

**SYSCO CORPORATION**

**COMPENSATION AND LEADERSHIP  
DEVELOPMENT COMMITTEE CHARTER**

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Sysco Corporation (the "**Corporation**") has overall responsibility for evaluating and approving executive compensation philosophy, policies, plans and programs for the Company's "**executive officers**," as determined in accordance with the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the other senior officers of the Corporation who report directly to the Corporation's Chief Executive Officer (collectively, the "**Senior Officers**.")

**I. Description of the Committee**

The Committee shall consist of at least three directors, each of whom (i) meets New York Stock Exchange rules regarding independence; (ii) satisfies the applicable independence standards for compensation committee service imposed by the Exchange Act; (iii) meets the requirements for a "**Non-Employee Director**" contained in Rule 16B-3 of the Exchange Act; and (iv) meets the requirements for an "**outside director**" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. Each member of the Committee shall be affirmatively determined by the Board to be independent after taking into consideration all factors specifically relevant to determining whether a director has a relationship to the Corporation that is material to that director's ability to be independent from management in connection with his or her duties as a Committee member. Members of the Committee are appointed by, and serve at the pleasure of, the Board.

**II. Duties of the Committee**

The Committee shall periodically review and provide oversight with respect to the Corporation's executive compensation philosophy to ensure that compensation actions link pay for performance, provide competitive pay opportunity to attract and retain key executive talent, provide accountability for short- and long-term performance and align the interests of the Senior Officers with those of the Corporation's stockholders. In support of its oversight responsibilities, the Committee shall:

- A. Establish, review and approve annually 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 performance of the CEO shall be measured. Further, the Committee shall (i) in conjunction with the Chairman of the Board (of, if the Chairman of the Board is also the CEO, the independent Lead Director), evaluate the CEO's performance relative to these corporate goals and objectives, and (ii) determine and approve the total compensation for the CEO based on this evaluation.

- B. Oversee the process for the evaluation of the performance of the Senior Officers other than the CEO, and review and approve the annual salary, bonus, equity and equity-based incentives and other compensation and benefits of such Senior Officers.
- C. Review periodically and ensure that the Corporation's benefits and perquisites provided to Senior Officers, including severance benefits and any related change of control provisions, are market competitive and appropriate. The Committee shall approve any such benefits to be awarded to any Senior Officer.
- D. Review and approve the establishment or amendment of any clawback policy allowing the Corporation to recoup compensation paid to associates, including Senior Officers.
- E. Review and determine the awards for all associates that participate in any incentive compensation programs involving equity of the Corporation, except to the extent the Committee or the Board delegates to management the authority to grant such awards to associates other than Senior Officers.
- F. Review annually the peer groups used for competitive pay and performance benchmarking and analyze the total compensation for each Senior Officer as compared to relevant external benchmarks.
- G. Review and approve and, to the extent required by applicable law or the provisions of any of the Corporation's compensation or retirement programs (each, a "**Benefit Program**"), recommend to the Board for approval:
- the establishment or amendment of any Benefit Program pursuant to which any Senior Officer will receive compensation and/or benefits, except in instances where the authority to amend a Benefit Program has been otherwise delegated;
  - the establishment or amendment of any Benefit Program that requires stockholder approval;
  - the establishment of any Benefit Program that could reasonably be expected to have a material cost impact to the Corporation; or
  - the amendment of any Benefit Program, if such amendment could reasonably be expected to have a material cost impact to the Corporation.
- H. Prepare and issue an annual report meeting the requirements of the U.S. federal securities laws for inclusion in the Corporation's annual proxy statement. The Committee shall also review and discuss annually with management the Compensation Discussion and Analysis ("**CD&A**") required by Item 402 of Regulation S-K and, based on such review and discussion, make a recommendation to the full Board as to the inclusion of the CD&A in Corporation's annual proxy statement.

- I. Oversee stockholder communications on executive compensation matters, including with respect to stockholder votes on executive compensation, and assess the results of the Corporation's most recent advisory vote on executive compensation.
- J. Regularly review and discuss with the CEO the Corporation's leadership development programs and initiatives and succession planning for the Senior Officers other than the CEO.
- K. Periodically review management's policies and strategies relating to the Corporation's human capital, including those regarding management succession planning, diversity and inclusion, internal pay equity, recruiting, retention and talent development.
- L. 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.
- M. Conduct an annual performance evaluation for the Committee and its members and present the results of such evaluation to the Board.
- N. Annually review this Charter.

### **III. Process**

- A. Committee members shall be appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee and shall serve until the earlier of their death, resignation, retirement or removal by the Board.
- B. In carrying out its responsibilities, the Committee shall meet as often as it determines necessary, but not less frequently than four times in each fiscal year, and at such times as called by or on behalf of the Committee chairperson (the "**Chair**").
- C. The Committee meetings shall be led by a Chair appointed by the Board 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.
- D. The Committee shall have authority to delegate any decisions, other than decisions with respect to CEO compensation, along with the authority to take action in relation to such decisions, to a subcommittee of the

Committee, provided that a full report of any action taken is promptly made to the full Committee. Each such subcommittee will be comprised of at least two members of the Board who meet the definition of “non-employee directors” as defined in Rule 16b-3 of the Exchange Act.<sup>1</sup>

- E. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, and shall be directly responsible for the appointment, compensation and oversight of the work of such consultant, counsel or adviser. To the extent required by New York Stock Exchange rules, prior to selecting or obtaining advice from any such compensation consultant, legal counsel or other advisor, the Committee must take into consideration all factors relevant to that advisor’s independence from management, including the independence factors set forth in the New York Stock Exchange rules, and the Committee shall annually reassess such independence. Also, the Committee shall be provided with appropriate funding from the Corporation, as determined by the Committee, for payment of reasonable compensation to any such consultant, counsel or adviser. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, counsel, or other adviser to the Committee, and the authority granted in this Charter shall not affect the Committee’s ability or obligation to exercise its own judgment in fulfillment of its duties under this Charter.
- F. All Committee actions shall be promptly reported to the Board. The Committee shall report to the Board on a periodic basis all material information regarding the Benefit Programs and shall report to the Board on a periodic basis, but no less than annually, such additional information regarding the Benefit Programs as the Committee deems appropriate.
- G. Written minutes of Committee meetings shall be maintained.

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<sup>1</sup> In order to preserve exclusion from short-swing liability, the subcommittee should be comprised of at least two non-employee directors, as defined in Rule 16b-3 of the Exchange Act.