

US FOODS HOLDING CORP.

Compensation and Human Capital Committee Charter

(Adopted by the Board of Directors on July 27, 2022, as amended October 30, 2024)

Scope and Purpose:

The primary purpose of the Compensation and Human Capital 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 oversight of executive compensation, compensation risk and human capital management.

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, chief human resources officer 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. References herein to “including” shall have the meaning “including, without limitation”. The Committee shall:

Setting Compensation for Executive Officers

1. Establish and review the overall executive 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 based on their performance evaluations in light of the corporate goals and objectives.
4. Establish and periodically review policies in the area of CEO and senior management perquisites.

5. Approve any management or compensatory contracts or arrangements with current or former Executive Officers of the Company, including consulting arrangements, employment contracts, retention, severance or termination arrangements.
6. 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

7. Review and make recommendations to the Board for approval 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.
8. 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).
9. Monitor Executive Officers’ progress toward or compliance with any share ownership or retention guidelines or requirements that may be established.
10. Review and approve the design of any benefit plans which exclusively pertain to Directors, the CEO and other Executive Officers.
11. 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.

Oversee Succession and Human Capital Management Strategy

12. Oversee and periodically 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.
13. Oversee and periodically review the Company’s human capital management policies and strategies relating to: talent acquisition; diversity and inclusion; employee development and retention, engagement and relations; and employee safety.

Other

14. Review and discuss the Compensation Discussion and Analysis (“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 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 shall be assessed by the Board periodically, and no less frequently than every two years. Committee membership, including removal, shall be determined by resolution of the Board. Unless a Chair is elected by the full Board, the Committee may designate a Chair 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.