

US FOODS HOLDING CORP.
ANTI-CORRUPTION POLICY
Effective Date: May 25, 2016

I. Purpose and General Principles

This Anti-Corruption Policy (the “Policy”) governs US Foods’ standards for the prevention of corruption involving US Foods Holding Corp. and its subsidiaries (collectively, “US Foods” or the “Company”).

To fight corruption, most countries have enacted laws that prohibit the bribery of government officials, such as the U.S. Foreign Corrupt Practices Act (the “FCPA”), as well as the bribery of private individuals or entities. US Foods is committed to maintaining the highest ethical standards of business conduct and does not tolerate or encourage corruption at any level.

Questions regarding the Policy should be directed to the Company’s General Counsel and Chief Compliance Officer (or designee) (the “General Counsel”) at Compliance@usfoods.com or the US Foods Check-In Line (1-888-310-7716 or www.usfoodcheckinline.com).

Covered Persons are required to report any actual or suspected violations of the Policy to the General Counsel or anonymously through the US Foods Check-In Line. If a Covered Person is contacted by the General Counsel, they are obligated to cooperate with investigations into ethical misconduct. The Company prohibits retaliation against Covered Persons for good faith reporting or cooperating with an investigation.

II. Applicability

This Policy applies to the Company and all the Company’s employees, directors, affiliates, and consultants (“Covered Persons”). Managers are required to enforce the policy and ensure that Covered Persons who report to them understand and adhere to this policy. This Policy applies to all Company business activities anywhere in the world, whether they involve government entities, government officials or persons or entities in the private sector. If local laws have stricter requirements, Covered Persons must follow those standards.

III. Definitions

- “Improper Payment” means a bribe, kickback, excessive gift or entertainment, or any payment made **to obtain or retain business, secure an improper advantage or direct business to any person**, including:
 - Giving, paying, offering, promising to pay, or authorizing the giving or payment of a bribe or knowing, suspecting or being aware that a payment or promise to pay may be passed on as a bribe;
 - Requesting, accepting, offering or providing travel, gifts or hospitality to any government official;
 - Giving, paying, offering, promising to pay, or authorizing payments to a foreign charity;
 - Contributing Company funds, assets, services or facilities to any candidate for political office in a foreign country, foreign political party or foreign political action committee;
 - Authorizing payments to a government official in violation of local law in any country where the Company does business; or
 - Making a payment to or accepting a personal payment from a vendor, customer, or third-party representative in exchange for preferential business treatment or information.

It is not always immediately clear who may be a government official. If you are unsure whether a party is considered a government official under this Policy, please contact the General Counsel for guidance.

- “Third Party Representative” means (1) suppliers located outside of the U.S. and/or suppliers that ship product directly to US Foods from a foreign country; (2) Exclusive Brand (EB) suppliers who procure product from or manufacture product outside of the U.S.; and (3) agents or consultants, regardless of location, who act on behalf of US Foods outside of the U.S.

IV. Policy

No Covered Person may offer, promise, authorize, or make an Improper Payment (as defined below), directly or indirectly, to any person or entity in the private sector or to a government official or government entity. Additionally, no Covered Person may request or accept an Improper Payment.

No Covered Person may make any payment with the intention or understanding that any part of the payment will be used for anything other than the specific business purpose described by the supporting documents.

The Company will not discipline or penalize any Covered Person for refusing to make an Improper Payment or otherwise engage in corruption, even if it results in a loss of business to the Company.

a) *Gifts, Travel and Entertainment*

In certain instances, Covered Persons may reimburse or cause the Company to reimburse government officials for reasonable, *bona fide* business expenses, such as business travel and entertainment costs, provided that such expenses are:

- Directly related to the promotion, demonstration or explanation of the Company’s products or services, or to the performance of a contract with a government or state-owned entity;
- Reasonable in value, appropriate to the recipient’s position and the circumstances, and not lavish;
- Not cash or cash equivalents, such as gift cards;
- Infrequent;
- In line with local customs, applicable regulations, and the US Foods Gift, Entertainment and Travel policy;
- Given transparently; and
- Accurately recorded in the Company’s books and records.

Covered Persons must receive prior written approval from the General Counsel before offering, providing, or authorizing the reimbursement of any business expenses to government officials.

b) *Political and Charitable Contributions*

No Covered Person may make any non-U.S. political contributions on behalf of the Company, including money, property, services or donations of time. US Foods may sponsor political action committees or funds, but only as permitted by applicable law, the US Foods Political and Charitable Contributions Policy, and as approved by the General Counsel. Employees of the Company may participate in political activities on an individual basis, with their own money and on their own time. US Foods will not reimburse any personal political contributions.

c) *Third Parties*

Covered Persons must evaluate potential relationships with Third Party Representatives to ensure that the Third Party Representative is reputable and qualified, considering factors such as the nature of the transaction and parties to the transaction, the country where goods are to be delivered or services are to be performed, and any contacts the Third Party Representative has with government officials. Covered Persons must promptly investigate and resolve any evidence that a Third-Party Representative may be making Improper Payments.

All contracts between the Company and Third-Party Representatives must include anti-bribery compliance language and require the Third-Party Representative to complete an annual disclosure and certification form. All Covered Persons who engage with or can influence or be influenced by, government officials or Third-Party Representatives must attend regular anti-bribery training.

d) Hiring government officials

Covered Persons must contact the Compliance Department prior to hiring or retaining the services of any (1) government officials or former government officials; (2) family members of a current or former government official; or (3) entities in which a government official has a significant financial or other interest.

e) Facilitation Payments

US Foods prohibits facilitation payments (i.e., payments to government officials to expedite routine, non-discretionary governmental action).

f) Extortion

If a Covered Person is forced to make an Improper Payment to avoid an imminent risk to personal health or safety, the Improper Payment must be reported as soon as possible thereafter to the General Counsel and must be accurately recorded in the Company's books and records. This provision does not apply in cases where threats are commercial in nature (e.g. a payment is requested to keep a contract).

g) Accounting and Internal Controls

All payments on behalf of the Company must be approved and supported with appropriate documentation. These requirements apply to all transactions regardless of financial materiality. Under no circumstance shall any Covered Person:

- Make false, misleading, incomplete, inaccurate or artificial entries in Company books and records or engage in any activity that would result in such entries;
- Establish undisclosed, unrecorded, or ambiguously or misleadingly recorded funds, accounts, or assets, such as "slush funds;" or
- Evade the Company's internal controls.

Covered Persons must contact the General Counsel if they become aware that any payment has been or will be recorded improperly or in a manner that conceals, distorts or misrepresents the true nature of the transaction.