

US.
FOODS®

**CODE OF
CONDUCT**

DELIVERING INTEGRITY.



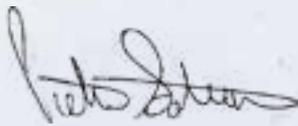
Dear Colleague,

Our Code of Conduct is a public affirmation that we, as a company and as individuals, are committed to doing the right thing. It is grounded in our Cultural Beliefs and the understanding that each of us plays an important role in operating with integrity.

This Code of Conduct sets out expectations for how we work with each other, and with customers, suppliers, communities and government officials. It also offers you helpful resources if you have a question or find yourself in a difficult ethical situation.

Honesty and integrity are the foundation of how we operate, and critical to our company's long-term success. Thank you for your commitment to apply the Code's principles and expectations in your daily work.

Sincerely,



Pietro Satriano
Chairman and
Chief Executive Officer



Kristin Coleman
Executive Vice President,
General Counsel and Chief Compliance Officer



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ETHICAL DECISION-MAKING

When faced with a difficult decision or situation, follow these steps toward ethical outcomes:

Pause. Does a situation make you uneasy? Are your instincts telling you something is not quite right?

Think. Is your approach consistent with the US Foods® Way – how we live, work, lead? Is it consistent with our Code of Conduct? Does it build or lessen our reputation for integrity?

Ask. Ask questions and get help. Talk to your manager, another trusted leader, Human Resources or any member of the Law Department. Contact the Check-In Line with questions or email compliance@usfoods.com

You Are Empowered – You can deliver great customer service, knowing that US Foods supports you in doing the right thing and conducting business with integrity.

You Have Responsibility – You play a critical role in protecting our culture, our reputation and our brand.

You Have Help – If you are unsure of what to do in a situation, you have resources available to you, including leaders at all levels, Human Resources, the Law Department and the US Foods Code of Conduct.

You Have a Voice – When you believe something isn't right, you should speak up and share your concerns knowing that US Foods wants to hear them and does not tolerate retaliation against anyone who raises concerns in good faith.

THE ROLE OF LEADERS

As a leader, you have a special responsibility to establish a culture of integrity and openness for your team. The way you make decisions, handle concerns, receive different opinions and bad news, will set the foundation for trust and integrity with your teams, customers and stakeholders. Both your individual success and the success of your team depends on the trust and integrity you build together.

TAKE THESE SIMPLE STEPS TO BUILD A CULTURE OF OPENNESS AND INTEGRITY ON YOUR TEAM:

- Be clear with your team that we all must work with integrity at all times. Ensure your team knows that for results to matter they must be achieved the right way
- Make sure your team knows you will listen, and respond appropriately, even if they have something difficult to say
- Lead by example by modeling ethical decision-making



SPEAKING UP

Part of building a culture of integrity is creating conditions that encourage speaking up when something does not seem right.

You don't have to have all the details or be certain that something is wrong to raise a concern about an integrity issue or other misconduct. You can trust that the company and its leaders will treat your reports seriously, fairly and promptly; and if something needs to be fixed, we'll take action. We will preserve your confidentiality to the extent possible, and we will inform you when the matter has been closed.

KNOW THAT YOU WILL NOT SUFFER ADVERSE CONSEQUENCES FOR:

- Refusing in good faith to do something that violates our Code of Conduct, other US Foods® policies or the law. Should you be asked do something wrong, please report it and seek assistance
- Raising a concern in good faith about potential misconduct

Cooperating with an investigation. It takes courage to speak up. We understand you might be uncomfortable or anxious, and that is why we do not tolerate retaliation

HOW TO REPORT A CONCERN

There are a variety of ways to get help or report when something seems wrong. You may report – anonymously if you choose – through the Check-In Line, our externally hosted hotline, which is available 24 hours a day, seven days a week, with translation services if needed.

Check-In Line: 1-888-310-7716

Web: <http://www.usfoodcheckinline.com>

Email: compliance@usfoods.com

In addition, you can always raise concerns with your manager, any other US Foods manager, Human Resources, your Associate General Counsel, Field or any member of the Law Department.

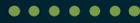
HOW MANAGERS SHOULD HANDLE CONCERNS

If someone comes to you with a concern, you have a responsibility to listen and take appropriate action. Handling concerns appropriately is critical to preserving our associates' trust and protecting US Foods.



IF SOMEONE RAISES A CONCERN, TAKE THESE SPECIFIC STEPS:

- Remove distractions and listen carefully. Thank the person for speaking up – remember that the person raising the concern has just done something difficult and very important for the company
- Respond respectfully and take every concern seriously. You must be committed to addressing the issue
- Protect the person's confidentiality – avoid discussing the conversation with others on your team except those who need to know (e.g., Human Resources)
- If you are asked to help with the investigation of a matter, be candid and cooperative



As a manager, you should feel empowered to resolve performance issues yourself, in consultation with Human Resources. However, you and your Human Resources professional should immediately escalate any integrity or ethics concerns, or allegations of misconduct or violations of our Code, to the Ethics and Compliance team. If you have a question or are not sure whether you can or should resolve the issue yourself, you can always email compliance@usfoods.com, call the Check-In Line or contact your Field Associate General Counsel, or any member of the Law Department.



DELIVERING INTEGRITY IN OUR WORKPLACE FOSTER DIVERSITY AND INCLUSION

We work better together because of our differences, not despite them.

We best serve both our customers and communities through the diverse skills, experiences, and backgrounds that each of us brings to the company.

HOW WE DELIVER

- We provide equal employment opportunities to all qualified candidates and associates
- We do not discriminate based on age, ancestry, family or medical care leave, gender identity or expression, genetic information, marital status, medical condition, national origin, physical or mental disability, political affiliation, protected veteran status, race, religion, sex (including pregnancy), sexual orientation or any other characteristic protected by applicable laws, regulations and ordinances
- We provide reasonable accommodations to qualified associates and do not discriminate against individuals with disabilities
- We examine our unconscious biases and take steps to create an inclusive culture that makes every associate feel welcome

Learn More:

Equal Employment and Affirmative Action Policy* Prohibition Against Discrimination, and Retaliation Policy*

Question: *Our shift supervisor in the warehouse is a woman, and some coworkers and other supervisors on the shift call her names behind her back. Should I ignore this or report it?*

Answer: *We are all responsible for building a respectful workplace. You should report what you've heard to a manager, Human Resources, a member of the Law Department or the Check-In Line so that it can be investigated and addressed. None of us should be disrespected at work.*

CONTRIBUTE TO A SAFE AND PRODUCTIVE WORKPLACE

- We maintain a work environment that empowers everyone to do their best work.
- A safe workplace inspires trust and allows us all to contribute and succeed. Discrimination, harassment, and unsafe working conditions diminish what we can achieve together.

HOW WE DELIVER

- We treat others with respect and do not tolerate harassment or discrimination
- We have a safety mindset – we integrate sound safety and health practices into our operations and comply with workplace safety laws and regulations to protect our associates, our co-workers, our partners and our communities



*Can be found at [HRCAFÉ](#).

- We ensure our hourly associates are compensated for all hours worked and that they receive required breaks, including meal breaks, to ensure their well-being
- We resolve problems respectfully and never resort to intimidation, threats or violence
- We do not work under the influence of drugs or alcohol

Learn More:

Prohibition Against Discrimination, Harrassment, and Retaliation Policy*

Pay for All Time Worked Policy*

Workplace Violence Prevention Policy*

Drug- and Alcohol-Free Workplace Policy*

***Question:** We are short-handed this week in our warehouse, and our supervisor gave us permission to skip lunch so we could finish sooner. Is this permitted?*

***Answer:** Wage and hour laws and US Foods® policy do not permit skipping lunches. Hourly associates must clock out for lunch to ensure they get an appropriate break, even when we are very busy. If work is performed during lunch, contrary to our policy, the associate must be paid for that time. Cutting corners with timekeeping is unsafe, illegal and contrary to our policy.*

**Can be found at [HRCAFÉ](#).*

AVOID CONFLICTS OF INTEREST

We have an obligation to put US Foods interests before others.

Conflicts of interest can arise when our personal relationships, or financial or other interests, might affect our objectivity or duty to US Foods. If we don't navigate potential conflicts of interest carefully, these situations can impact the decisions we make, erode trust within teams and harm the Company's reputation.

HOW WE DELIVER:

- We avoid situations where a personal relationship or financial interest in another company might influence our decisions
- We understand that a conflict of interest can exist even if we are convinced that our decisions will not be affected by an outside relationship
- When conflicts of interest arise, we disclose them and get advice and approval on how to address them
- Before taking on outside work, we ensure that doing so does not harm US Foods interests

Learn More:

Conflicts of Interest Policy*

***Question:** I am the local sales leader for my market. My brother recently acquired several restaurants in our market. May I participate in seeking his business for US Foods?*

***Answer:** This situation requires disclosure as a possible conflict. Disclose the situation so that your manager, together with Human Resources and Ethics and Compliance, can help determine whether the conflict can be addressed to protect all parties.*



DELIVERING INTEGRITY IN OUR BUSINESS PRACTICES

MAKE AND DELIVER FOOD THAT IS SAFE TO EAT

We are a food company, and nothing is more important to us than ensuring that the food we provide to our customers is safe to eat. Food safety is a personal responsibility of every associate at US Foods®. We encourage our associates to raise food safety concerns immediately.

HOW WE DELIVER

- We comply with all applicable food and consumer product safety laws in every jurisdiction in which we do business
- We follow all food safety and quality protocols in our workplaces and respond quickly when issues arise to help ensure the safety and quality of our products

Learn More:

[Product Recall and Recovery Policy*](#)

[Responsible Sourcing Policy and Supplier Code*](#)

Question: I work in receiving operations, and we received a load of produce that did not meet our temperature requirements for receiving. However, we were busy, and my supervisor told me to accept the load anyway. What should I do?

Answer: You should always raise concerns that could have food safety implications; if your supervisor does not listen, call your FSQA regional manager or another leader for help immediately.

Compete Fairly

The way we compete is as important as what we achieve.

HOW WE DELIVER:

- We do not enter agreements with competitors that limit competition, whether formally or informally
- We respect competitive bidding processes, and we do not rig or fix the outcomes
- When gathering competitive intelligence, we use appropriate sources, are truthful and do not misrepresent who we are

Question: I am going to a trade show. May I go to a competitor's booth?

Answer: Yes. You may go to the booth and collect any publicly distributed material. However, if you talk to anyone at the booth, identify yourself as a US Foods associate and avoid conversations about pricing, specific customers or markets. A good practice is to consult the Law Department for guidance before you attend.

*Can be found at [HRCAFÉ](#).



Question: I am friends with a salesperson for a competitor. Occasionally we talk about marketing plans and potential customers. Should I be concerned?

Answer: Yes. You may be revealing confidential information. You also may be violating competition laws that ban discussions of marketing and pricing.

RESPECT LAWS AROUND THE WORLD

Wherever we conduct business, we follow the law. This helps us to build trust with business partners, customers and governments.

HOW WE DELIVER:

- We follow the laws and regulations of the United States and, as applicable, any country in which we do business
- We comply with global trade controls and economic sanctions that prohibit us from doing business with certain countries, governments, entities and individuals. We comply with laws that govern how food may be imported and exported internationally
- We respond truthfully, appropriately and promptly to government inquiries and requests for information

Learn More:
Responsible Sourcing Policy and Supplier Code*

DON'T MAKE IMPROPER PAYMENTS OR SEEK IMPROPER INFLUENCE

We do not influence our customers' decisions through improper payments or other improper means. Winning and preserving customers' trust every day is more important than any benefit we might get from doing business improperly.

In some parts of the world, making payments or giving other consideration to get business may be something that others do – we won't. We would rather lose the business than secure it improperly.

HOW WE DELIVER:

- We do not offer and will not pay bribes or kickbacks to anyone, including payments to secure permits or approvals and small payments to speed up a routine government process
- We work with partners that have a reputation for integrity, and we report signs that a representative is unethical or could be paying a bribe
- We make sure that any gifts, hospitality or travel we offer to government officials, healthcare customers or commercial customers are reasonable, pre-approved where necessary and in line with US Foods® policy
- We don't use charitable donations or hires as favors to influence customers

*Can be found at [HRCAFÉ](#).



Learn More:
Anti-Corruption Policy*
Gifts and Entertainment Policy*

Question: *One of my customers is a state university. Recently, my main contact there asked me whether US Foods® could pay his way to a trade convention. What should I do?*

Answer: *Government officials at all levels – federal, state and local – are restricted in what they can accept from vendors such as US Foods. Our policy requires advance approval from the Law Department before giving anything of value to a government official. In this situation, the contact is a state associate, and the request likely exceeds the annual limit we permit for state officials from US Foods.*

SELECT SUPPLIERS WITH INTEGRITY

We rely on our supplier relationships for our success. To achieve our mission, we need suppliers that are as committed as we are to our company standards.

HOW WE DELIVER:

- We select the best suppliers for the job by carefully considering their proven track record, reputation for integrity and other merits – not based on favoritism
- We work to eliminate child labor, human trafficking and other labor abuses in our supply chain

Learn More:
Responsible Sourcing Policy and Supplier Code*

KEEP ACCURATE BOOKS AND RECORDS

Our records are clear, accurate and complete.

We rely on these records to understand our performance and make good decisions. Moreover, investors rely on clear, accurate and complete records to understand our financial results and where we are headed as a company. Finally, these clear, accurate and complete records are necessary to meet our regulatory obligations as a public company.

HOW WE DELIVER:

- We honestly and accurately record and report financial transactions and business information, following applicable laws, regulations and accounting practices

*Can be found at HRCAFE.



- We are transparent about our commitments to our partners and customers, and our written contracts reflect the actual economics of the agreement
- We execute financial transactions only with appropriate authorization and record them in compliance with US Foods® accounting practices
- We comply with all applicable laws, including the Sarbanes-Oxley Act of 2002, to ensure that financial reporting is accurate and complete, and internal controls are in place
- When we retain and dispose of documents, we follow established corporate record retention requirements

Learn More:

- [Records Retention Schedule*](#)
- [Records Retention Quick Guide*](#)
- [Anti-Corruption Policy/Accounting and Internal Controls*](#)

Accounting Policies

TREAT GIFTS, ENTERTAINMENT AND TRAVEL RESPONSIBLY

We demonstrate sound judgment when exchanging business courtesies. Giving and receiving reasonable gifts and entertainment can build goodwill between US Foods and those with whom we do business. But gifts, meals or trips that are extravagant or that lack either transparency or a legitimate purpose may be viewed as bribes or as simply inappropriate. These things erode trust and harm our business.

HOW WE DELIVER:

- We develop positive relationships free from corruption and commercial bribery
- When we offer or accept gifts, hospitality, or travel, we make sure they are reasonable, appropriate, and have a legitimate business purpose
- We never give or accept cash, including gift cards
- We do not solicit gifts, hospitality or travel from third parties, or put them in a position where they feel obligated to provide something in order to do business with us

Learn More:

- [Gifts and Entertainment Policy*](#)
- [Travel and Expense Policy*](#)

Question: *May I accept a business meal from a supplier?*

Answer: *In most circumstances, modest and infrequent business meals may be accepted. However, whenever a supplier pays for a meal, always consider the specific circumstances and whether your impartiality could be compromised or appear to others to be compromised.*

**Can be found at [HRCAFÉ](#).*



Question: A vendor I work with just finished an important project for me on time and under budget. I would like to show my appreciation with a gift. What is appropriate?

Answer: When we give gifts, we set the tone for how we conduct business – purely on business considerations. As a general rule, we should limit gifts to or from any one vendor or partner to \$250 per year (excluding all government officials or healthcare customers for whom more restrictive limits apply). We should also take into account the vendor's gifts and entertainment policy, as we would want them to consider ours.

DO NOT TRADE ON, OR TIP, INSIDE INFORMATION

We maintain trust with our investors and the public by respecting financial disclosure laws.

In our work, we may become aware of material, non-public information about US Foods® or companies we do business with. Information is “material” if a reasonable investor would consider it important in deciding whether to buy or sell that company's securities. Information is “non-public” if it has not been broadly communicated to the investing public.

Trading US Foods stock or the stock of any other company based on this information is illegal and breaks trust with our investors and the public.

HOW WE DELIVER:

- We never buy or sell any securities based on material, non-public information
- We do not give anyone tips regarding material, non-public information, whether family, friends or colleagues

- We do not recommend or suggest that anyone trade in the securities of another company we do business with
- We consult with the Law Department before buying or selling public securities where we have questions as to whether we may be in possession of material, non-public information

Learn More: Insider Trading Policy Restricted Trading Window Policy

Question: My family and friends often ask me about US Foods and whether they should buy stock. Usually I tell them what I know about our business and suggest they buy stock. Is this a problem?

Answer: The same rules about inside information apply whether you buy or sell stock yourself or if you give the information to someone else, known as “tipping.” If a relative or friend buys stock based on material, non-public information that you give him or her, both of you could be liable for violation of securities laws. You should be cautious about such conversations and consult the Law Department if you are unsure.

SAFEGUARD US FOODS RESOURCES, CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

We are responsible stewards of US Foods resources, including information and technology resources.



We use company resources, including information and ideas, to perform our jobs every day. These resources belong to US Foods®; we owe it to our investors to use them responsibly and in ways that preserve trust and add value.

We might lose our competitive advantage if we disclose US Foods confidential information. We also lose trust if we disclose confidential information that we learn from the companies with whom we do business. Protecting information and ideas, whether our own or those of others, is crucial to our business success and builds our reputation as a trustworthy partner.

HOW WE DELIVER:

- We spend US Foods funds wisely, and guard against waste and abuse
- We understand that business-related data is US Foods property. We use best practices to protect access to confidential information and avoid discussing it in common spaces or with colleagues who don't need to know it
- We do not use confidential information for non-US Foods business use, and we maintain confidentiality even if we stop working for US Foods
- We preserve US Foods' own intellectual property rights through copyrights, trademarks and other forms of protection that safeguard the value of our innovation
- We respect the confidentiality and intellectual property rights of others, and do not use confidential information without authorization

Learn More:

[Acceptable Use of Information Assets Policy*](#)

[Travel and Expense Policy*](#)

[Information Security Policy*](#)

Question: *I am able to get an early start on my day by returning calls during my train ride to work. Is this a problem?*

Answer: *You should be careful not to discuss non-public company information in public places such as taxis, elevators, or at conferences or trade shows where someone might hear you. When it is necessary to conduct a phone call in a public place, be aware of your surroundings. When flying, ensure you use a privacy screen if you plan to use your laptop.*

**Can be found at [HRCAFÉ](#).*



DELIVERING INTEGRITY IN OUR COMMUNITIES

COMMUNICATE ACCURATELY TO THE PUBLIC

Our internal and external communications must be honest and accurate.

What we say and how we say it matters. We will win and preserve the trust of our investors and the public only if they know they can rely on what we tell them.

HOW WE DELIVER:

- We make full, accurate and timely financial disclosures in all public statements and the reports and documents we submit to the U.S. Securities and Exchange Commission
- We listen carefully to feedback and questions from investors and other stakeholders
- We do not speak on behalf of the company on particular issues unless authorized to do so, including lobbying elected or government officials. We direct analyst and media inquiries to Investor Relations or Corporate Communications
- We make sure that any communications about our products and services are honest and accurate

Learn More:

[Corporate Disclosure and Regulation FD Policy*](#)
[Electronic Social Networking Policy*](#)

PROMOTE FREEDOM FROM HUNGER AND CULINARY INDUSTRY OPPORTUNITY FOR ALL

We are privileged to be able to give back to the communities in which we live and work – empowering people with both nourishment and opportunity.

Our philanthropy and associate volunteerism efforts focus on hunger relief and culinary education for underserved populations.

HOW WE DELIVER:

- US Foods® supports non-profits, including local food banks, through product and financial contributions and volunteer activities by our associates
- US Foods provides economic opportunity to underserved youth and tackles the talent shortage in the foodservice industry through the US Foods Scholars Program. The program provides financial support and professional development opportunities to underserved students seeking a higher education in the culinary arts

**Can be found at [HRCAFÉ](#).*



PRACTICE ENVIRONMENTAL STEWARDSHIP AND PROVIDE SUSTAINABLE PRODUCTS

We're continually improving the efficiency of our facilities and fleet, reducing our environmental footprint.

Because diners today are more interested than ever before in where their food comes from and how it's made, US Foods® is committed to providing an extensive portfolio of sustainably sourced products.

HOW WE DELIVER:

- We work diligently to reduce the energy intensity of our business, building Leadership in Energy and Environmental Design (LEED)-certified buildings, installing solar arrays, reducing miles driven, right-sizing our vehicles and using alternative fuel vehicles to improve efficiency
- Our Serve Good® program features a growing portfolio of products, developed in collaboration with our suppliers, that adhere to responsible practices. Every Serve Good product must come with a claim of responsible sourcing or contribution to waste reduction
- Every Serve Good product must meet strict packaging standards that are designed to reduce waste, prioritize the use of recycled materials and help minimize our ecological footprint





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