

# PERFORMANCE FOOD GROUP COMPANY

## TECHNOLOGY AND CYBERSECURITY COMMITTEE CHARTER

### I. PURPOSE

The Technology and Cybersecurity 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. The members of the Committee shall have such qualifications as the Board determines, with at least one member of the Committee having technological expertise suitable for the responsibilities of the Committee.

#### 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.

### 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 telephonically. 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.

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 shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any 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.

##### Oversight of Information Technology and Cybersecurity Matters

1. Review the Company's information technology strategies, including the financial, tactical, risks and strategic benefits of proposed significant information technology-related projects and initiatives (including significant third party investments).
2. Review material information technology investments and expenditures in support of the Company's information technology strategies. The materiality of investments and expenditures will be as determined by the Committee and may be amended from time to time. The initial materiality threshold established by the Committee is \$5 million.
3. Receive reports from management, including but not limited to the Chief Information Officer ("CIO"), as and when appropriate, concerning the implementation of the Company's information technology initiatives.
4. Receive reports from management (including the CIO) on how technology impacts, or is needed to implement, corporate and business unit initiatives.

5. Receive reports on existing and future trends in information technology and cybersecurity that may affect the Company's strategic plans, including monitoring overall industry trends.
6. Review or discuss, as and when appropriate, with management (including the CIO) the Company's risk management and risk assessment processes and policies regarding information technology security, including the quality and effectiveness of the Company's disaster recovery capabilities and business continuity processes.
7. Review or discuss with management (including the CIO), as and when appropriate, the Company's cybersecurity policies, controls and procedures, including the Company's: (1) procedures to identify and assess internal and external cybersecurity risks, (2) controls to protect from cyberattacks, unauthorized access or other malicious acts and risks, (3) procedures to detect, respond to, assess and mitigate negative effects from and recover from cybersecurity attacks, (4) procedures for fulfilling applicable regulatory reporting and disclosure obligations related to cybersecurity risks, costs and incidents and (5) performance against these policies, procedures, and controls in actual or simulated cybersecurity events.

#### Reports

8. Report regularly to the Board of Directors including:
  - (i) following meetings of the Committee; and
  - (ii) 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.

9. 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. 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.