

**SYSKO 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 are independent of the management of Sysco, 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, who are financially literate, and who otherwise meet the NYSE's definition of "independent" and the definition of "independence" contained in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended. At least one member of the Committee shall be an "audit committee financial expert" as such term is defined in the rules promulgated by the Securities and Exchange Commission. Committee members cannot serve on the audit committees of more than two other companies.

**II. Statement of Policy**

The Committee shall provide assistance to the directors in fulfilling their responsibilities to shareholders, potential shareholders, and the investment community with respect to compliance with legal and regulatory requirements, corporate accounting, reporting practices, and the integrity of the financial statements of Sysco, oversight of the qualifications and independence of Sysco's independent registered public accounting firm (the "Independent Auditors"), evaluation of the performance of Sysco's internal audit department ("Internal Audit") and Independent Auditors, and oversight of risk assessment and of risk management. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Independent Auditors. Management also has the primary responsibility to assess and manage the Company's exposure to risk.

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 executive and financial 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 as shareholder representatives.

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. In carrying out its responsibilities, the Committee shall meet as often as it determines, but not less frequently than quarterly. 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 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 control-related services and permitted non-audit services.

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 ("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 auditing standards of the Public Company Accounting Oversight Board (the "PCAOB"); 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 the auditors' independence; and recommend to the Board whether the audited financial statements should be included in the Company's 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, prior to release to the public.
7. Require that the Independent Auditors conduct an Interim Financial Review 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 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 control 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 auditor's review of the quarterly financial statements, prior to filing with the appropriate agencies.
10. Obtain and review at least annually, and discuss with the auditors, a written report from the Independent Auditors describing: their internal quality control procedures; 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 all relationships between the Independent Auditor and the Company.

11. At least annually, evaluate the Independent Auditor's qualifications, performance and independence, including considering whether the auditor's 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 Public Company Accounting Oversight Board, 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 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, with the Independent Auditors and with management.
2. Review at least annually, with the Independent Auditors, Internal Audit, and executive and financial management the adequacy and effectiveness of Sysco's accounting and financial controls and practices.
3. Discuss 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 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.
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 executive and financial 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. When applicable, review and discuss with management, Internal Audit and the Independent Auditors the Company's internal controls report and the Independent Auditor's attestation of the report prior to the filing of the Company's 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, 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, and a progress report of accomplished versus planned activities. Any deviations from planned activities should be adequately explained.
13. Review and approve the Committee's report required by the SEC to be included in the Company's annual Proxy Statement.

14. Establish procedures for the receipt, retention and treatment of complaints received by Sysco regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
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 the quality and sufficiency of the accounting and financial resources required to meet the financial and reporting objectives as determined by the Committee. Review the succession planning process for the accounting, internal audit and financial reporting areas.
17. 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.
18. Review all allegations brought to the Committee's attention, regardless of source, of inappropriate or improper accounting practices, fraud or other illegal acts.
19. Investigate any matter brought to its attention within the scope of its duties.
20. The Committee shall have the power to retain outside counsel and/or advisors, including a public accounting firm other than the current Independent Auditor, if, in its judgment, that is appropriate to carry out its duties and shall have appropriate funding to compensate such advisors.
21. Review and discuss financial information and earnings guidance provided to analysts and rating agencies.
22. Discuss with the Company's General Counsel and/or Chief 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 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. Review and oversee the Company's environmental, health, and safety matters and related regulatory compliance, and report regularly, regarding specific actions to be taken in this area at least annually.

26. Evaluate annually the performance of the Committee.
27. Review and assess the adequacy of this Charter annually and recommend any changes to the Board for approval.

**V. 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. Committee meetings shall be led by a Chairman appointed by the Board, upon the recommendation of the Corporate Governance and Nominating Committee, from among the Committee members. In the absence of the Chairman 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 Chairman 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.
3. 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. The Committee shall meet a minimum of four times in each fiscal year.
4. All Committee actions shall be promptly reported to the Board.