

US FOODS HOLDING CORP.

Executive Committee Charter

(Adopted by the Board of Directors on July 27, 2022)

Scope and Purpose:

The primary purpose of the Executive Committee (the “Committee”) of US Foods Holding Corp. (the “Company”) is to exercise all of the powers of the Board of Directors (the “Board”) with respect to urgent matters requiring Board action that should not await the Board’s next meeting.

Meetings:

The Executive Committee will meet as often as may be deemed necessary or appropriate in its judgment. The Committee Chair will develop the meeting agendas, in consultation with the members of the Committee.

Powers and Duties:

In furtherance of its purpose, the Committee shall have all of the powers of the Board, subject to the requirements of the Company’s Restated Certificate of Incorporation, Amended and Restated Bylaws and applicable law, excluding (i) the power to amend the charter of any committee of the Board (including this Charter), (ii) any powers granted by the Board, from time to time, to any other committee of the Board and (iii) any powers excluded from delegation under Section 141(c) of the Delaware General Corporation Law, such as the power to:

- Amend the Company’s Restated Certificate of Incorporation or Amended and Restated Bylaws;
- Adopt an agreement of merger or consolidation;
- Recommend to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
- Recommend to the stockholders a dissolution of the Company or a revocation of a dissolution; and
- Unless specifically authorized by resolution of the Board, declare a dividend, authorize the issuance of stock.

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 also carry out any other responsibilities and duties delegated to it by the Board from time to time. The Committee shall:

1. Consult with the Nominating and Corporate Governance Committee who shall 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.

2. Conduct an annual performance evaluation of the Committee.
3. Report regularly to the Board on the activities of the Committee.

Committee Composition:

The composition of the Executive Committee shall consist of the Chair of the Board, the Lead Independent Director (if any), the Chairs of the Audit Committee, Compensation and Human Capital Committee and Nominating and Corporate Governance Committee, and such other director or directors as may be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The Chair of the Board will serve as the Chair of the Executive Committee.

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