Approved May 25, 2017

SYSCO CORPORATION
CORPORATE GOVERNANCE GUIDELINES

The following guidelines have been approved by the Board of Directors (the "Board") of Sysco Corporation ("Sysco" or the "Company") and, along with the Company's charter and bylaws and the charters and key practices of the Board's committees, provide the current framework for the governance of Sysco. The Board recognizes that there is an ongoing and energetic debate about corporate governance and has regularly modified its policies when it believed that the changes were in the best interests of the Company and its stockholders. The Board will review these principles and other aspects of Sysco governance annually or more often if deemed necessary, and such reviews may lead to additional modifications. The following are Sysco's current policies:

1. Functions of the Board

The Board has a minimum of five scheduled meetings per year at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition to general oversight of management, the Board and its committees also perform a number of specific functions, including:

a. Selecting, evaluating and overseeing the retention of the Chief Executive Officer ("CEO"), and overseeing CEO succession planning;

b. Providing counsel and oversight on the selection, evaluation, development, and retention of senior management;

c. Reviewing and approving the Company's business and financial strategies, policies and long-term goals;

d. Reviewing and evaluating the Company's results and performance;

e. Reviewing and approving material allocations and expenditures of capital, material transactions, material acquisitions and other major corporate actions;

f. Reviewing, through the Audit Committee, the Company's financial controls and reporting systems and critical accounting policies and procedures;

g. Assessing major risks facing the Company and reviewing options for their elimination, reduction or mitigation;

h. Ensuring processes are in place for maintaining the integrity of the Company, the quality and soundness of the financial statements, compliance with foreign, federal and state laws, the quality of relationships with customers, suppliers and other stakeholders;

i. Identifying, through the Corporate Governance and Nominating Committee, candidates for election to the Board and for appointment to Board committees; and

j. Approving, through the Compensation Committee, the compensation of the executive officers.

2. Director Qualifications and Selection

Independence

The Board shall have at least a majority of directors who, in the business judgment of the Board, meet the criteria for independence established by the New York Stock Exchange (the "NYSE") for continued listing and all other applicable legal requirements. The Board acknowledges, however, that directors who do not meet the NYSE's independence standards may also make valuable contributions to the Board and to the Company by reason of their experience and wisdom.

In order for a director to be considered independent under the NYSE rules, the Board must determine that a director does not have any direct or indirect material relationship with Sysco. The Board has established the following guidelines to assist it in determining director independence in accordance with the NYSE rules:

a. A director will not be independent if, either currently or within the preceding three years:

(i) the director is or was employed by Sysco in any capacity, or an immediate family member of the director is or was employed by Sysco as an executive officer;

(ii) the director or an immediate family member of the director received or receives more than $120,000 over any 12-month period in direct compensation from Sysco, other than director and committee fees and pension or other forms of deferred compensation for prior service;

(iii) the director or an immediate family member of the director is or was employed as an executive officer of another company where any of Sysco's current executive officers serve or served, at the same time, on that company's compensation committee;

(iv) the director is an executive officer or employee, or an immediate family member of the director is an executive officer, of another company that made or makes payments to, or received or receives payments from, Sysco for property or services in an amount which, in any single fiscal year, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenues.

A director also will not be deemed independent if the director or an immediate family member of the director has or has had any of the following relationships with Sysco's outside auditor or internal audit staff:

(i) The director is a current partner or employee of the Company's internal or external auditor;

(ii) The director has an immediate family member who is a partner of the Company's internal or external auditor;

(iii) The director has an immediate family member who is an employee of the Company's internal or external auditor and who works on the Company's audit;

(iv) The director or an immediate family member was, within the last 3 years, a partner or employee of such a firm and personally worked on the Company's audit.

b. The following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence:

(i) if a Sysco director is an executive officer of another company that does business with Sysco and the annual sales to, or purchases from, Sysco are less than 2% of the annual revenues of the other company;

(ii) if a Sysco director is an executive officer of another company that is indebted to Sysco, or to which Sysco is indebted, and the total amount of either's indebtedness to the other is less than 2% of the total consolidated assets of such other company, so long as payments made or received by Sysco as a result of such indebtedness do not exceed the thresholds provided above in paragraph (a); and

(iii) if a Sysco director serves as an officer, director or trustee of a tax-exempt charitable organization, and Sysco's discretionary charitable contributions to the organization are less than 2% of that organization's total annual charitable receipts. Sysco's automatic matching of employee charitable contributions will not be included in the amount of Sysco's contributions for this purpose.

The Board will annually review all commercial and charitable relationships of the directors. Whether directors meet these categorical independence tests will be reviewed and will be disclosed to the public annually prior to their standing for re-election to the Board. Between annual reviews, each director will notify the Board if, at any time, he or she no longer may be deemed independent under these guidelines, or if he or she acquires a new relationship that could be deemed to impact his or her independence.

Other Skills and Characteristics of Directors

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics new Board members should possess, as well as the composition of the Board as a whole. This review will include consideration of each of the following in the context of the needs of the Board and the Company:

(i) the absence or presence of material relationships with the Company that might impact independence;
(ii) diversity in race, gender, ethnicity, cultural background, age, geographic origin, education and professional and life experiences;
(iii) time available and the number of other boards on which the member serves; and
(iv) such other criteria as the Committee shall determine to be relevant at the time.

Nominees for directorships are recommended by the Corporate Governance and Nominating Committee to the Board in accordance with the foregoing and the policies and principles in its charter. In evaluating the suitability of individual Board members and nominees, the Board takes into account many factors, including general understanding of marketing, finance and other elements relevant to the success of a large publicly-traded company in today's business environment, understanding of Sysco's business on a technical level, and educational and professional background. The Board evaluates each individual in the context of the Board as a whole, with the objective of developing a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Corporate Governance and Nominating Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board. The invitation to join the Board should be extended jointly by the Chairman of the Board and the Chair of the Corporate Governance and Nominating Committee. If a separate Lead Director has been chosen pursuant to Section 3 of these guidelines, he or she should also join in extending the invitation on behalf of the Board.

Director Tenure

a. Effective November 17, 2016, no individual who, as of the date of the election to which any nomination relates, will have served as a non-employee director for 15 years will be eligible to be nominated for election or re-election to the Board.

b. Notwithstanding paragraph (a) above, during a transition period that expires immediately following the Company's 2018 annual meeting of stockholders, if more than two non-employee directors would otherwise have been ineligible for re-election to the Board pursuant to this provision, only those two non-employee directors with the longest tenure shall be ineligible for re-election to the Board and the ineligibility of the other impacted non-employee directors will be deferred until the next annual meeting of stockholders.

Change in Principal Occupation or Business Association

A non-employee director who materially changes the principal occupation or business association held when originally invited to join the Board will offer to voluntarily resign from the Board by tendering a written letter of resignation to the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee. It is not the sense of the Board that in every instance a director who retires or changes the position he or she held when he or she joined the Board should necessarily leave the Board. The Board, through the Corporate Governance and Nominating Committee, will review the continued appropriateness of Board membership under the circumstances.

Resignation or Retirement of Employee Directors

A director who is also a corporate officer of the Company shall tender in writing to the Chairman of the Board his or her resignation from the Board (which shall be effective immediately upon acceptance thereof) on or before the date that he or she retires as a corporate officer of the Company. The Chairman of the Board may then accept the resignation, effective immediately, or refer the matter for review by the Board. The Board may then, after consultation with the Corporate Governance and Nominating Committee: (i) accept the resignation or (ii) request a different effective date that is no later than the date of his or her retirement as a corporate officer of the Company.

A director who is also a corporate officer of the Company shall also tender in writing to the Chairman of the Board his or her resignation from the Board (which shall be effective immediately upon acceptance thereof) immediately after such officer's employment is terminated or such officer's responsibilities or duties are significantly reduced. In the case of an officer whose employment is terminated, the Chairman of the Board shall then accept the resignation, effective immediately. In the case of an officer whose duties are substantially reduced, the Chairman of the Board may then accept the resignation, effective immediately, or refer the matter for review by the Board. The Board may then, after consultation with the Corporate Governance and Nominating Committee: (i) accept the resignation, (ii) request a different effective date or (iii) invite the officer to remain on the Board until the expiration of his or her term. If any such director is invited to serve out the remainder of his term, upon expiration of the term, the Corporate Governance and Nominating Committee will review again whether it is appropriate to invite him or her to stand for re-election, as it does with respect to all directors. If such an officer whose duties are significantly reduced is invited to remain on the Board, he or she must again tender his or her resignation from the Board upon his or her subsequent retirement or termination of employment in accordance with the provisions set forth above.

Service on Other Boards of Directors

The Corporate Governance and Nominating Committee and the full Board will take into account the nature of and time involved in a director's service on other boards of directors in evaluating the suitability of individual directors and making its recommendations to Company stockholders. Service on boards of directors and/or committees of other for-profit organizations should be consistent with the Company's conflict of interest policies. The Board does not believe that its members should be prohibited from serving on boards of directors and/or committees of other organizations. Nevertheless, directors who are not employed on a full-time basis should serve on no more than four additional boards of directors of publicly-traded organizations, and directors who are employed on a full-time basis should serve on no more than two additional boards of directors of publicly-traded organizations. Furthermore, directors who are also officers of the Company should not sit on more than two additional boards of directors of publicly-traded organizations. The Board shall evaluate a director's service on the boards of directors of non-public and not for-profit organizations on a case-by-case basis. Audit Committee members may not serve on the audit committees of more than two other public companies.

Voting for Directors

The Company's Bylaws provide for majority voting in uncontested director elections. Majority voting means that directors are elected by a majority of the votes cast – that is, the number of shares voted "for" a director must exceed the number of shares voted "against" that director. Any incumbent director who is not re-elected in an election in which majority voting applies shall tender his or her resignation promptly following certification of the stockholders' vote. The Corporate Governance and Nominating Committee shall consider the tendered resignation and recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. The Board shall act on the recommendation within 120 days following certification of the stockholders' vote and shall promptly disclose (by press release, filing of a Current Report on Form 8-K or any other public means of disclosure deemed appropriate) its decision regarding whether to accept the director's resignation offer.

3. Director Responsibilities

The property, affairs and business of the Corporation shall be managed by the Board. In fulfilling their responsibilities, directors must exercise their independent and informed business judgment to act in what they reasonably believe to be the best interests of the Company. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The Company shall, at all times, maintain directors' and officers' liability insurance in such amounts and with such terms and provisions as the Board deems appropriate.

Board decisions must be made on the basis of adequate information and after careful and unhurried consideration. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and to meet as frequently as necessary to properly discharge their responsibilities. Directors are also expected to attend the Annual Meeting of Stockholders to the extent practicable. Information and data relevant to an understanding of the Company's business and the subjects to be presented at meetings of the Board and its committees will be distributed by the Company's Corporate Secretary in writing to the directors sufficiently in advance of any meeting. Sensitivity of the material or other circumstances may, from time to time, dictate that certain information is presented only at a meeting. Under normal circumstances, the directors are expected to thoroughly review all meeting materials in advance of a meeting.

In addition to its other responsibilities, the Board will review the Company's long-term strategic plans at least annually and on a continuing basis as needed during the year.

The Board shall elect from its members a Chairman of the Board, who need not be an independent director; however, in selecting the Chairman of the Board, the Board shall give due consideration to the potential benefits of having an independent director serve in that role. Whenever the Chairman of the Board is also a current or former officer of the Company or otherwise is not an independent director, a separate Lead Director will be chosen annually from among the independent directors. His or her term shall extend for one year and coincide with the Company's fiscal year, unless the independent directors determine that a longer term is necessary or advisable. If the Lead Director wishes to voluntarily resign from such position during his or her term as Lead Director, he or she shall give written notice of such resignation to the Chairman of the Board on or prior to the effective date of such resignation.

The non-employee directors will typically meet in executive session at every regular Board session. In addition, the independent directors will meet in executive session at least annually. If the Chairman of the Board is independent, he or she shall preside at such meetings of the non-management and independent directors. If a Lead Director has been chosen, he or she shall preside at such meetings of the non-management and independent directors. The independent Chairman of the Board, or the Lead Director, if one has been chosen, will have the authority to call additional meetings of the non-management or independent directors as necessary or desirable and establish the agenda for each meeting of the non-management and independent directors.

At the beginning of the year, the CEO and Chief Legal Officer of the Company will recommend to the Chairman of the Board a schedule of agenda subjects to be discussed by the Board during the year (to the degree this can be foreseen). The Chairman of the Board will provide input and suggestions to finalize such schedule of agenda subjects. Whenever a Lead Director has been chosen because the Chairman of the Board is also a current or former officer of the Company or otherwise is not an independent director, the Chairman of the Board will consult with the Lead Director regarding such schedule of agenda subjects. Each non-employee director or independent director, as the case may be, is free to (1) suggest the inclusion of items on the Board agendas and (2) raise at any such meeting subjects that are not on the agenda for that meeting.

In addition to the matters set forth above, the Chairman of the Board shall have the following duties and responsibilities:

- if the Chairman of the Board is an independent director, serving as the primary liaison between the independent directors and the CEO, and presiding at meetings of the non-management and independent directors;
- reviewing meeting agendas and schedules for meetings of the Board with the CEO and the Lead Director (if one has been chosen); and
- being available for consultation and director communication.

If a Lead Director has been chosen because the Chairman of the Board is also a current or former officer of the Company or otherwise is not an independent director, the Lead Director shall have the following duties and responsibilities in addition to other responsibilities set forth herein:

- serving as the primary liaison between the independent directors, the Chairman of the Board, and the CEO;
- reviewing with the CEO and the Chairman of the Board, and approving, meeting agendas and schedules for meetings of the Board;
- overseeing and approving information and materials sent to the Board;
- presiding at all meetings of the Board at which the Chairman of the Board is not present;
- establishing agenda for, calling and presiding at all executive sessions of the non-employee directors and the independent directors;
- upon request by major stockholders, the Chairman of the Board or a majority of the Company's independent directors, being available for consultation and director communication;
- reviewing with the Chairman of the Board the nature and content of director communications in response to inquiries from outside parties; and
- in consultation with the CEO and Chairman of the Board, reviewing written communications between directors and officers or employees of the Company.

4. Board Structure and Membership Issues

Board Size

It is the current sense of the Board that a size of 10 to 15 is appropriate for the Company's present needs.

Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. All of the members of each such committee shall be independent directors to the extent required under the listing standards of the New York Stock Exchange and will meet all other applicable legal requirements. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate. Committee members will be appointed by the Board after consideration of the recommendations of the Corporate Governance and Nominating Committee. As every effort is made to match a particular director with a committee or committees that best suit that director's experience, the Board does not believe that rotation of members among committees should be mandated as a policy.

Each committee of the Board will have its own charter that will be published on the Company's website and will be available to stockholders upon their request. The charters will set forth the purposes, goals and responsibilities of the committees, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance. Committee charters will be reviewed at least annually and updated to the extent necessary or desirable. Each committee will perform its duties as assigned by the Board in compliance with Company bylaws.

The Chairman of each committee, in consultation with the committee members, will determine the frequency of the committee meetings consistent with any requirements set forth in the committee's charter. Committee meetings are held in conjunction with regular Board meetings unless circumstances necessitate a special meeting. The Chairman of each committee will present a report of each committee meeting to the Board. The Chairman of each committee, in consultation with the appropriate members of the committee, the Chairman of the Board, the Lead Director (if one has been chosen) and management, will develop the committee's agenda. At the beginning of the year, each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

5. Director Access to Officers, Employees and Advisors

Directors shall have timely and complete access to any information that they deem necessary to fulfill their responsibilities. Directors shall also have full and free access to officers and employees of the Company. The directors will use their judgment to ensure that any such meetings or contacts with officers and employees are not disruptive to the business operations of the Company and will, to the extent appropriate, copy the Chairman of the Board, the CEO (if a separate individual), the

Lead Director (if one has been chosen) and the Chief Legal Officer on any written communications between a director and an officer or employee of the Company. The Board and any of its committees also have the ability to retain, at the Company's expense, such advisors, including accounting, legal and investment banking advisors, as they reasonably believe necessary or appropriate to fulfill their obligations and responsibilities as directors of the Company.

6. Non-Employee Director Compensation

The Corporate Governance and Nominating Committee will make recommendations to the Board with respect to the form, amount and terms of non-employee director and committee member compensation in accordance with the policies and principles set forth in these guidelines and the listing standards of the New York Stock Exchange and all other applicable legal requirements. In connection with such recommendations, the Corporate Governance and Nominating Committee may conduct an annual review of director compensation practices at other comparable companies and may engage consultants and advisors to assist it with such review. Non-employee directors may receive discounts on products carried by the Company and its subsidiaries comparable to those received by Company employees. Non-employee directors who serve on the Audit Committee, the Compensation Committee or the Corporate Governance and Nominating Committee may not receive any compensation from the Company other than compensation received in their capacity as a non-employee director or committee member. However, a non-employee director who assumes additional duties by, for example, agreeing to serve on a special committee, as the chair of a committee, as Lead Director, or as Chairman of the Board, may receive increased compensation commensurate with his or her increased duties.

7. Director Orientation and Continuing Education

All new directors must participate in the Company's Orientation Program, which should be conducted within six months of the meeting at which new directors are elected. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. In addition, the Orientation Program will include visits to Company headquarters and to at least one of the Company's significant operating companies.

The Company may develop continuing education programs sponsored by the Company throughout the year, including programs addressing legal, financial, regulatory and industry specific topics. In addition, directors are encouraged to attend director education seminars annually at the Company's expense. The Board recommends that directors use their reasonable best efforts to complete 8 hours of director education seminars every two years; however, failure to complete such hours shall not be a violation of these guidelines and should not be construed to suggest that a director has failed to fully carry out his or her duties and responsibilities or is not well versed in matters relating to the role and responsibilities of an effective board of directors.

8. Management Succession

The Corporate Governance and Nominating Committee should make an annual report to the Board, or arrange a meeting of the non-employee members of the Board, with respect to management succession planning, including policies and principles for CEO succession and performance review, as well as policies regarding succession in the event of an emergency or the replacement of the CEO. The entire Board will work with the Corporate Governance and Nominating 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.

9. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance and Nominating Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board and its members could improve. Although not required, annually or otherwise, the Corporate Governance and Nominating Committee may also, from time to time, coordinate evaluations regarding the performance of individual board members.

10. External Communications

The Board believes that management, the Chairman of the Board and the Lead Director, if one is chosen, speak and act for the Company. Individual board members may have the occasion to meet or otherwise communicate with various constituencies of the Company, journalists and/or other members of the public. It is expected that Board members would do this only at the request of the Chairman of the Board or the Lead Director, if one is chosen. Directors who receive inquiries or other communications from outside parties should promptly advise the Chairman of the Board or the Lead Director, if one is chosen, of the nature and content of any such communication, subject to the protections afforded employees who raise complaints or concerns regarding accounting, internal controls or auditing matters.

11. Stock Ownership Requirement

It is clearly in the interest of the Company that the Company's directors and senior officers shall beneficially own shares of common stock of the Company. Accordingly, the Board has established the following requirements:

a. Non-Employee Directors – After five years of service as a director, non-employee directors should continuously own a minimum of 16,500 shares. For purposes of these guidelines, the shares counted towards ownership shall include vested Share Units held by a non-employee director through the 2009 Board of Directors Stock Deferral Plan (or any successor plan thereto), as well as any other shares of vested restricted stock held by such individual that may be subject to transfer restrictions or potential clawbacks, but for purposes of calculating non-employee director holdings, shall not include unvested shares of restricted stock, shares held through any other form of indirect beneficial ownership, shares underlying unexercised options, or shares underlying unvested restricted stock units or shares underlying unvested Share Units.

b. Senior Officers—

(i) On or before the fifth anniversary of the date on which an individual is appointed to one of the senior officer positions indicated in the table below, each such senior officer should attain and, thereafter, continuously maintain, minimum ownership of Sysco common stock equal in value to the multiple of such officer's annual base salary set forth in the table below:

Position	**Minimum Ownership Requirement** (Multiple of Base Salary)
Chief Executive Officer	7x
President	4x
Executive Vice President	4x
Senior Vice President	2x

If a senior officer is promoted to a position that requires the ownership of a greater amount of stock than his or her prior position, the five-year period pertaining to the new position will begin to run upon the effectiveness of the promotion; provided, however, that a promoted officer shall continue to comply with the above ownership requirements applicable to his or her prior position at all times subsequent to the promotion.

(ii) For purposes of this section 11.b., the shares counted towards ownership shall include:

- shares owned directly by the officer, including shares of vested restricted stock held by the officer that may be subject to transfer restrictions or potential clawbacks;
- shares owned indirectly by the officer through any Sysco Employee Stock Purchase Plan;
- two-thirds of the shares underlying unvested restricted stock units held by the officer, rounded down to the nearest whole share;

- two-thirds of the shares of unvested restricted stock held by the officer, rounded down to the nearest whole share; and
- one-quarter of the shares underlying unvested performance share units held by the officer, rounded down to the nearest whole share and assuming satisfaction of all applicable financial performance criteria at the “target” level;

provided, however, that shares held through any other form of indirect beneficial ownership, as well as shares underlying unexercised options, shall not count toward an officer’s ownership for purposes of this section 11.b.

(iii) The aggregate value of each senior officer’s holdings of Company common stock shall be determined by multiplying (A) the number of shares counted toward ownership pursuant to section 11.b.ii by (B) the average closing price of a share of Company common stock on the New York Stock Exchange for the 10 trading day period preceding the measurement date.

(iv) Each senior officer specified in this section 11.b shall be required to retain (A) 25% of the net shares acquired upon exercise of stock options and (B) 100% of the net shares acquired upon the vesting of restricted stock units or performance share units, in each case until the officer’s holdings of Company common stock equal or exceed the applicable minimum ownership requirement. For these purposes, “net shares” shall mean the shares remaining after disposition of shares necessary to pay the related tax liability and, if applicable, exercise price. For purposes of determining whether an officer’s holdings equal or exceed the minimum ownership requirement applicable to him or her, the officer should first calculate his or her ownership based on current vested stock holdings plus (X) two-thirds of his or her unvested restricted stock units and/or restricted stock and (Y) one-quarter of his or her unvested performance share units. If the sum of those amounts is less than his or her minimum ownership requirement, then the officer shall be required to comply with the retention requirements set forth in this Section 11(b)(iv) until the officer’s holdings of Company common stock equal or exceed the ownership requirement.

c. There may be instances where abiding by these stock ownership guidelines may place an undue hardship on a director or senior officer, although it is anticipated that such instances will be rare. The Chairman of the Corporate Governance and Nominating Committee will make the final decision as to developing an alternative to these stock ownership guidelines for such a director or senior officer that reflects the intent of these stock ownership guidelines and the individual’s personal circumstances.

12. Disclosure of these Guidelines

It shall be the responsibility of the Corporate Secretary of the Company to assure that the current version of these guidelines be posted on the Company's website at http://www.sysco.com. The Company's stockholders shall be apprised of the availability of these guidelines on the Company's website. Any stockholder of the Company may obtain a copy of these guidelines upon request to the Company's Investor Relations group.

13. Code of Business Conduct

The Company will at all times maintain one or more Codes of Business Conduct for its employees, officers and directors, including its CEO, principal financial officer and principal accounting officer or controller. The Board expects directors, as well as the Company's officers and employees, to act ethically at all times and to adhere to the applicable Code of Business Conduct.