

SYSKO CORPORATION
COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Sysco Corporation (the "Corporation") reviews and manages the compensation structure of the Corporation, administers stock incentive plans and oversees various employee and executive benefit plans.

I. Description of the Committee

The composition of the Committee shall at all times comply with New York Stock Exchange rules regarding independence for purposes of compensation committee service, and 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. In addition, each member shall be a "non-employee" director within the meaning of the rules under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations promulgated thereunder. The Committee shall develop the Corporation's compensation policies applicable to the operating company presidents and executive vice presidents, corporate officers and all other persons who are participants in the Corporation's Management Incentive Plan and shall grant, either directly or by way of delegated authority as described below, restricted stock, restricted stock units, stock options and other awards under the Corporation's equity-based incentive plans (except to the extent that any such plan requires that such action be taken by the Board rather than the Committee). In addition, the Committee reviews management's 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. Establish 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 relationship of executive compensation in general (and compensation of the CEO in particular) to the performance of the Corporation.

- B. Evaluate annually the CEO's performance in light of the goals and objectives established pursuant to Paragraph II(A) above and determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Corporation's performance and relative shareholder return, the value of similar incentive rewards to chief executive officers at comparable companies and the awards given to the Corporation's CEO in past years.
- C. Meet jointly with the Corporate Governance and Nominating Committee at least annually to discuss the personal goals and objectives of the CEO. The Corporate Governance and Nominating Committee shall also be invited to attend the meeting of the Committee at which the CEO's performance is evaluated, but the approval of the CEO's compensation based on such evaluation shall be made solely by the Committee.
- D. Obtain available information relating to types and levels of executive compensation of (a) other similarly situated companies in the Corporation's industry, or (b) of companies chosen because their business size and complexity are similar to the Corporation's or because the Corporation competes with them for top executive positions.
- E. Discuss with the CEO the job performance of the Corporation's Chief Operating Officer, Chief Financial Officer, President, Executive Vice Presidents, Senior Vice Presidents and any other individuals designated as "officers" for purposes of Section 16 of the Exchange Act (collectively, "Senior Officers"), and determine the annual salary, bonus and other benefits of such Senior Officers.
- F. Periodically review, evaluate the impact of, and make recommendations with respect to "change of control" provisions in executive benefit plans.
- G. Establish and review the Corporation's policies relating to management perquisites, if any.
- H. Issue an annual Committee report in connection with the annual proxy statement and in compliance with the applicable rules promulgated under the Exchange Act.
- 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. To the extent required by New York Stock Exchange rules, prior to selecting or obtaining advice from any 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.

- K. 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 executive compensation.
- L. Oversee all current and prospective employee benefit plans (particularly executive benefit plans) sponsored or maintained by (a) the Corporation, (b) a direct or indirect subsidiary, (c) an entity the majority of which is controlled by the Corporation or (d) a partnership or limited liability company either of which the Corporation or an entity described in clause (b) or (c) is the general partner (or managing member) that is responsible for the provision of such benefits (each such subsidiary, entity, partnership or limited liability company described in clause (b), (c) or (d) is referred to in this Charter as an "Affiliate"), including without limitation qualified and nonqualified benefit plans, incentive compensation plans, equity-based plans, and the Sysco Corporation Group Benefit Plan (or its successor, if any), but specifically excluding any compensation plans providing benefits exclusively to directors of the Corporation (collectively, the "Benefit Plans"). The Committee's powers with respect to such Benefit Plans shall include the power to: (1) approve the establishment, termination and amendments of or to the Benefit Plans; (2) approve Benefit Plan provisions and design features; and (3) approve the adoption of the Benefit Plans by Affiliates (or entities acquired by the Corporation or an Affiliate). Except as set forth below, in carrying out its duties and powers with regard to the Benefit Plans, the Committee may delegate any of its powers with respect to the Benefit Plans, including without limitation changes to any of the Benefit Plans' benefit and design features and the approval of the adoption of any or all of the Benefit Plans by an Affiliate (or an entity that was acquired by the Corporation or an Affiliate), to any administrative committees of such Benefit Plans or to such officers or employees of the Corporation as the Committee deems appropriate. The Committee may not, however, delegate to any such administrative committee, officer or employee its powers to: (1) amend, establish or terminate any Benefit Plan, including without limitation a nonqualified or incentive plan, that is maintained primarily for the benefit of the Senior Officers, (2) resolve claims under any Benefit Plan with respect to any Senior Officer or (3) modify the compensation of any Senior Officer as provided under any nonqualified benefit or executive incentive compensation plan.
- M. Approve grants of (1) restricted stock, restricted stock units, stock options and other equity-based awards or rights under the Corporation's

stock option and stock incentive plans and (2) awards under the Corporation's 2009 Management Incentive Plan and 2008 Cash Performance Unit Plan, and any successor plans thereto. The Committee may delegate its full grant authority to any one or more members of the Board, including executive and employee members, with respect to any equity-based grants other than grants made to officers that are subject to reporting obligations under Section 16 of the Exchange Act. To the extent that any Benefit Plan requires that any action be taken by the Board rather than the Committee, the Committee will, to the extent appropriate, make recommendations to the Board regarding such actions.

- N. Consider whether and to what extent clawbacks should be included in all executive compensation arrangements.
- O. Review and approve the bylaws or other organizational charter of any administrative committees of the Benefit Plans.
- 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. Conduct an annual performance evaluation for the Committee and its members.
- R. 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.
- B. The Committee meetings shall be led by a Chairman appointed by the Board 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.
- C. The Committee shall have authority to delegate any decisions, other than decisions with respect to CEO compensation, to a subcommittee of

the Committee, provided that a full report of any action taken is promptly made to the full Committee. The Committee shall also have authority to delegate certain equity grant authority, as described in Paragraph II(M) hereof, to any one or more members of the Board. The Committee shall meet a minimum of four times in each fiscal year.

- D. 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. Also, the Committee shall be provided with appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such consultant, counsel or adviser.
- E. 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 Plans, and shall report to the Board on a periodic basis, but no less than annually, such additional information regarding the Benefit Plans as the Committee deems appropriate.