

**SYSCO CORPORATION  
TECHNOLOGY COMMITTEE CHARTER**

The Technology 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 technology strategies.

**I. Description of the Committee**

- A. The Committee shall consist of at least three members of the Board. The primary purpose of the Committee includes:
- i. Reviewing material information technology ("**IT**") projects;
  - ii. Assessing whether and to what extent Sysco's IT programs effectively support Sysco's business and strategic objectives;
  - iii. Advising the Board with regard to significant IT matters; and
  - iv. Supporting the Board in its oversight of cybersecurity risk management efforts.

**II. Duties of the Committee**

The Committee shall:

*IT Architecture and Projects*

- A. Review annually IT systems architecture and technologies to assure their consistency with Sysco's strategy and business objectives.
- B. Stay informed of, assess and advise management and the Board with regard to new technologies, applications and systems that relate to or affect Sysco's IT strategy or programs.
- C. Review the strategic benefits of material IT projects and various technology alternatives that support the Sysco business strategy.
- D. Review and report to the Board the progress of material IT projects and technology plans as to on budget and meeting timelines that management has presented.
- E. Make recommendations to the Board with regard to material IT projects and investments that require Board approval.

### Cybersecurity

- F. Review and report to the Board (i) Sysco's principal cybersecurity risks and (ii) the efforts undertaken by management to identify, assess, monitor, manage and mitigate those risks.
- G. Review the (i) technologies, policies, processes and practices for managing and mitigating cybersecurity risks and (ii) Sysco's cyber-attack incident response and recovery plan.

### Disaster Recovery

- H. Review Sysco's IT disaster recovery capabilities and contingency plans and report to the Board as to the adequacy.

### Internal Controls

- I. Review and report to the board regarding (i) Sysco's IT compliance risks, including IT internal audits and (ii) the efforts undertaken by management to identify, assess, monitor, manage and mitigate those risks.
- J. Periodically report to and consult with the Audit Committee of the Board concerning IT systems and processes that relate to or affect Sysco's systems responsible for internal controls over financial reporting.

### Other

- K. Perform such other duties as are necessary or appropriate to ensure that Sysco's IT programs effectively support its business objectives and strategies or as the Board may direct from time to time.
- L. Conduct an annual performance evaluation for the Committee and its members.
- M. Review and assess the adequacy of this Charter annually and recommend any changes to the Board for 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 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.