

**SYSCO CORPORATION**

**AUDIT COMMITTEE CHARTER**

**I. Organization**

The Board of Directors (the "**Board**") of Sysco Corporation ("**Sysco**" or the "**Company**") shall establish an Audit Committee (the "**Committee**"), whose members shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. The Committee shall have a minimum of three members and be composed entirely of directors who: (i) are independent of the management of Sysco; (ii) 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; (iii) are financially literate; and (iv) otherwise meet the NYSE's definition of "independent" and the definition of "independence" contained in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). At least one member of the Committee should be an "audit committee financial expert," as such term is defined in the rules promulgated by the Securities and Exchange Commission (the "**SEC**"). Committee members cannot serve on the audit committees of more than two other public companies.

**II. Statement of Policy**

The Committee shall assist the Board in overseeing and monitoring: (i) compliance by the Company with legal and regulatory requirements; (ii) corporate accounting; (iii) reporting practices; (iv) the integrity of the financial statements of Sysco; (v) the qualifications and independence of Sysco's independent registered public accounting firm (the "**Independent Auditors**"); (vi) evaluation of the performance of Sysco's internal audit department ("**Internal Audit**") and Independent Auditors; (vii) certain treasury and finance matters; and (viii) risk assessment and risk management. It is not the duty of the Committee to plan or conduct audits, to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("**GAAP**") and applicable rules and regulations or to manage the Company's exposure to risk. These are the responsibilities of management and, in the case of the Company's financial statements and disclosures, Sysco's Independent Auditors. In the performance of its responsibilities, the Committee must maintain free and open means of communication among the directors, the Independent Auditors, Internal Audit and management. The 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 Committee and are accountable to the Board and the Committee.

In executing its responsibilities, the 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. Sysco shall provide appropriate funding, as determined by

the Committee, for payment of compensation to any registered public accounting firm and for other professional advisors, such as independent counsel, engaged by the Committee and for the ordinary administrative expenses of the 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 control over financial reporting ("**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 Internal Audit, the Independent Auditors and any other external auditors.

### **III. Responsibility With Respect to Independent Auditors**

With respect to the Company's Independent Auditors, the Committee shall:

1. Select and oversee the Independent Auditors, who shall audit the consolidated financial statements of Sysco 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 such firm.
3. Review the experience and qualifications of the senior members of the Independent Auditors' team.
4. Pre-approve the retention of the Independent Auditors for any audit services (including comfort letters and statutory audits), Internal Controls-related services and permitted non-audit services. The Committee may establish policies and procedures for this approval and may delegate such preapproval authority to any member of the Committee, provided that a full report of any services so preapproved is promptly made to the Committee, not later than the next regularly scheduled Committee meeting.
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 annual report on Form 10-K (the "**Form 10-K**") prior to release to the public or filing with the appropriate agencies; discuss with the Independent Auditors the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board (the "**PCAOB**") and the SEC; obtain and review the written disclosures and letter from the Independent Auditors regarding independence, as required by applicable rules of the PCAOB, and discuss with the Independent Auditors their independence; and recommend to the Board whether the audited financial statements should be included in the 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 (paying special attention to any use of "pro forma," or "adjusted" non-GAAP information), prior to release to analysts, ratings agencies and the public.
7. Require that the Independent Auditors conduct a review of interim financial information pursuant to PCAOB Auditing Standard No. 4105 (or any successor thereto) before the Company files each quarterly report on Form 10-Q ("**Form 10-Q**").
8. Meet with the Independent Auditors at the conclusion of the audit to review the results and discuss any problems or difficulties the Independent 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 Controls letters issued or proposed to be issued. This review shall also include a discussion of the responsibilities, budget and staffing of Internal Audit.
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 Independent Auditors' review of the quarterly financial statements, prior to the Company's filing of the Form 10-Q with the appropriate agencies.
10. Obtain and review at least annually, and discuss with the auditors, a written report from the Independent Auditors describing: (i) their internal quality control procedures; (ii) 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 (iii) all relationships between the Independent Auditors and the Company.

11. At least annually, evaluate the Independent Auditors' qualifications, performance and independence, including considering whether the Independent Auditors' quality controls are adequate and the provision of any permitted non-audit services is compatible with maintaining independence, and present its conclusions to the 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 Internal Audit.
12. 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.
13. Obtain, review and discuss, at least annually, written reports from the Independent Auditors describing matters required to be reported to the Committee under applicable auditing standards as adopted from time to time by the PCAOB, such as, among other things: (i) all critical accounting policies and practices to be used by Sysco; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with Sysco management; (iii) the ramifications of the use of such alternative disclosures and treatments, and the treatments preferred by the Independent Auditors; (iv) significant unusual transactions and relationships and transactions between Sysco and its related parties; and (v) other material written communications between the Independent Auditors and management, such as any management letter or schedule of unadjusted differences.

#### **IV. Responsibility With Respect to Finance Matters**

With respect to the Company's treasury/finance function, the Committee shall:

1. Review and discuss with management at least annually the Company's policies governing capital structure, debt limits, cash or stock dividends, and liquidity for the Company.
2. Review and discuss with management at least annually the Company's Treasury Department Debt and Investment Management Policy (or any successor policy thereto) (the "**D&I Policy**"), and recommend to the Board any changes to the D&I Policy, including proposed changes to increase the Total Indebtedness Level to provide additional borrowing capacity in connection with a contemplated issuance of debt securities.
3. Review and recommend to the Board from time to time programs providing for the repurchase and/or retirement of Company securities, excluding the repurchase of debt securities otherwise authorized by the D&I Policy.

4. Review and recommend to the Board from time to time the issuance or repurchase of Company equity securities, excluding the issuance or repurchase (or other acquisition) of such securities in connection with the Company's compensation or retirement programs.

**V. Responsibility With Respect to Other Matters**

In addition to the responsibilities set forth above, the Committee shall:

1. Meet separately in executive session, at least quarterly, with Internal Audit, the Independent Auditors and management.
2. Review at least annually, with the Independent Auditors, Internal Audit and management, the adequacy and effectiveness of Sysco's accounting and financial controls and practices.
3. Discuss and monitor the Company's policies with respect to risk assessment and risk management, including discussion of enterprise-wide guidelines and policies to govern the process by which risk assessment and management is undertaken, and discuss major financial risks and exposures and steps management has taken to assess, monitor and control such exposures. Make recommendations to the Board with respect to the process by which members of the Board and relevant committees will be made aware of the Company's significant risks and will be able to satisfy themselves that management has designed and is implementing risk assessment and management policies and procedures that effectively address the relevant risk issues. Such recommendations will include recommendations regarding which committee of the Board would be most appropriate to take responsibility for oversight of each material risk faced by the Company and will include recommendations to the Board regarding allocation of risk oversight responsibilities among the committees.
4. Review management's risk assessment and risk management policies and procedures with respect to those risks for which responsibility for oversight has been assigned to the Committee by the Board, including risks related to the Company's financial statements, reporting processes and compliance.
5. Review and recommend to the Board the Company's insurance risk management strategies as proposed by management.
6. Meet with the Independent Auditors and management to review the scope and staffing of the proposed audit for the ensuing fiscal year including the audit procedures to be employed.
7. Review disclosures made to the 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.

8. Review and discuss with management, Internal Audit and the Independent Auditors: (i) when applicable, any changes in Internal Controls that have materially affected or are reasonably likely to materially affect the Company's Internal Controls that are required to be disclosed and any other changes in Internal Controls that were considered for disclosure in the Company's periodic filings with the SEC; and (ii) the Company's Internal Controls report, as well as the Independent Auditors' attestation of such report, prior to the filing of the Form 10-K.
9. Review the adoption, application and disclosure of the Company's critical accounting policies and any changes thereto.
10. Review and discuss the audit risk associated with any instances of gross ethical misconduct (or other significant violations of the Code of Business Conduct) reported to the Committee by Internal Audit, the Independent Auditors or the Corporate Governance and Nominating Committee.
11. Review, at least annually, Internal Audit, including its performance, effectiveness, independence and authority, its proposed audit plans and scope for the ensuing year, and the coordination of such plans with the Independent Auditors.
12. Receive prior to each meeting as appropriate, from Internal Audit and the Independent Auditors, reports summarizing the findings of completed internal reviews, any significant reports to management prepared by Internal Audit and a progress report of accomplished versus planned activities. Any deviations from planned activities should be adequately explained.
13. Prepare the report required by the SEC to be included in the Company's annual Proxy Statement.
14. Establish and oversee procedures for: (i) the receipt, retention and treatment of complaints received by Sysco regarding accounting, internal accounting controls or auditing matters; (ii) confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters; and (iii) the review of any allegations of questionable, inappropriate or improper accounting, internal accounting controls or auditing practices reported to the Committee pursuant to such procedures or otherwise.
15. 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.
16. 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.
17. Review all allegations of fraud or illegal acts reported to the Committee by senior management, Internal Audit, the Independent Auditors or the

Company's in-house or outside legal counsel. Fraud allegations to be reported to the Committee will generally be limited to allegations of the occurrence of: (i) a fraudulent act or omission that could result in material financial or reputational harm to the Company; or (ii) any fraudulent act or omission, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

18. Investigate any matter brought to its attention within the scope of its duties.
19. Review from time to time the Board's delegation of authority to the Company's CEO and recommend to the Board any changes to such delegation.
20. The Committee shall have the power to retain outside counsel, accountants, experts and/or other advisors, including a public accounting firm other than the current Independent Auditors, if, in its judgment, that is appropriate to assist it in the performance of its functions.
21. Review and discuss financial information and earnings guidance provided to analysts and rating agencies.
22. Discuss with the Company's principal legal officer matters that may have a material impact on the Company's financial statements or Internal Controls.
23. 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.
24. Review and discuss with the Independent Auditors, Internal Audit and management the adequacy and effectiveness of Sysco's Internal Controls with respect to the identification of, accounting for and disclosure of Sysco's relationships and transactions with its related parties.
25. Evaluate annually the performance of the Committee.
26. Review and assess the adequacy of this Charter annually and recommend any changes to the Board for approval.

## **VI. Process**

1. Committee members shall be appointed by the Board and shall serve until the earlier of their death, resignation, retirement or removal by the Board.
2. In carrying out its responsibilities, the Committee shall meet as often as it determines necessary, but not less frequently than quarterly, and at such times as called by or on behalf of the Chairperson (the "**Chair**").
3. Committee meetings shall be led by a Chair appointed by the Board, upon the recommendation of the Corporate Governance and Nominating Committee,

from among the Committee members. In the absence of the Chair 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 Chair" for the meeting if not previously designated. A majority of the Committee members shall constitute a quorum for the transaction of business, and the vote of a majority of the Committee members attending a meeting, if a quorum is present, shall constitute the action of the Committee.

4. The Committee shall have authority to delegate any decisions, duties or responsibilities to a subcommittee of the Committee as it determines appropriate, provided that a full report of any action taken is promptly made to the Committee by such subcommittee.
5. All Committee actions shall be promptly and regularly reported to the Board.
6. Written minutes of Committee meetings shall be maintained.