

# H.J. HEINZ COMPANY



**Mellon**

Investor Services Program

*Program sponsored and administered by*

**Mellon Bank, N.A.**

*Not by H.J. Heinz Company*

## Protecting Your Privacy

### Our Pledge to You

**WE ARE COMMITTED TO YOUR PRIVACY.** The privacy policies described in this notice apply to individuals who participate in this Plan for personal, family, or household purposes, or have done so in the past. This notification replaces all previous statements of our information sharing practices, and may be amended at any time. We'll keep you informed of changes as required by law.

**YOUR ACCOUNT IS PROVIDED IN A SECURE ENVIRONMENT.** We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard nonpublic personal information. Our agents and service providers have limited access to customer information based on their role in servicing your account.

**WE COLLECT INFORMATION IN ORDER TO SERVICE AND ADMINISTER YOUR ACCOUNT.** We collect a variety of nonpublic personal information, which may include information about you from the plan enrollment form and information about your transactions with us.

**WE DO NOT SHARE NONPUBLIC PERSONAL INFORMATION WITH ANYONE, EXCEPT AS PERMITTED BY LAW.**

*Thank you for this opportunity to serve you.*

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## INVESTOR SERVICES PROGRAM OVERVIEW

**T**he Mellon Investor Services Program (the “Program”) offers you a variety of convenient, low-cost services to make it easier for you to invest in H.J. Heinz Company (“Heinz”) common stock. The Program has various features and you can choose the Program features that meet your investment needs. The principal terms and conditions of the Program are summarized in this brochure. Mellon Bank, N.A. (the “Administrator”) administers the Program, and certain administrative support will be provided to the Administrator by Mellon Investor Services, a registered transfer agent. A copy of the full terms and conditions of the Program is available from the Administrator upon request at no charge.

The Program is designed for long-term investors who wish to invest and build their share ownership over time. The Program offers a convenient and economical means to own shares. Unlike an individual stock brokerage account, the timing of purchases and sales is subject to the provisions of the Program, as discussed on pages 3 through 6.

You can participate in the Program if you are a registered holder of Heinz common stock. If you do not own Heinz common stock, you can become a participant by making your initial purchase directly through the Program. The Program provides you with the opportunity to reinvest dividends and an alternative to traditional methods of buying, holding and selling Heinz common stock.

Read on for a more detailed description of the features of the Mellon Investor Services Program as offered for Heinz. If you would like to participate in the Program, complete the enclosed Enrollment Form and mail it to the Administrator in the postage-paid reply envelope provided for your convenience.

## **ANYONE CAN PARTICIPATE**

You may participate in the Program if you own Heinz common stock that is registered in your name or you can participate by making your initial investment in common stock through the Program with a minimum initial investment of \$250. Alternatively, you may authorize the automatic monthly feature and initiate your investment with only \$50 and a commitment for at least five sequential purchases.

## **OPTIONAL CASH PURCHASES**

Once you are a registered stockholder, you can buy Heinz common stock and pay fees and commissions lower than those typically charged by stockbrokers for small transactions. You can invest as little as \$50, up to \$120,000 annually, and either pay by check or have your payment automatically deducted from your bank account.

## **CONVENIENT SHARE SALES**

You can sell Heinz common stock and pay fees lower than those typically charged by stockbrokers for small transactions.

## **FULL INVESTMENT**

Full investment of your funds, less fees, is possible because you will be credited with

both whole shares and fractional shares. Dividends will be paid not only on whole shares but also proportionately on fractional shares.

## **AUTOMATIC DIVIDEND REINVESTMENT**

You can reinvest all or a portion of your dividends in additional shares of Heinz common stock. Or, the Administrator will remit any dividends to you either by check or by automatic deposit to a bank account you designate.

## **SHARE SAFEKEEPING**

You can deposit your Heinz common stock certificates with the Administrator for safekeeping, at no cost to you. You can request withdrawal of any or all of your whole shares of Heinz common stock at any time. A certificate for those shares will be sent to you, free of charge.

## **GIFTS AND OTHER SHARE TRANSFERS**

You can make gifts or other transfers of Heinz common stock you hold in your Program account.

## **TRANSACTION REPORTING**

You will receive a notice after each transaction showing the details and share balance in your Program account.

## **1. How can I participate in the Program?**

If you already own Heinz common stock and the shares are registered in your name, you may participate immediately. You may participate by choosing to reinvest all or part of your dividend by making an additional investment.

Shareholders of record who elect to reinvest all or part of their dividends, will have access to their account on-line via the Internet and will receive quarterly account statements.

If your shares are held for you in a brokerage account, you can make arrangements with your stockbroker to have some or all of the shares of Heinz common stock registered directly in your name. If you do not currently own any Heinz common stock, you can participate by making an initial investment in Heinz common stock through the Program. Please see question number five for details regarding an initial investment.

## **2. How do I get started?**

Enrollment is available on-line through Investor ServiceDirect<sup>SM</sup> (see question number 19 for information on how to access Investor ServiceDirect<sup>SM</sup>). Alternatively, you may enroll by completing the enclosed Enrollment Form along with the items required and mailing them to the Administrator in the prepaid envelope. Your participation will begin promptly after the Enrollment Form is received. Once you have enrolled, your participation continues automatically, as long as you wish.

## **3. How do I reinvest dividends?**

You may choose to reinvest all or a portion of the dividends paid on shares of Heinz common stock you own in additional shares of Heinz common stock. To be eligible for reinvestment, you must elect to reinvest the dividends on a minimum of 10 shares. Dividends on holdings of fewer than 10 shares will be paid by check. You may change your election at any time on-line through Investor ServiceDirect<sup>SM</sup> or by notifying the Administrator by telephone or by writing. To be effective with respect to a particular dividend, any such change must be received by the Administrator on or before the record date for that dividend.

You may, of course, choose not to reinvest any of your dividends, in which case the Administrator will remit any dividends to you by check or automatic deposit to a bank account you designate.

## **4. When are dividends reinvested?**

If you have chosen the dividend reinvestment feature, the Administrator will invest dividends in additional shares of Heinz common stock purchased on the open market as promptly as practicable, on or after the payable date,

at least once every 5 business days, normally within one week. In the unlikely event that, due to unusual market conditions, the Administrator is unable to invest the funds within 30 days, the Administrator will remit the funds to you by check. No interest will be paid on funds held by the Administrator pending investment.

## **5. How do I make an initial investment?**

If you do not own Heinz common stock in a Program account, you can make an initial cash investment for as little as \$250, but not more than \$120,000, by completing an Enrollment Form and submitting it with your check. Your initial investment can be made through Investor ServiceDirect<sup>SM</sup> by authorizing an individual or monthly automatic deduction from your bank account. You may also make your initial investment by completing an Enrollment Form and submitting it with your check. Only checks made payable to Heinz/Mellon Bank will be accepted. No third party checks will be accepted.

## **6. How do I make additional investments?**

If you already own Heinz common stock and are enrolled in the Program and want to make additional purchases, you can authorize an individual automatic deduction from your bank account through Investor ServiceDirect<sup>SM</sup> or send a check to the Administrator for each purchase. Attach your check to the contribution form on your Program statement and mail it to the Administrator at the address specified on the statement. Or, if you wish to make regular monthly purchases, you may authorize automatic monthly deductions from your bank account. This feature enables you to make ongoing investments in an amount that is comfortable for you, without having to write a check. Additional cash purchases are subject to a minimum purchase requirement of \$50 per investment and a maximum of \$120,000 annually.

## **7. When will shares be purchased?**

Upon receipt of the funds, the Administrator will invest initial and additional cash investments, less applicable fees, in whole and fractional shares purchased on the open market as promptly as practicable, but at least once every 5 business days. In the unlikely event that, due to unusual market conditions, the Administrator is unable to invest the funds within 35 days, the Administrator will return the funds to you by check. No interest will be paid on funds held by the Administrator pending investment.

## **8. Will I receive certificates for shares purchased?**

No, because the Program provides for share safekeeping. For your convenience, shares purchased under the Program will be maintained by the

Administrator in your name in non-certificated form. You may, however, request a stock certificate from the Administrator at any time, free of charge.

## **9. What is safekeeping?**

Shares of Heinz common stock that you buy under the Program will be maintained in your Program account in non-certificated form for safekeeping.

If you own Heinz common stock in certificated form, you may deposit your certificates for those shares with the Administrator, free of charge. Certificates forwarded to the Administrator by registered mail will be automatically covered by an Administrator blanket bond up to the first \$100,000 of value. Safekeeping protects your shares against loss, theft or accidental destruction. Safekeeping also provides a convenient way for you to keep track of your shares. Only shares held in safekeeping may be sold through the Program.

## **10. Can I get certificates if I want them?**

Yes. If you should ever want a stock certificate for all or a portion of the whole shares of Heinz common stock in your Program account, the Administrator will send one to you, upon your request. The Administrator will mail a certificate to you within two business days of your request. Please allow an additional five to seven days for the Post Office to deliver your certificate.

## **11. How can I transfer or give gifts of shares?**

You may transfer or give gifts of Heinz common stock to anyone you choose by contacting the Administrator and requesting a Gift/Transfer Form. After the transfer or purchase is completed, upon your request, the Administrator will send you a non-negotiable gift announcement which you can present to the recipient. A notice indicating the deposit of Heinz common stock will be forwarded to the recipient.

## **12. How do I sell shares?**

You can sell shares in your Program account, or any other eligible book entry shares, at any time by contacting the Administrator. Your sale request will be processed and your shares will, subject to market conditions and other factors, generally be sold within 24 hours of receipt of your request. Please note that the Administrator cannot and does not guarantee the actual sale date or price, nor can it stop or cancel any outstanding sale or issuance request. All requests are final. The Administrator will mail a check to you (less applicable fees) on settlement date, which is three business days after your shares have been sold. Please allow an additional five to seven business days from settlement date for the Post Office to deliver your check.

Alternatively, you may choose to sell your shares through a stockbroker of your choice. If you prefer this approach, see question number 10 for instructions on how to obtain a certificate.

### **13. *What are the costs?***

There is no fee for enrolling in the Program. Participation is voluntary and you may discontinue your participation at any time. However, there are fees associated with some of the Program's services. Please refer to the Investor Services Program Fee Schedule for more information on transaction and trading fees.

### **14. *What about taxes?***

The Administrator will send a Form 1099-DIV to you and the Internal Revenue Service after each year end, reporting all dividend income you received during the year on your Heinz common stock (consisting of dividends and transaction or trading fees paid on your behalf by Heinz). If you sell shares through the Program, the Administrator will send a Form 1099-B to you and the Internal Revenue Service after year end, showing the total proceeds of the transactions. We recommend that you keep your transaction statements, which are helpful for record keeping and tax purposes.

### **15. *How can I vote my shares?***

You will receive proxy material for all of your shares, and your shares will be voted in accordance with your direction. If you wish, you may vote your shares in person at stockholder meetings.

### **16. *What provisions are made for non-U.S residents?***

Cash investments from non-U.S. residents must be in United States currency and will be invested in the same manner as investments from other participants. Each participant is responsible for reviewing the applicable laws of his or her country of residence prior to investing in Heinz common stock. All dividends will be subject to withholding under the terms of any applicable tax treaty provisions.

### **17. *How will I keep track of my investments?***

The Administrator will send a transaction notice confirming the details of each transaction you make. If you continue to participate in the Program, but have no transactions, the Administrator will send you an annual statement of your holdings of Heinz common stock in your Program account.

## **18. How would I terminate my participation?**

You may withdraw entirely from the Program by telephone, in writing, or by changing your dividend election under the account management service when you access your account over the Internet at [www.melloninvestor.com](http://www.melloninvestor.com). Upon termination, you will receive a certificate for the whole shares held for you under the Program and a check for any fractional shares based on the current market value, net of any applicable fees. Thereafter, future dividends will be sent directly to you by check or to a bank account you designate. Alternatively, if you so direct, the Administrator will sell all whole and fractional shares in your Program account and send you a check for the proceeds, net of any applicable fees.

Termination notices should be received by the Administrator at least four days prior to a dividend record date to avoid the reinvestment of the current dividend or any possible delay in receipt of your shares and/or cash. If your Program account balance falls below one full share, the Administrator reserves the right to liquidate the fraction and remit the proceeds, less any applicable fees, to you at your address of record.

## **19. What if I have questions about the Program?**

Enrollment, purchase or sale of share requests and other transactions or services offered by the Program should be directed to the Administrator through the following:

### **Internet**

You can obtain information and perform certain transactions on your H.J. Heinz account on-line via Investor ServiceDirect<sup>SM</sup>. To gain access, you will require a password which you may establish when you visit the website. If you have forgotten your password, call 1-877-978-7778 to have it reset.

To access Investor ServiceDirect<sup>SM</sup> please visit the Mellon Investor Services website at:

**[www.melloninvestor.com](http://www.melloninvestor.com)**

### **Telephone**

Telephone Shareowner Customer Service, including sale of shares toll-free within the United States and Canada:

**1-800-253-3399**

International Telephone Inquiries:

**1-201-329-8660**

# SUMMARY OF TERMS AND CONDITIONS

An automated voice response system is available 24 hours a day, 7 days a week. **Customer Service Representatives** are available from 9:00 a.m. to 7:00 p.m., Eastern Standard Time, Monday through Friday (except holidays).

## In Writing

You may also write to the Administrator at the following address:

**Mellon Bank, N.A.  
c/o Mellon Investor Services  
P.O. Box 3338  
South Hackensack, NJ 07606-1938**

Be sure to include your name, address, daytime phone number, social security or tax I.D. number and a reference to Heinz on all correspondence.

**Note: The Mellon Investor Services Program is designed for the long-term investor and does not afford the same flexibility as a stockbroker's account.**

Heinz has appointed Mellon Bank, N.A. as Administrator for the Program. The Program is not sponsored or administered by H.J. Heinz. Securities held by the Administrator in your Program account are not subject to protection under the Securities Investor Protection Act of 1970. The Administrator may use, and commissions may be paid to a broker-dealer which is affiliated with the Administrator. Investors must make independent investment decisions based upon their own judgment and research.

**H.J. Heinz Company, Inc. is listed on the New York Stock Exchange and trades under the ticker symbol "HNZ".**



# INVESTOR SERVICES PROGRAM FEES

Annual account fee	No charge
Enrollment fee	No charge
Reinvestment of quarterly dividend	No charge
Purchase of shares with initial investment	\$5.00
Purchase of shares with additional investments via check	No transaction fee
Purchase of shares with additional investment via automatic debit of bank account	No transaction fee
<ul style="list-style-type: none"> <li>• Individual</li> <li>• Recurring monthly debit</li> </ul>	No charge
Transfer shares as gift	No charge
Custody services/certificate safekeeping	No charge
Certificate issuance	No charge
Sale of shares	\$15.00
Trading fees for sales	\$.12 per share
Termination fee — sell share	\$15.00
Original or current year duplicate statement	No charge
Duplicate statement – prior year	\$20.00
Sufficient funds or rejected automatic debit of Bank Account	\$25.00

**H.J. Heinz Company**  
**Effective date: October 10, 1999**  
**Mellon Bank, N.A.**  
**Program Administrator**



Dear Investor:

Mellon Securities LLC, a registered broker-dealer, is forwarding the materials for the Investor Services Program (the “Program”). Mellon Bank, N.A., a banking affiliate of Mellon Securities LLC, is the Administrator of the Program. Please carefully review the following brochure for details of the Program.

Orders received by Mellon Bank, N.A. to purchase or sell shares under the Program may be executed by Mellon Securities LLC, an affiliate of Mellon Bank, N.A.

Mellon Securities LLC makes no recommendation for or against participation in the Program or the purchase of any securities under the Program, nor does it assume any responsibility for the accuracy of the statements made in the enclosed materials.

If you have any questions about the Program, you may contact Mellon Bank, N.A. at the toll-free number as listed in this brochure.

Very truly yours,

Mellon Securities LLC

Mellon Securities LLC is a member of the NASD/SIPC. It is not a bank or thrift and is separate from its banking affiliates. Shares offered through the Program are not FDIC insured. They are not bank deposits or obligations of, or guaranteed by any bank and are subject to investment risks, including possible loss of the principal amount invested.