

THE CHEFS' WAREHOUSE, INC.
AMENDED AND RESTATED EXECUTIVE AND DIRECTOR
STOCK OWNERSHIP GUIDELINES

Effective August 2, 2022

The objective of these Amended and Restated Executive and Director Stock Ownership Guidelines (these "Guidelines") is to further align the interests of certain corporate executives and directors ("Covered Individuals") of The Chefs' Warehouse, Inc. ("Chefs" or the Company") with the interests of the Company's stockholders by ensuring that the Covered Individuals have a significant personal financial stake in the Company. As of August 2, 2022, these Guidelines supersede and replace any prior policies regarding the ownership of stock by the Covered Individuals.

I. Ownership Amount

The Board of Directors of the Company (the "Board") expects the following Covered Individuals to acquire and hold shares of Chefs' common stock (NASDAQ: CHEF) ("Shares") with a value equal to the applicable Target Stock Ownership Amount specified below:

Covered Individual	Target Stock Ownership Amount
Chief Executive Officer	6x base salary
Other Named Executive Officers ("NEOs")	2x base salary
Executive Vice Presidents and other senior executives (as identified by the Company's General Counsel) that are not NEOs	1x base salary
Company Directors	5x the equity component of the director's annual retainer

II. Determination

When determining compliance with these Guidelines, the following calculations will be used:

- The Target Stock Ownership Amount for a Covered Individual shall be based on compensation for such Covered Individual as reported for the most recently completed fiscal year; and
- The value of the Shares held by a Covered Individual will be equal to (x) the number of Shares held by the Covered Individual at the end of the most recently completed fiscal year (as described below) multiplied by (y) the closing price of a Share on the last day of the most recently completed fiscal year as reported by NASDAQ.

The following ownership interests will be considered Shares held by a Covered Individual in determining compliance with these Guidelines:

- Shares owned outright by the Covered Individual, or by members of the Covered Individual's immediate family residing in the same household, whether held individually or jointly, including Shares held in any qualified retirement accounts;
- Shares held in trust for the benefit of the Covered Individual or the Covered Individual's immediate family residing in the same household, or by a family limited partnership or other similar arrangement; and
- Full value stock awards and Shares underlying full value stock awards that remain subject only to time-based forfeiture provisions.

Neither Shares underlying stock options nor Shares underlying stock awards that remain subject to performance-based forfeiture provisions will be counted toward the requirement.

III. Compliance

Compliance with these Guidelines will be determined at least annually.

Each Covered Individual must hold Shares equal to the applicable Target Stock Ownership Amount within 36 months of the later of (i) the effective date of these Guidelines or (ii) (A) if the Covered Individual is an executive of the Company, the date the Covered Individual is appointed to the position that causes the Covered Individual to be subject to these Guidelines (or a higher Target Stock Ownership Amount under these Guidelines) or (B) if the Covered Individual is a director of the Company, the date the Covered Individual is elected to the Board, as applicable. The General Counsel in its discretion and in appropriate circumstances may extend the period of time for a Covered Individual to reach the applicable Target Stock Ownership Amount.

Once a Covered Individual is determined to hold Shares equal to the Covered Individual's Target Stock Ownership Amount, ownership of the applicable Target Stock Ownership Amount must be maintained while a Covered Individual is subject to these Guidelines. Ownership will be considered maintained if the Covered Individual (i) has retained the Shares held when most recently determined to be holding Shares equal to the Covered Individual's Target Stock Ownership Amount or (ii) is determined to hold Shares equal to the Covered Individual's Target Stock Ownership Amount.

Until a Covered Individual holds Shares equal to the Covered Individual's Target Stock Ownership Amount, the Covered Individual is strongly discouraged from dispositions of Shares and is not allowed to dispose of Shares received pursuant to equity awards granted by the Company. The term "disposition" in the preceding sentence shall not include: (a) sales of Shares to settle tax withholding obligations arising in connection with the vesting or exercise of equity awards; (b) sales of Shares to pay the exercise price or trading fees or commissions arising in connection with the vesting or exercise of equity awards; or (c) sales of Shares held by members of the immediate family of the Covered Individual.

IV. Administration

The Compensation and Human Capital Committee of the Board (the “Committee”) shall have full authority to oversee the administration, implementation, interpretation and modification of these Guidelines. The Company’s General Counsel’s office shall be responsible for administering these Guidelines, subject to the oversight of the Committee, and for communicating these Guidelines (and the number of Shares comprising each individual’s Target Stock Ownership Amount) to each Covered Individual. No member of the Board, the Committee, or the General Counsel’s office shall be personally liable for any action or determination made in good faith with respect to these Guidelines or to any settlement of any dispute between a Covered Individual and the Company. The Board, the Committee, or the General Counsel’s office shall be entitled to rely upon the advice, opinions or valuations of any attorneys, consultants, accountants, appraisers, brokers or other persons in connection with administering these Guidelines.

V. Enforcement

In the event that a Covered Individual has not achieved the Covered Individual’s applicable Target Stock Ownership Amount within the applicable period of time specified above, or the individual disposes of Shares other than as permitted per above, then the Committee may consider the level of stock ownership held by such individual and the disposition of Shares as factors in making subsequent compensation and award decisions for the individual or other reasonable consequences of such non-compliance.

The Board recognizes that exceptions to these Guidelines may be necessary, appropriate or advisable, in individual cases. The Committee or General Counsel may approve such exceptions from time to time, as the Committee or General Counsel deem appropriate, respectively.

VI. Amendments, Modifications and Termination

These Guidelines may, at any time or from time to time, be amended, modified or terminated by the Board.