

SYSCO CORPORATION
AUDIT COMMITTEE CHARTER

Organization

The Board of Directors of SYSCO Corporation shall establish an Audit Committee whose members shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. The Audit Committee shall have a minimum of three members and be composed entirely of directors who are independent of the management of SYSCO, are free of any relationship that, in the affirmative opinion of the Board, would interfere with their exercise of independent judgment as a Committee member, who are financially literate, and who otherwise meet the NYSE's definition of "independent" and the definition of "independence" contained in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended. At least one member of the Committee shall be an "audit committee financial expert" as such term is defined in rules promulgated by the Securities and Exchange Commission. Committee members cannot serve on the audit committees of more than two other companies.

Statement of Policy

The Audit Committee shall provide assistance to the directors in fulfilling their responsibilities to shareholders, potential shareholders, and the investment community with respect to compliance with legal and regulatory requirements, corporate accounting, reporting practices, and the integrity of the financial statements of SYSCO, oversight of the independent auditors' qualifications and independence, and evaluation of the performance of SYSCO's internal audit department and independent auditors. It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.

In the performance of its responsibilities, the Audit Committee must maintain free and open means of communication among the directors, the independent auditors, SYSCO's internal audit department ("Operations Review"), and executive and financial management. The Audit Committee shall have full access, without restriction, to all information which it believes, in the members' judgment, is required to fulfill its responsibilities. The independent auditors report directly to the Audit Committee and are accountable to the Board of Directors and the Audit Committee as shareholder representatives.

In executing its responsibilities, the Audit Committee's policies and procedures should be flexible in order to best react to changing conditions, and to insure that the accounting and reporting practices of SYSCO meet or exceed all applicable legal and regulatory requirements. In carrying out its responsibilities, the Audit Committee shall meet as often as it determines, but not less frequently than quarterly. SYSCO shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to any registered public accounting firm and for other professional advisors such as independent counsel engaged by the Audit Committee and for the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

In order to assist it in fulfilling its obligations set forth herein, the Committee shall review and discuss with the independent auditors:

1. Major issues regarding accounting principles and financial statement presentations, including any significant changes in SYSCO's selection or application of accounting principles, and major issues as to the adequacy of SYSCO's internal controls and any special audit steps adopted in light of material control deficiencies, if any.
2. Analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effect of alternative GAAP methods on the financial statements.
3. The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements.
4. The performance of the inside and outside auditors.

Responsibility With Respect to Independent Auditors

With respect to the Company's independent auditors, the Audit Committee shall:

1. Select and oversee the independent auditors who shall audit the consolidated financial statements of SYSCO Corporation and its divisions and subsidiaries; with sole power of dismissal.
2. Determine the compensation of and approve fee arrangements with the independent auditors for audit and permitted non-audit services and annually review fees paid to the firm.
3. Review the experience and qualifications of the senior members of the independent auditor's team.
4. Pre-approve the retention of the independent auditors for any audit services (including comfort letters and statutory audits), internal control-related services and permitted non-audit services.
5. Review and discuss with the independent auditors and with management the Company's annual audited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in the annual report to shareholders and Form 10-K prior to release to the public or filing with the appropriate agencies, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
6. Review and discuss with the independent auditors and with management, the earnings press releases, and the type and presentation of information therein, prior to release to the public.
7. Require that the independent auditors conduct an SAS 100 Interim Financial Review before the Company files its Form 10-Q.

8. Meet with the independent auditors at the conclusion of the audit to review the results and discuss any difficulties the auditors encountered in the course of the audit work, including any restrictions on the scope of their activities or access to requested information. In connection with this review, discuss the independent auditors' evaluation of SYSCO's financial, accounting, and auditing personnel, the level of cooperation that the independent auditors received during the course of the audit, accounting adjustments, including any proposed adjustments that were not made due to immateriality or otherwise, any material issues on which the national office of the independent auditor was consulted by the Company's audit team, significant auditing or accounting issues or disagreements with management and any management response thereto, and any management or internal control letters issued or proposed to be issued. This review shall also include a discussion of the responsibilities, budget and staffing of Operations Review.
9. Review and discuss with management and the independent auditors the Company's quarterly financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations", in the Company's Form 10-Q and the results of the auditor's review of the quarterly financial statements prior to filing with the appropriate agencies.
10. Obtain and review at least annually, and discuss with the auditors, a written report from the independent auditors describing their internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of them, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by them and any steps taken to deal with any such issues; and all relationships between the independent auditor and the Company. After reviewing this report, the Committee should evaluate the independent auditor's qualifications, performance and independence, including considering whether the auditor's internal controls are adequate and the provision of any permitted non-audit services is compatible with maintaining independence, and present its conclusions to the full Board. This evaluation shall include a review and evaluation of the lead partner of the independent auditor and shall take into account the opinions of management and Operations Review.
11. Assure the regular rotation of the lead audit partner as required by law, and consider, in order to assure continuing auditor independence, whether there should be regular rotation of the audit firm itself.
12. Obtain and review at least annually a written report from the independent auditors describing all critical accounting policies and practices to be used by SYSCO; all alternative treatments of financial information within generally accepted accounting principles that have been discussed with SYSCO management; ramifications of the use of such alternative disclosures and treatments, and the treatments preferred by the independent auditors; and other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
13. Require the independent auditors to provide a formal written statement that delineates all relationships between the independent auditor and SYSCO. The Committee will ensure, through communicating with the independent auditor, that no relationship or services will impact the auditor's independence or objectivity.

Responsibility With Respect to Other Matters

With respect to other matters, the Committee shall:

1. Meet separately in executive session, at least quarterly with Operations Review, with the independent auditors and with management.
2. Review at least annually, with the independent auditors, Operations Review, and executive and financial management the adequacy and effectiveness of SYSCO's accounting and financial controls and practices. Discuss major financial risks and exposures and steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. Meet annually with the Finance Committee to review the Company's enterprise-wide risk assessment and risk management policies and processes, as well as policies regarding financial risk management (including the use of derivatives) and insurance risk management. Request recommendations for improvement of the Company's risk and exposure controls, including identified areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper.
3. Meet with the independent auditors and executive and financial management to review the scope and staffing of the proposed audit for the ensuing fiscal year including the audit procedures to be employed.
4. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
5. When applicable, review and discuss with management, Operations Review and the independent auditors the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
6. Review the adoption, application and disclosure of the Company's critical accounting policies and any changes thereto.
7. Review periodically SYSCO's Code of Business Conduct, including the results of the review by Operations Review of compliance with the Code, particularly with regard to the functioning of the ethics committees (or persons performing similar functions) at SYSCO and its subsidiaries.
8. Review at least annually Operations Review including its performance, independence and authority, its proposed audit plans and scope for the ensuing year, and the coordination of such plans with the independent auditors.
9. Receive prior to each meeting as appropriate, from Operations Review and the independent auditors, reports summarizing the findings of completed internal reviews,

and a progress report of accomplished versus planned activities. Any deviations from planned activities should be adequately explained.

10. Review and approve the Committee's report required by the SEC to be included in the Company's annual Proxy Statement.
11. Establish procedures for the receipt, retention and treatment of complaints received by SYSCO regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
12. Review and discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any public reports or articles which raise material issues regarding the Company's financial statements or accounting policies or practices.
13. Review the quality and sufficiency of the accounting and financial resources required to meet the financial and reporting objectives as determined by the Committee. Review the succession planning process for the accounting, internal audit and financial reporting areas.
14. Review and determine appropriateness of the Company hiring any employee or former employee of the Company's independent auditors and set clear hiring policies with respect thereto.
15. Review all allegations brought to the Committee's attention, regardless of source, of inappropriate or improper accounting practices, fraud or other illegal acts.
16. Investigate any matter brought to its attention within the scope of its duties.
17. The Committee shall have the power to retain outside counsel and/or advisors, including a public accounting firm other than the current independent auditor, if, in its judgment, that is appropriate to carry out its duties and shall have appropriate funding to compensate such advisors.
18. Review and discuss financial information and earnings guidance provided to analysts and rating agencies.
19. Discuss with the Company's General Counsel legal matters that may have a material impact on the Company's financial statements or internal controls.
20. Submit the minutes of all meetings of the Committee to, or orally report the matters discussed at each committee meeting with, the Board of Directors.
21. Establish a standard of conduct concerning relationships of management, the Committee, and individual Board members, with the independent auditors and review those relationships on an annual basis.
22. Meet with the Finance Committee at least annually (and at such other times as either the Finance Committee or the Audit Committee deems appropriate) to review and oversee

the Company's environmental, health, and safety matters and related regulatory compliance and specific actions to be taken in this area.

23. Evaluate annually the performance of the Audit Committee.

24. Review and assess the adequacy of this Charter annually and recommend any changes to the Board for approval.