

**SYSCO CORPORATION**  
**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**  
**CHARTER**

The Corporate Social Responsibility Committee (the "**Committee**") 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 role as a socially responsible organization.

**I. Description of the Committee**

The Committee shall consist of at least three members of the Board. The Committee shall review, evaluate, and provide input on Sysco's Corporate Social Responsibility Strategy (the "**CSR Strategy**"), which focuses on People, Products and Planet, and on implementation of the CSR Strategy. The Committee shall provide advice and counsel to the Board and Management regarding the objectives of the CSR Strategy and aligning Sysco's policies, practices, and activities with Sysco's CSR Strategy and implementation priorities, including, but not limited to, a review of annual progress towards the achievement of Corporate Social Responsibility goals and objectives previously approved by the Board and/or the Committee (the "**CSR Goals**").

**II. Duties of the Committee**

The Committee shall:

- A. Annually review, evaluate and provide input on Sysco's CSR Strategy, including as it relates to the achievement of any CSR Goals.
- B. Review, evaluate and provide input on Sysco's programs and activities relating to corporate social responsibility, including, but not limited to, environmental sustainability, food safety and workplace safety, product quality and quality assurance systems, social and community relations, and other economic and regulatory issues as they relate to Sysco's overall strategy and performance.
- C. Review Sysco's charitable, civic, educational, and business contributions and policies and practices related thereto.
- D. Assess the impact of Sysco's policies and practices on associates, customers, shareholders, and the communities where Sysco operates, including, but not limited to, the impact of such policies and practices on environmental sustainability, health and well-being, and human rights.
- E. Review public policy and market trends concerning corporate social responsibility, including, but not limited to, the corporate social responsibility issues listed in Section II(B) above.
- F. Review shareholder proposals relating to public policy or corporate social

responsibility issues and provide a report to the Corporate Governance and Nominating Committee of the Board.

- G. Review Sysco's diversity initiatives with regard to external constituencies (*e.g.*, customers, suppliers, etc.).
- H. Carry out such other duties as may be delegated by the Board.
- I. Annually review this Charter.

### **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 to a subcommittee of the Committee, provided that a full report of any action taken is promptly made to the Committee.
- E. The Committee shall have the sole authority to retain and determine the terms and engagement and compensation of any consultants or advisors.
- F. The Committee shall report to the Board all significant actions taken by the Committee.
- G. Written minutes of Committee meetings shall be maintained.