrangements:

In July 2022, together with Kraft Heinz Foods Company ("KHFC"), our 100% owned operating subsidiary, we entered into a new credit agreement (the "Credit Agreement"), which provides for a five-year senior unsecured revolving credit facility in an aggregate amount of $4.0 billion (the "Senior Credit Facility") and replaced our then-existing credit facility (the "Previous Senior Credit Facility"). On July 21, 2023, we entered into an agreement to extend the maturity date of our Senior Credit Facility from July 8, 2027 to July 8, 2028.

The Credit Agreement includes a $1.0 billion sublimit for borrowings in Canadian dollars, euro, or British pound sterling, as well as a swingline sub-facility of up to $400 million, and a letter of credit sub-facility of up to $300 million. Additionally, and subject to certain conditions, we may increase the amount of revolving commitments and/or add tranches of term loans in a combined aggregate amount of up to $1.0 billion.

Borrowings under the Senior Credit Facility will bear interest at the rates specified in the Credit Agreement, which vary based on the type of borrowing and certain other customary conditions.

The Credit Agreement contains customary representations, warranties, and covenants that are typical for these types of facilities and could, upon the occurrence of certain events of default, restrict our ability to access our Senior Credit Facility. The Credit Agreement requires us to maintain a minimum shareholders' equity (excluding accumulated other comprehensive income/(losses)) of at least $35 billion.

The obligations under the Credit Agreement are guaranteed by KHFC and The Kraft Heinz Company in the case of indebtedness and other liabilities of any subsidiary borrower.

No amounts were drawn on our Senior Credit Facility at December 30, 2023 or December 31, 2022. No amounts were drawn on our Senior Credit Facility during the years ended December 30, 2023 or December 31, 2022, or on the Previous Senior Credit Facility during the years ended December 31, 2022 and December 25, 2021.

From time to time, we obtain funding through our commercial paper programs. We had no commercial paper outstanding at December 30, 2023 or at December 31, 2022. Under our US commercial paper program, the maximum amount of commercial paper outstanding was $150 million and $198 million during the years ended December 30, 2023 and December 31, 2022.

Long-Term Debt:

The following table summarizes our long-term debt obligations.

	Priority [a]	Maturity Dates[b]	Interest Rates[b]	Carrying Values December 30, 2023	Carrying Values December 31, 2022
				(in millions)	
U.S. dollar notes[c]	Senior Notes	2026–2050	3.000%–7.125%	$ 16,545	$ 16,554
Euro notes[c]	Senior Notes	2024–2028	1.500%–4.466%	2,642	2,723
British pound sterling notes:					
2030 Notes[d]	Senior Notes	February 18, 2030	6.250%	163	155
Other British pound sterling notes[c]	Senior Notes	July 1, 2027	4.125%	507	482
Other long-term debt	Various	2024–2035	0.500%–16.800%	30	31
Finance lease obligations				145	119
Total long-term debt				20,032	20,064
Current portion of long-term debt				638	831
Long-term debt, excluding current portion				$ 19,394	$ 19,233

(a) Priority of debt indicates the order which debt would be paid if all debt obligations were due on the same day. Senior secured debt takes priority over unsecured debt. Senior debt has greater seniority than subordinated debt.

(b) Maturity dates and interest rates presented are for the outstanding long-term debt obligations at December 30, 2023. Floating interest rates stated are as of December 30, 2023.

(c) Kraft Heinz fully and unconditionally guarantees these notes, which were issued by KHFC.

(d) The 6.250% Pound Sterling Senior Notes due February 18, 2030 (the “2030 Notes”) were issued by H.J. Heinz Finance UK Plc. Kraft Heinz and KHFC fully and unconditionally guarantee the 2030 Notes. The 2030 Notes rank *pari passu* in right of payment with all of our existing and future senior obligations. Kraft Heinz became guarantor of the 2030 Notes in connection with the 2015 Merger. The 2030 Notes were previously only guaranteed by KHFC.

Our long-term debt contains customary representations, covenants, and events of default. We were in compliance with all financial covenants as of December 30, 2023.

At December 30, 2023, aggregate principal maturities of our long-term debt excluding finance leases were (in millions):

2024	$	611
2025		666
2026		1,879
2027		1,862
2028		1,586
Thereafter		13,129

Open Market Debt Repurchases:

2022 Open Market Debt Repurchases

In 2022, we repurchased approximately $755 million of certain of our senior notes under Rule 10b5-1 plans, including $268 million in the second quarter of 2022 (the “Q2 2022 Repurchases”), $180 million in the third quarter of 2022 (the “Q3 2022 Repurchases”), and $307 million in the fourth quarter of 2022 (the “Q4 2022 Repurchases” and, together with the Q2 2022 Repurchases and the Q3 2022 Repurchases, the “2022 Repurchases”).

In connection with the 2022 Repurchases, we recognized a net gain on extinguishment of debt of approximately $38 million within interest expense on the consolidated statement of income for the year ended December 31, 2022, which included a net gain of $9 million in the second quarter of 2022 related to the Q2 2022 Repurchases, a net gain of $3 million in the third quarter of 2022 related to the Q3 2022 Repurchases, and a net gain of $26 million in the fourth quarter related to the Q4 2022 Repurchases. This gain primarily reflects the write-off of unamortized premiums and a net discount associated with the 2022 Repurchases. Related to the 2022 Repurchases, we recognized a debt prepayment and extinguishment benefit of $10 million on the consolidated statement of cash flows for the year ended December 31, 2022, which reflect the $38 million net gain on extinguishment of debt adjusted for the non-cash write-off of unamortized premiums of $33 million, unamortized debt issuance costs of $3 million, and unamortized discounts of $2 million.

2021 Open Market Debt Repurchases

In 2021, we repurchased approximately $738 million of certain of our senior notes under Rule 10b5-1 plans, including $207 million in the second quarter of 2021 (the "Q2 2021 Repurchases"), $221 million in the third quarter of 2021 (the "Q3 2021 Repurchases"), and $310 million in the fourth quarter of 2021 (the "Q4 2021 Repurchases" and, together with the Q2 2021 Repurchases and the Q3 2021 Repurchases, the "2021 Repurchases").

In connection with the 2021 Repurchases, we recognized a loss on extinguishment of debt of approximately $152 million within interest expense on the consolidated statement of income for the year ended December 25, 2021. These losses primarily reflect the payment of premiums associated with the repurchases as well as the write-off of unamortized debt issuance costs, premiums, and discounts. Related to the 2021 Repurchases, we recognized debt prepayment and extinguishment costs of $162 million on the consolidated statement of cash flows for the year ended December 25, 2021, which reflect the $152 million loss on extinguishment of debt adjusted for the non-cash write-off of unamortized premiums of $15 million, unamortized discounts of $2 million, and unamortized debt issuance costs of $3 million.

Tender Offers:

2021 Tender Offers

In February 2021, KHFC commenced a cash tender offer to purchase up to the maximum combined aggregate purchase price of $1.0 billion, including principal and premium but excluding accrued and unpaid interest (the "Q1 2021 Maximum Tender Amount"), of its outstanding 3.950% senior notes due July 2025, 3.000% senior notes due June 2026, 4.000% senior notes due June 2023, and 3.500% senior notes due June 2022 (the "Q1 2021 Tender Offer"), listed in order of priority. Based on participation, KHFC elected to settle the Q1 2021 Tender Offer on the early settlement date, March 9, 2021. Since the aggregate purchase price of the senior notes validly tendered and not validly withdrawn as of the early tender time exceeded the Q1 2021 Maximum Tender Amount, we did not accept for purchase any of the 3.500% senior notes due June 2022 or the 4.000% senior notes due June 2023. The aggregate principal amount of senior notes validly tendered and accepted was approximately $900 million.

In June 2021, KHFC commenced cash tender offers to purchase up to the maximum combined aggregate purchase price of $2.8 billion, including principal and premium but excluding accrued and unpaid interest, of its 5.000% senior notes due June 2042, 5.000% senior notes due July 2035, 4.625% senior notes due January 2029, 4.625% senior notes due October 2039, 3.750% senior notes due April 2030, 6.500% senior notes due February 2040, 6.375% senior notes due July 2028, 6.750% senior notes due March 2032, 6.875% senior notes due January 2039, and 7.125% senior notes due August 2039 (the "Q2 2021 Tender Offers"), listed in order of priority. KHFC settled the Q2 2021 Tender Offers on June 14, 2021 and June 16, 2021. The aggregate principal amount of senior notes validly tendered and accepted was approximately $1.4 billion.

In November 2021, KHFC commenced a cash tender offer to purchase up to the maximum combined aggregate purchase price of $2.0 billion, including principal and premium but excluding accrued and unpaid interest (the "Q4 2021 Maximum Tender Amount"), of its 3.500% senior notes due June 2022, 4.625% senior notes due January 2029, 4.250% senior notes due March 2031, 6.750% senior notes due March 2032, 5.000% senior notes due July 2035, 6.500% senior notes due February 2040, 5.000% senior notes due June 2042, 5.200% senior notes due July 2045, 6.875% senior notes due January 2039, 7.125% senior notes due August 2039, 5.500% senior notes due June 2050, and 4.875% senior notes due October 2049 (the "Q4 2021 Tender Offer" and, together with the Q1 2021 Tender Offer and the Q2 2021 Tender Offers, the "2021 Tender Offers"), listed in order of priority. KHFC settled the Q4 2021 Tender Offer on December 6, 2021. Since the aggregate purchase price of the senior notes validly tendered and not validly withdrawn as of the early tender time exceeded the Q4 2021 Maximum Tender Amount, we did not accept for purchase any of the 6.500% senior notes due February 2040, 5.000% senior notes due June 2042, 5.200% senior notes due July 2045, 6.875% senior notes due January 2039, 7.125% senior notes due August 2039, 5.500% senior notes due June 2050, and 4.875% senior notes due October 2049. The aggregate principal amount of senior notes validly tendered and accepted was approximately $1.7 billion.

Related to the 2021 Tender Offers, we recognized a loss on extinguishment of debt of $636 million within interest expense on the consolidated statement of income for the year ended December 25, 2021. These losses primarily reflect the payment of early tender premiums and fees associated with the 2021 Tender Offers as well as the write-off of unamortized premiums, debt issuance costs, and discounts. Related to the 2021 Tender Offers, we recognized debt prepayment and extinguishment costs of $636 million on the consolidated statement of cash flows for the year ended December 25, 2021, which reflects the $636 million loss on extinguishment of debt adjusted for the non-cash write-off of unamortized premiums of $24 million, unamortized debt issuance costs of $17 million, and unamortized discounts of $7 million.

Debt Redemptions:
<u>*2021 Debt Redemptions*</u>

In April 2021, KHFC issued a notice of redemption of all of its 4.000% senior notes due June 2023, effective May 1, 2021 (the "Q2 2021 Debt Redemption"). Prior to the redemption, approximately $447 million aggregate principal amount was outstanding.

In June 2021, KHFC issued a notice of redemption of all of its 3.950% senior notes due July 2025, effective July 14, 2021 (the "Q3 2021 Debt Redemption" and, together with the Q2 2021 Debt Redemption, the "2021 Debt Redemptions"). Prior to the Q3 2021 Redemption, approximately $797 million aggregate principal amount was outstanding.

In connection with the 2021 Debt Redemptions, we recognized a loss on extinguishment of debt of $129 million within interest expense on the consolidated statement of income for the year ended December 25, 2021. These losses primarily reflect the payment of premiums and fees associated with the redemptions as well as the write-off of unamortized debt issuance costs. Related to the 2021 Debt Redemptions, we recognized debt prepayment and extinguishment costs of $126 million on the consolidated statement of cash flows for the year ended December 25, 2021, which reflect the $129 million loss on extinguishment of debt adjusted for the non-cash write-off of unamortized debt issuance costs of $3 million.

Debt Issuances:
<u>*2023 Debt Issuances*</u>

In May 2023, KHFC issued 600 million euro aggregate principal amount of floating rate senior notes due May 2025 (the "2023 Notes"). The 2023 Notes are fully and unconditionally guaranteed by The Kraft Heinz Company as to payment of principal and interest on a senior unsecured basis. We used the proceeds from the 2023 Notes for general corporate purposes, including to partially fund the repayment of our 750 million euro senior notes that matured in June 2023.

Debt Issuance Costs:
Debt issuance costs are reflected as a direct deduction of our current portion of long-term debt and long-term debt balances on the consolidated balance sheets. We incurred an insignificant amount of debt issuance costs in 2023 and 2022. We did not incur any debt issuance costs in 2021. Unamortized debt issuance costs were $81 million at December 30, 2023 and $88 million at December 31, 2022. Amortization of debt issuance costs was $11 million in 2023 and 2022, and $12 million in 2021.

Debt Premium:
Unamortized debt premiums are presented on the consolidated balance sheets as a direct addition to the carrying amount of debt. Unamortized debt premium, net, was $234 million at December 30, 2023 and $250 million at December 31, 2022. Amortization of our debt premium, net, was $16 million in 2023, $17 million in 2022, and $16 million in 2021.

Debt Repayments:
In June 2023, we repaid 750 million euro aggregate principal amount of senior notes that matured in the period.

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

In June 2022, we repaid $381 million aggregate principal amount of senior notes that matured in the period.

In August 2022, we repaid $315 million aggregate principal amount of floating rate senior notes that matured in the period.

In February 2021, we repaid $111 million aggregate principal amount of floating rate senior notes that matured in the period.

In September 2021, we repaid $34 million aggregate principal amount of senior notes that matured in the period.

Fair Value of Debt:
At December 30, 2023, the aggregate fair value of our total debt was $19.6 billion as compared with a carrying value of $20.0 billion. At December 31, 2022, the aggregate fair value of our total debt was $18.7 billion as compared with a carrying value of $20.1 billion. Our short-term debt had a carrying value that approximated its fair value at December 30, 2023 and December 31, 2022. We determined the fair value of our long-term debt using Level 2 inputs. Fair values are generally estimated based on quoted market prices for identical or similar instruments.

Note 17. Leases

We have operating and finance leases, primarily for warehouse, production, and office facilities and equipment. Our lease contracts have remaining contractual lease terms of up to 18 years, some of which include options to extend the term by up to 10 years. We include renewal options that are reasonably certain to be exercised as part of the lease term. Additionally, some lease contracts include termination options. We do not expect to exercise the majority of our termination options and generally exclude such options when determining the term of our leases. See Note 2, *Significant Accounting Policies*, for our lease accounting policy.

The components of our lease costs were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Operating lease costs	$ 152	$ 173	$ 176
Finance lease costs:			
Amortization of right-of-use assets	28	34	34
Interest on lease liabilities	5	5	6
Short-term lease costs	12	8	17
Variable lease costs	659	1,232	1,192
Sublease income	(10)	(10)	(9)
Total lease costs	$ 846	$ 1,442	$ 1,416

Our variable lease costs primarily consist of inventory related costs, such as materials, labor, and overhead components in our manufacturing and distribution arrangements that also contain a fixed component related to an embedded lease. These variable lease costs are determined based on usage or output or may vary for other reasons such as changes in material prices, taxes, or insurance. Certain of our variable lease costs are based on fluctuating indices or rates. These leases are included in our ROU assets and lease liabilities based on the index or rate at the lease commencement date. The future variability in these indices and rates is unknown; therefore, it is excluded from our future minimum lease payments and is not a component of our ROU assets or lease liabilities.

We had no losses/(gains) on sale and leaseback transactions in 2023. Losses/(gains) on sales and leaseback transactions, net, were insignificant for 2022 and 2021.

Supplemental balance sheet information related to our leases was (in millions, except lease term and discount rate):

	December 30, 2023		December 31, 2022	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
Right-of-use assets	$ 574	$ 135	$ 668	$ 121
Lease liabilities (current)	116	27	125	26
Lease liabilities (non-current)	501	118	585	93
Weighted average remaining lease term	8 years	10 years	8 years	12 years
Weighted average discount rate	3.7 %	4.5 %	3.6 %	4.1 %

Operating lease ROU assets are included in other non-current assets and finance lease ROU assets are included in property, plant and equipment, net, on our consolidated balance sheets. The current portion of operating lease liabilities is included in other current liabilities, and the current portion of finance lease liabilities is included in the current portion of long-term debt on our consolidated balance sheets. The non-current portion of operating lease liabilities is included in other non-current liabilities, and the non-current portion of finance lease liabilities is included in long-term debt on our consolidated balance sheets.

Cash flows arising from lease transactions were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash inflows/(outflows) from operating leases	$ (156)	$ (176)	$ (179)
Operating cash inflows/(outflows) from finance leases	(5)	(5)	(6)
Financing cash inflows/(outflows) from finance leases	(26)	(38)	(33)
Right-of-use assets obtained in exchange for lease liabilities:			
Operating leases	44	197	41
Finance leases	25	34	14

Future minimum lease payments for leases in effect at December 30, 2023 were (in millions):

	Operating Leases	Finance Leases
2024	$ 136	$ 32
2025	116	24
2026	95	21
2027	74	15
2028	61	23
Thereafter	234	63
Total future undiscounted lease payments	716	178
Less imputed interest	(99)	(33)
Total lease liability	$ 617	$ 145

At December 30, 2023, our operating and finance leases that had not yet commenced were approximately $194 million. This balance is primarily composed of a non-cancellable synthetic lease with a future minimum lease commitment of approximately $157 million. See below for discussion of our synthetic lease arrangement.

Synthetic Lease Arrangements:
In June 2023, we entered into a non-cancellable synthetic lease for a distribution facility, for which we are the construction agent, with an estimated construction cost of approximately $400 million. The lease will commence upon completion of construction of the facility which is expected to be in the later part of 2025. The term of the lease is five years after commencement. At the end of the lease term, we will be required to either purchase the facility or, in the event that option is not elected, to remarket the facility. Upon lease commencement, the lease classification, right-of-use asset, and lease liability will be determined and recorded. The lease arrangement contains a residual value guarantee of approximately 85% of the total construction cost. The construction agreement and lease contain covenants that are consistent with our Senior Credit Facility as disclosed in Note 16, *Debt.*

Note 18. Capital Stock

Common Stock

Our Second Amended and Restated Certificate of Incorporation authorizes the issuance of up to 5.0 billion shares of common stock.

Shares of common stock issued, in treasury, and outstanding were (in millions of shares):

	Shares Issued	Treasury Shares	Shares Outstanding
Balance at December 26, 2020	1,228	(5)	1,223
Exercise of stock options, issuance of other stock awards, repurchase of common stock, and other	7	(6)	1
Balance at December 25, 2021	1,235	(11)	1,224
Exercise of stock options, issuance of other stock awards, repurchase of common stock, and other	8	(7)	1
Balance at December 31, 2022	1,243	(18)	1,225
Exercise of stock options, issuance of other stock awards, repurchase of common stock, and other	6	(13)	(7)
Balance at December 30, 2023	1,249	(31)	1,218

Share Repurchase Program

On November 27, 2023, we announced that the Board approved a share repurchase program authorizing the Company to purchase up to $3.0 billion, exclusive of fees, of the Company's common stock through December 26, 2026. We are not obligated to repurchase any specific number of shares and the program may be modified, suspended, or discontinued at any time. Under the program, shares may be repurchased in open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act, privately negotiated transactions, transactions structured through investment banking institutions, or other means. As of December 30, 2023, we had remaining authorization under the share repurchase program of approximately $2.7 billion. The share repurchase program is in addition to our share repurchases to offset the dilutive effect of equity-based compensation.

Note 19. Earnings Per Share

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

	December 30, 2023	December 31, 2022	December 25, 2021
	(in millions, except per share data)		
Basic Earnings Per Common Share:			
Net income/(loss) attributable to common shareholders	$ 2,855	$ 2,363	$ 1,012
Weighted average shares of common stock outstanding	1,227	1,226	1,224
Net earnings/(loss)	$ 2.33	$ 1.93	$ 0.83
Diluted Earnings Per Common Share:			
Net income/(loss) attributable to common shareholders	$ 2,855	$ 2,363	$ 1,012
Weighted average shares of common stock outstanding	1,227	1,226	1,224
Effect of dilutive equity awards	8	9	12
Weighted average shares of common stock outstanding, including dilutive effect	1,235	1,235	1,236
Net earnings/(loss)	$ 2.31	$ 1.91	$ 0.82

We use the treasury stock method to calculate the dilutive effect of outstanding equity awards in the denominator for diluted EPS. Anti-dilutive shares were 7 million in 2023, 6 million in 2022, and 7 million in 2021.

Note 20. Segment Reporting

As of December 30, 2023, we manage and report our operating results through two reportable segments defined by geographic region: North America and International.

During the fourth quarter of 2023, certain organizational changes were announced that are expected to impact our future internal reporting and reportable segments. We expect to divide our International segment into three operating segments — Europe and Pacific Developed Markets (International Developed Markets), West and East Emerging Markets (WEEM), and Asia Emerging Markets (AEM) — in order to enable enhanced focus on the different strategies required for each of these regions as part of our long-term strategic plan.

As a result of these changes, we expect to have two reportable segments: North America and International Developed Markets. We anticipate that our remaining operating segments, consisting of WEEM and AEM, will be combined and disclosed as Emerging Markets. We expect that the change to our reportable segments will be effective in the first quarter of 2024.

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

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

Net sales by segment were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Net sales:			
North America	$ 20,126	$ 20,340	$ 20,351
International	6,514	6,145	5,691
Total net sales	$ 26,640	$ 26,485	$ 26,042

Segment Adjusted EBITDA was (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Segment Adjusted EBITDA:			
North America	$ 5,603	$ 5,284	$ 5,576
International	1,094	1,017	1,066
General corporate expenses	(390)	(298)	(271)
Depreciation and amortization (excluding restructuring activities)	(923)	(922)	(910)
Divestiture-related license income	54	56	4
Restructuring activities	(60)	(74)	(84)
Deal costs	—	(9)	(11)
Unrealized gains/(losses) on commodity hedges	(1)	(63)	(17)
Impairment losses	(662)	(999)	(1,634)
Certain non-ordinary course legal and regulatory matters	(2)	(210)	(62)
Equity award compensation expense	(141)	(148)	(197)
Operating income/(loss)	4,572	3,634	3,460
Interest expense	912	921	2,047
Other expense/(income)	27	(253)	(295)
Income/(loss) before income taxes	$ 3,633	$ 2,966	$ 1,708

Total depreciation and amortization expense by segment was (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Depreciation and amortization expense:			
North America	$ 561	$ 579	$ 580
International	318	259	234
General corporate expenses	82	95	96
Total depreciation and amortization expense	$ 961	$ 933	$ 910

Total capital expenditures by segment were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Capital expenditures:			
North America	$ 604	$ 513	$ 477
International	343	331	348
General corporate expenses	66	72	80
Total capital expenditures	$ 1,013	$ 916	$ 905

Net sales by platform were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Taste Elevation	$ 8,995	$ 8,249	$ 7,267
Fast Fresh Meals	5,794	6,064	6,665
Easy Meals Made Better	5,291	5,313	4,927
Real Food Snacking	1,247	1,375	1,808
Flavorful Hydration	1,950	1,999	1,777
Easy Indulgent Desserts	1,072	1,067	1,034
Other	2,291	2,418	2,564
Total net sales	$ 26,640	$ 26,485	$ 26,042

Net sales by product category were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Condiments and sauces	$ 8,934	$ 8,241	$ 7,302
Cheese and dairy	3,857	3,976	4,922
Ambient foods	3,014	3,047	2,896
Frozen and chilled foods	2,910	2,922	2,698
Meats and seafood	2,456	2,733	2,613
Refreshment beverages	1,943	1,999	1,786
Coffee	899	903	847
Infant and nutrition	360	411	441
Desserts, toppings and baking	1,209	1,195	1,157
Nuts and salted snacks	—	—	464
Other	1,058	1,058	916
Total net sales	$ 26,640	$ 26,485	$ 26,042

Concentration of Risk:

Our largest customer, Walmart Inc., represented approximately 21% of our net sales in 2023 and 2022, and approximately 22% of our net sales in 2021. Both of our segments have sales to Walmart Inc.

Geographic Financial Information:

We had significant sales in the United States, Canada, and the United Kingdom. Our net sales by geography were (in millions):

	December 30, 2023	December 31, 2022	December 25, 2021
Net sales:			
United States	$ 18,377	$ 18,587	$ 18,604
Canada	1,749	1,752	1,747
United Kingdom	1,271	1,160	1,147
Other	5,243	4,986	4,544
Total net sales	$ 26,640	$ 26,485	$ 26,042

We had significant long-lived assets in the United States. Long-lived assets are comprised of property, plant and equipment, net of related accumulated depreciation. Our long-lived assets by geography were (in millions):

	December 30, 2023	December 31, 2022
Long-lived assets:		
United States	$ 4,736	$ 4,469
Other	2,386	2,271
Total long-lived assets	$ 7,122	$ 6,740

At December 30, 2023 and December 31, 2022, long-lived assets by geography excluded amounts classified as held for sale.

Note 21. Other Financial Data

Consolidated Statements of Income Information

Other expense/(income)

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

	December 30, 2023	December 31, 2022	December 25, 2021
Amortization of postemployment benefit plans prior service costs/(credits)	$ (14)	$ (14)	$ (7)
Net pension and postretirement non-service cost/(benefit)[(a)]	67	(135)	(214)
Loss/(gain) on sale of business[(b)]	(4)	(25)	(44)
Interest income	(40)	(27)	(15)
Foreign exchange losses/(gains)	73	(106)	(101)
Derivative losses/(gains)	(59)	50	86
Other miscellaneous expense/(income)	4	4	—
Other expense/(income)	$ 27	$ (253)	$ (295)

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

(b) Includes a gain on the remeasurement of a disposal group that was reclassified as held and used in the third quarter of 2021.

We present all non-service cost components of net pension cost/(benefit) and net postretirement cost/(benefit) within other expense/(income) on our consolidated statements of income. See Note 11, *Postemployment Benefits*, for additional information on these components, including any curtailments and settlements, as well as information on our prior service costs/(credits) amortization. See Note 4, *Acquisitions and Divestitures*, for additional information related to our loss/(gain) on sale of business. See Note 12, *Financial Instruments*, for information related to our derivative impacts.

Other expense/(income) was $27 million of expense in 2023 compared to $253 million of income in 2022. This change was primarily driven by a $67 million net pension and postretirement non-service costs in 2023 compared to a $135 million net pension and postretirement non-service benefit in 2022, a $73 million net foreign exchange loss in 2023 compared to a $106 million net foreign exchange gain in 2022, and a $21 million decrease in gain on sale of businesses. These impacts were partially offset by a $59 million net gain on derivative activities in 2023 compared to a $50 million net loss on derivative activities in 2022, and a $13 million increase in interest income as compared to the prior year period.

Other expense/(income) was $253 million of income in 2022 compared to $295 million of income in 2021. This change was primarily driven by a $79 million decrease in net pension and postretirement non-service benefits and a $25 million net gain on sales of businesses in 2022 compared to a $44 million net gain on sales of businesses in 2021. These impacts were partially offset by a $50 million net loss on derivative activities in 2022 compared to an $86 million net loss on derivative activities in 2021 and a $12 million increase in interest income as compared to the prior year.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 30, 2023. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as of December 30, 2023, were effective and provided reasonable assurance that the information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

Our Chief Executive Officer and Chief Financial Officer, with other members of management, evaluated the changes in our internal control over financial reporting during the quarter ended December 30, 2023. We determined that there were no changes in our internal control over financial reporting during the quarter ended December 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those written policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that receipts and expenditures are being made only in accordance with management and director authorization; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 30, 2023 based on the framework described in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, our management concluded that we maintained effective internal control over financial reporting as of December 30, 2023.

PricewaterhouseCoopers LLP, an independent registered public accounting firm that audited the consolidated financial statements included in this Annual Report on Form 10-K, has also audited the effectiveness of our internal control over financial reporting as of December 30, 2023, as stated in their report which appears herein under Item 8, *Financial Statements and Supplementary Data*.

Item 9B. Other Information.

(b) Insider Stock Trading Arrangements:

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information required by this Item 10 is included under the caption "Information about our Executive Officers" contained in Item 1, *Business*, of this report and under the headings *Our Board, Beneficial Ownership of Kraft Heinz Stock—Delinquent Section 16(a) Reports*, *Governance—Other Governance Policies and Practices*, *Governance—Committees of the Board*, and *Other Information—Stockholder Proposals* in our definitive Proxy Statement for our Annual Meeting of Stockholders expected to be held on May 2, 2024 ("2024 Proxy Statement"). This information is incorporated by reference into this Annual Report on Form 10-K.

Item 11. Executive Compensation.

Information required by this Item 11 is included under the headings *Governance—Committees of the Board*, *Director Compensation*, and *Executive Compensation—Compensation Discussion and Analysis*, *Executive Compensation—Executive Compensation Tables*, and *Executive Compensation—Pay Ratio Disclosure* in our 2024 Proxy Statement. This information is incorporated by reference into this Annual Report on Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The number of shares to be issued upon exercise or vesting of awards issued under, and the number of shares remaining available for future issuance under our equity compensation plans at December 30, 2023 were:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights[1] (a)	Weighted average exercise price per share of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	20,600,842	$ 46.87	17,651,474
Equity compensation plans not approved by security holders	—	—	—
Total	20,600,842		17,651,474

(1) Includes the vesting of RSUs and PSUs.

Information related to the security ownership of certain beneficial owners and management is included under the heading *Beneficial Ownership of Kraft Heinz Stock* in our 2024 Proxy Statement. This information is incorporated by reference into this Annual Report on Form 10-K.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required by this Item 13 is included under the headings *Our Board* and *Governance—Other Governance Policies and Practices* in our 2024 Proxy Statement. This information is incorporated by reference into this Annual Report on Form 10-K.

Item 14. Principal Accountant Fees and Services.

Information required by this Item 14 is included under the headings *Audit Matters—Independent Auditors' Fees and Services* and *Audit Matters—Pre-Approval Policy* in our 2024 Proxy Statement. This information is incorporated by reference into this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) Index to Consolidated Financial Statements and Schedules

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Schedules other than those listed above have been omitted either because such schedules are not required or are not applicable.

(b) The following exhibits are filed as part of, or incorporated by reference into, this Annual Report:

Exhibit No.		Descriptions
2.1		Separation and Distribution Agreement, dated September 27, 2012, between Kraft Foods Inc. and Kraft Foods Group, Inc. (incorporated by reference to Exhibit 2.1 of Amendment No. 1 to Kraft Foods Group, Inc.'s Registration Statement on Form S-4, filed on October 26, 2012).
2.2		Master Ownership and License Agreement Regarding Patents, Trade Secrets and Related Intellectual Property, effective October 1, 2012, between Kraft Foods Global Brands LLC, Kraft Foods Group Brands LLC, Kraft Foods UK Ltd., and Kraft Foods R&D Inc. (incorporated by reference to Exhibit 2.3 of Amendment No. 2 to Kraft Foods Group, Inc.'s Registration Statement on Form S-4, filed on December 4, 2012).
3.1		Second Amended and Restated Certificate of Incorporation of H.J. Heinz Holding Corporation (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on July 2, 2015).
3.2		Amended and Restated By-Laws of The Kraft Heinz Company, effective November 3, 2022 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on November 7, 2022).
3.3		Certificate of Retirement of Series A Preferred Stock of The Kraft Heinz Company, dated June 7, 2016 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on June 7, 2016).
4.1		Amended and Restated Registration Rights Agreement, dated July 2, 2015, among The Kraft Heinz Company, 3G Global Food Holdings LP, and Berkshire Hathaway Inc. (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on July 2, 2015).
4.2		Indenture, dated July 1, 2015, among H. J. Heinz Company, as issuer, H.J. Heinz Holding Corporation, as guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on July 6, 2015).
4.3		First Supplemental Indenture, dated July 1, 2015, relating to the 2.000% Senior Notes due 2023, among H. J. Heinz Company, as issuer, H.J. Heinz Holding Corporation, as guarantor, Wells Fargo Bank, National Association, as trustee, and Société Générale Bank & Trust, as paying agent, security registrar, and transfer agent (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on July 6, 2015).
4.4		Second Supplemental Indenture, dated July 1, 2015, relating to the 4.125% Senior Notes due 2027, among H. J. Heinz Company, as issuer, H.J. Heinz Holding Corporation, as guarantor, Wells Fargo Bank, National Association, as trustee, and Société Générale Bank & Trust, as paying agent, security registrar, and transfer agent (incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on July 6, 2015).
4.5		Third Supplemental Indenture, dated July 2, 2015, relating to the 1.60% Senior Notes due 2017, 2.00% Senior Notes due 2018, 2.80% Senior Notes due 2020, 3.50% Senior Notes due 2022, 3.95% Senior Notes due 2025, 5.00% Senior Notes due 2035, and 5.20% Senior Notes due 2045, among H. J. Heinz Company, as issuer, H.J. Heinz Holding Corporation, as guarantor, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K, filed on July 6, 2015).

4.6		Indenture, dated June 4, 2012, between Kraft Foods Group, Inc. and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 10.4 of Amendment No. 3 to Kraft Foods Group, Inc.'s Registration Statement on Form 10, filed on June 21, 2012).
4.7		Supplemental Indenture No. 1, dated June 4, 2012, relating to the 1.625% Notes due 2015, 2.250% Notes due 2017, 3.500% Notes due 2022, and 5.000% Notes due 2042, among Kraft Foods Group, Inc., Kraft Foods Inc., as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 10.5 of Amendment No. 3 to Kraft Foods Group, Inc.'s Registration Statement on Form 10, filed on June 21, 2012).
4.8		Supplemental Indenture No. 2, dated July 18, 2012, relating to the 6.125% Senior Notes due 2018, 5.375% Senior Notes due 2020, 6.875% Senior Notes due 2039, and 6.500% Senior Notes due 2040, among Kraft Foods Group, Inc., Kraft Foods Inc., as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 10.27 of Amendment No. 5 to Kraft Foods Group, Inc.'s Registration Statement on Form 10, filed on August 6, 2012).
4.9		Supplemental Indenture No. 3, dated July 2, 2015, among Kraft Foods Group, Inc., as issuer, Kite Merger Sub LLC, H.J. Heinz Holding Corporation, as parent guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.17 of the Company's Current Report on Form 8-K, filed on July 6, 2015).
4.10		Third Supplemental Indenture, dated July 2, 2015, relating to the 6.75% Debentures due 2032 and 7.125% Debentures due 2039, among H.J. Heinz Holding Corporation, H. J. Heinz Company, and The Bank of New York Mellon, as successor trustee to Bank One, National Association (incorporated by reference to Exhibit 4.18 of the Company's Current Report on Form 8-K, filed on July 6, 2015).
4.11		Third Supplemental Indenture, dated July 2, 2015, relating to the 6.375% Debentures due 2028, among H.J. Heinz Holding Corporation, H. J. Heinz Company, and The Bank of New York Mellon, as successor trustee to Bank One, National Association (incorporated by reference to Exhibit 4.19 of the Company's Current Report on Form 8-K, filed on July 6, 2015).
4.12		Indenture, dated July 6, 2001, among H. J. Heinz Finance Company, as issuer, H.J. Heinz Company, as guarantor, and Bank One, National Association, as trustee (incorporated herein by reference to Exhibit 4(c) of H. J. Heinz Company's Annual Report on Form 10-K for the fiscal year ended May 1, 2002, filed on July 30, 2002).
4.13		Indenture, dated July 15, 2008, among H.J. Heinz Company and Union Bank of California, N.A., as trustee (incorporated herein by reference to Exhibit 4(d) of H. J. Heinz Company's Annual Report on Form 10-K for the fiscal year ended April 29, 2009, filed on June 17, 2009).
4.14		First Supplemental Indenture, dated July 2, 2015, relating to the 2.00% Notes due September 2016, 1.50% Notes due March 2017, 3.125% Notes due September 2021 and 2.85% Notes due March 2022, among H.J. Heinz Holding Corporation, H. J. Heinz Company, and MUFG Union Bank, N.A., as trustee (incorporated by reference to Exhibit 4.14 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 2020, filed on February 17, 2021).
4.15		Supplemental Indenture No. 4, dated November 11, 2015, relating to the 2.250% Notes due 2017, 6.125% Notes due 2018, 5.375% Notes due 2020, 3.500% Notes due 2022, 6.875% Notes due 2039, 6.500% Notes due 2040, and 5.000% Notes due 2042, between Kraft Heinz Foods Company and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.21 of the Company's Annual Report on Form 10-K for the fiscal year ended January 3, 2016, filed on March 3, 2016).
4.16		Indenture, dated July 15, 1992, between H. J. Heinz Company and The First National Bank of Chicago, as trustee (incorporated by reference to Exhibit 4(a) of H. J. Heinz Company's Registration Statement on Form S-3, filed on March 16, 1998).
4.17		Fourth Supplemental Indenture, dated May 24, 2016, relating to the 3.000% Senior Notes due 2026 and 4.375% Senior Notes due 2046, among Kraft Heinz Foods Company, as issuer, The Kraft Heinz Company, as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on May 25, 2016).
4.18		Form of 3.000% Senior Notes due 2026 and 4.375% Senior Notes due 2046 (included in Exhibit

4.23		Seventh Supplemental Indenture, dated June 15, 2018, relating to the 3.375% Senior Notes due 2021, 4.000% Senior Notes due 2023, and 4.625% Senior Notes due 2029, among Kraft Heinz Foods Company, as issuer, The Kraft Heinz Company, as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on June 15, 2018).
4.24		Form of 3.375% Senior Notes due 2021, 4.000% Senior Notes due 2023, and 4.625% Senior Notes due 2029 (included in Exhibit 4.23).
4.25		Description of Kraft Heinz Securities registered under Section 12 of the Exchange Act.*
4.26		Eighth Supplemental Indenture, dated September 25, 2019, relating to the 3.750% Senior Notes due 2030, 4.625% Senior Notes due 2039, and 4.875% Senior Notes due 2049, among Kraft Heinz Foods Company, as issuer, The Kraft Heinz Company, as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on September 25, 2019).
4.27		Form of 3.750% Senior Notes due 2030, 4.625% Senior Notes due 2039, and 4.875% Senior Notes due 2049 (included in Exhibit 4.26).
4.28		Registration Rights Agreement, dated September 25, 2019, among Kraft Heinz Foods Company, The Kraft Heinz Company, as guarantor, and BofA Securities, Inc., Citigroup Global Markets Inc., and Wells Fargo Securities, LLC, as representatives of the other initial purchasers (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on September 25, 2019).
4.29		Ninth Supplemental Indenture, dated May 18, 2020, relating to the 3.875% Senior Notes due 2027, 4.250% Senior Notes due 2031, and 5.500% Senior Notes due 2050, among Kraft Heinz Foods Company, as issuer, The Kraft Heinz Company, as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on May 18, 2020).
4.30		Form of 3.875% Senior Notes due 2027, 4.250% Senior Notes due 2031, and 5.500% Senior Notes due 2050 (included in Exhibit 4.29).
4.31		Registration Rights Agreement, dated May 18, 2020, among Kraft Heinz Foods Company, The Kraft Heinz Company, as guarantor, and J.P. Morgan Securities LLC, as representative of the other initial purchasers (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on May 18, 2020).
4.32		Tenth Supplemental Indenture, dated May 10, 2023, relating to the €600,000,000 Floating Rate Senior Notes due 2025, among Kraft Heinz Foods Company, as issuer, The Kraft Heinz Company, as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on May 10, 2023).
4.33		Form of €600,000,000 Floating Rate Senior Notes due 2025 (included in Exhibit 4.32).
10.1		Tax Sharing and Indemnity Agreement, dated September 27, 2012, between Kraft Foods Inc. and Kraft Foods Group, Inc. (incorporated by reference to Exhibit 10.3 of Amendment No. 1 to Kraft Foods Group, Inc.'s Registration Statement on Form S-4, filed on October 26, 2012).
10.2		Kraft Foods Group, Inc. 2012 Performance Incentive Plan (incorporated by reference to Exhibit 4.3 of Kraft Foods Group, Inc.'s Registration Statement on Form S-8, filed on September 12, 2012). +
10.3		Form of Kraft Foods Group, Inc. 2012 Performance Incentive Plan Global Stock Option Award Agreement (incorporated by reference to Exhibit 10.1 of Kraft Foods Group, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended March 29, 2014, filed on May 2, 2014).+
10.4		H.J. Heinz Holding Corporation 2013 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 of Amendment No. 4 to H.J. Heinz Holding Corporation's Registration Statement on Form S-4, filed on May 29, 2015).+
10.5		Amendments to the H. J. Heinz Holding Corporation 2013 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.6 of the Company's Annual Report on Form 10-K for the fiscal year ended January 3, 2016, filed on March 3, 2016).+
10.6		Form of H.J. Heinz Holding Corporation 2013 Omnibus Incentive Plan Non-Qualified Stock Option

10.10		The Kraft Heinz Company Amended & Restated Severance Pay Plan for Salaried Employees, effective January 1, 2023 (incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed on February 16, 2023).+
10.11		The Kraft Heinz Company Change in Control Severance Plan, effective January 1, 2023 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K, filed on December 9, 2022).+
10.12		The Kraft Heinz Company 2016 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended April 3, 2016, filed on May 5, 2016).+
10.13		Amendment to the Company's 2016 Omnibus Incentive Plan, effective January 1, 2023 (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K, filed on December 9, 2022).+
10.14		2018 Form of The Kraft Heinz Company 2016 Omnibus Incentive Plan Non-Qualified Stock Option Award Agreement, as amended and restated (incorporated by reference to Exhibit 10.15 of the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2018, filed on June 7, 2019).+
10.15		2018 Form of The Kraft Heinz Company 2016 Omnibus Incentive Plan Matching Restricted Stock Unit Award Agreement, as amended and restated (incorporated by reference to Exhibit 10.16 of the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2018, filed on June 7, 2019).+
10.16		2018 Form of The Kraft Heinz Company 2016 Omnibus Incentive Plan Restricted Stock Unit Award Agreement, as amended and restated (incorporated by reference to Exhibit 10.17 of the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2018, filed on June 7, 2019).+
10.17		2019 Form of The Kraft Heinz Company 2016 Omnibus Incentive Plan Non-Qualified Stock Option Agreement, as amended and restated (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 28, 2019, filed on October 31, 2019).+
10.18		2019 Form of The Kraft Heinz Company 2016 Omnibus Incentive Plan Restricted Stock Unit Award Agreement, as amended and restated (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 28, 2019, filed on October 31, 2019).+
10.19		2019 Form of The Kraft Heinz Company 2016 Omnibus Incentive Plan Performance Share Award Notice, as amended and restated (incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 28, 2019, filed on October 31, 2019).+
10.20		The Kraft Heinz Company 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form S-8 (File No. 333-238073), filed on May 7, 2020).+
10.21		Amendment to the Company's 2020 Omnibus Incentive Plan, effective January 1, 2023 (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K, filed on December 9, 2022).+
10.22		2020 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 27, 2020, filed on July 31, 2020).+
10.23		2020 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Performance Share Award Notice (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 27, 2020, filed on July 31, 2020).+
10.24		2020 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 27, 2020, filed on July 31, 2020).+
10.25		2020 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for Bands B02-B09 (incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 27, 2020, filed on July 31, 2020).+
10.26		2020 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Matching Restricted Stock

10.32	2021/2022 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Matching Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 26, 2021, filed on August 4, 2021).+
10.33	2021 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Deferred Stock Award Agreement (incorporated by reference to Exhibit 10.8 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 26, 2021, filed on August 4, 2021).+
10.34	2022 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Deferred Stock Award Agreement (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 26, 2022, filed on April 28, 2022).+
10.35	2023 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.35 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed on February 16, 2023).+
10.36	2023 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Performance Share Award Notice (incorporated by reference to Exhibit 10.36 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed on February 16, 2023).+
10.37	2023 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.37 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed on February 16, 2023.+
10.38	2023 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Matching Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.38 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed on February 16, 2023).+
10.39	2023 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Deferred Stock Award Agreement (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended April 1, 2023, filed on May 3, 2023).+
10.40	First Amendment, dated as of July 21, 2023, to the Credit Agreement dated as of July 8, 2022, among The Kraft Heinz Company, Kraft Heinz Foods Company, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed on July 21, 2023).
10.41	2024 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Non-Qualified Stock Option Award Agreement.+*
10.42	2024 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Performance Share Award Notice.+*
10.43	2024 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Restricted Stock Unit Award Agreement.+*
10.44	2024 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Matching Restricted Stock Unit Award Agreement.+*
10.45	2024 Form of The Kraft Heinz Company 2020 Omnibus Incentive Plan Deferred Stock Award Agreement.+*
21.1	List of subsidiaries of The Kraft Heinz Company.*
22.1	List of Guarantor Subsidiaries.*
23.1	Consent of PricewaterhouseCoopers LLP.*
24.1	Power of Attorney.*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a 14(a)/15d 14(a) of the Securities Exchange Act of 1934.*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a 14(a)/15d 14(a) of the Securities Exchange Act of 1934.*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
97.1	The Kraft Heinz Clawback Policy.*

**		Furnished herewith.

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

		The Kraft Heinz Company	
Date:	February 15, 2024		
		By:	/s/ Andre Maciel
			Andre Maciel
			Executive Vice President and Global Chief Financial Officer
			(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

Signature	Title	Date
/s/ Carlos Abrams-Rivera	Chief Executive Officer and Director	February 15, 2024
Carlos Abrams-Rivera	(Principal Executive Officer)	
/s/ Andre Maciel	Executive Vice President and Global Chief Financial Officer	February 15, 2024
Andre Maciel	(Principal Financial Officer)	
/s/ Vince Garlati	Vice President and Global Controller	February 15, 2024
Vince Garlati	(Principal Accounting Officer)	
*	Chair of the Board	February 15, 2024
Miguel Patricio		
*	Vice Chair of the Board	February 15, 2024
John T. Cahill		
*	Lead Director	February 15, 2024
John C. Pope		
*	Director	February 15, 2024
Gregory E. Abel		
*	Director	February 15, 2024
Humberto P. Alfonso		
*	Director	February 15, 2024
Lori Dickerson Fouché		
*	Director	February 15, 2024
Diane Gherson		
*	Director	February 15, 2024
Timothy Kenesey		
*	Director	February 15, 2024
Alicia Knapp		
*	Director	February 15, 2024
Elio Leoni Sceti		
*	Director	February 15, 2024
Susan Mulder		
*	Director	February 15, 2024
James Park		

*By:	/s/ Andre Maciel
	Andre Maciel
	Attorney-In-Fact
	February 15, 2024

The Kraft Heinz Company
Valuation and Qualifying Accounts
For the Years Ended December 30, 2023, December 31, 2022, and December 25, 2021
(in millions)

		Additions		Deductions	
Description	**Balance at Beginning of Period**	**Charged to Costs and Expenses**	**Charged to Other Accounts[a]**	**Write-offs and Reclassifications**	**Balance at End of Period**
Year ended December 30, 2023					
Allowances related to trade accounts receivable	$ 46	$ (8)	$ —	$ —	$ 38
Allowances related to deferred taxes	96	5	—	1	102
	$ 142	$ (3)	$ —	$ 1	$ 140
Year ended December 31, 2022					
Allowances related to trade accounts receivable	$ 48	$ (4)	$ —	$ 2	$ 46
Allowances related to deferred taxes	101	(5)	—	—	96
	$ 149	$ (9)	$ —	$ 2	$ 142
Year ended December 25, 2021					
Allowances related to trade accounts receivable	$ 48	$ 5	$ 1	$ (6)	$ 48
Allowances related to deferred taxes	105	1	—	(5)	101
	$ 153	$ 6	$ 1	$ (11)	$ 149

(a) Primarily relates to acquisitions and currency translation.