

SYSKO CORPORATION

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

The Corporate Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Sysco Corporation (the "**Corporation**") develops, recommends to the Board, and assesses corporate governance policies for the Corporation and proposes directors, committee members and officers to the Board for election or reelection. Corporate governance is a structure within which directors and management can pursue effectively the objectives of the Corporation for the benefit of all its stakeholders (*i.e.*, employees, customers, stockholders and suppliers).

I. Description of the Committee

The Committee shall consist of a minimum of three directors, each of whom meets New York Stock Exchange rules regarding independence. 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.

The Committee shall recommend for Board approval actions that enhance the Board's effectiveness in fulfilling its responsibilities. The Committee shall present recommendations to the Board with respect to Board composition, oversight processes and qualified candidates for election and re-election as directors. In addition, the Committee reviews risk assessment and risk management with respect to specified risks for which responsibility for oversight has been assigned to the Committee by the Board.

II. Duties of the Committee

The Committee shall:

- A. Identify, evaluate and recommend to the Board nominees for election as directors at each annual meeting of stockholders of the Corporation and, as otherwise required, whose experience and expertise will provide added value to the Board's oversight responsibilities based upon criteria approved by the Board. In identifying and considering candidates, the Committee will be mindful of the importance of a diversely composed Board, as well as the ability of each nominee to meet the time requirements of a Board position.
- B. Recommend to the Board qualification criteria for both existing and new Board members, as well as making recommendations as to the size of the Board.

- C. Recommend the Corporation's Chief Executive Officer ("**CEO**"), Chief Operating Officer, Chief Financial Officer, President, Executive Vice Presidents, Executive Chairman (if applicable) and Senior Vice Presidents (collectively, the "**senior officers**") for election by the Board. In addition, report annually to the Board, or arrange a meeting of the non-employee members of the Board, with respect to CEO succession planning, and prepare and recommend to the Board any policies or principles for CEO succession, including policies regarding succession in the event of an emergency or the replacement of the CEO. The entire Board will work with the Committee to evaluate potential successors to the CEO. At least annually, the CEO shall discuss with the Board his or her recommendations and evaluations of potential successors, along with a review of any ongoing development plans for such individuals.
- D. On an annual basis, review and recommend that the Board ratify and confirm all persons previously designated as officers of the Corporation.
- E. Identify and recommend to the Board for approval those officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (collectively, the "**executive officers**").
- F. Oversee the process for the evaluation of the performance of the members of the Board, including the Chairman of the Board and the Lead Director (if applicable), both collectively and individually.
- G. Annually evaluate the performance of the Committee and its members and present the results of the evaluation to the Board.
- H. Annually evaluate the performance of the Board and its members and oversee the Board's self-evaluation.
- I. Develop, review annually, and recommend to the Board any prospective changes in the form, amount and terms of compensation for the non-employee members of the Board. In discharging this duty, the Committee shall be guided by three goals: compensation should fairly pay non-employee directors for work required in a company of the Corporation's size and scope; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. In making its determination, the Committee shall also consider (i) the impact on directors' independence of the amount, form and terms of director compensation, acknowledging that directors' independence can be impacted if fees and emoluments exceed what is customary and (ii) whether there is any indirect compensation payable to or benefit conferred or payable to the director by reason of any substantial charitable contributions by the Corporation to any charitable organization or private foundation with which the director is affiliated, pursuant to any consulting arrangement or otherwise.
- J. Annually review an assessment of any potential conflicts of interest raised by the work of any compensation consultant retained by the Committee that is involved in determining or recommending the amount or form of director compensation.

- K. Provide guidance and make recommendations to the Board on current and prospective director benefit plans, including incentive compensation and equity-based plans.
- L. Review and approve significant related person transactions in accordance with, and periodically review and recommend to the Board changes to, the Corporation's Related Person Transaction Policy.
- M. Periodically review, monitor compliance with, approve waivers to and recommend to the Board changes to the Corporation's Policy on Trading in Company Securities.
- N. With respect to the Corporation's Global Code of Conduct (the "**Code**"):
 - 1. Periodically review and recommend to the Board changes to the Code;
 - 2. Periodically review overall compliance with the Code with management; and
 - 3. Approve any waivers to the Code given to the Corporation's executive officers and directors.
- O. Be responsible for periodically reviewing and making recommendations to the Chairman of the Board and the Board regarding:
 - 1. The organization and effectiveness of the Board, including its composition and processes;
 - 2. The appointment of committee members and committee chairs, and responsibilities of the committees of the Board;
 - 3. The Rules of Order for the Board meetings (Robert's Rules of Order), committee meetings and stockholder meetings;
 - 4. The Corporation's Certificate of Incorporation, Bylaws and any stockholder rights plan;
 - 5. Stockholder proposals;
 - 6. A set of corporate governance guidelines applicable to the Corporation; and
 - 7. Educational programs for current Board members and orientation for new Board members.
- P. 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.
- Q. Annually review this Charter and recommend any proposed changes to the Board for its approval.

III. Process

- A. Committee members shall be appointed by the Board 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 and at such times as called by or on behalf of the Committee chairperson (the "**Chair**").
- C. 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, 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 Committee. The Committee shall meet a minimum of four times in each fiscal year.
- E. The Committee shall have sole authority to retain and determine the terms of engagement and compensation of any consultants or advisors, including any consulting firm that will assist in the evaluation of director compensation.
- F. All Committee actions shall be promptly reported to the Board.
- G. Written minutes of Committee meetings shall be maintained.