

US FOODS HOLDING CORP.

Audit Committee Charter

(Adopted by the Board of Directors on May 10, 2017)

Purpose:

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of US Foods Holding Corp. (the “Company”) is to assist the Board in its oversight of (a) the risk management policies and procedures of the Company, (b) the audits and integrity of the Company’s financial statements, (c) the Company’s compliance with legal and regulatory requirements, (d) the qualifications, performance and independence of the outside auditors, and (e) the performance of the Company’s internal audit function.

The Committee’s responsibility is one of oversight and it recognizes that the Company’s management is responsible for the preparation and the integrity of the Company’s financial statements and that the outside auditors are responsible for auditing those financial statements. The Committee is not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the outside auditor’s work.

Powers and Duties:

In furtherance of its purpose, the Committee shall have the powers and duties set forth below. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time. The Committee shall have the authority, to the extent it deems necessary or appropriate, to approve the engagement of, and determine funding for, independent legal, accounting or other outside advisors, at the expense of the Company. The Committee shall:

With respect to the independent auditor:

1. Be directly responsible for the appointment, compensation, retention and oversight of the independent auditor (including resolution of disagreements between Company management and the independent auditor regarding financial reporting). The independent auditor shall report directly to the Committee.
2. Pre-approve all audit and permitted non-audit services to be performed by the independent auditor, subject to any exception provided by the Securities Exchange Act of 1934.
3. Ensure the regular rotation of the lead audit partner as required by law, and consider whether there should be regular rotation of the firm itself in order to assure continuing auditor independence.
4. At least annually, obtain and review a report from the independent auditor describing (a) such firm’s internal quality control procedures, (b) any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more audits carried out by the firm, (c) any steps taken to deal with any such issues and (d) all relationships between the independent auditor and the Company.
5. In consultation with management, evaluate the qualifications, performance and independence of the independent audit firm and the lead audit partner.
6. Establish, and periodically review, policies for the Company’s hiring of employees or former employees of the independent auditor.

With respect to the Company’s financial statements and audit:

7. Meet to review and discuss with management and the independent auditor the Company’s annual audited and quarterly unaudited financial statements and the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s filings with the Securities and Exchange Commission (the “SEC”).

8. Recommend to the Board whether the Company's annual audited financial statements should be included in the annual report on Form 10-K, and review and approve the Company's unaudited financial statements for inclusion in the Company's quarterly reports on Form 10-Q.
9. Review the integrity of the Company's financing reporting processes, both internal and external, and discuss with management and the independent auditor: (a) material issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, and the ramifications of the use of such alternative methods; (c) other material written communications between the independent auditor and management, such as any management letter and schedule of unadjusted differences; (d) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; (e) the type and presentation of information to be included in earnings press releases (including the use of "pro forma," or "adjusted" non-GAAP, information) as well as review any financial information and earnings guidance provided to analysts and rating agencies; and (f) policies with respect to financial risk assessment and financial risk management.
10. Meet separately, periodically, with each of management, the independent auditor and the internal auditors.
11. Discuss with the independent auditor the audit firm's judgment about the quality, appropriateness and acceptability of the Company's accounting principles and financial reporting.

With respect to internal audit functions, internal controls and related matters:

12. To approve and adopt a Code of Conduct (the "Code") for all officers (including the Chief Financial Officer and the Chief Executive Officer) and employees (including senior financial employees) of the Company, to review the Code on an annual basis (or more frequently if the Committee so desires), and to make such changes to the Code as may be appropriate.
13. Review and approve transactions between the Company and "related persons" (as such term is defined in Item 404(a) of Regulation S-K promulgated by the SEC) submitted by the Company's General Counsel for the Committee's consideration pursuant to the terms of the Company's Statement of Policy With Respect to Related Person Transactions.
14. Review annually the effect of off-balance sheet arrangements, if any, on the Company's financial statements.
15. Review, in consultation with the independent auditor, internal audit and management, as applicable, (a) the independent auditor's report on internal controls; (b) the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (c) procedures and policies of the Company designed to ensure compliance with applicable laws and regulations; and (d) the responsibilities, budget and staffing needs for the internal audit function.
16. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company and its subsidiaries regarding accounting, internal accounting controls or auditing matters and (b) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Review periodically with management and internal audit these procedures and any significant complaints received.
17. Discuss guidelines and policies governing the process by which management of the Company assesses and manages the Company's exposure to risk, and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
18. Review, periodically, with the Company's counsel, the Company's compliance with legal and regulatory requirements.

Other:

19. Report regularly to the Board with respect to activities of the Committee, any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.
20. Prepare the report required to be included in the Company's annual report or proxy statement.
21. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
22. Conduct an annual performance review and evaluation of the Committee.

Composition and Membership:

The Committee shall be comprised of not less than three members of the Board. Each member of the Committee shall be financially literate. At least one member of the Committee shall be an "Audit Committee Financial Expert" as such term is defined in relevant SEC rules. Committee membership, including removal, shall be determined by resolution of the Board. No member of the Committee may serve on the Audit Committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Unless a Chairman is elected by the full Board, the Committee may designate a Chairman by majority vote of the full Committee.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.