

**SYSCO CORPORATION  
COMPENSATION COMMITTEE CHARTER**

The Compensation Committee reviews and manages the compensation structure of the Corporation, administers stock incentive plans and reviews various executive benefit plans.

**Description of the Compensation Committee**

The composition of the Compensation Committee shall at all times comply with New York Stock Exchange rules regarding independence. In addition, each member shall be a “non-employee” director within the meaning of the rules under Section 16 of the Securities Exchange Act of 1934, as amended, and an “outside director” within the meaning of Section 162 (m) of the Internal Revenue Code of 1986, as amended. The Compensation Committee shall develop the Corporation’s compensation policies applicable to the operating company presidents and executive vice presidents, corporate officers and all other persons who are participants in the Corporation’s Management Incentive Plan and shall grant restricted stock grants, stock options and other awards under the Corporation’s equity-based incentive plans (except to the extent that any such plan requires that such action be taken by the Board of Directors rather than the Compensation Committee).

**Duties of the Compensation Committee**

The Compensation Committee shall:

- A. Establish the factors and criteria, including corporate goals and objectives, upon which the compensation of the Chief Executive Officer (CEO) of the Corporation shall be based and the relationship of executive compensation in general (and compensation of the Chief Executive Officer in particular) to the performance of the Corporation.
- B. Evaluate annually the CEO’s performance in light of the goals and objectives set forth in paragraph A above and determine and approve the CEO’s compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Corporation’s performance and relative shareholder return, the value of similar incentive rewards to CEOs at comparable companies and the awards given to the Corporation’s CEO in past years.
- C. The Compensation Committee shall meet jointly with the Corporate Governance and Nominating Committee at least annually to discuss the personal goals and objectives of the CEO. The Corporate Governance and Nominating Committee shall also be invited to attend the meeting of the Compensation Committee at which the CEO’s performance is evaluated, but the approval of the CEO’s compensation based on such evaluation shall be made solely by the Compensation Committee.
- D. Obtain available information relating to types and levels of executive compensation of other similarly situated companies in the Corporation’s industry.
- E. Review the job performance of the other senior executive officers of the Corporation and determine the annual salary, bonus and other benefits of such senior executive officers.

- F. Periodically review, evaluate the impact of, and make recommendations with respect to “change of control” provisions in Director and executive benefit plans.
- G. Establish and review the Corporation’s policies relating to management perquisites, if any.
- H. Issue an annual Compensation Committee report in connection with the annual proxy statement and in compliance with the applicable rules promulgated under the Securities Exchange Act of 1934, as amended.
- I. Have sole authority to retain, determine the terms of engagement and compensation of and terminate any consulting firm that will assist in the evaluation of CEO or senior executive compensation.
- J. Provide guidance and make recommendations to the Board on current and prospective employee (particularly executive) benefit plans, including incentive compensation and equity-based plans; provided that to the extent the Board has authorized the Compensation Committee to approve or amend an employee benefit plan pursuant to a Board resolution or the terms of a plan approved by the Board, the Compensation Committee may adopt or approve such plan or amendment by its own action and without having made a prior recommendation to the Board.
- K. Approve grants of (1) restricted stock, stock options and other equity-based awards or rights under the Company’s equity-based plans incentive or benefit plans and (2) cash-based compensation under the Company’s other incentive or benefit plans. Take such other actions as may be necessary to administer or otherwise carry out the intent and purpose of SYSCO’s Stock Option Plan, Management Incentive Plan, Supplemental Performance Based Bonus Plan, Supplemental Executive Retirement Plan, Directors’ Deferred Compensation Plan, Executive Deferred Compensation Plan, equity deferral plans, long-term incentive plans and all other executive benefit plans (whether equity-based or cash-based), as well as all non-executive employee equity-based plans. To the extent that any such plan requires that such action be taken by the Board of Directors rather than the Compensation Committee, the Compensation Committee will, to the extent appropriate, make recommendations to the Board of Directors regarding such actions.
- L. Conduct an annual performance evaluation of the Compensation Committee and its members.
- M. Annually review this charter.

### **Process**

- A. Committee members shall be appointed by the full Board upon the recommendation of the Corporate Governance and Nominating Committee and shall serve until the earlier of their resignation or removal.
- B. Committee meetings shall be led by a Chairman appointed by the Board. In the absence of the Chairman, at any meeting at which a quorum is present, a majority of the Committee members may elect an acting chairman of the meeting. The Committee shall have authority to delegate any decisions, other than decisions with respect to CEO compensation, to a subcommittee of the Committee, provided that a full report of any action taken is promptly made to the full Committee. The Committee shall meet a minimum of four times in each fiscal year.
- C. All Committee actions shall be promptly reported to the full Board.