





H. J. Heinz Company (The)

HNZ NYSE

Food Processing

Market Capitalization USD: **\$16,242.82 mm**

CONCERN LEVEL: **LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: William R. Johnson

Age: 63

CEO Since: 1998

	2009	2010	2011
Base Salary	\$1,245,211	\$1,245,211	\$1,299,618
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$7,305,850	\$8,589,063	\$7,738,125
Benefits and Perquisites	\$1,137,255	\$1,060,788	\$1,264,140
TOTAL ANNUAL COMPENSATION	\$9,688,316	\$10,895,062	\$10,301,883
Increase in Post-Retirement Benefits	\$7,141,969	\$4,111,243	\$1,794,928
Stock Option Awards	\$2,749,995	\$2,499,996	\$2,499,997
Stock Awards	\$1,499,985	\$1,499,962	\$1,560,011
TOTAL COMPENSATION	\$24,398,056	\$19,006,263	\$16,156,819
Median of Other Named Executive Officers Total Compensation	\$3,869,438	\$3,869,438	\$4,117,529
Value Realized on Exercise of Stock Option	\$3,279,298	\$8,120,490	\$9,381,540
Value Realized on Vesting of Stock	\$4,791,995	\$1,970,576	\$907,713
TOTAL REALIZED EQUITY COMPENSATION	\$8,071,293	\$10,091,066	\$10,289,253

Proxy Date: 6 Jul 2012

Annual Meeting Date: 28 Aug 2012

Equity Reserves: 7.87%

Stock Option Run Rate: 0.54%

H. J. Heinz Company (The)

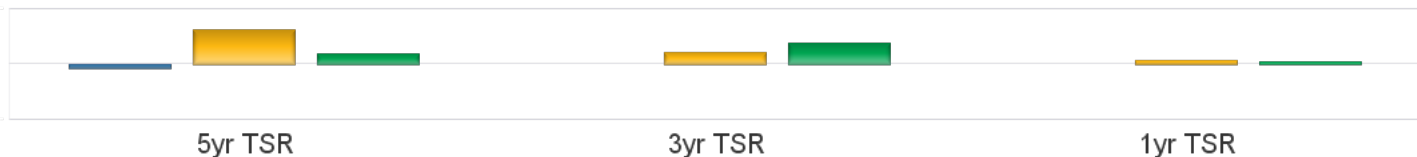
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Performance Comparison

■ S&P500 ■ Industry ■ HNZ



Peer Comparisons (TRBC) =Food Processing

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HNZ	H. J. Heinz Company (The)	\$24,398,056	\$19,006,263	\$16,156,819	\$16,242,816,837
GIS	General Mills, Inc.	\$13,378,603	\$12,300,414		\$24,766,675,095
K	Kellogg Company	\$11,419,447	\$7,972,436	\$6,595,113	\$19,254,958,239
ADM	Archer-Daniels-Midland Company	\$15,466,064	\$11,445,650		\$16,571,468,987
GMCR	Green Mountain Coffee Roasters, Inc.	\$2,133,092	\$2,406,207	\$3,595,396	\$14,228,395,852
MJN	Mead Johnson Nutrition Company	\$9,799,120	\$7,400,374	\$10,296,458	\$14,037,431,036
CPB	Campbell Soup Company	\$13,107,660	\$12,169,663		\$10,366,506,224

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Campbell Soup Company, Colgate-Palmolive Company, ConAgra Foods, Inc., General Mills, Inc., Kellogg Company, Kimberly-Clark Corporation, Kraft Foods, Inc., PepsiCo, Inc., Sara Lee Corporation, The Clorox Company, The Coca-Cola Company, The Hershey Company.

Performance Peer Group

2011-2012: Archer-Daniels-Midland Company, Campbell Soup Company, ConAgra Foods, Inc., Dean Foods Company, General Mills, Inc., Kellogg Company, Kraft Foods, Inc., McCormick & Company, Incorporated, Sara Lee Corporation, The Hershey Company, Tyson Foods, Inc.

2012-2013: Campbell Soup Company, ConAgra Foods, Inc., Dean Foods Company, General Mills, Inc., Hormel Foods Corporation, Kellogg Company, Kraft Foods, Inc., McCormick & Company, Incorporated, The Hershey Company, The J.M. Smucker Company.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Charles E. Bunch	Chairman	63	Male	9	Outside
Candace Kendle	Member	65	Female	14	Outside Related
Dennis H. Reillev	Member	59	Male	7	Outside
Edith E. Holiday	Member	61	Female	18	Outside Related
Leonard S. Coleman	Member	63	Male	14	Outside Related
Michael F. Weinstein	Member	63	Male	6	Outside

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