

US FOODS
CONFLICTS OF INTEREST POLICY
Effective Date: December 19, 2019

I. Purpose and General Principles

This Conflicts of Interest Policy is applicable to all US Foods associates and governs the disclosure and resolution of actual and potential conflicts of interest that could influence an associate's judgment and actions when conducting business for US Foods. Conflicts of Interest, or the appearance of such conflicts, can undermine the trust that stakeholders place in US Foods. A potential conflict exists when an associate's objectivity, judgment or duty to US Foods could be influenced, or appear to be influenced, by a financial, personal, social or political relationship or activity.

This Policy establishes the requirements and process for identifying, disclosing, reviewing and resolving conflicts of interest. Questions about this Policy should be directed to the General Counsel and Chief Compliance Officer or Vice President, Ethics & Compliance at Compliance@usfoods.com.

II. Identifying Conflicts of Interests

The following are examples of activities that can create conflicts and should be avoided or disclosed:

- You or a family member work for, have a financial or ownership interest in, or receive income or other personal or financial benefits from, or are financially indebted to, a US Foods customer, vendor or competitor.
- You or a family member makes any disclosures of US Foods' or a customer or business partner's confidential or proprietary information to a third party.
- You deal directly, in the course of your normal company responsibilities, with a family member, relative or close friend who is employed by a US Foods customer, vendor, business partner or competitor.
- You serve as a director, officer or the equivalent thereof of any other company or legal entity in the foodservice trade or industry.
- You engage in an outside activity involving any design or development of intellectual property which is related directly or indirectly to US Foods' business interests.
- You begin or maintain a personal (non-family) relationship with a coworker who is in your supervisory reporting chain, regardless of how remote.

III. Disclosing Conflicts of Interest

Associates with a US Foods email address must disclose conflicts of interest (or potential conflicts) as part of the annual Code of Conduct Certification and Disclosure process. Previously disclosed conflicts do not need to be disclosed again if there are no changes to the conflict disclosed.

New hires and associates with a US Foods email address who become aware of a transaction, relationship or activity that may give rise to a conflict of interest outside of the annual Certification and Disclosure process must disclose the conflict within 30 days by notifying their immediate supervisor and local HR representative and reporting the conflict through US Foods' disclosure system at US Foods Conflicts of Interest Disclosure (https://usfoods.ethicspointvp.com/custom/usfoods/forms/cois/form_data.asp).

Associates without a US Foods email address who become aware of a conflict of interest or potential conflict must disclose the conflict by notifying their immediate supervisor and local HR representative. The HR representative shall assist the associate in reporting the disclosure through the disclosure system.

IV. Resolving Conflicts of Interest

The Ethics & Compliance team in the Law Department will review all disclosures reported through the disclosure system, and will communicate to the associate regarding:

- Those disclosures that do not constitute a conflict or potential conflict and therefore require no further action
- Disclosures that require further review and resolution. In this case, the Ethics & Compliance team will work with Area HR representatives to resolve and, as needed, create a Conflict of Interest Agreement as described below.

In some cases, a conflict or potential conflict of interest will require the execution of a Conflict of Interest Agreement that describes the conflict (or potential conflict) and the responsibilities and restrictions placed on the associate as a result. This agreement must be signed by the associate and his or her immediate supervisor and will be maintained by Ethics & Compliance as well as the associate, area leadership and HR.

If it is determined that a conflict cannot be adequately managed with a written agreement, the matter will be forwarded to the General Counsel and Chief Compliance Officer who will determine further action.