Heinz's Board of Directors believes that good corporate governance principles and practices provide a sound framework to assist the Board in fulfilling its responsibilities to shareholders. The Board recognizes the interests of the Company's shareholders, employees, customers, suppliers, consumers, creditors and the communities in which the Company operates, who are all essential to the Company's success. Accordingly, the Board has adopted these principles relating to its role, composition, structure and functions. The Board periodically reviews these principles and other aspects of its corporate governance framework, including Board committee charters.

Heinz's business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (CEO) and the oversight of the Board, to enhance the long-term value of the Company for its shareholders. The Board of Directors is elected by the shareholders to oversee management and to ensure that the long-term interests of the shareholders are being served. Directors must fulfill duties of care and loyalty and act with integrity as they actively pursue Board matters and carry out their responsibilities. Heinz's management must fulfill duties of care and loyalty and act with integrity as they actively pursue management matters and carry out their management roles.

As part of its oversight function, the Board reviews the long-term strategy and vision for the Company, regularly meets, reviews and discusses reports by management on the performance of the Company, its strategic plans, vision, goals, financial objectives and prospects, as well as significant issues and risks facing the Company. The Board also selects, monitors and evaluates the performance of, and determines compensation and succession planning for, the CEO and executive officers who report directly to the CEO. The Board approves directives, policies and procedures developed and recommended by the CEO to optimize the growth and profitability of the Company and the long-term value of shareholders' equity. The Board also oversees processes designed to maintain the integrity of the Company's relationships with stakeholders, including shareholders, employees, customers, suppliers, consumers, creditors and the communities in which it operates.

The Board oversees the Company's compliance with laws and regulations and its continuing pursuit of high ethical standards.

Except where Board committees have sole authority to act as required by applicable law or rule of the New York Stock Exchange ("NYSE"), and except to the extent of the delegations of authority by the Board to the Board Committees, it is the general policy of the Company that major decisions and issues be considered by the Board as a whole.

Directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of shareholders. They must have an inquisitive and objective perspective, mature judgment and demonstrated leadership in multinational companies or government, finance or accounting, higher education or other fields, or otherwise have a demonstrated ability to provide Company leadership and relevant expertise, industry knowledge, or marketing acumen. Directors must be able to devote sufficient time to effectively fulfill their responsibilities and duties and must be willing to limit their other activities to ensure this ability. Nominees should also represent all shareholders rather than special interest groups or any group of shareholders.

The Board is elected each year by the shareholders at the annual meeting of shareholders.

The Board has the responsibility for nominating director candidates to shareholders and filling vacancies. The Corporate Governance Committee is responsible for recommending candidates to the Board, as well as for recommending for approval by the Board any changes to the selection criteria for nominees for election to the Board.

Nominees should be selected on the basis of the qualifications set forth above, including their business and professional experience and qualifications, public service, and diversity of background, and taking into account the experience and qualifications of the continuing members of the Board. In determining whether to recommend a director for re-election, the Corporate Governance Committee also considers the director's past attendance at meetings, and participation in and contribution to the activities of the Board.

Shareholders may suggest nominees for consideration by the Corporate Governance Committee by submitting the names of nominees and supporting information to the Secretary of H. J. Heinz Company at P. O. Box 57, Pittsburgh, PA 15230.

The Board believes that the appropriate size of the Board should be in the range of 10 - 14 directors. The Board periodically reviews the appropriate size of the Board.

The Board is led by the Chairman of the Board, who has specific duties and responsibilities concerning Board meetings and providing information to the Board. The Chairman also serves as the principal liaison between the Board and the Company's management.

The CEO and senior executive officers are selected by the Board based upon recommendations from the Management Development and Compensation Committee.

The Chairman and the CEO are selected by the Board. The Board determines whether the role of the Chairman and CEO should be separate or combined based upon its judgment as to the most appropriate structure for the Company at a given point in time. Presently, the Board believes that the positions of Chairman and CEO should be held by the same person as this combination has served and is serving the Company well by providing unified leadership and direction.

The Chair of the Corporate Governance Committee is the presiding director. The presiding director chairs all executive sessions of the non-management directors, acts as principal liaison between the Chairman of the Board and the non-management directors, with the rest of the Corporate Governance Committee interviews Board candidates and recommends directors for membership on Board committees to the Board, makes recommendations about retention of consultants to the Board, serves as the contact director for, leads the Board and committee evaluation process, and is involved in communicating any sensitive issues to the directors.

A substantial majority of the directors are and will continue to be independent directors who meet the NYSE's independence requirements and the Company's Director Independence Standards. The Board as a whole, by resolution, affirmatively determines the independence of any director.

The Board expects its directors, as well as the Company's officers, managers and other employees, to act ethically at all times, to comply individually with and oversee the Company's compliance with all laws and regulations applicable to the conduct of the Company's business, and to acknowledge their adherence to the policies comprising Heinz's Global Code of Conduct. The Board will resolve any conflict of interest question involving a director, the CEO or a member of the Office of the Chairman, and the CEO will resolve any conflict of interest issue involving any other officer of the Company.

It is the Board's policy that no member of the Audit Committee shall serve simultaneously on the audit committee of more than three public companies, including the Company's Audit Committee. In addition, to allow for the advance consideration of potential conflict of interest issues, a director shall notify the Chairman of the Board and the Chairman of the Corporate

Governance Committee if such director desires to join the board of directors of any public company, any affiliate of such company, or any private company conducting a for-profit business. The Committee or its designee shall review the new potential relationship to identify any potential conflict of interest and advise the requesting director of its determination as to such conflict.

In order to align the interest of directors with shareholders, each non-management director is required to own 10,000 shares of Company stock within five years of the director's election to the Board.

No director may stand for re-election after attaining age 72, except for any director who served on the Board as of June 12, 1996. Should a director's principal occupation or business association change substantially during his or her tenure as a director, that director shall tender his or her resignation for consideration by the Chairman and the Corporate Governance Committee. The Chairman and the Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to the resignation offer. Any director who is a full-time employee of the Company shall offer to resign from the Board at the time of his or her retirement, resignation or removal from full-time employment.

The Board does not believe that it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they could cause the Company to lose the contribution of directors who over time have developed increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Corporate Governance Committee periodically reviews director contributions to the Board.

The Board has determined that it will constitute only those committees that it believes are critical to the efficient operation of the Board or are required by applicable law or a listing standard. The current five committees of the Board are (i) Audit, (ii) Management Development and Compensation, (iii) Corporate Governance, (iv) Corporate Social Responsibility, and (v) Executive. The members of the Audit, Management Development and Compensation, Corporate Governance and Corporate Social Responsibility committees consist entirely of independent directors, based on the NYSE's independence requirements and determined in accordance with Heinz's Director Independence Standards. The Executive Committee is comprised of the Chairman and CEO of the Company and the Chair of each of the first four committees. The

Executive Committee may exercise all powers of the Board except as limited by resolutions of the Board or by law; however, it is the general policy that all major decisions and issues be brought before the full Board. The Board may form new committees and, when permitted under applicable law or NYSE rules, disband an existing committee, and delegate additional responsibilities to a committee. The responsibilities of the committees are set forth in written charters, which are reviewed periodically by the respective committees, the Corporate Governance Committee and the Board.

Committee members are appointed to committees by the Board of Directors, upon recommendation of the Corporate Governance Committee. Committee assignments are based on the Board member's independence, business and professional experience, qualifications and public service as well as any requirements set forth in the respective committee charter and any NYSE rule and other regulatory requirements. The need for continuity, subject matter expertise, tenure and the preferences of the individual Board members are also considered. Consideration is given to rotating committee members from time to time if rotation is likely to improve committee performance or facilitate the work of the committee. Directors generally serve on a working committee for about five to seven years before rotating. A committee member may be removed by majority vote of the independent directors of the full Board.

The Chair of each committee, in consultation with committee members and in compliance with the committee's charter requirements, determines the frequency of committee meetings and develops meeting agendas. An annual planning calendar of agenda items for each committee for the next twelve months is prepared and shared with the Board at each Board meeting. Each committee reports to the full Board on matters addressed by the committee in its meetings.

The Chair of each committee rotates periodically. It is currently anticipated that the Chair of each committee will serve for a period of four to eight years unless otherwise agreed by the Chairman of the Board and the Chair of the Corporate Governance Committee.

Company shareholders amended the Company's Articles of Incorporation (August 2007) to adopt a Majority Voting Standard in the Election of Directors in Uncontested Elections (i.e., an election where the only nominees are those recommended by the Board of Directors). In an uncontested election, each director is elected by the vote of a majority of the votes cast with respect to the director. A majority of votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. If an incumbent director is not elected, such director shall offer to tender his or her resignation to the Board. The Corporate Governance Committee of the Board will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. A director who tenders his or her resignation will not participate in the decisions of the Corporate Governance Committee or of the Board with respect to his or her own resignation.

The terms "shareholder rights plan," "rights agreement" or "poison pill" refer to plans that some companies adopt to make an acquisition of large holdings of the company's shares of stock more difficult or expensive (a "Rights Plan"). The Company does not currently have a Rights Plan. However, if the Board were to determine that it is desirable and in the best interest of the Company's shareholders for the Company to adopt a Rights Plan, and in its exercise of its fiduciary responsibilities adopts such a Rights Plan, the Board would submit the Rights Plan to shareholders for ratification by the affirmative vote of the holders of record of a majority of the shares cast in respect of such vote, and if not ratified, would cause the Rights Plan to expire within one year from its adoption. The Corporate Governance Committee shall review this policy statement at least on an annual basis and report to the Board of Directors with any recommendations it may have in connection therewith.

Regularly scheduled meetings of the Board are held at least six times per year. Once a year the Board attends a strategic planning seminar. The Board may hold additional meetings, including by teleconference or other electronic means, as needed to discharge its responsibilities. On occasion, board meetings are held in locations where there are key Company businesses. The Chairman establishes the agenda for each Board meeting based on requested input from all Board members for agenda items. Directors are generally expected to attend regularly scheduled meetings and to have reviewed, prior to the meeting, all meeting materials distributed to them in advance. An annual planning calendar of agenda items for the Board for the next twelve months is prepared and shared with the Board at each Board meeting.

The non-management directors of the Board meet in regularly scheduled executive sessions at each Board meeting, without any management directors or any other members of management present. The Chair of the Corporate Governance Committee is the presiding director who chairs executive sessions for non-management directors.

Information and data that is important to the business to be considered at a Board or committee meeting is distributed in advance of the meeting, to the extent possible. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance. Board members and committee members are asked periodically to review the adequacy and timeliness of materials distributed to the Board and the committees on which they sit. The Corporate Governance Committee oversees the adequacy and timeliness of all Board materials.

The Board annually assesses the effectiveness of the Board and its committees. Assessment of the Committees is based on the self-evaluations conducted annually by each committee and reported to the Board by the Chair of each such committee. Assessment of the Board is based on an annual evaluation conducted by the Board and lead by the Presiding Director in Executive Session.

The Board has delegated the responsibility of performing an annual review of the performance of the CEO (in consultation with the full Board), and the senior executive officers to the Management Development and Compensation Committee of the Board, which review is based upon objective criteria, including the performance of the Company and the accomplishment of goals and strategic objectives. This committee also makes recommendations to the Board with respect to CEO succession. The CEO reviews management succession planning and development with the Management Development and Compensation Committee on an annual basis, with all Board members being invited to participate in such committee meeting. The Management Development and Compensation Committee evaluates performance in setting CEO and Senior Executive Officer salary, bonus and other incentive and equity compensation.

The Board periodically reviews director compensation based upon information of peer group companies. The Corporate Governance Committee is responsible for recommending any changes in Board compensation. In discharging this duty, the committee is guided by the following considerations: compensation should fairly pay directors for work required for a company of Heinz's size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of compensation should be transparent and understandable.

Members of the Board have free access to the employees of the Company. The Board as a whole, its non-management members, and each of its committees have the authority to retain such independent advisors as they determine appropriate to assist in the performance of their functions.

The overall strategy of the Company is reviewed periodically at Board meetings. In addition, the Board conducts an annual seminar at which the Company's strategy is assessed.

The Board and the Company provide orientation for new directors on the Company's corporate structure and organization, business units, strategic plan, significant accounting and risk-management issues, governance policies and Global Code of Conduct. Each new director who has not had previous Board experience and who has not previously attended a board governance program is encouraged to attend such a program during his or her first year on the Board. In addition, on an ongoing basis, directors participate in corporate governance and other educational programs. Directors visit Company plants from time to time and have the opportunity to visit other Company business sites.

The response to any shareholder proposal is the responsibility of management of the Company with oversight by the Board committee with responsibility for the issue raised by the shareholder. The Board will be apprised of shareholder proposals and the Company's response to them.

Shareholders and other interested parties may express concerns to the presiding director or non-management directors as a group via the Secretary of H. J. Heinz Company at P. O. Box 57, Pittsburgh, PA 15230.

These Corporate Governance Principles are available on Heinz's website. The Corporate Governance Committee will review these Corporate Governance Principles at least annually and will report the results of this review to the full Board.