

SYSKO CORPORATION

EMPLOYEE BENEFITS COMMITTEE CHARTER

The Employee Benefits Committee (the "Committee") provides assistance to the Board of Directors (the "Board") of SYSKO Corporation (the "Corporation") in satisfying its oversight responsibilities with respect to the maintenance and administration of the Corporation's employee stock purchase, welfare benefit, and tax-qualified retirement plans.

Description of the Committee's Function.

The Committee shall have oversight responsibility with respect to the maintenance and administration of the Corporation's employee stock purchase, welfare benefit, and tax-qualified retirement plans (collectively, the "Plans"). The Committee shall have authority to take such actions as it deems necessary or advisable to oversee the maintenance and administration of the Plans, including, without limitation, the authority to delegate such power as it may deem appropriate to the administrative committees of the respective Plans (the "Administrative Committees") and to allow the Administrative Committees to delegate such of their power as they deem appropriate to the 401(k)/Pension Plans Investment & Administrative Committee. Notwithstanding the foregoing, any action of the Committee that impacts the compensation of one or more executive officers, other than action that impacts all employees of the Corporation on an equal, non-discriminatory basis, must be recommended by the Committee to the Compensation Committee for its approval.

Organization and Governance of the Committee.

- A. The Committee shall consist of at least two members of the Board. Committee members shall be appointed by the full Board and shall serve until the earlier of their resignation or removal from the Committee or the Board.
- B. The Board shall designate one member of the Committee to serve as Chairperson. In the absence of a Chairperson at any duly called meeting of the Committee at which a quorum is present, the Committee, by majority vote of those members present, shall designate one of said members to serve as acting Chairperson.
- C. The Committee shall have authority to delegate to the Administrative Committees, by resolution of the Committee, any duties or responsibilities of the Committee, other than duties or responsibilities related to: (i) approval of amendments to the Plans; (ii) approval of the adoption of the Plans by affiliates of the Corporation; or (iii) establishment, adoption, merger, or termination of any tax-qualified retirement or employee stock purchase plans. The Committee shall have exclusive authority to appoint and remove the members of the Administrative Committees.
- D. The Committee shall report to the full Board all significant actions taken by the Committee.

Duties and Responsibilities of the Committee.

Unless the respective Plan documents provide for the following responsibilities to be carried out by an entity other than the Committee, and subject to the last sentence under “Description of the Committee’s Function” above, the Committee shall, with the assistance of appropriate Corporation personnel and in a manner consistent with the provisions of the respective Plan documents, be responsible for the following:

- A. Approving the Plans’ benefit provisions and design features.
- B. Approving adoption of the Plans by the Corporation’s affiliates.
- C. Overseeing the Administrative Committees and appointing and removing their respective members.
- D. Approving amendments to the Plans.
- E. Recommending the establishment, adoption, merger, and termination of the tax-qualified retirement and employee stock purchase Plans. Any decision that would require the Corporation to establish, adopt, merge, or terminate a tax-qualified retirement or employee stock purchase Plan that is sponsored by the Corporation shall require approval by the full Board. Any decision that would require the Corporation’s affiliates to establish, adopt, merge, or terminate a tax-qualified retirement or employee stock purchase plan that is sponsored by the Corporation’s affiliates may be approved by the Committee and shall not require approval by the full Board.
- F. Reviewing and assessing the adequacy of this Charter and recommending any changes to the Board.
- G. Subject to the other provisions of this Charter, taking such other actions (including, without limitation, delegation to the Administrative Committees of such of the Committee’s authority as it may deem appropriate) as may be necessary or advisable to maintain, administer, or otherwise carry out the intent and purpose of the Plans and the function of the Committee.