

PERFORMANCE FOOD GROUP COMPANY

HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Human Capital and Compensation Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board of Directors”) of Performance Food Group Company (the “Company”) by fulfilling the Committee’s responsibilities and duties outlined in this Charter.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors, and each member shall be determined by the Board of Directors to be “independent” under the applicable rules of the New York Stock Exchange (“NYSE”) and are “non-employee directors” for purposes of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-Section 16 officer of the Company under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of Delaware.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, all meetings of the Committee may be held in person, by telephone, videoconference or similar means of remote communication by means of which all persons participating in the meeting can hear each other, as needed to conduct the business of the Committee. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately with the Company's Chief Executive Officer ("CEO"), the Company's principal human resources executive and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and shall deliberate and vote with respect to such officers' compensation without such officers being present.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and, unless otherwise specified in this Charter, the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other related responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers (collectively “Adviser”) that will provide advice to the Committee as may be required by the NYSE from time to time; provided that such independence assessment shall take into consideration all factors relevant to Adviser’s independence from management, including those independence factors enumerated by the rules of the NYSE and any other factors the Committee deems relevant. It is expected that the Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee’s compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee’s compensation consultants.

Setting Compensation for Executive Officers¹ and Directors

1. Establish and review the overall executive compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to CEO’s and other Executive Officers’ compensation, including annual performance objectives, if any.
3. Evaluate the performance of the CEO in light of such goals and objectives and, recommend to the Board of Directors to approve the annual salary, bonus, equity-based incentive and other benefits, direct and indirect, of the CEO.
4. Oversee the evaluation of the Company’s Executive Officers.
5. Review and approve, or recommend to the Board of Directors to approve, the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the other Executive Officers.
6. In connection with executive compensation programs:
 - (i) review and approve, or recommend to the Board of Directors to approve, new or modified executive compensation programs;
 - (ii) review on a periodic basis the operations of the Company’s executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
 - (iii) establish and periodically review policies for the administration of executive compensation programs; and

¹ “Executive Officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Exchange Act.

- (iv) take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- 7. Establish and periodically review policies in the area of Executive Officer perquisites.
- 8. Review the results of stockholder advisory votes and other stockholder input on the Company's proxy-disclosed executive compensation program as part of the Committee's ongoing assessment of executive compensation programs and policies.
- 9. Review and recommend to the Board of Directors whether to hold annual, biannual or triennial advisory stockholder vote on the Company's proxy-disclosed executive compensation programs.
- 10. Review stockholder proposals related to executive compensation matters and recommend to the Board of Directors how to respond to such proposals.
- 11. Review and recommend to the Board of Directors to approve the compensation of directors.
- 12. Review and approve, or recommend to the Board of Directors to approve, any contracts or other transactions with current or former directors and Executive Officers of the Company, including consulting arrangements, employment contracts, change-in-control, severance or termination arrangements, including any material amendments thereto.
- 13. Consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.

Monitoring Incentive and Equity-Based Compensation Plans

- 14. Review and approve, or recommend to the Board of Directors to approve, the Company's incentive-compensation plans and equity-based plans that are subject to the approval of the Board of Directors.
- 15. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.
- 16. Review and approve, or recommend to the Board of Directors to approve, all equity-based awards, including pursuant to the Company's equity-based plans.
- 17. Review the Company's regulatory compliance with respect to compensation matters.
- 18. Review and approve, or recommend to the Board of Directors to approve, stock ownership requirements applicable to the CEO and other Executive Officers, review on

an annual basis compliance with such stock ownership requirements and make recommendations as appropriate.

19. Review and approve, or recommend to the Board of Directors to approve, policies on hedging and pledging of Company shares and review on an annual basis compliance with such policies and make recommendations as appropriate.
20. Review and approve, or recommend to the Board of Directors to approve, recoupment and forfeiture policies relating to incentive and other forms of compensation and take such action as may be required under those policies.
21. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.

Overseeing the Company's Human Capital Strategies

22. Provide strategic review of the Company's human resources strategies and initiatives to ensure the Company is seeking, developing and retaining human capital appropriate to the Company's needs. Review and discuss with management periodically, as the Committee deems appropriate, reports from management regarding recruiting, retention, management succession and employment practices.

Reports

23. Prepare the compensation committee report on executive officer compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
24. Oversee the preparation of a "Compensation Discussion and Analysis" (the "CD&A") for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
25. Report regularly to the Board of Directors including:
 - (i) following meetings of the Committee; and
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

26. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter, and make applicable recommendations to the Board of Directors or the Nominating and Corporate Governance Committee. In addition, the Committee shall review and reassess, periodically, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.