

US FOODS HOLDING CORP.

Nominating and Corporate Governance Committee Charter

(Adopted by the Board of Directors on August 8, 2017)

Scope and Purpose:

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of US Foods Holding Corp. (the “Company”) is to (a) assist the Board by identifying individuals qualified for membership on the Company’s Board and its committees, (b) recommend individuals to the Board for nomination as members of the Board and (c) advise and make recommendations to the Board on the corporate governance of the Company and the Board.

Powers and Duties:

The Committee shall meet at least twice annually and otherwise, as circumstances require. 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 exclusive authority, to the extent it deems necessary or appropriate, to approve the engagement of, and determine funding for outside advisors or search firms. The Committee shall:

1. Develop and recommend the appropriate criteria for the selection of new directors based on the strategic needs of the Company and the Board; periodically review the criteria and, to the extent it deems necessary or appropriate, recommend changes to such criteria to the Board for approval.
2. Identify individuals qualified to become Board members, and recommend to the Board the nominees to fill vacancies on the Board (including a vacancy created by an increase in the size of the Board) and to stand for election at the annual meeting of stockholders, taking into account the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
3. Identify and recommend that the Board appoint Board members qualified to serve on the committees of the Board (including the Committee).
4. Recommend to the Board any modifications or changes concerning the size, structure and composition of the Board and its committees.
5. Consider individuals recommended by stockholders of the Company for election to the Board in accordance with the policies and procedures of the Company with respect to such recommendations.
6. Annually review the Company’s Corporate Governance Guidelines and other corporate governance policies and practices, and recommend any modifications or changes to the Board for approval.
7. Review and recommend the appropriate compensation of directors to the Board for approval.

8. Review and recommend any modifications or changes to the director's and officer's indemnification policy and insurance coverage to the Board for approval.
9. Oversee the annual self-evaluation process for Board and its committees, including the effectiveness of its relationship and adequacy of its communications with management; present and make recommendations based on the results of self-evaluations.
10. Conduct an annual performance evaluation of the Committee.
11. Review and reassess the powers of the Committee and the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
12. Report regularly to the Board on the activities of the Committee.

Composition and Membership:

The Committee shall be comprised of not less than two members of the Board. The members of the Committee shall be appointed by the Board on the recommendation of the Committee and may be removed by the Board in accordance with the Company's Amended and Restated Bylaws. Unless a Chairman is elected by the full Board, the Committee may designate a Chairman by majority vote of the full Committee. Each member of the Committee must satisfy the director independence requirements of the NYSE.

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