

# US FOODS HOLDING CORP.

## *Compensation Committee Charter*

(Adopted by the Board of Directors on February 14, 2018)

### Scope and Purpose:

The primary purpose of the Compensation Committee (the “Committee”) of US Foods Holding Corp. (the “Company”) is to carry out the overall responsibilities of the Board of Directors (the “Board”) related to executive compensation and compensation risk.

### Meetings:

As part of its review and establishment of the performance criteria and compensation of the Company’s CEO and other Executive Officers, the Committee shall meet separately with the Company’s CEO, principal human resources executive and any other Executive Officers, as it deems appropriate. In all cases the CEO and any other Executive Officer shall not be present at meetings at which their performance and compensation are being discussed and determined.

The Committee shall periodically meet in executive session without management.

### 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. The Committee shall evaluate the independence of any advisors retained by the Committee as required by law, SEC rule or NYSE listing rule and/or by such other criteria as determined by the Committee before or in connection with retaining such advisor. The Committee shall:

### **Setting Compensation for Executive Officers**

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives, including annual performance objectives, relevant to the compensation of the Company’s CEO and other Executive Officers.
3. Determine and approve the Company’s CEO’s and other Executive Officers’ compensation level based on their performance evaluations in light of the corporate goals and objectives.
4. Establish and periodically review policies in the area of senior management perquisites.
5. Consider policies and procedures pertaining to expense accounts of senior executives.

6. Approve any contracts or other transactions with current or former Executive Officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements.
7. Oversee compliance with any applicable compensation reporting requirements of the SEC and the NYSE, including the results of say-on-pay voting and the evaluation of “clawback” policies.

#### **Monitoring Incentive and Equity-Based Compensation Plans**

8. Review and make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans, oversee the activities of the individuals responsible for administering those plans, and exercise all of the authority of the Board with respect to the administration of such plans.
9. Review and approve, or delegate to management the authority to approve, awards of shares, share options or other forms of award pursuant to the Company’s equity-based plans to participants who are not officers (as such term is defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended).
10. Monitor Executive Officers’ progress toward or compliance with any share ownership or retention guidelines or requirements that may be established.
11. Review and approve the design of the benefit plans which pertain to Directors, the CEO and other Executive Officers, including oversight of Rule 162(m) plans (if any) and awards granted thereunder.
12. Review and modify, as needed, any incentive compensation plan, equity-based plan or other compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance or that creates risks that are reasonably likely to have a material adverse effect on the Company.

#### **Reviewing Management Succession and Development Plans**

13. Annually review and recommend to the Board for approval any modifications or changes to the succession plans of key executives to maintain an appropriate balance of skills, experience and expertise in the management of the Company. Monitor and oversee management development plans, as needed, to provide for an appropriate balance of skills, experience and expertise in the management of the Company.

#### **Other**

14. Oversee the preparation of the CD&A in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and determine whether to recommend to the Board that the CD&A be included in the Company’s annual report on Form 10-K or annual proxy statement filed with the SEC.

15. Produce a compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual report on Form 10-K or annual proxy statement filed with the SEC.
16. Review and reassess the powers of the Committee and the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
17. Review and oversee at least annually the risk assessment of the Company's compensation programs, and advise the Audit Committee of the Board of financial risk-related matters arising from, or relating to, the Company's compensation programs, and report the same to the Board.
18. Conduct an annual performance evaluation of the Committee.
19. Report regularly to the Board on the activities of the Committee.

Committee Composition:

The Committee shall be comprised of not less than two members of the Board. Committee membership, including removal, shall be determined by resolution of the Board. 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. In addition, at least two members of the Committee shall qualify as (i) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code and related regulations, as in effect from time to time, and (ii) a "nonemployee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended as in effect from time to time.

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