

# THE CHEFS' WAREHOUSE, INC.

## COMPLIANCE WITH ANTI-CORRUPTION LAWS POLICY

### I. Purpose and Scope

The purpose of this document is to provide the anti-corruption policies and reporting procedures to officers, directors and other employees (individually, an “Employee”, collectively, “Employees”) of The Chefs’ Warehouse, Inc.<sup>1</sup> (the “Company”) in the Company’s operations worldwide.

### II. Policy

The Company is committed to compliance with all applicable laws, including applicable anti-corruption laws. In fact, the Company’s policy may require Employees to comply with a standard that is even higher than what is required by law. Employees must comply with this policy, even where a proposed action is customary and/or legal. By fully complying with the Company’s Code of Business Conduct and Ethics and policies such as this one, each Employee is not only doing the right thing, but also reducing the risk that the Company or the Employee will face criminal prosecution.

Anti-corruption laws do not always differentiate between conduct of the Company and conduct of a third party acting for and on behalf of the Company. Therefore, it is the Company’s obligation to “know its partners” and to ensure that any third parties with and through whom the Company conducts business acknowledge and agree to comply with principles of this policy.

To ensure that the requirements of this policy are met in relation to third parties, business managers are required to conduct due diligence on such third parties and comply with any other requirements of the anti-corruption policy, including but not limited to pre-engagement and post-engagement due diligence, execution of anti-corruption contractual provisions appropriate for the particular business transaction, and post-engagement or post-deal due diligence and monitoring. The Company prohibits Employees from offering, giving, authorizing, or disregarding the giving of anything of value to anyone in an effort to unlawfully obtain or retain business or otherwise gain an improper advantage for the Company. Anything of value that cannot be offered or given directly also cannot be offered or given indirectly through a third party. Employees cannot use their own money in a way that would violate this policy.

Employees are also prohibited from engaging in activities giving rise to conflicts of interest. The Company maintains a program to provide anti-bribery and anti-corruption education and training to all Employees, including the Board of Directors and C-Suite, and Employees agree to the anti-bribery and anti-corruption provisions laid out in the Company’s Code of Business Conduct and Ethics. The anti-bribery and anti-corruption programs are overseen by the Board of Directors.

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<sup>1</sup> References to the “Company” (or to “The Chefs’ Warehouse, Inc.” or to “we” or “our” or similar pronouns) in this Compliance with Anti-Corruption Laws Policy mean The Chefs’ Warehouse, Inc. and all of its subsidiaries and affiliated companies. References to “Board of Directors” mean the Board of Directors of The Chefs’ Warehouse, Inc.

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## A. Imminent Threat of Harm

This policy does not prohibit making payments necessary to protect a person from imminent physical harm, or payments necessary to protect Company property from imminent loss or destruction. If you make a payment to protect a person from imminent physical harm, or to protect Company property from imminent and unlawful loss or destruction, you must promptly report the payment to the General Counsel.

## B. Policies Specific to Particular Countries

The Company may issue other policies and procedures that apply to particular countries. Before conducting business activities that relate to a country other than those in which the Company already does business, Employees must ask the General Counsel for any policies and procedures specific to that country and must comply with any such policies and procedures.

## C. Accurate Books and Records

The Company is also committed to keeping accurate books and records. Employees are prohibited from making or maintaining incomplete or inaccurate books, records or accounts. Employees are prohibited from intentionally circumventing the Company's internal accounting controls.

## III. Definitions

Understanding anti-corruption compliance is important. This section defines the meaning of terms used in this policy.

**“Anything of value”** means anything that could benefit the recipient, including:

- cash, gift cards, or vouchers;
- travel, meals, lodging, hospitality or entertainment;
- offers of employment, including offers to relatives;
- use of Company products, services, or facilities; or
- discounts, rebates, stock, or other business opportunities.

In some circumstances, “anything of value” can even mean a donation to a charity that is favored by a government official.

**“Government official”** means:

- an employee, representative or other person acting on behalf of a government, department or agency (for example, a legislator, a city employee, a food inspector, a police officer, military member, or a customs, permitting or licensing official);

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- an employee, representative or other person acting on behalf of a business owned or controlled by a government (for example, a government-owned utility, government-controlled manufacturer, or government-controlled fishery);
- an employee, representative or other person acting on behalf of a public international organization (for example, employee of the United Nations or World Bank);
- a political party, or a political party official; or
- a candidate for public office.

If a person fits the definition above, he or she should be considered a “government official,” even if not treated as a government official by the local government, and even if that person expects to be treated as a private citizen.

“**Improper advantage**” means any benefit to the Company’s business that is intended to, or results from, the recipient violating his or her lawful duties. For example, if an Employee gave a bribe to a Government official in order to:

- issue the Company a permit or speed up a permitting process;
- award the Company a contract;
- obtain or retain business for the Company;
- obtain favorable inspection results;
- lower the rate of taxes or customs levied on the Company; or
- disadvantage a competitor.

“**Foreign third-party affiliate**” means any independent contractor, supplier, distributor, representative or agent of any kind that has a reasonable possibility of: (1) interacting with a non-U.S. government official on behalf of the Company; or (2) conducting business activities related to a country other than the U.S. as a representative or agent of the Company. The definition of “foreign third-party affiliate” does not include subcontractors of the Company’s general contractors, unless the Company is contracting directly with the subcontractor.

Example. Usually, a vendor that provides the Company with packaging services will not interact with government officials on behalf of the Company, will not be an agent of the Company, and will not hold itself out to other companies as a representative of the Company. Therefore, a vendor that provides the Company with packaging services usually will not be a “foreign third-party affiliate,” even if it provides packaging services in a country other than the U.S. Compliance with respect to subcontractors is accomplished, in part, through the Company’s written agreements with general contractors.

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#### IV. Permissible Payments

This policy does **not** prohibit fees or payments that are offered or given to governments, or departments, agencies, or instrumentalities of governments (rather than individual government officials or their family members).

#### V. Prior Approval Required

In certain circumstances, an offer or gift to a government official or family member of a government official is lawful and permissible; however, that determination may only be made by the General Counsel. In the event that an Employee seeks to make a lawful offer or gift to a government official or family member of a government official, the Employee must first seek the prior written approval of the General Counsel.

However, no Employee (regardless of position or title) may ever approve any action or conduct that would be unlawful or done for an improper purpose.

Before offering or giving anything of value to a government official (or a family member of a government official), an Employee must provide the following to the General Counsel:

- the identity and position of the government officials;
- a description of the proposed thing of value;
- the dollar value of the proposed provision;
- any available documentation and/or receipts showing the value of the proposed thing of value;
- the business purpose of the proposed offer or provision, including why offering or providing anything to the government official is necessary or recommended;
- the proposed date of the offer or provision;
- whether the government official or other person requested or suggested that anything of value be offered or provided and if so, to whom;
- the relationship between the government official, the requestor and the Company, if any; and
- a description of any business of the Company that the government official is in a position to influence.

If the General Counsel determines that the gift or offer would be lawful and authorizes the giving of a thing of value and the Employee provides the permissible thing of value, the Employee must promptly provide documentation and/or receipts to the General Counsel.

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The documentation and/or receipts must identify the following:

Who	The name, title, and organization of each person involved or present (including any government official), and the person or entity to whom payment was made.
What	The thing of value that was given (for example: dinner, tickets, services) and the dollar value.
When	The date of the expense.
Where	The location and establishment where the expense was incurred.
Why	The business purpose of the expense.

Employees must comply with all other policies governing any permissible expense. Examples of other policies that may apply to certain specific activities include, but are not limited to:

<b>An Employee who...</b>	<b>Must also comply with this policy:</b>
gives something of value (including gifts, meals, travel, or entertainment) to anyone (not just government officials) on behalf of the Company or to benefit the Company.	Code of Business Conduct and Ethics
makes a charitable donation on behalf of the Company or Employees.	Code of Business Conduct and Ethics
enters into an agreement with a foreign third-party affiliate.	Foreign Third-Party Affiliates Policy

## VI. Noncompliance

Noncompliance with this policy, including the failure to report a suspected violation of this policy or the law, is subject to corrective action up to and including termination.

In addition to corrective action for noncompliance with this policy, Employees who violate this policy also may be subject to criminal prosecution or civil enforcement by government authorities. Criminal prosecution can result in significant fines and penalties, including long-term imprisonment.

For example, individuals charged with violations of the U.S. Foreign Corrupt Practices Act could face criminal penalties of up to 5 years in prison and US \$100,000 fine per bribery violation, and up to 20 years in prison and a US \$5 million fine per accounting violation.

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## VII. Reporting Concerns and Violations

### A. What to Report

If an Employee or Company third-party affiliate is involved in corruption in any way, the Company needs to know about it.

If an Employee suspects or is informed that any anti-corruption law or Company policy may have been violated, he or she must promptly report the potential violation.

An Employee must also promptly report if he or she suspects or becomes aware of any of the following warning signs:

- Someone has requested a bribe, kickback, or improper payment for the personal benefit of any individual or individuals or for the benefit of the Company;
- A Company officer, director, third-party affiliate or Employee:
  - has violated an anti-corruption law, including the U.S. Foreign Corrupt Practices Act;
  - engages in any conduct that the Employee believes would be perceived as corrupt or unlawful if it was shown on television, accurately reported by the press, or became known by law-abiding authorities; or
  - has been reluctant to act openly, or has tried to hide the nature of his or her interaction with either the Company or a government official.
- A government official:
  - asks for payment that is more than the official fee that is usually required for the specified government services or actions;
  - asks for an unusual method of payment for government fees (for example, payment to a private bank account, in cash, to an unrelated third-party or that payment be made to an account in another country);
  - submits an invoice or authorization for government services that lacks the normal detail or appears unofficial, altered or false;
  - asks the Company to hire a specific third-party affiliate;
  - is the subject of a government investigation;
  - is the subject of a report of suspicious, unethical, or unlawful conduct; or
  - asks for personal favors.

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- A foreign third-party affiliate who:
  - asks for payment that is more than is required under the Company’s agreement with the third-party affiliate;
  - asks for an unusual method of payment (for example, payment in another country, in cash, to an unrelated third-party or to an unidentified bank account);
  - submits an invoice that lacks the normal level of detail or appears to be altered or false;
  - asks for donations of products or services (either to the third-party affiliate or to someone else);
  - is the subject of a government investigation;
  - is the subject of a report of suspicious, unethical, or unlawful conduct; or
  - asks for personal favors.

**B. When to Report**

Employees **must** report any activities, concerns, warning signs or violations **as early as possible**. Knowing about problems at early stages allows the Company to investigate and take corrective action.

If an Employee advises a more senior Employee of a suspected violation or warning sign, the more senior Employee must also promptly report the suspected violation in one of the ways described above.

**C. Why Report**

If a Company officer, director, other Employee, or third-party affiliate may be or is involved in corruption in any way, the Company needs to know about it. The Company views those who report concerns and warning signs to the Company as loyal Employees who are doing the right thing and protecting the Company’s reputation and interests. The Company views those involved in wrongful behavior as the ones who are disloyal.

**D. No Retaliation**

The Company’s Whistleblower Policy prohibits retaliation or discrimination against Employees for fulfilling their obligation to report concerns and violations in good faith. Reports are considered to be made in good faith unless the person making the report makes a report that he or she knows or believes is false.

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## **E. How to Report**

The Company offers several secure, accessible channels to raise concerns and report violations. Concerns and violations may be reported 24 hours a day, 7 days a week and may be submitted anonymously. The Company's Whistleblower Policy provides detailed information on how and to whom to make a report.

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