

# PERFORMANCE FOOD GROUP COMPANY

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### **Purpose**

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the "Committee") of Performance Food Group Company (the "Company") is to provide assistance to the Board of Directors in identifying and recommending individuals qualified to serve as directors of the Company, to review the composition of the Board of Directors, to review and recommend corporate governance policies for the Company and to evaluate periodically the performance of the Board of Directors. The Committee shall report on its activities periodically to the Board of Directors.

### **Powers and Duties**

The function, powers and duties of the Committee are as follows:

1. Approve the nomination of qualified individuals to serve as members of the Company's Board of Directors, and in that connection:
  - Review the qualifications and performance of incumbent directors to determine whether to submit and recommend them as nominees for reelection.
  - Recruit and recommend qualified nominees for new or vacant positions on the Company's Board of Directors.
2. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any shareholder if made in accordance with the Company's charter, bylaws and applicable law.
3. Review and recommend directors to serve as members of the various committees of the Board of Directors.
4. Review considerations relating to board composition, including size of the board, term and age limits, and the criteria for membership on the Board of Directors. The considerations relating to director qualifications shall include independence, experience, expertise, diversity, skills and time availability.
5. Review periodically the management succession plan of the Company and recommend formally to the Board a successor to the chief executive officer when a vacancy occurs.
6. Review and recommend corporate governance policies, including those relating to the structure and operations of the Board of Directors, and recommend a Code of Conduct for the Company's directors, officers and employees.
7. Review potential director conflicts of interest and director and officer insurance and indemnification.

8. Not less frequently than annually, evaluate the performance of the Board of Directors, assess its contribution to the Company and evaluate the effectiveness of the current policies and practices of the Board.
9. Review the orientation process and the continuing education program for all directors, as may be required by applicable listing standards or other regulatory requirements.
10. Monitor, oversee and review compliance with the Company's Code of Conduct and other applicable policies of the Company; provided, however, that monitoring of compliance with the provisions of the Code of Conduct that relate to accounting disclosures and regulations of the Securities and Exchange Commission ("SEC") or The Nasdaq Stock Market, Inc. ("Nasdaq") or misrepresentations of or omissions from financial statements or related financial information shall be referred to the Company's Audit Committee for action.
11. Serve as the initial reviewing body for allegations of violations of the Code of Conduct or requests for waivers of the provisions of the Code of Conduct by a director or executive officer of the Company; provided, however, that the initial review of allegations of violations or request for waiver of the provisions of the Code of Conduct that relate to accounting disclosures and regulations of the SEC or Nasdaq, or misrepresentations of or omissions from financial statements or related financial information shall be referred to the Company's Audit Committee for action.
12. Make recommendations to the Board about responses to communications with regulatory authorities and agencies arising out of inquiries and/or investigations relating to the Code of Conduct and the Company's Insider Trading Policy, and applicable state and federal laws, to the extent the Committee deems necessary or appropriate. Issues relating to inquiries or investigations regarding the quality of financial reports filed by the Company with the SEC or otherwise distributed to the public shall be referred to the Audit Committee for action.
13. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.

### **Composition of Committee**

The Committee shall be comprised of not less than three Board members, including a Committee Chairman, designated by the Board of Directors, each of whom shall be independent within the meaning of the listing standards set forth by The Nasdaq Stock Market, Inc. and any other applicable laws, rules, or regulations.

## **Meetings**

The Committee shall meet at least annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Special meetings of the Committee may be called on one-day notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting; provided that the Committee may form and delegate authority to subcommittees or members when appropriate. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

## **Committee Access and Resources**

In carrying out its responsibilities, the Committee shall have access to all the Company's books, records, directors, officers and employees. The Committee shall have the authority to consult with the Company's counsel. It shall also have the authority to employ any counsel or other advisor of its selection, at the Company's expense, should the Committee deem it appropriate or desirable to do so.