

**THE CHEFS' WAREHOUSE, INC.  
ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE  
CHARTER**

**Purpose**

The Environmental, Social and Governance Committee (the “*Committee*”) of The Chefs’ Warehouse, Inc., a Delaware corporation (the “*Company*”), is a committee of the Board of Directors (the “*Board*”) of the Company. The purpose of the Committee is to oversee the Company’s activities in environmental, social and governance (“**ESG**”) activities and practices including matters related to health, environment, sustainability, safety and security performance, climate risk, corporate responsibility, social impact, diversity, equal opportunity and human rights.

**Committee Membership**

The Committee shall consist of three or more directors and shall be comprised solely of directors who are determined by the Board to be “independent” in accordance with the rules of the Securities and Exchange Commission and The NASDAQ Stock Market (“*NASDAQ*”).

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. One member of the Committee shall be appointed as the chairperson of the Committee by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Reference is made to the Company’s Corporate Governance Guidelines for Committee member qualifications, procedures for Committee member appointment and removal and Committee organizational procedures.

**Meetings**

The Committee shall meet as often and at such times and places as it deems necessary to fulfil its responsibilities. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The chairperson of the Committee shall preside at each meeting. In the event the chairperson of the Committee is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

## **Committee Authority and Responsibilities**

In general, the authority and responsibilities delegated to the Committee by the Board shall include the following:

1. The Committee shall oversee the Company's framework and external reporting related to the development of policies and programs regarding sustainability and ESG.
2. The Committee shall review, evaluate and report to the Board on the Company's programs and activities relating to sustainability and ESG, including, but not limited to, environmental sustainability, food safety, product quality and quality assurance systems, social and community relations, and other economic and regulatory issues as they relate to the Company's overall strategy and performance.
3. The Committee shall review shareholder proposals relating to sustainability or corporate social responsibility issues and provide a report to the Board.
4. The Committee shall review the Company's progress towards its diversity goals and compliance with the Company's responsibilities as an equal opportunity employer, and shall receive from time to time presentations by management or others relating to diversity.
5. The Committee shall review and monitor the Company's culture and employee satisfaction. The Committee shall also review, evaluate and provide input to the Board the Company's programs, progress, and efforts to address human capital management matters (e.g., workplace health and safety; safe and respectful workplace environments; and diversity, equal opportunity, equity and inclusion).
6. The Committee shall review and approve certain charitable contributions that may be made by or on behalf of the Company (subject to review and approval by the Audit Committee of the Board of any proposed charitable contribution that would constitute a related person transaction).
7. The Committee shall support the Compensation and Human Capital Committee of the Board, as requested or appropriate, in reviewing and assessing any ESG-related goals and objectives relevant to the compensation of the Company's executive officers and/or other employees.
8. The Committee shall make regular reports to the Board.
9. The Committee may form and delegate authority to subcommittees or members as it deems appropriate.
10. The Committee shall review its charter from time to time and, as it deems appropriate, recommend amendments to the Board.

**As adopted by the Board of Directors, August 2, 2022.**