

**THE CHEFS' WAREHOUSE, INC.**  
**THIRD AMENDED AND RESTATED**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The Nominating and Corporate 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 (i) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for each annual meeting of stockholders; (ii) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members and to recommend to the Board qualified individuals to fill any such vacancy; (iii) to recommend to the Board director nominees for each Board committee; (iv) to develop and recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company (“*Corporate Governance Guidelines*”) when required; and (v) to monitor, oversee and review compliance with the Corporate Governance Guidelines and all other applicable policies of the Company as the Committee or the Board deems necessary or desirable.

**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 fulfill 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 have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including, but not limited to, age, skills, experience, time availability (including the number of other boards he or she sits on in the context of the needs of the Board and the Company) and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be board members, as well as to apply the standards for independence required by the NASDAQ Listing Rules and all applicable federal laws in connection with such identification process. When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.

2. The Committee shall annually oversee the performance evaluation of the Board as a whole to determine whether it and its committees (including the Committee) are functioning effectively. At the conclusion of this process, the chairperson of the Committee will report to the Board and may make recommendations regarding changes for consideration by the Board.

3. The Committee shall make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.

4. The Committee shall recommend to the Board nominees for directors to be submitted to a stockholder vote at the next annual meeting of stockholders.

5. The Committee shall review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's Certificate of Incorporation and Bylaws and applicable law.

6. The Committee shall make recommendations to the Board in respect of committee structure and shall recommend to the Board the nominees for appointment to committees of the Board on at least an annual basis.

7. The Committee shall make recommendations to the Board regarding Board meetings, such as with respect to meeting frequency, date, location, agenda subjects and board visitation.

8. The Committee shall from time to time review the Company's Bylaws and the charters of the committees of the Board and, as the Committee deems appropriate, recommend amendments to the Board to reflect the activities of each of the respective committees, changes in applicable law or regulations and other relevant considerations.

9. The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company when required, review and reassess the

adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate.

10. The Committee shall generally advise the Board (as a whole) on corporate governance matters.

11. The Committee shall be responsible for the preparation of the disclosures required by Item 407 of Regulation S-K to be included in the Company's proxy statement relating to the director nominating process and communications between the Company's stockholders and the Board. The Committee also shall be responsible for reviewing periodically the Company's policies and procedures underlying such disclosures and, where the Committee deems it appropriate, recommending to the Board changes to such policies and procedures.

12. The Committee shall develop an appropriate orientation program for all new directors. The Committee shall also, with input from management, consider what continuing education programs may be appropriate for members of the Board.

13. The Committee shall make regular reports to the Board.

14. The Committee may form and delegate authority to subcommittees or members as it deems appropriate.

15. The Committee shall review its charter from time to time and, as it deems appropriate, recommend amendments to the Board.

16. Where the Committee determines necessary or appropriate, the Committee shall have the authority, in its sole discretion, to engage financial, legal and other advisors to carry out its responsibilities. The Committee shall be empowered (without further action by the Board) to cause the Company to pay the compensation of such advisors as established by the Committee.

17. The Committee shall perform such other activities, consistent with this charter, the Company's Certificate of Incorporation and Bylaws and governing law as the Committee deems necessary or appropriate.

18. The Committee shall perform such other functions as may be delegated to it by the Board from time to time.

**As adopted by the Board of Directors, February 17, 2016.**