

SYSCO CORPORATION CORPORATE SUSTAINABILITY COMMITTEE CHARTER

The Corporate Sustainability Committee (the “Committee”) provides review for, and acts in an advisory capacity to, the Board of Directors (the “Board”) and management of SYSCO Corporation (the “Corporation” or “SYSCO”) with respect to those policies and strategies of the Corporation that affect the Corporation’s long-term sustainability and its role as a socially responsible organization.

As the world’s largest foodservice marketer and distributor, SYSCO recognizes that its actions have a great impact across the food chain. The business practices adopted to sustain and maintain its position in the industry influence not only SYSCO’s activities and employees, but also its suppliers, their suppliers, and its customers and their customers – an arc that extends from the grower to the restaurant plate.

Using the classic definition of “Sustainability” as “development that meets the needs of the present without compromising the ability of future generations to meet their own needs,” SYSCO must have business practices that will sustain and strengthen its ability to continue to grow in the future as it has in the past and to quantify its achievements across a large and decentralized organization.

The Committee recognizes that in a business as central to everyday life as food, business practices designed to sustain an organization are also sound business practices. The Committee also recognizes that many of the same practices that deliver the best quality, nutrition, and service to customers at the lowest total cost also benefit the environment, promote economic fairness and serve society.

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 report to the full Board all significant actions taken by the Committee.

Duties and Responsibilities of the Committee.

The Sustainability Committee shall review SYSCO’s direction and policy on Sustainability and review that organizational activities alignment with the Corporation’s commitment to Sustainability. The Committee shall be responsible for the following objectives:

- Review and monitor SYSCO’s Sustainability strategy and its implementation based on specified objectives.
- Review internal and external stakeholder awareness of environmental, social and economic issues as they relate to SYSCO’s business and SYSCO’s Sustainability strategy and performance.

- Assess the Corporation's resources and processes used to address identified priorities, including both risks and opportunities, and align the Corporation's activities with its Sustainability commitment and strategy.
- Periodically review key performance metrics relating to its Sustainability.

In furtherance of these objectives, the Committee shall specifically:

- A. Support SYSCO's vision of being the global leader of the efficient, multi-temperature food product value chain and support SYSCO's mission of Helping Our Customers Succeed.
- B. Review the Corporation's initiatives to ensure SYSCO's long-term sustainability with particular focus on operating initiatives which provide safe and nutritional food, improve the environment, and reduce costs, while giving SYSCO and its customers a competitive advantage.
- C. Review the Corporation's positions on corporate social, political and environmental trends and public policy issues which affect or could affect (1) investors and other SYSCO key stakeholders (employees, suppliers, customers and communities) around the globe and (2) the Corporation's business activities, performance and public reputation.
- D. Review key trends in proposed and existing legislation, regulation, litigation and public debate around the world in order to recommend whether the Corporation should consider additional corporate social responsibility actions with particular focus on food safety, nutrition and the environment.
- E. Consider the impact of the Corporation's procedures and processes on employees, citizens and communities, especially with respect to the environment, agricultural sustainability, health and safety matters, and diversity of its workforce, suppliers and customers.
- F. Consider customer, shareholder, employee and community relations in the communities where the Corporation does business.
- G. Consider shareholder proposals relating to public policy or social responsibility issues.
- H. Consider the manner in which the Corporation conducts its public policy and government relations activities, including policies and guidelines regarding political contributions by the Corporation and lobbying activities.
- I. Review the Corporation's support of charitable, civic, educational and business organizations.
- J. Review the Corporation's periodic sustainability reports, corporate social responsibility reports, carbon disclosure reports and other similar reports, as well as business conduct standards for suppliers, all of which affect the Corporation's sustainability.
- K. Review the Corporation's Equal Employment Opportunity Reports, Office of Federal Contract Compliance Programs (OFCCP) data and diversity initiatives, including but not limited to supplier and employee diversity.
- L. Offer advice and counsel to management regarding the effectiveness of the sustainability strategy, the Corporation's social responsibility programs, and corporate citizenship.
- M. Carry out such other duties as may be delegated to it by the Board of Directors from time to time.